

MINAL INDUSTRIES LIMITED

**26TH ANNUAL REPORT
2013-2014**

INDEX

	CONTENTS	Page No.
1	Corporate Information	2
2	Notice to Shareholders	3
3	Directors Report	6
4	Report on Corporate Governance	9
5	Compliance Certificate	17
6	Auditors Report	21
7	Balance Sheet	26
8	Profit and Loss Accounts	27
9	Cash Flow Statement	28
10	Accounting Policies and Notes on Accounts	29
11	Balance Sheet abstracts	45
12	Consolidate Accounts	46
13	Statement 212	67
14	Form of Proxy	68

ANNUAL REPORT 2013-2014

Board of Directors	: Mr. J. B. Parikh (DIN : 01691567) Mr. Shrikant J. Parikh (DIN : 00112642) Mr. Shankar Bhagat (DIN : 01359807) Mr. Vikram J. Parikh (DIN: 01691585) Mr. Amulbhai Jethabhai Patel (DIN : 00183464)	Chairman Managing Director Director Director Director
Registered Office	: 603, A- Wing, Minal Complex, Opp. Saki Vihar Road, Andheri (East), Mumbai - 400 0072.	
Bankers	: Corporation Bank, Alkapuri, Vadodara	
Auditors	: R. H. Modi & Company Chartered Accountants, 23 Ambalal Doshi Marg, 2nd Floor, Fountain, Mumbai - 400 023.	
Registrar & Transfer Agents	: MCS Limited Neelam Apartment, 88 Sampatrao Colony, Vadodara	

The Twenty Sixth Annual General Meeting of the company will be held on Monday the 30th day of September, 2014 at 11.30 a.m. at the Registered Office of the Company at 603, A- Wing, Minal Complex, Opp. Saki Vihar Road, Andheri (East), Mumbai - 400 072.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Company will be held on Monday, the 30th Day of September, 2014 at 11.30 a.m. at the Registered Office of the Company at 603, A- Wing, Minal Complex, Opp. Saki Vihar Road, Andheri (east) Mumbai to transact the following businesses:

ORDINARY BUSINESS:

- 1) To consider, approve and adopt the Balance sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Report there on.
- 2) To appoint a director in place of Mr. Vikram Parikh, who retires by rotation at the ensuing Annual General Meeting of the company and being eligible, offers himself for reappointment.
- 3) To consider and if thought fit pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that M/s R.H. Modi & Company, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held in the year 2019 (subject to ratification) at such remuneration as may be determined by mutual consent of board of directors and the Auditors."

Special Business:

4. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an **Ordinary Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Amulbhai Jethabhai Patel (holding DIN 00183464) Director of the Company who retires by rotation at the 26th Annual general Meeting and in respect of whom the Company has received a notice in writing 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 five Consecutive years for a term up to 31st March, 2019.

5. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an **Ordinary Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications(s) or re- enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shankar Prasad Bhagat (holding DIN 01359807) Director of the Company who retires by rotation at the 26th Annual general Meeting and in respect of whom the Company has received a notice in writing 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 five Consecutive years for a term up to 31st March, 2019.

Place: Vadodara
Date: 30/05/2014

By Order of Board
For Minal Industries Limited

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING. (FORM ATTACHED HEREWITH)

2. Members are requested to notify immediately their change of address, transfer, transmission deeds and such other correspondence to the Registrar and Transfer Agent MCS Limited, at Neelam Apartment, 88, Sampatrao Colony, Vadodara 390 005.
3. The Register of Members and Share Transfer books of the Company will be closed from 23rd Sep, 2014 to 29th Sep, 2014. (Both days inclusive).
4. Members/Proxies should bring the Attendance Slips duly filled in for attending the meeting.
5. Members are requested to bring their copy of Annual Report to the Annual General Meeting.
6. **Members desirous of seeking any information/clarification on the accounts or operations of the company is requested to forward his/ her query to the Registered Office so as to reach at least seven working prior days to the meeting, so the required information can be made available at the meeting.**
7. Members, who hold shares in dematerialized form, are requested to bring their depository account number (Client ID No.) for easy identification and recording of attendance at the meeting.
8. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form 2B as prescribed under the Companies Act, 1956.

Place: Vadodara
Date: 30/05/2014

By order of the Board
For **Minal Industries Limited**

Sd/-
J. B. Parikh

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (CORRESPONDING TO SECTION 173(2) OF THE COMPANIES ACT, 1956)**Item No. 4**

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors,) Rules, 2014, it is proposed to appoint Mr. AMULBHAI JETHABHAI PATEL & Mr. SHANKAR PRASAD BHAGAT as Independent Directors of the Company upto 5 (five) consecutive years upto 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members , proposing the appointment of aforesaid Independent Directors.

