



# **CHROMATIC INDIA LIMITED**

**29TH ANNUAL REPORT**  
**2015-2016**

## Route Map



**Address / Venue:** 207, Vardhaman Complex, L.B.S Marg,  
Vikhroli (W), Mumbai – 400 083.

**Prominent Land Mark:** Home Town Mall

**The Twenty Ninth Annual General Meeting of  
The Members of Chromatic India Limited is  
Scheduled on Thursday, the 11th day of  
August, 2016 at 11.00 A.M.**

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**Corporate information**

**Board of Directors**

Mr. Vinod Kumar Kaushik	-	Whole-time Director
Mr. Ajay Singh Sethi	-	Non Executive & Independent Director
Mr. Chirag B Shah	-	Non Executive & Independent Director
Ms. Diana M Joshi	-	Non Executive & Independent Director

**Company Secretary & Compliance Officer**

Ms. Suruchi D Pednekar

**Auditors**

M/s. S. K. Badjatya & Co.,  
Chartered Accountants

**Bankers**

Bank of India, Axis Bank Ltd., Central Bank of India, State Bank of India

**Registered Office**

207, Vardhaman Complex Premises Co. op. Society Ltd.,  
L.B.S. Marg, Vikhroli (West), Mumbai – 400 083  
Tel. No. +91 22 6136 9800  
Fax No. +91 22 25793973  
Email: chromatic@mtnl.net.in, cs@chromatic.in  
Website: www.chromatic.in  
CIN: L99999MH1987PLC044447

**Registrar & Share Transfer Agent**

**M/s. Bigshare Services Private Limited**

CIN: U99999MH1994PTC076534  
E/2&3 Ansa Industrial Estate, Sakivihar Road,  
Sakinaka, Andheri (E), Mumbai – 400 072  
Tel No. : +91 22 40430200  
Fax no. : +91 22 28475207  
Email: investor@bigshareonline.com  
Website: www.bigshareonline.com

**NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the 29th Annual General Meeting of the Members of **Chromatic India Limited** will be held on Thursday, August 11, 2016 at 11.00 a.m. at 207, Vardhaman Complex Premises Co. op. Society Ltd., L.B.S. Marg, Vikhroli (West), Mumbai – 400083, to transact the following business: -

**Ordinary Business****Item No. 1- Adoption of financial statements for the year ended March 31, 2016**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, including audited balance sheet as at March 31, 2016 and the Statement of Profit and Loss Account for the year ended on that date, on a standalone and consolidated basis, together with the Reports of the Board of Directors and the Auditors thereon.

**Item No. 2- Appointment of Director retiring by rotation**

To appoint a Director in place of Mr. Vinod Kumar Kaushik (DIN No. 02586479), who retires by rotation and, being eligible, offers himself for reappointment.

**Item No. 3- Ratification of Appointment of Statutory Auditors**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 (the rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of M/s. S. K. Badjatiya & Co., Chartered Accountants, (ICAI Firm Registration No. 004017C), who have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and are hereby severally authorised to certify the true copy of the resolution and furnish the same to any other concerned authorities for their record and necessary action.”

**Special Business****Item No. 4- Determination of Fees under Section 20 of the Companies Act 2013, as an Ordinary Resolution:**

**“RESOLVED THAT** in supersession to all earlier resolutions passed in this regard, pursuant to the provisions of Section 20 of the Companies Act 2013, Rules made there under, SEBI Rules, Regulations and any other Law, Rules, Regulations, as applicable, for the time being in force, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to give power to the Board of Directors of the Company to decide, demand, charge, collect, or receive any such amount of fees in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, director (s) or key managerial personnel of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

By Order of the Board of Directors  
**For Chromatic India Limited**

**Suruchi Pednekar**  
Company Secretary

**Registered Office**

207, Vardhaman Complex Premises Co. op. Society Ltd.,  
L.B.S. Marg, Vikhroli (West), Mumbai – 400083

Place: Mumbai

Date: June 29, 2016



**Notes:-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy form, forming part of this Notice is annexed at the last page of this Annual Report.

2. During the period beginning 24 hours before the time fixed for the Commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
3. 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.
4. Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
5. Route Map of the venue of this Annual General Meeting, as a part of this notice is given soon after the cover page of this Annual Report 2015-16
6. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 setting out the material facts in respect to the Special Business in annexed herewith.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, August 7, 2016 to Thursday, August 11, 2016 (both days inclusive) for the purposes of this Annual General Meeting.
8. The relevant details as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as the "Listing Regulations") entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors are annexed to this notice as "Annexure A".
9. Members are requested to update their Bank Account Number, Name and Address of the Bank / Branch, change in their address and other details to the Registrar and Share Transfer Agent of the Company i.e. M/s Bigshare Services Private Limited in respect of shares held in physical mode and to their respective DPs for demat mode.
10. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of attendance slip; forming part of this Annual Report. Members / proxies are requested to bring their duly-filled Attendance Slip and sign the same at the place provided and hand it over at the entrance of the venue.
11. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days between 11.00 am to 1.00 pm, except Saturdays and Public holidays up to the date of this Annual General Meeting.
12. Members desirous of obtaining any information / clarification (s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of meeting to the Company Secretary at the Registered Office of the Company so that the same may be attended appropriately.
13. Unclaimed dividend for the financial years 2009-10, 2011-12 and 2012-13 are still lying in the respective unpaid dividend accounts of the Company. Members, who have not encashed the dividend warrants for the said financial years, are requested to contact the Company's Registrar and Share transfer agent, Bigshare Services Private Limited at the earliest.
14. 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 Bigshare, for consolidation into a single folio.

