

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



**108<sup>th</sup> ANNUAL REPORT 2015-2016**

**Since 1907**

**BOARD OF DIRECTORS**

**Shri Prem Ratan Damani**  
*Chairman & Managing Director*

**Shri Rajesh Damani**  
*Joint Managing Director*

**Shri E.A.K. Faizullbhoj**

**Shri Kiranbhai J Shah**

**Shri S.K. Somany**

**Shri Balkishan Mohta**

**Shri Bipinbhai M Patel**

**Smt. Rekha Thirani**

**PRESIDENT**

**Shri J.M. Adhia**

**VICE PRESIDENT**

**Shri Vijay Katore**

**SOLICITORS**

M/s. Mulla & Mulla and Craigie Blunt and Caroe

**AUDITORS**

M/s. Mittal & Associates

Chartered Accountants

**BANKERS**

TJSB Sahakari Bank Limited

**MILLS & REGISTERED OFFICE**

Fatechand Damani Nagar,  
Station Road,

Solapur - 413 001

**LISTED AT**

The Stock Exchange - Mumbai.

## NOTICE

**NOTICE** is hereby given that the Hundred and Eighth 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 28th September, 2016 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, 2016 together with the Reports of the Directors and Auditors thereon.
- 2) To Appoint a Director in place of Shri Rajesh Damani (DIN:00184576) who retires by rotation but, being eligible, offers himself 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, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), appointment of Mittal And Associates, Chartered Accountants (Registration No.106456W), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting on such terms and remuneration as may be agreed upon between the Audit Committee / Board of Directors and the Auditors."

**4) SPECIAL BUSINESS**

To consider and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as 'the Act'), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and desired by Member(s), from time to time.

RESOLVED THAT upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and / or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.

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

Place: Mumbai  
Date: 9th August, 2016

By Order of the Board of Directors

**Shweta R. Kalantri**  
Company Secretary

**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 and 4 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 14/09/2016 to 21/09/2016 (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 Sunday 25/09/2016, and ends at 5.00 PM on Tuesday 27/09/2016.
  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, 19/08/2016.
  3. The members, whose name appears in the Register of members/Record of Depositories as on 22/09/2016 will be eligible for voting.
  4. The result of the e voting will be announced by Friday 30th September 2016 and will also be informed to BSE Limited (BSE) and will be Posted on the Company,s website [www.jamshrimills.com](http://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 Sunday, the 25th September, 2016, at 10.00a.m. and ends on Tuesday, the 27th September, 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 (record date) of 22nd September, 2016, 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](http://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](http://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 attendance slip.
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).

**THE JAMSHRI RANJITSINGHJI SPG. & WVG. MILLS CO. LTD.**

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- (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 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](http://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](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 linked in the login 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).

Place : Mumbai  
Date : 9th August, 2016

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

**Shweta R. Kalantri**  
Company Secretary

**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. If 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 25/09/2016 at 10.00 a.m. and end on 27/09/2016 at 5.00.p.m.
- d) The date of declaration of results will be within 3 working days of close of AGM,

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**ANNEXURE TO NOTICE – EXPLANATORY STATEMENT.**

**ITEM NO. 2.**

Shri Rajesh P Damani is B.Com. Graduate and he has extensive knowledge of Textile sector. He is actively involved in Textiles Business of Company. Shri Rajesh P. Damani is holding directorship in 4 Companies. The Company will benefit from his experience.

The Board commends the Resolution at item no.2 for approval by the members.

None of the Directors and Key Managerial Personnel are concerned or interested except Shri P.R. Damani and Smt. Rekha Thirani being father and sister of Shri Rajesh Damani respectively.

**ITEM NO. 4.**

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made there under, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the company at its Annual General Meeting ('AGM').

Further, listed companies are required to send financial statements:

- (a) By electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- (b) Where shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- (c) By dispatch of physical copies through any recognized mode of delivery as specified under section 20 of the Act, in all other cases.

Accordingly consent of the members is sought for passing the Special Resolution as set out in Item No.4 of the Notice relating to serving the documents including financial statements to the members of the Company in a requested mode.

In view of this, the Board commends the resolution as set out in Item No.4 of the Notice for approval by the Members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personal of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Place: Mumbai  
Date: 9th August, 2016

By Order of the Board of Directors

**Shweta R. Kalantri**  
Company Secretary



## DIRECTORS' REPORT

THE MEMBERS,  
THE JAMSHRI RANJITSINGHJI SPG. & WVG.MILLS CO.LTD.

We present our Annual Report of the Company with the audited statement of accounts for the year ended 31st March, 2016.

### 1. FINANCIAL RESULTS

	2015-16	2014-15
Revenue from Operations	61,60,68,491	54,84,07,683
EBITDA	2,13,12,470	2,17,43,099
Finance Cost	11,591,342	64,78,603
Depreciation	84,74,852	55,74,049
Exceptional items (net)	4,99,523	60,00,000
Profit /Loss before Tax	17,45,799	1,56,90,447
Less: Provision for Tax	3,50,000	24,00,000
Profit/(Loss) after Tax	13,95,799	1,32,90,447
Balance brought forward	34,68,845	(90,48,424)
Profit/(Loss) dealt with as under	48,64,644	42,42,023
Less: Transferred from Assets	0	(7,73,177)
Surplus/(Deficit) carried to Balance Sheet	48,64,644	34,68,845

### 2. PERFORMANCE

Your Directors are glad to inform that the Company has achieved Revenue from Operations of Rs. 6160.68 lakhs during the current financial year as against Rs. 5484.08 lakhs in the previous year i.e. an increase of 12.34%. The production of Yarn has also improved from 3000 tonnes in the previous year to 3400 tonnes in the current year i.e. a growth of approx 13%. Further, the Company has diversified the product mix by starting production of PC yarn as a new entrant in the market and has widen its marketing area by adding Ahmedabad & Hyderabad during the year, in addition to the markets of Bhilwada, Ichhalkarnaji & Bhiwandi.

