

The Jamshri Ranjitsinghji Spg. & Wvg. Mills Company Ltd.



107th ANNUAL REPORT 2014-2015

NOTICE

NOTICE is hereby given that the Hundred and Seventh Annual General Meeting of the Shareholders of **THE JAMSHRI RANJITSINGHJI SPG. & WVG. MILLS CO. LTD.**, will be held at the Company's Registered office at Fatehchand Damani Nagar, Station Road, Solapur – 413 001, on Wednesday the 23rd September 2015 at 12.30 P.M.(S.T.) to transact the following business;

- 1) To receive, consider and adopt the Audited Financial Statements of the Company as on March 31, 2015 together with the Report of the Directors and Auditors thereon.
- 2) To Appoint a Director in place of Smt. Rekha Thirani (DIN: 00054058) who retires by rotation but, being eligible, offers herself for reappointment.
- 3) To consider the following Resolution as an Ordinary Resolution:
"Resolved that pursuant to the provisions of section 139,141 and 142 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 thereof, for the time being in force, Mittal And Associates, Chartered Accountants (Registration No.106456W), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

- 4) To Appoint Shri Kiranbhai J. Shah (DIN: 00057434) as an Independent Director and in this regard to consider the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Kiranbhai J. Shah (DIN:00057434), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 112th Annual General Meeting of the Company in the calendar year 2020."
- 5) To Appoint Shri Bipinbhai M. Patel (DIN:00063335) as an Independent Director and in this regard to consider the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Bipinbhai M. Patel (DIN:00063335), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 112th Annual General Meeting of the Company in the calendar year 2020."
- 6) To Appoint Shri.Balkishan M. Mohta (DIN: 00146822) as an Independent Director and in this regard to consider the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Balkishan M. Mohta (DIN:00146822), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 112th Annual General Meeting of the Company in the calendar year 2020."
- 7) To consider the following Resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 196 and 197 and other applicable provisions, if,any of the

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Companies Act ("Act"), as amended or reenacted from time to time, read with schedule V to the Act, the Company hereby approves the reappointment and terms of remuneration of Shri P.R.Damani (DIN:00030400) as the Chief Executive Officer and managing Director of the Company for a period of 3 years with effect from October 1, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri P.R.Damani.)

Resolved further that the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution"

Place: Mumbai
Date: 21st July ,2015

By Order of the Board of Directors

P.R Damani
Chairman

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (b) The relative Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ,in respect of Item No, 2 to 7 set out in the Notice is annexed hereto
- (c) Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
- (d) The Register of Members and Shares Transfer Books in respect of Equity Shares of the Company will remain closed from 08/09/2015 to 15/09/2015 (both days inclusive).
- (e) Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar and Transfer Agent of the Company, viz. Computech Sharecap Ltd. 147, Mahatma Gandhi Road, 3rd Floor, Opp. Jehangir Art Gallery, Fort, Mumbai – 400023 quoting their Folio Numbers.
- (f) Shareholders seeking any information with regard to Accounts are requested to write to the Company early so as to enable the management to keep the information ready.
- (g) The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21,2011 and 18/2011 dated April 29 ,2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/ documents and annual reports to shareholders. Henceforth the email addresses indicated in your respective Depository participant (DP) accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 219 of the Companies Act,1956. The other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned in(e) above quoting their folio number (s).
- (h) The Company has provided e voting facility for its members and instructions and other information relating to e voting are as under:
 1. Voting period commences on and from 10.00 a.m. on Friday 18/09/2015, and ends at 5.00 PM on Tuesday 22/09/2015.
 2. The Notice is being sent to all members by speed post / registered post/courier service (and also Electronically by email to those members who have registered their email- ID with the Company /Depositories), whose names appear in the Register of Members/Record of Depositories as on Friday, 14/08/2015.
 3. The members, whose name appears in the Register of members/Record of Depositories as on 16/09/2015 will be eligible for voting.
 4. The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The result of the e voting will be announced within 3 working days of close of AGM. The same will also be informed to BSE Limited (BSE) and will be Posted on the Company,s website www.jamshrimills.com. The date of declaration of results of the Postal Ballot will be taken as the date of passing of all the Resolutions.

