

Annual Report

2014-2015



GARNET
INTERNATIONAL LIMITED

REGISTERED OFFICE

901, RAHEJA CHEMBERS,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI – 400021

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Dinesh Nandwana
 Mr. Suresh Gaggar (MD)
 Mr. Sharad Rathi
 Mr. Ramakant Gaggar
 *Mr. Deven Mehta
 *Mrs. Manju Maheshwari
 (* Mr. Deven Mehta Resign and Mrs. Manju Maheshwari Appoint as on 20th Apr, 2015)

AUDITORS

M/s. MVK Associates

REGISTERED OFFICE

901, Raheja Chambers
 Nariman Point
 Mumbai – 400 021

Tel: 022-66369942

E-mail: info@garnetint.com

Website: www.garnetint.com

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt Ltd
 C-13, Pannalal Silk Mills Compound,
 LBS Marg, Bhandup(W), Mumbai-400078
 Tel: 022-25963838 Fax: 022-25964969
 email ID – tanushree.rauth@linkintime.co.in

BANKER

HDFC Bank Limited

COMPANY SECRETARY

Kamlesh Manubhai Gagavani

CHIEF FINANCIAL OFFICER

*Sanjay Raut

(* Appointed as on 20th April, 2015)

Contents	Page No.
Corporate Information	1
Notice	2
Directors Report	8
Management Discussion and Analysis	28
Report on Corporate Governance	29
Auditors Certificate	39
Auditors Report	40
Balance Sheet – Garnet International Ltd	44
Notes on Account	47
Auditors Report – Consolidated	59
Balance Sheet – Consolidated	61
Notes on Account – Consolidated	64

NOTICE

GARNET INTERNATIONAL LIMITED (CIN: L99999MH1995PLC093448)

Registered Office: 901, Raheja Chambers, Nariman Point, Mumbai – 400 021

Tel: (91) (22) 66369942, **Fax:** (91) (22) 66369943

E-mail: info@garnetint.com **Website:** www.garnetint.com

Notice is hereby given that the 33RD Annual General Meeting of the Members of GARNET INTERNATIONAL LIMITED will be held at registered office of the Company situated at 901, Raheja Chambers, Nariman Point, Mumbai – 400 021, on Wednesday, 30th September, 2015, at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

A) The Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.

B) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Mr. Ramakant Gaggar (DIN: 01019838), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. MVK Associates, Chartered Accountants, Mumbai, (ICAI Registration No. 120222W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors 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:

5. Appointment of Mrs. Manju Maheshwari (DIN No.: 03061384) as Women Director of the Company.

To consider and if thought fit, to pass with or without modification following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of 152 and other applicable provisions of the Companies Act, 2013 and rules made there under Mrs. Manju Maheshwari who was appointed as Additional Director of the Company by the Board of Directors with effect from 20th April, 2015 and who holds office up to the date of this Annual General Meeting and in respect of whom company has received a notice in writing from member proposing her candidature for the office of Director of the Company, be and is appointed as Non-executive Director, whose period of office shall be liable to determination by retirement of director by rotation."

By Order of the Board,
FOR GARNET INTERNATIONAL LIMITED

PLACE: MUMBAI
DATED: 30th May, 2015

SURESH GAGGAR
MANAGING DIRECTOR
DIN No. : 00599561

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of item nos. 5 of the notice set out above, is annexed hereto.
2. **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.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent 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 notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable
3. The Register of Members and Share Transfer books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
4. The members are requested to notify any change in their address to the registrar and share transfer agent namely M /S Link Intime India Pvt Ltd having their office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078.
5. Members/proxies are requested to bring their copies of the annual report and the admission slip duly filled in for attending the meeting.
6. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment, 2015 and Clause 35B of Listing Agreement. The Company is pleased to provide the facility to Members to exercise their right to vote by electronics means.

The members whose names appear in the Register of Members/list of Beneficial owners as on Saturday, 19th September, 2015, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the Book Closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The Voting period will commence on 24/09/2015, Thursday, 09:00 AM and ends on 26/09/2015, Saturday, 06:00 PM. The Company has appointed M/s. Kamlesh Jain and Associates; Practising Company Secretaries, (Membership No. ACS 14068) to act as the scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

7. E-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24/09/2015, Thursday, 09:00 AM and ends on 26/09/2015, Saturday, 06:00 PM. 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 Saturday, 19/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Details	<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 number of shares held by you as on the cut off date in the Dividend Bank details field.
---------	--

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 Garnet International 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 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) 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 they have to create 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.