A brief Profile along with other details of the Independent Directors are as follows:

Name of the Director	Mr. Amulbhai Jethabhai Patel
Director Identification Number	00183464
No of Shares held	16000
Directorship and Committee membership in other companies*	BAY OVERSEAS PRIVATE LIMITED (Director) C. MAHENDRA INFOJEWELS LIMITED (Director)

Item No. 5

Name of the Director	Mr. Shankar Prasad Bhagat
Director Identification Number	01359807
No of Shares held	Nil
Directorship and Committee membership in other companies*	RUSHIL DECOR LIMITED (Director) AMRAPALI CAPITAL AND FINANCE SERVICES LIMITED (Director) OASIS TRADELINK LIMITED (Director) INTERFACE FINANCIAL SERVICES LTD (Director)

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the **26th Annual Report** together with the Audited Financial Statement along with the Report of the Auditors for the year ended on 31st March 2014.

➤ **Financial Results and Profitability:**

FINANCIAL RESULTS	2013-2014	2012-13
Total Income	41.64	1642.00
Total Expenditure	63.04	1619.20
Profit/(Loss) before Depreciation & Tax	-16.69	22.79
Less: Depreciation	4.69	6.76
Profit/(Loss) before tax	-21.39	16.04
Provision for tax	1.30	5.11
Profit/(Loss) after Tax	-22.70	10.93
Profit brought forward	0.00	0.00
Profit available for appropriation	0.00	0.00
Appropriations:		
Balance Carried forward	-22.70	10.93
Paid up Equity Share Capital	3838.01	3838.01
Reserves and Surplus	3430.73	3453.43

➤ **Operation**

Your directors report that the company has achieved a sales turnover of Rs.8.41 Lacs as against Rs. 1631.88 Lacs in the previous year. The company made a loss of Rs.22.70Lacs. After providing a sum of Rs. 4.69 Lacs towards depreciation, Income Tax provision of Rs 1.30 Lacs, the operation resulted in Net loss of Rs. 22.70 Lacs as against profit of Rs. 10.93 Lacs in the previous year.

➤ **Amount proposed to be carried to reserves:**

The Net Profit of the company has decreased to Rs. (22.70) Lacs during the year thus no sum is appropriated to the reserves.

➤ **Conservation of energy, technology adsorptions and foreign exchange earnings and outgo:**

In accordance with the provisions of Section 134(3) of The Companies Act, 2013, read with Companies (Disclosures of Particulars in the report of Board of Directors) Rules, 1988 are as per annexure to the report.

➤ **Deposits:**

The company has neither accepted nor renewed any Public Deposits pursuant to the Section 73 of the Companies Act, 2013

➤ **Directors :**

Mr. Vikram Parikh Director of the company will retire by rotation in the Annual General Meeting, and being eligible offer themselves for reappointment. Mr. Shankar Bhagat and Mr. Amulbhai Patel have been appointed as Independent directors for a period of Five (5) years upto 31st March 2019.

➤ **Auditors:**

The Statutory Auditors of the Company M/s R.H. Modi & Company, Chartered Accountants are retiring at conclusion of this Annual General Meeting, being eligible they offers themselves for reappointment for a period of 3 years till 2017. The Auditors have confirmed that, if appointed, their appointment will be within the limits as laid down under section 139 of the Companies Act, 2013.

Notes forming part of the accounts, which are specifically referred to by the Auditors in their Report are self explanatory and therefore do not call for any further comments.



Subsidiaries:

The company had Minal International FZE as 100% subsidiary as on 31st March 2014. The consolidated financial statements presented by the company include financial information of its subsidiaries prepared in compliance with the applicable accounting standards. A statement under section 212 of the companies Act 1956 in respect of the subsidiary company is enclosed herewith for information of members.



Employee Particulars:

There are no employees covered under the Companies (Particulars of Employees) Rules, 1975 and hence no information is required to be furnished.



Director's Responsibility Statement:

Pursuant to Section 134 of The Companies Act, 2013, the directors confirm that, to the best to their knowledge and belief:

- (i) that in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimated 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 the period.
- (iii) that 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 the detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis.
- (v) That 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.



Report on Corporate Governance and Auditor's Certificate:

A separate section on Corporate Governance and a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges form part of Annual Report.