15. 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 / Bigshare Services Private Limited.
16. To support the "Green Initiative", the Members who have not registered their e-mail address so far are requested to register their e-mail address with the Company / M/s. Bigshare Services Private Limited / Depositories for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail address are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies is being sent by the permitted mode under Companies Act, 2013. The Annual Report is also available for download at the website of the Company at [www.chromatic.in](http://www.chromatic.in)
18. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and the provisions of the Listing Regulations, entered into with the Stock Exchanges, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. Further note that members who has voted by e-voting services cannot vote at the AGM
19. The Company has appointed Ms. Nishi Jain, Practicing Company Secretary (Membership No. 22386) as Scrutinizer to conduct the e-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing the votes received shall make a Scrutinizer's report of the votes casted in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
20. The results declared along with Scrutinizer's report shall be placed on the website of the Company immediately and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
21. Instructions and other information relating to e-voting are as under:
  - i. The E-voting period for all items of business contained in this Notice shall commence from Monday, August 8, 2016 at 9.00 a.m. and ends on Wednesday, August 10, 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 of Thursday, August 4, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he / she shall not be allowed to change it subsequently.
  - ii. The shareholders should log on to the e-voting website i.e [www.evotingindia.com](http://www.evotingindia.com).
  - iii. Click on "Shareholders" tab to cast your votes.
  - iv. Now Enter your User ID
    1. For CDSL: 16 digits beneficiary ID,
    2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    3. 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](http://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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ol 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ol>
DOB#	Enter the Date of Birth as recorded in your demat account or in the bank 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 bank records for the said demat account or folio.</p> <p>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).</p>

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. Now, select the Electronic Voting Sequence Number - “EVS” for the relevant to Chromatic India Limited. “COMPANY NAME” from the drop down menu 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 “RESOLUTION FILE LINK” if you wish to view the entire Resolutions.
- 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 print out 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 same 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 Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.





## CHROMATIC INDIA LTD

- \* 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.
  - \* The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxi. In case of members receiving the physical copy:
- \* Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
  - \* The E-voting period for all items of business contained in this Notice shall commence from Monday, August 8, 2016 at 9.00 a.m. and ends on Wednesday, August 10, 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 of Thursday, August 4, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he / she shall not be allowed to change it subsequently.
  - \* 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board of Directors  
**For Chromatic India Limited**

**Suruchi Pednekar**  
Company Secretary

Place: Mumbai  
Date: June 29, 2016

### STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

#### **Item No. 4:**

As per the provisions of Section 20 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed to give power to the Board of Directors of the Company to decide, demand, charge, collect, or receive any such amount of fees in advance from the requesting member (s) of the Company.

Therefore, the Board of Directors of your Company has recommended passing of the Ordinary Resolution as contained in Item No. 4 of this notice.

None of the Director (s) and / or Key Managerial Personnel of the Company or their relatives is concerned or interested in any way in the proposed resolution.

By Order of the Board of Directors  
**For Chromatic India Limited**

**Suruchi Pednekar**  
Company Secretary

Place: Mumbai  
Date: June 29, 2016



## Annexure A

### Details of Directors seeking Appointment /Re-appointment at this Annual General Meeting

#### [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Under Section 152(6) of the Companies Act, 2013 at every AGM, one third of the directors are liable to retire by rotation, shall retire from office. The directors to retire by rotation at every AGM shall be those who have been longest in office and between those who became directors on the same day by mutual agreement or lot.

Mr. Vinod Kumar Kaushik(DIN: 02586479), Whole Time Director, is liable to retire by rotation. In compliance with Section 152 of the Companies Act, 2013, Mr. Vinod Kumar Kaushik shall, by mutual agreement, retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. As per the terms of his appointment, re-appointment at the AGM as a director retiring by rotation would not constitute break in his appointment as a Whole-time Director.

Brief resume of director to be re-appointed, nature of expertise in specific functional areas, shareholding and relationships between directors inter-se, names of companies in which he holds directorships and membership/chairmanships of Board Committees as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided below:

Name of the Director	Mr. Vinod Kumar Kaushik
Father's Name	Mr. Maheshwar Dayal Kaushik
Designation	Executive, Whole Time Director
Date of Birth	February 01, 1949
Nationality	Indian
Date of Appointment on Board	April 01, 2009
Qualifications	MA, Maths
Expertise	Wide experience in Finance & Administration.
Directorships held in other Public Companies (Excluding foreign companies and Section 25 Companies)	(i) Chromatic Sponge Iron Limited (ii) Chromatic Ferro Alloys Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Number of Shares held in the Company	100
Relationships between the Directors inter – se	NIL