

KIRAN PRINT-PACK LIMITED

Annual Report 2014-15

COMPANY INFORMATION BOARD OF DIRECTORS

Mr. Karan Kamal Mohta	(Managing Director)
Mrs. Sudha Kamal Mohta	(Non-Executive Director)
Mr. Dwarkadas Deokishan Bagri	(Non-Executive-Independent Director)
Mr. Sanjay Kumar Loiwal	(Non-Executive-Independent Director)

REGISTERED OFFICE

W- 166 E, TTC Industrial Area
MIDC Pawane,
Navi Mumbai- 400709

BANKERS

Central Bank of India
HDFC Bank LTD.
State Bank of India

WORK

W- 166 E, TTC Industrial Area
MIDC Pawane,
Navi Mumbai- 400709
website: kiranprintpack.wix.com/kiran
email: kiranprintpack@gmail.com
Tel : 27626427
Fax : 27626427

REGISTRAR & SHARE TRANSFER AGENT UNIVERSAL CAPITAL SECURITIES PVT. LTD.

B-21, Shakil Niwas,
Mahakali Caves Road,
Andheri (East), Mumbai-400 093.

AUDITORS

ASL & Co.
Chartered Accountants, Mumbai

SHARES LISTED AT

Bombay Stock Exchange Limited,
Ahmedabad Stock Exchange Limited

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ANNUAL GENERAL MEETING
Date : 30th September, 2015.
Day : Wednesday
Time: 10.00 a.m.
Place: W- 166 E, TTC Industrial
Area MIDC Pawane,
Navi Mumbai- 400709

**REGISTERED OFFICE**

W- 166 E, TTC Industrial Area, MIDC Pawane, Navi Mumbai- 400709
CIN: L21010MH1989PLC051274

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Kiran Print Pack Limited will be held on Wednesday, 30th September 2015 at 10.00 a.m. at the Registered Office of the Company at W- 166 E, TTC Industrial Area, MIDC Pawane, Navi Mumbai- 400709, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a director in place of Mrs. Sudha Mohta, (DIN 01418054) who retires by rotation and being eligible, offers himself for re appointment.
3. To appoint M/s. ASL & Co. Chartered Accountants. (Firm Registration No. 101921W) Mumbai as the Statutory Auditors of the Company, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made thereunder, to hold office from the conclusion of this meeting (dated 30th September 2015) until the conclusion of the Twenty Eighth Annual General Meeting as recommended by the audit committee and approved by the board of directors of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting), and to fix their remuneration.

**By Order of the Board
For, Kiran Print Pack Limited**

Mr. KARAN KAMAL MOHTA
Managing Director
(DIN: 02138590)

Place: Navi Mumbai,
Dated: 14th August, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AFORESAID ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. 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 REPORT. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.
3. A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.
4. Members can send the shares for transfer in physical form and all other queries to the Company's Registrar and transfer Agent M/s Universal Capital Securities Pvt. Ltd.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September 2015 (both days inclusive).
6. Members/Proxies should bring the Attendance Slip duly completed and signed in accordance with the specimen signature registered with the Company for attending the Meeting. A Proxy Form is annexed to this report.
7. Corporate Members intending to send their authorised representatives are requested to send duly certified copy of Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting so as to reach the company on or before 28th September, 2015.
8. Members holding shares in electronic form are requested to intimate any change in their registered address/E-mail address and/or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change in their registered address to the Company at its registered office (W-166 E, TTC Industrial Area, MIDC Pawane, Navi Mumbai, Maharashtra-400709) or M/s. Universal Capital Securities Pvt. Ltd, the Registrar and Share Transfer Agent. at its office (B-21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai- 400 093
9. Members are requested to address all correspondence to the Registrar and Share Transfer Agent, Universal Capital Securities Pvt. Ltd (B-21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai-400 093.)
10. Members are requested to quote Folio numbers/ DPID and Client ID, as the case may be, in all correspondence with the Company.
11. Members may please note that no gifts will be distributed at the meeting,
12. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, and others registers will be available for inspection by the members at the AGM.
13. In view of the "Green Initiative" announced by Ministry of Corporate Affairs and circular issued by the Securities and Exchange Board of India (SEBI), the Company will send all correspondences like General Meeting Notices, Annual Reports and any other communication in future (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those shareholders, whose email address is registered with Depository Participant {DP}/Registrar & Share Transfer Agent {RTA} [herein after 'registered e-mail address'] and made available to us, which would be deemed to be the shareholder's registered email address for serving documents including those covered under section 136



of the Companies Act, 2013 [the Act] read with section 20 of the Act and Clause 32 of the Listing Agreement executed with the Stock Exchanges.