Directors would like to thank the shareholders, customers, dealers, suppliers, bankers and all other business associates for the continued support given by them to the Company and their confidence in its management.

**For and on behalf of the Board of Directors
of Minal Industries Limited**

**Place: Vadodara
Date : 30/05/2014**

**J. B. Parikh
Chairman**

ANNEXURE TO DIRECTOR'S REPORT

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

1. CONSERVATION OF ENERGY

- a) Energy Conservation measures taken:
The Company is taking various steps to conserve the energy.
- b) Impact of the above steps:
The impact of above step is positive.
- c) Total energy consumption and energy consumption per unit of production:
Refer enclosed Form-A

2. TECHNOLOGY ABSORPTION

- d) Efforts made in technology absorption
Not Applicable

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings :Rs. Nil
Foreign Exchange Outgo :Nil

Form A (See Rule 2)

Form for disclosure of particulars with respect to conservation of energy

A. Power and fuel Consumption Current year

1. Electricity

a) Purchase Unit 2407.23
Total Amount 93697
Rate/ Unit 38.92

b) Own generation

(i) Through diesel generator Unit

Unit per-ltr of diesel oil Cost/unit

(ii) Through steam turbine/ generator Units

Unit per-ltr of fuel oil/gas Cost/unit

2. Coal (specify quantity and where used)

Quantity (tones)

Total Cost

Average Rate

3. Furnace Oil

Quantity (tones)

Total Cost

Average Rate

4. Others

Quantity (tones)

Total Cost Rate/unit

B. Consumption per unit of production

Standards Current Previous
If any Year Year

Products (with details) unit
Electricity
Furnace Oil
not
ascertained
Coal (specify quantity)
Others (specify)

Not Applicable

FORM B (See Rule 2)

Form for disclosure of particulars with respect to absorption.

Research and Development (R&D)

1. Specific areas in which R & D carried out by the Company.
2. Benefits derived as a result of the above R & D
3. Future plan of action
Not Applicable
4. Expenditure on R& D
 - a) Capital
 - b) Recurring
 - c) Total
 - d) Total R&D expenditure as a percentage of total turnover

Technology absorption, adoption and innovation

1. Efforts, in brief, made towards technology absorption, adoption and innovation
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction product development, import substitution etc.
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year). Following information may be furnished:
 - (a) Technology Imported
 - (b) Year of Import
 - (c) Has technology been fully absorbed?
 - (d) Of not fully absorbed, areas where this has not take place, reasons therefore and future plans of action.

Not Applicable

Not Applicable

REPORT ON CORPORATE GOVERNANCE

In compliance with the Clause 49 of the Listing Agreement entered with Stock Exchanges, the company herewith submits the report on the matters as mentioned in the said clause and practices followed by the company.

The company's philosophy on good corporate governance envisages a combination of business practices that result in enhancement of the value of the company to the shareholders and to fulfill its obligation to its other stakeholders.

MANDATORY REQUIREMENTS:**I. Board of Directors:****(A) Composition of Board:**

The board of the company comprise of 5 directors out of it 1 director Mr. Shrikant Parikh, Managing Director is executive director and all the other directors are non- executive directors of the company out of the non executive directors two directors are independent directors. The Directors bring in wide range of expertise and experience to the Board, facilitating proficient and unbiased direction and control to the Company.

The composition of board is as under:

Directors	No of Board Meetings held	Board Meetings attended	No. of directorships held in other Public Ltd. companies	Attendance in the last AGM
<u>Executive Director:</u>				
Mr. Shrikant Parikh, Managing Director	6	6	1	Yes
<u>Non- Executive Directors:</u>				
Mr. J. B. Parikh, Chairman	6	6	1	Yes
Mr. Vikram J. Parikh, Director	6	6	Nil	Yes
Mr. Amul J. Patel, Director	0	0	1	No
Mr. Shankar Bhagat	6	6	1	No

(B) Board and Committees:

During the year 2013-14, the Board of Directors met on occasions on the following dates 28/05/2013, 15/05/2013, 14/08/2013, 15/11/2013, 15/02/2014

The board complies with Code of Conduct as provided for all Board members and Senior Management of the company. Compliance of the code is affirmed on annual basis every year.

The Board has constituted three committees as under:-

Audit Committee:**Composition:**

The company has a qualified and independent audit committee comprising of:

- Shankar Bhagat, Independent Director
- Mr. Amul J. Patel, Independent Director
- Mr. J.B. Parikh, Chairman