



For Members' **Attention**

The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September 2015 to 25th September 2015

The Shares of the Company have been brought under Compulsory dematerialization. Those share holders who has not dematerialized their shareholding from physical to demat mode are requested to do so at the earliest.

The Members are requested to quote their Folio Number in all correspondence and also to notify immediately, change of address, if any to the Registrar and Share Transfer Agents viz, MCS Limited at the address given on this page.

Members are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as the practice of distributing copies of the Report at the Meeting has been discontinued and also to bring with them their Attendance Slip which may be submitted at the entrance duly signed.

Members desirous of getting any information about accounts and operations of the Company are requested to address their queries to the Company at least 10 days in advance of the meeting so that information required can be made readily available at the meeting.

REGISTRAR AND SHARE TRANSFER AGENT

MCS LIMITED
101, Shatdal Complex,
1st Floor, Opp. Bata Show Room,
Ashram Road, Ahmedabad – 380 009.

CORPORATE OFFICE

C-3/1001, Anushruti Tower,
Nr. Jain Temple, Opp. New York Tower,
Nr. Thaltej Cross Road, S. G. Highway,
Ahmedabad-380054

Corporate Information

BOARD OF DIRECTORS

Mr. Bharvinbhai S. Patel, Managing Director
 Mr. Maheshbhai M. Patel, Non-Independent non-executive director
 Mr. Keyur B. Mehta, Independent non-executive director
 Mr. Maulik A. Shah, Independent non-executive director
 Mr. Saurin M. Shah, Independent non-executive director (Appointed w.e.f. 31.03.2015)
 Ms. Shetna B. Patel, Non-Independent non-executive Women director (Appointed w.e.f. 31.03.2015)

REGISTERED OFFICE

Aviva Industries Limited
 (CIN : L32200MH1984PLC034190)
 17, Mumtaz Manzil,
 Wood House Road,
 Opp. Chirag Din,
 Colaba, Mumbai – 400 005.

CORPORATE OFFICE

C-3/1001, Anushruti Tower,
 Nr. Jain Temple, Opp. New York Tower,
 Nr. Thaltej Cross Road, S. G. Highway,
 Ahmedabad-380054

REGISTRARS AND SHARE TRANSFER AGENT MCS LIMITED

101, Shatdal Complex,
 1st Floor, Opp. Bata Show Room,
 Ashram Road, Ahmedabad – 380 009.

AUDITORS

M/s Vishves A. Shah & Co.,
 22, Narayan Park -1,
 Bopal, Ahmedabad – 380058.

COMMITTEES OF DIRECTORS

AUDIT COMMITTEE

Mr. Keyur B. Mehta, Chairman
 Mr. Maulik A. Shah, Member
 Mr. Maheshbhai M. Patel, Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Keyur B. Mehta, Chairman
 Mr. Bharvinbhai S. Patel, Member
 Mr. Maheshbhai M. Patel, Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Maulik A. Shah, Chairman
 Mr. Keyur B. Mehta, Member
 Mr. Maheshbhai M. Patel, Member

RISK MANAGEMENT COMMITTEE

Mr. Bharvin S. Patel, Chairman
 Mr. Keyur B. Mehta, Member
 Mr. Maulik A. Shah, Member

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Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON FRIDAY, THE 25TH DAY OF SEPTEMBER, 2015 AT 2.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 17, MUMTAZ MANZIL, WOOD HOUSE ROAD, OPP. CHIRAG DIN, COLABA, MUMBAI-400 005 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the audited Balance Sheet of the company as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date, with the reports of the Directors and Auditors thereon.

Item No. 2 – Appointment of Director

To appoint a Director in place of Mr. Maheshbhai Mohanlal Patel (DIN: 03089933), who retires by rotation and being eligible offers himself for re-appointment.

Item No. 3 – Appointment of auditors

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof :

RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, the appointment of M/s Vishves A. Shah & Co., Chartered Accountants (Firm Registration No. 121356W) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors, plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

Special Business

Item No. 4 - Appointment of Mr. Saurin M. Shah as an Independent Director.

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

RESOLVED THAT pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Mr. Saurin M. Shah (DIN : 06911467), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Saurin M. Shah as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to March 30, 2020, not liable to retire by rotation.

Item No. 5 - Appointment of Mrs. Shetna B. Patel as Regular Director.

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Mrs. Shetna B. Patel (DIN : 06642724), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Shetna B. Patel as a candidate for the office of a director of the Company, be and is hereby appointed as Regular Director of the Company, liable to retire by rotation.

Item No. 6 - To approve and adopt the new set of Articles of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under (including the statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company".