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.

By Order of the Board,
FOR GARNET INTERNATIONAL LIMITED

PLACE: MUMBAI
DATED: 30th May, 2015

SURESH GAGGAR
MANAGING DIRECTOR
DIN No. : 00599561

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following Statement sets out all material facts relating to the business mentioned in the accompanying Notice

Item No 5:

The Board of Directors has appointed Mrs. Manju Maheshwari (DIN: 03061384) as a Women Director under the provisions of Section 149 and 152 of the Companies Act, 2013,

The Resolution seeks the approval of members for the appointment of Mrs. Manju Maheshwari as Women Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Manju Maheshwari proposed to be appointed, as a Women Director, fulfil the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent.

A copy of the draft letter for the appointment of Mrs. Manju Maheshwari as a Women 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 Annual General Meeting.

None of the Directors and KMP is interested or concerned in the Resolution.

DIRECTORS' REPORT

To,
The Members,
GARNET INTERNATIONAL LIMITED

Your Directors have pleasure in presenting their Thirty Third Annual Report with Audited Accounts of the Company for the year ended 31st March 2015.

FINANCIAL HIGHLIGHTS

Particulars	Amount in Rs	
	Year ended 31 st March 2015	Year ended 31 st March 2014
Total Income	21536794	6588610
Profit/(Loss) before Depreciation and Tax	7186847	1137418
Less: Depreciation	891267	573297
Profit/(Loss) before Tax	6295580	564121
Less: Provision for Tax	(900664)	308637
Net Profit /(Loss) after Tax	7196244	255484

DIVIDEND

Your directors are pleased to recommend a dividend of 5% i.e. Rs. 0.50 per Equity Share of Rs. 10/- each for the financial year ended 31st March, 2015 subject to approval of the shareholders at the ensuing Annual General Meeting

SHARE CAPITAL

The paid up equity share capital of the Company as on 31st March, 2015 was Rs.6,22,50,000/-.

Further, the company has not issued any shares with differential voting rights nor granted stock options nor sweat equity shares.

As on 31st March, 2015 Mr. Ramakant Gaggar Director of the Company acquired 35,364 shares of the Company and Mr. Suresh Gaggar Director of the Company acquired 2,30,100 shares of the company.

DEPOSITS

Your company has not accepted/invited deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014

SUBSIDIARY COMPANIES

The Company has One (1) subsidiary as on March 31, 2015. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiary.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statement of the Subsidiary company in Form AOC-1 is attached to the a part of this Report as **Annexure- 1**

DIRECTORS

Your Company has 5 (Five) Directors consisting of 2 (Two) Independent Directors, and 3 (Three) Non Independent Directors, as on 31st March, 2015

Appointment/Resignations from the Board of Directors

There is no Appointment/Resignation of Board of Directors during the year

Independent and Non-Executive Directors

In terms of the definition of 'Independence' of Directors as prescribed under Clause 49 of the Listing Agreement entered with the Stock Exchanges and pursuant to Section 149(6) of the Companies Act, 2013 and based on the confirmation/disclosures received from the Directors, the following are the Independent Directors of the Company:

1. Mr. Dinesh Nandwana
2. Mr. Sharad Rathi

Woman Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a company shall have atleast one Woman Director on the Board of the Company. Your company has appointed Mrs. Manju Maheshwari as Director on the Board of the Company since 20th April, 2015.

Chairman & Managing Director (CMD)

Mr. Suresh Gaggar is Managing Director of the Company

Directors Retiring by Rotation

In terms of Section 152 of the Companies Act, 2013 Mr. Ramakant Gaggar being longest in office shall retire by retire at the ensuing AGM and being eligible for re-appointment, offers himself for re-appointment.

Appointment/Resignation of the Key Managerial Personnel

There was no resignation of Key Managerial Personnel during the year under review.

Number of Meetings of the Board

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. Due to business exigencies, certain business decision are taken by the Board through circulation from time to time.

The Board met 7 (Seven) times during the FY 2014-15 viz, 29th May, 2014, 9th June, 2014, 24th July, 2014, 5th November, 2014, 24th November, 2014, 27th January, 2015 and 20th March, 2015.