Please Note that the Annual Report of the Company will also be available on the Company's website kiranprintpack.wix.com/kiran for ready reference. Shareholders are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the shareholders, any time, as a member of the Company.

14. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "KIRAN PRINT-PACK LTD" from the drop down menu and click on "SUBMIT"
- (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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report
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.
Bank Details	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. 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. "

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for KIRAN PRINT PACK LTD to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <27th September 2015 (09.00 AM) > and ends on <29th September 2015 (05:00 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 <23rd September 2015>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.
- (D) Mr. Upendar Kumar Sharma, (PCS) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website kiranprintpack.wix.com/kiran and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
15. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
16. Appointment/Re-appointment of Directors:
Pursuant to Clause 49(IV) (G) of the Listing Agreement, the following information is furnished in respect of the Directors proposed to be appointed/re-appointed.

KIRAN PRINT-PACK LIMITED

By Order of the Board
For, **Kiran Print Pack Limited**

Mr. KARAN KAMAL MOHTA
Managing Director
(DIN: 02138590)

Place: Navi Mumbai
Dated: 14th August, 2015

Name of Director	SANJAY KUMAR LOIWAL	DWARKADAS DEOKISHAN BAGRI	SUDHA MOHTA	KARAN KAMAL MOHTA
Date of Birth	12/07/1960	02/09/1956	01/01/1964	01/05/1986
Qualification	Graduate	Graduate	Graduate	Chartered Financial Analyst
Expertise in specific functional area	More than 15 years Printing & Packaging Industry	More than 14 years Printing & Packaging Industry	More than 21 years Printing & Packaging Industry	More than 7 years Printing & Packaging Industry
Chairman/Member of the Board/ Committees	Nomination & Remuneration, Audit & Share transfer and Shareholder relationship committee	Nomination & Remuneration, Audit & Share transfer and Shareholder relationship committee	Nomination, Remuneration & Audit	Share transfer and Shareholder relationship committee
No. of Shares held in this Company	NIL	NIL	17,70,700	NIL
Directorship in other companies as on 31 st March, 2015	1. LONG RANGE COMMERCIAL PVT.LTD. # 2. LOIWAL COMMERCIAL PVT.LTD.# 3. LODHA CAPITAL LTD.# 4. BDLOIWAL STEEL INDUSTRIES PVT. LTD.#	1. BIKANER CERAMICS PVT. LTD.#	1.CYBER TRADE SECURITIES PVT. LTD.# 2.THUNDER FINVEST PVT. LTD.# 3.SKY FINVEST PVT.LTD. # 4.PRESSLINE PRINTES PVT. LTD.# 5.KIRAN BUSINESS FORMS PRINT PVT.LTD.# 6.KOHINOOR SECURITIES & INVESTMENT PVT.LTD.# 7. SVM PROPERTIES PVT. LTD.#	1.CYBER TRAD SECURITIES PVT.LTD.# 2.THUNDER FINVEST PVT. LTD.# 3.SKY FINVEST PVT.LTD. # 4.PRESSLINE PRINTES PVT. LTD.# 5.KIRAN BUSINESS FORMS PRINT PVT.LTD.# 6.KOHINOOR SECURITIES & INVESTMENT

* Chairman of the Committee in this company.

Chairman/Member of the committees in other companies - NIL

Place: Navi Mumbai
Dated: 14th August, 2015

By Order of the Board
For, **Kiran Print Pack Limited**

Mr. KARAN KAMAL MOHTA
Managing Director
(DIN : 02138590)

**DIRECTOR'S REPORT**

To,
The Members,
Your Directors have pleasure in presenting their 26th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. Financial summary or highlights/Performance of the Company (Standalone)

The Board's Report shall be prepared based on the stand alone financial statements of the company.