Of the yarn produced, around 870 tonnes was consumed in-house for production of Fabrics. Also, the sales of fabrics increased seven fold from 5.98 lakhs meters to 44.01 lakhs meters. The Company also started operations in higher value added fabrics via. institutional supplies. The Company is widening its horizons by increasing the sales of the processed fabrics which should give better results on long term basis. In a short period, the Company has successfully established itself as a vendor with the renowned companies namely Arvind Ltd., Morarjee Ltd., JCT Ltd., etc. which will be useful for expending sales of high value added, processed fabrics. .

The steps taken to reduce power cost have been helpful in reducing the cost of production. The Company is also taking measures to control the cost and productivity . With the diversified product mix and larger marketing space, the Company is cautiously optimistic to achieve better performance in the years to come.

### 3. DIVIDEND

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

### 4. DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts for the year ended March 31, 2016, 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, 2016 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.

- e) the Directors have laid down internal financial controls which are adequate and are operating effectively.
- f) 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. DIRECTORS :**

During the year under review,

- A. The members approved the appointments of Shri Kiranbhai J. Shah ( DIN: 00057434), Shri Bipinbhai M. Patel (DIN:00063335), Shri Balkishan M. Mohta (DIN:00146822) as Independent Directors for 5 consecutive years for a term up to the conclusion of the 112th Annual General Meeting in the calendar year 2020.
- B. The members also reappointed Smt. Rekha A. Thirani ( DIN: 00054058) liable to retire by rotation.
- C. The members also reappointed Shri P.R. Damani as Managing Director for a period of 3 years.

**7. INSURANCE**

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

**8. PUBLIC DEPOSITS**

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

**9. NUMBER OF MEETINGS OF THE BOARD**

Five 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.

**10. 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.

**11. 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.



**12. 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.

**13. 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.

**14. AUDIT COMMITTEE**

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

**15. 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.

The Board of Directors recommends to the Members to pass the resolution ratifying their appointment as the Statutory Auditors of the Company as stated in item no 3) of the Notice convening the ensuing Annual General Meeting.

**16. SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act 2013, The Company has appointed Ms. Indrabala Javeri, Practicing Company Secretary as the Secretarial Auditor of the Company for the year 2015-16

**17. AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORTS**

The auditors' report and secretarial auditor's reports do 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.

**18. 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.

**19. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

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

**20. 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.

**21. 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

**22. EXTRACT OF ANNUAL RETURN**

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure III in the prescribed Form MGT-9 which forms part of this report.

**23. SUBSIDIARY/ASSOCIATE COMPANY**

The Company does not have any subsidiary, joint venture or associate company at the beginning, during the year or at the closing of the year

**24. PARTICULARS OF EMPLOYEES**

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.**

Name of the Director	Salary	Perquisite	Sitting Fees	Total	Median Remuneration	Ratio
Shri P.R. Damani	13,44,000	4,99,898	—	18,43,898	1,39,054	1:13.303
Shri Rajesh Damani	6,04,800	2,02,199	—	8,06,999	1,39,054	1:5.8036
Shri E.A.K. Faizullahoy	—	—	7,000	7,000	1,39,054	1:0.050
Shri S.K. Somany	—	—	12,750	12,750	1,39,054	1: 0.092
Shri Kiranbhai J Shah	—	—	10,750	10,750	1,39,054	1:0.077
Smt. Rekha Thirani	—	—	11,750	11,750	1,39,054	1:0.084
Shri Balkishan Mohta	—	—	14,750	14,750	1,39,054	1:0.106
Shri Bipinbhai M Patel	—	—	750	750	1,39,054	1:0.005

- b. **The percentage increase in remuneration of each director , CEO, CFO**

During the year under review:

- The remuneration paid to the managing director Mr. P. R. Damani was increased to Rs.1,95,000/- per month on his re-appointment w.e.f. 1st October 2015, resulting in an increase of 200%
- Also, the sitting fees was revised from Rs. 750/- per meeting to Rs. 2,000/- per meeting from July 2015. Whereas there was no change in fees paid to Non-Executive Directors for attending committee meetings.
- The percentage increase in the median remuneration of employee in the financial year: 14%
- The number of permanent employees on the rolls of Company: 178
- The explanation on the relationship between average increase in remuneration and Company performance:  
On an average, employees received an annual increase of 10%. The individual increments varied from 6% to 18% based on individual performance.
- Comparison of the remuneration of the key managerial personnel (other than Directors) against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY 16 (Rs.)	26,12,725
Revenue (Rs.)	61,60,68,491
Remuneration of KMPs (as % of revenue)	0.42
Profit before Tax (PBT) (Rs. Crores)	17,45,799
Remuneration of KMP (as % of PBT)	149.66

- g. Variations in the market capitalization of the Company, price earnings ratio as the closing date of the current financial year and previous financial year.

Particulars	March31,2016	March31,2015	% change
Market capitalization (Rs.)	16,32,64,830	13,15,91,803	15.69
Price Earnings Ratio	127.5	9.89	1,189.18