5. Members who are holding shares in electronic form are requested to notify any correction / change in their name / address including Pin Code immediately to the Depository Participant. In the event of Non-availability of members latest address either in Company's record or in Depository Participant's Records, members are likely to miss notices and other valuable correspondences sent by the Company.
6. Members are requested to kindly mention their Folio Number / (In case of Demat shares) in all their correspondence with the Company's Registrar in order to obtain reply to their queries promptly.

INSTRUCTION FOR VOTING

Voting in Electronic Form (E-voting)

PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for Members for exercising their vote through e-voting are as under:

- (i) The voting period begins on Friday, the 18th September, 2015, at 10.00a.m. and ends on Tuesday, the 22nd 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 16th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders".
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the password provided on the name & address label.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. * 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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

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person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non - Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Place : Mumbai
Date : 21st July, 2015

By order of the Board of Directors
**The Jamshri Ranjitsinghji Spinning
And Weaving Mills Company Limited**

Registered Office:
Fatehchand Damani Nagar,
Station Road,
Solapur-413001

P.R.Damani
Managing Director

General Instruction:

- a) e-voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the cut-off date, which shall be announced through an advertisement.
- c) Voting period commences on and from 10.00 a.m. on Friday 18/09/2015, and ends at 5.00 PM on Tuesday 22/09/2015.
- d) The date of declaration of results will be within 3 working days of close of AGM.

ANNEXURE TO NOTICE – EXPLANATORY STATEMENT.

In conformity with the provisions of the Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to item No.2 to 7 mentioned in the accompanying Notice dated 21st July,2015

ITEM 2

Smt. Rekha Thirani belonging to Promoter group is an M.Com graduate from Mumbai University and has considerable knowledge of textile industry. She has had extensive experience with a leading writing materials company for brand building, marketing and packaging solutions.

The Board commends the Resolution at Item No. 2 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice except Smt. Rekha Thirani herself, Shri P.R.Damani (Father), Shri Rajesh Damani (Brother) being Members of the Promoter group.

ITEM 3

The Shareholders of the Company have appointed Mittal and Associates, Chartered Accountants as the Statutory Auditors of the Company from the conclusion of 106th ANNUAL General Meeting of the Company till the conclusion of the 109th Annual General Meeting. Pursuant to provisions of Section 139(1) of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Mittal and Associates, Chartered Accountants, as Statutory Auditors of the Company will be subject to ratification by the shareholders at every Annual General Meeting of the Company.

In accordance with Section 139 of the Act, Mittal and Associates Chartered Accountants have certified that they are eligible to be appointed as the Statutory Auditors of the Company and they satisfy the criteria as provided in Section 141 of the Act.

The Board commends the Resolution at Item No.3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

ITEM 4

Shri Kiranbhai J Shah age 77 years, is a reputed share broker with a wide experience of more than 40 years in the trade and business. He is a member of the Audit Committee and Chairman of the Shareholders/ Investors Grievances Committee Constituted by the Board of Directors of the Company . The Board considers that the Company would benefit from his experience and knowledge and recommends his re-appointment as Director on Board of Company under item No. 4 of the Agenda of accompanying Notice of 107th Annual General Meeting of the Members of the Company.

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice except Shri Kiranbhai Shah himself.

ITEM 5

Shri Bipinbhai M Patel age 64 years, has practical knowledge of trade. He is a prominent Industrialist of Solapur having vast experience in textiles, construction and sugar business and he is Managing Director of Mehul Construction Co. Pvt. Ltd. He is also a philanthropist and Chairman of Ashwini Sahakari Rugnalaya & Research Centre, Solapur. He has also established an excellent Private Medical College at Solapur which was recently inaugurated by the Hon. President of India. The Board considers that the Company would benefit from his knowledge and recommends his appointment as Director on Board of Company under item No. 5 of the Agenda of accompanying Notice of 107th Annual General Meeting of the Members of the Company.

The Board commends the Resolution at Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice except Shri Bipinbhai M. Patel himself.