<u>Particulars</u>	<u>2014-2015</u>	<u>2013-2014</u>
Gross Income	4749860	2429031
Profit Before Interest and Depreciation	369572	(841741)
Finance Charges	00	00
Gross Profit	(37434)	(2145239)
Provision for Depreciation	407006	1303498
Net Profit Before Tax	(37434)	(2145239)
Provision for Tax	00	00
Net Profit After Tax	73958	4478700
Balance of Profit brought forward	73958	4478700
Balance available for appropriation	00	00
Proposed Dividend on Equity Shares	00	00
Tax on proposed Dividend	00	00
Transfer to General Reserve	00	00
Surplus carried to Balance Sheet	00	00
Earnings Per Share (Basic)	0.01	0.90
Earnings Per Share (Diluted)	0.01	0.90

2. Brief description of the Company's working during the year/State of Company's affair

Directors wish to present the details of Business operations done during the year under review:

a. Production and Profitability

<u>Particulars</u>	<u>2014-2015</u>	<u>2013-2014</u>
Revenue from Operations	3459599	2119204
Profit After Tax (PAT)	73958	4478700

b. Sales: 34,59,599**Significant and Material Orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.**

No significant and material order passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future. The company is doing reasonable growth and development.

3. Dividend

Your Directors have not recommended any dividend for the financial year ended 31st March 2015.

4. Reserves

The company has not incurred adequate profit so that no any amount transfer to reserves of the company.

5. Share Capital

During the year under review, your Company's Authorized Share Capital has remain unchanged at Rs.6,00,00,000 (Rupees Six Core) comprising 60,00,000 Equity Shares of Rs.10/- each. During the year under review, your Company's Paid-up Equity Share Capital has also remained unchanged at Rs.5,00,29,000 (Rupees Five Crore Twenty Nine Thousand) comprising 50,02,900 Equity Shares of 10/- each.

A. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

B. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

C. BONUS SHARES

No Bonus Shares were issued during the year under review.

D. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

**6. Directors and Key Managerial Personnel**

Mrs. Sudha Mohta, (DIN:01418054) director of the company retires by rotation and being eligible offers himself for re-appointment and there was no appointment or resignation of any other Key Managerial Personnel during the financial year 2014-2015.

7. Particulars of Employees

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting. If any Member is interested in inspecting the same, such Member may write to the Company Secretary in advance.

8. Meetings

During the year the six Board Meetings and Five Audit Committee meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

9. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and share transfer & share holder committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

10. Declaration by an Independent Director(s) and re-appointment

A declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013

11. Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy stated in the Corporate Governance Report.

12. Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any subsidiary as on 31st March, 2015.

13. AUDITORS:

The statutory Auditors of the company M/s ASL & Co., Mumbai retire at the ensuing Annual General Meeting and being eligible for reappointment have give their consent to be re-appointed

14. AUDITORS' REPORT

The Auditors' Report does not contain any qualification on. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

15. Disclosure about Cost Audit

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

16. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, M/s. Upendar Kumar Sharma & Associate, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure I to this report. The report is self-explanatory and do not call for any further comments.

17. Internal Audit & Controls

The Company has well established and comprehensive internal control procedures across all streams ensuring that transactions are authorized entered and reported correctly and business operations are effectively and efficiently carried. The company has adequate internal control system commensurate with its size and nature of its business. Management has the overall responsibility for company's internal control system to safeguard the assets and to ensure reliability of financial records. The company has detailed budgetary control system and the actual performance reviewed periodically and decision taken accordingly.

The management is well connected with the effective control and MIS are regularly being exchanged.

The Audit Committee of the Board in its meeting regularly reviews the Internal Audit Reports and adequacy of internal controls.

18. Vigil Mechanism :

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.kiranprintpack.wix.com/kiran_under_investors/policy_documents/Vigil_Mechanism_Policy_link.