RESOLVED FURTHER THAT the Board be and is hereby authorize to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

For and on behalf of the Board

**Place : Ahmedabad
Date : August 11, 2015**

**Bharvin Patel (DIN: 01962391)
Managing Director**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT APROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY FILLED IN MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME OF HOLDING MEETING. A BLANK PROXY FORM IS ANNEXED TO THIS NOTICE.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2015 to 25th September 2015, both days inclusive.
3. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 (corresponding to 173(2) of the Companies Act, 1956), setting out material facts in respect of the special business under item No. 4 to 6 is annexed hereto.
4. Members are requested to bring their Attendance slip along with their copy of Annual Report to the Meeting.
5. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.
6. Electronic copy of the Annual Report for 2013-15 (including Notice of the 23rd Annual General Meeting of the Company along with Attendance Slip and Proxy) is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not having email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.

7. Members holding shares in electronic form are requested to update the email id with their respective Depository Participants to receive all the communications in electronic mode.
8. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
9. Members desiring any information as regards the operations of the Company are requested to write to the Company at least 5 days in advance so as to enable the management to keep the information ready at the meeting.

10. Voting through electronic means :

- Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to members to cast their votes electronically on all resolutions said forth in the notice conveying the 31st Annual General Meeting. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- The e-voting facility is available at the link www.evotingindia.com.
- Company has appointed Mr. Gopal C. Shah & Co, (Firm Registration No. 103296W) Chartered Accountants, (Membership No. 34967) (Address : 102, Tajshree Residency II, Near Dada Saheb Pagla, Vijay Char Rasta, Ahmedabad -380009) as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The procedure and instructions for members for voting electronically are as under:

- (i) The voting period begins on 22nd September, 2015 at 9.00 a.m. and ends on 24th September, 2015 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 18.09.2015, 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 "Shareholders" tab.
- (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 the first two letters of their name and the last 8

	<ul style="list-style-type: none"> • digits of the demat account/folio number in the PAN field. • 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 in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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 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.
- (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 <Aviva 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) 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 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.
- (xix) 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.
- (xx) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in

favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- (xxi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.avivaindustries.com and on the website of CSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
11. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Annual General Meeting by e-mail and others are sent by post. Members have option to vote either through e-voting or through Physical Ballot Form which will be provided at the venue of the AGM. Members who have received Annual Report by e-mail and who wish to seek duplicate Annual Report from M/s. MCS Limited, Registrar & Share Transfer Agent, 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380009, Ph : 26582878/79/80.

Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot which shall be provided at the venue of the AGM or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e- Voting, then voting done through e- voting shall prevail and voting done through physical ballot will be treated as invalid.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.

Item No. 4 - Appointment of Mr. Saurin M. Shah as an Independent Director.

The Board of Directors, at its meeting held on March 31, 2015, appointed Mr. Saurin M. Shah as an Additional Director of the Company with effect from March 31, 2015, pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Saurin M. Shah will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Saurin M. Shah for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Saurin M. Shah (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

He is proposed to be appointed as an Independent Director of the Company for a period up to March 30, 2020, not liable to retire by rotation. He was first appointed on the Board on 31st March, 2015 by the Board of Directors as Additional Director. At present, he is not holding any shares of the company. He has no relationship with any Director, Manager or Key Managerial Personnel of the company. He was not eligible to attend any Board Meetings during the financial year ended 31st March, 2015, as he was appointed as Director on 31st March, 2015, and as such he has not attended any Board meeting during the financial year ended 31st March, 2015. He is not a Director in nor holds Membership or Chairmanship of any committees of the Board of other companies.

The resolution seeks the approval of members for the appointment of Mr. Saurin M. Shah as an Independent Director of the Company for a period up to March 30, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Saurin M. Shah, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Saurin M. Shah

as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Saurin M. Shah, to whom the resolution relates, are interested or concerned in the resolution.

Your Director recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of members of the Company.

Item No. 5 - Appointment of Mrs. Shetna B. Patel as Regular Director.

The Board of Directors, at its meeting held on March 31, 2015, appointed Mrs. Shetna B. Patel as an Additional Director of the Company with effect from March 31, 2015, pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Shetna B. Patel will hold office up to the date of the ensuing AGM.

Pursuant to provisions of section 149 of the Act, listed companies shall appoint atleast one woman director into the Board, and the same shall be complied within one year from 1st April 2014. The listing agreement stipulates that every listed company should have a women Director and who appointed on or before 1st April 2015. Your Company proposes to appoint Mrs. Shetna B. Patel (DIN: 06642724), appointed as the additional Director of the Company on 31st March, 2015, as a Women director (Promoter-Non Executive) into the Board.