ITEM 6

Shri Balkishan M. Mohta age 64 years is a Graduate and a reputed share broker and has 42 years experience in the trade and finance. He was elected as a Director of the BSE and served there from 2003 to 2011. He is member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. The Board considers that the Company would benefit from his knowledge and recommends his appointment as Director on Board of Company under item No. 6 of the Agenda of accompanying Notice of 107th Annual General Meeting of the Members of the Company.

The Board commends the Resolution at Item No. 6 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 6 of the accompanying Notice except Shri Balkishan M. Mohta himself.

ITEM No.7

Shri P.R.Damani was appointed as the Managing Director for a period of 5 years which term will expire on 30th September, 2015. Shri P.R.Damani is an Industrialist with vast and varied experience and he has been closely associated with textile industry for the last 60 years. He has devoted time and energy for the growth of the Company. As a result of his stewardship the Company has been able to achieve changes in product mix to cater to the changing consumers' tastes. The Nomination and Remuneration Committee recommended his reappointment for a period of 3 years.

Accordingly the Board at its meeting held on 21st July, 2015 decided to recommend his reappoint him as the Managing Director for a further period of 3 years w.e.f. 1st October, 2015 at the remuneration mentioned here in after..

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| I. SALARY | :Rs.150000/-(Rupees One Lac Fifty Thousand only)per month |
| II. BENEFITS, PERQUISITES AND ALLOWANCES | :Rent free residential accommodation or 30% house rent allowance. Full hospitalization and major medical expenses, car facility and telecommunication facility other perquisites and allowances subject to a maximum of 10% of the Basic Salary: this shall include medical reimbursement/leave travel concession/personal accident insurance/club membership fees Contribution to Provident Fund and gratuity fund as per rules of the Company Leave and encashment of unavailed leave as per the rules of the Company. |
| III. COMMISSION | : One per cent of the net profits of the Company, subject to a ceiling of 50% of the salary or Rs.9,00,000/- per annum, whichever is less. |
| IV. MINIMUM REMUNERATION | : Where in any financial year during the tenure of Mr. P.R. Damani as the Managing Director, If the Company has no profit or the profits are inadequate then there will be no reduction in the remuneration by way of Salary Benefits, Perquisites, and Allowances and commission subject to further approvals as required under Schedule V of the Companies Act, 2013 or any modification(s) thereto. |
| V. OTHER TERMS AND CONDITIONS | :The Agreement may be terminated by either party by giving to the other party three months' notice of such termination or the Company paying three months' remuneration in lieu thereof |

The Board commends the Resolution at Item No. 7 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Special Resolution at Item No. 7 of the accompanying Notice except Shri P.R.Damani himself and Shri Rajesh Damani as son and Smt. Rekha Thirani as daughter.

ONE HUNDRED & SEVENTH REPORT OF THE DIRECTORS

We present our Annual Report of the Company with the audited statement of accounts for the year ended 31st March, 2015.

1. FINANCIAL RESULTS

	2014-15	2013-14
Gross Profit/(Loss)	2,12,64,496	86,09,802
ADDITIONS/DEDUCTIONS		
Depreciation	55,74,049	55,11,006
Profit /Loss before Taxation	1,56,90,447	30,98,796
Less: Provision for Tax	24,00,000	1,00,000
Profit/(Loss) after taxation	1,32,90,447	29,98,796
Balance brought forward	(90,48,424)	(1,20,47,220)
Profit/(Loss) dealt with as under	42,42,023	(90,48,424)
Less: Transferred from Assets	(7,73,177)	0
Surplus/(Deficit) carried to Balance Sheet	34,68,845	(90,48,424)

2. PERFORMANCE

Your Directors are glad to inform that the Company has been able to wipe out its accumulated losses during the current year. The Company has achieved Revenue from Operations of Rs. 5484.08 lacs during the current financial year as against Rs. 4097.09 lacs in the previous year i.e. an increase of 34%. Profit after Tax has also increased to Rs. 132.90 lacs in the current year as against Rs. 29.99 lacs in the previous year.

Power is a major cost input. The company has entered bilateral agreements which resulted into reduction of cost of Power by 15% approximate.

3. DIVIDEND

Looking to the growing working capital requirements, the Directors do not propose dividend for the year.

4. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3) © of the Companies Act, 2013 your Directors state that:

- in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis.
- the Directors have laid down internal financial controls which are adequate and are operating effectively.
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively

5. DISCLOSURE REQUIREMENTS

As per Clause 49 of the Listing agreement entered into with the stock exchange, corporate governance report with auditor's certificate thereon and management discussion and analysis are attached in Annexure-I, which forms part of the report.

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the revised Clause 49 of the listing agreement with stock exchange.

6. CURRENT OUTLOOK

The economy is gaining ground. Steps taken by the Central Government to uplift the industry like simplifying labour laws, introducing GST, phase wise reduction of corporate taxes, etc will all provide positive environment. The Company intends to increase the quantum of power purchase through bilateral route. The Local Body Tax in Solapur is proposed to be abolished from August 2015 which will also help in better growth. The value added products initiated during the year should give result on long term basis.

The Management is confident to further improve the productivity, sales and profitability in the current year and onwards.

7. DIRECTORS :

During the year under review, the members approved the appointments of Smt. Rekha Thirani as a Non-executive Non-Independent Director who is liable to retire by rotation and of Shri S.K.Somany, and Shri E.A.K.Faizullahoy as Independent Directors for 5 consecutive years for a term up to the conclusion of the 111th Annual General Meeting in the calendar year 2019. The members have also reappointed Shri N.R.Damani liable to retire by rotation. The members have also appointed Shri Rajesh Damani as Joint Managing Director

Shri N. R.Damani ,Joint Managing Director, subsequently resigned from the office of Joint Managing Director and also from the office of Director w.e.f. 31st October,2014 . The Board places on record his contribution towards the working of the Company since his appointment on the Board on 2nd May 1978. The Board also recalled about his strenuous efforts during the difficult times of the Company by settling the dues of various creditors, getting the incentives sanctioned and bringing out the Company from the purview of B.I.F.R. and in the process making the Company virtually debt free.

8. INSURANCE

Your Company's Buildings, Plant and Machinery, Tool, Electrical installations, Stock in Process, Finished Goods and Raw Materials have been adequately insured.

9. PUBLIC DEPOSITS

The Company has not taken any Fixed Deposit from the Public.

10. Number of meetings of the Board

Four meetings of the Board were held during the year. For details of the meetings of the Board, please refer to the corporate governance report, which forms part of the report.

11. Declaration of Independence

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2103 read with the Schedules and rules issued thereunder as well as Clause 49 of the listing Agreement.

12. Board evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and exchange Board of India ("SEBI") under clause 49 of the listing Agreements.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board process, information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committee, effectiveness of committee meetings, etc.

The Board and Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual directors to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non executive directors. The same was discussed in the board meeting that followed the meeting of

the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

13. Policy on directors' appointment and remuneration and other details

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors.

14. Internal financial control systems and their adequacy

The Board of Directors of the Company has laid down adequate internal financial controls which are operating effectively. During the year policies and procedures are adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, the prevention and detection of its frauds and errors, the accuracy and completeness of the accounting records and the timely preparations of reliable financial information.

15. Audit Committee

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

16. Auditors

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, Mittal & Associates, Chartered Accountants were appointed as statutory auditors of the Company from the conclusion of the one hundred and sixth annual general meeting (AGM) of the Company held on 18th September till the conclusion of the one hundred and ninth AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

17. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act 2013, The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary as the Secretarial Auditor of the Company for the year 2014-15

18. Auditors' report and secretarial auditors' reports

The auditors' report and secretarial auditors reports does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an annexure II which forms part of this report.

19. Risk management

The Board of the Company has formed a risk management committee to frame, implement and monitor risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risk and controls . Major risks identified by the businesses and function are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis which form part of this report.

20. Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

21. Transactions with related parties

All transactions entered into with the related parties as defined under the Companies Act, 2013 and Clause 49 of the listing Agreement during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no material related transactions during the year. Thus disclosure in Form AOC-2 is not required.

22. Corporate social responsibility

The Company does not meet the criteria fixed for the Corporate Social Responsibility (CSR) under Section 135 of the Companies Act and as such there is no report on corporate Social responsibility during the year