19. Risk management policy

In today's economic environment, Risk Management is very important part of the business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company recognizes risk management as an integral component of good corporate governance. The Company has developed and adopted a Risk Management Policy. Risk as assessed encompasses, Operational Risk, Internal Control Risks, External Risks, Information Technology Risks etc.

20. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE II.

21. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT -

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

22. Deposits

The Company has neither accepted nor renewed any deposits during the year under review.

**23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The particulars of loans, guarantees and investments, if any covered under section 186 of the Companies Act, 2013 and it have been disclosed in the financial statements.

24. Particulars of contracts or arrangements with related parties:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-

25. Corporate Governance Certificate

The Compliance certificate from the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.

26. MANAGEMENT DISCUSSION AND ANALYSIS

In accordance with the Clause 49 of the Listing Agreement, The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2015.

27. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

28. Conservation of energy, technology absorption and foreign exchange earnings and outgo

Company has limited scope for undertaking energy conservation exercises, but nevertheless continues to emphasize work practices that result in conservation of energy. At the offices of your Company, special emphasis is placed on installation of energy-efficient lighting devices, use of natural light as best as possible, and adoption of effective procedures for conservation of electricity, water, paper and other materials that consume natural resources.

Foreign exchange earnings and Outgo

There was no foreign exchange inflow or Outflow during the year under review as per annexure III

29. Corporate Social Responsibility (CSR)

Corporate Social Responsibility provisions not applicable to company.

30. Human Resources

Company treats its "human resources" as one of its most important assets.

Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Company thrust is on the promotion of talent internally through job rotation and job enlargement.

31. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that —

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

32. Transfer of Amounts to Investor Education and Protection Fund

Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

33. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE and Ahmadabad Stock Exchange where the Company's Shares are listed.

34. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of directors

Place: Navi Mumbai
Date: 14th August, 2015

Mr. Karan Kamal Mohta
Chairman of the Meeting
(Managing Director)
(DIN : 02138590)

**Annexure-I****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st March, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31st March, 2015**

To,
The Members,
KIRAN PRINT PACK LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KIRAN PRINT PACK LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **KIRAN PRINT PACK LIMITED** (name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **KIRAN PRINT PACK LIMITED** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) OTHER APPLICABLE ACTS,
 - (a) Factories Act, 1948
 - (b) Payment of Wages Act, 1936, and rules made thereunder,
 - (c) Employees' State Insurance Act, 1948, and rules made thereunder,
 - (d) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
 - (e) Payment of Gratuity Act, 1972, and rules made thereunder,
 - (f) The Contract Labour (Regulation & Abolition) Act, 1970,
 - (g) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange(s), if applicable;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:



1. Generally Company had filed the e- forms with Registrar of Companies on time but there is delay in filing in a few instances.
2. The company has not appointed CFO and Company Secretary under section 203 of the Companies Act, 2013.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Place: New Delhi
Date: 14th August, 2015

Signature:
Upendar Kumar Sharma & Associates
ACS
C P No.: 10001

ANNEXURE - A

To,
The Members,
KIRAN PRINT PACK LIMITED
W- 166 E, TTC INDUSTRIAL AREA,
MIDC PAWANE, NAVI MUMBAI- 400709

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, We followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, We have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, Upendar Kumar Sharma & Associates
Upendar Kumar Sharma
Practicing Company Secretary
CP. NO.10001

Date: 14th August, 2015
Place: New Delhi

**Annexure II****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2014****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L21010MH1989PLC051274
2.	Registration Date	05/04/1989
3.	Name of the Company	KIRAN PRINT PACK LIMITED
4.	Category/Sub-category of the Company	LIMITED BY SHARE CAPITAL
5.	Address of the Registered office & contact details	W-166 E , TTC Industrial Area, MIDC Pawane, Navi Mumbai- Maharashtra- 400709
6.	Whether listed company	LISTED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Universal Capital Securities Pvt. Ltd B-21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai- 400 093

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Printing AND Print-Packaging	18112	100%

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1770700	0	1770700	35.39	1770700	0	1770700	35.39	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	1769200	0	1769200	35.36	1769200	0	1769200	35.36	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	3539900	0	3539900	70.76	3539900	0	3539900	70.76	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0