She is proposed to be appointed as Director (Promoter-Non Executive) of the Company, liable to retire by rotation. She was first appointed on the Board on 31st March, 2015 by the Board of Directors as Additional Director. At present, she is not holding any shares of the company. She is a Wife of Shri Bharvin Patel, Managing Director of the company. She has no relationship with any other Director, Manager of Key Managerial Personnel of the company. She was not eligible to attend any Board Meetings during the financial year ended 31st March, 2015, as she was appointed as Director on 31st March, 2015, and as such she has not attended any Board meeting during the financial year ended 31st March, 2015. She is Director in (1) Dubond Infotech Private Limited (2) Sisa Mosaic Private Limited (3) Specific Glass Mosaic India Limited. She does not hold Membership or Chairmanship of any committees of the Board of other companies.

Justification for choosing the appointee for appointment as Director : -----

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mrs. Shetna B. Patel for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Accordingly, in compliance with the provisions of section 149 and other applicable provisions if any, of the Companies Act, 2013 and the requirements of listing agreement, Mrs. Shetna B. Patel is proposed to be appointed as Director (Promoter-Non Executive) of the Company, liable to retirement by rotation.

No director, key managerial personnel or their relatives, except Mr. Saurin M. Shah, to whom the resolution relates, are interested or concerned in the resolution.

Your Director recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of members of the Company.

Item No. 6 - To approve and adopt the new set of Articles of the Company.

The Companies Act, 2013 is now largely in force. On 12th September, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently on 26th March, 2014, MCA notified most of the remaining Sections. Importantly, the substantive sections of the Companies Act, 2013 which deal with the general working of companies stand notified.

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956, but some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletions. It is therefore considered expedient to wholly replace the existing AoA by a new set of AoA.

The substitution of the existing AoA with the new AoA is proposed to align the AoA of the Company with the provisions of the Companies Act, 2013.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the members and also will be placed at the venue of the Annual General Meeting for inspection by the members.

No director, key managerial personnel or their relatives are interested or concerned in the resolution.

Your Director recommends the Special Resolution set out at Item No. 6 of the Notice for approval of members of the Company.

INFORMATION AS REQUIRED UNDER CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING			
Name of Director	Mr. Saurin M. Shah	Mrs. Shetna B. Patel	Mr. Maheshbhai Patel
Date of Birth	29 th December, 1973	11 th November, 1979	15 th August, 1958
Date of Appointment	31 st March, 2015	31 st March, 2015	07/02/2011
Qualifications	Bachelor of Science with Chemistry	HSC	Bachelor of Commerce
Expertise in Specific Functional Areas	20 Years in Field of Ceramic Tile Manufacturing	More than 1.5 year Experience in field of Investment Business	More than 9 year of Experience in field of Investment Business
Directorship held in other companies (excluding foreign companies)	None	(1) Dubond Infotech Private Limited (2) Sisa Mosaic Private Limited (3) Specific Glass Mosaic India Limited	None
Membership/ Chairmanship of committees in other public company	None	None	None
Shareholding in the company	NIL	NIL	NIL
Disclosure of relationship between Directors inter-se	None	Wife of Mr. Bharvin S. Patel, Managing Director of the company	None

For and on behalf of the Board

**Place : Ahmedabad
Date : August 11, 2015**

**Bharvin Patel (DIN: 01962391)
Managing Director**

Directors' Report

Your Directors take pleasure in presenting herewith Thirty First Annual Report and Audited Accounts for the year ended on 31st March, 2015.

State of Affairs of the Company

	<i>(Amt. in Lacs)</i>	
	Year ended March 31, 2015	Year ended March 31, 2014
Profit before Interest, Depreciation and Taxation	(2.84)	(0.42)
Interest	0.00	0.00
Depreciation	0.00	0.02
Profit / (Loss) before Tax	(2.84)	(0.44)
Provision for Taxation	0.00	0.00
Deferred Tax	0.00	0.00
Profit / (Loss) after Tax	(2.84)	(0.44)

Review of Performance

Company has not carried on any business activities during the year. Company has incurred Loss of Rs. 2.84 Lacs as compared to the Loss of Rs. 0.44 Lacs for the previous year. At present the company is in idle situation and promotes are trying to revive the company.

Changes to Share Capital

At present the Authorized Share Capital of the Company stands at Rs. 18,00,00,000 and the paid up capital stand at Rs. 1,49,90,000. There has been no change in the share capital during the period ended 31st March, 2015.

Particulars of Loans, Guarantees and Investments

During the year ended 31st March, 2015, company has not given any Loans, Guarantees and/or made any Investments covered under the provisions of Section 186 of the Companies Act, 2013.

Contracts and Arrangements with Related Parties

During the year ended 31st March, 2015, company has not entered into any Contracts and/or arrangements with related parties covered under section 188 of the Companies Act, 2013.

Dividend

In the absence of profit, your directors are unable to declare any dividend for the period 2014-2015.

Fixed Deposits

Your Company has not accepted any fixed deposits from the public and the provisions of Section 73 of the Companies Act, 2013 are not applicable.