



PARAMOUNT COSMETICS (INDIA) LIMITED

THIRTIETH ANNUAL REPORT 2014-2015

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Hiitesh Topiwaalla - Managing Director
(DIN – 01603345)
Ms. Aartii Topiwaala - Director
(DIN – 03487105)
Mr. Shishir B. Desai - Independent Director
(DIN – 01453410)
Mr. V.N. Mehta - Independent Director
(DIN – 02800993)
Mr. Mukesh Kumar Tyagi - Independent Director
(DIN – 01649644)

REGISTERED OFFICE

A-1/2211, III Phase,
G.I.D.C., Vapi
Gujarat - 396 195

Email: compliance.officer@parammount.com

Website: www.parammount.com

CIN: L24240GJ1985PLC008282

CHIEF FINANCIAL OFFICER

Mr. Hansraj Rathor

COMPANY SECRETARY

Mr. Anurag Srivastava

BANKERS

IDBI Bank Limited

CORPORATE OFFICE

902-904, 9th Floor,
Prestige Meridian-1,
No. 29, M. G. Road,
Bangalore - 560 001
Ph: +91 80 25320870/71
Email: compliance.officer@parammount.com

STATUTORY AUDITORS

M/s. S.S. Jain & Associates
Chartered Accountants,
Mumbai

REGISTRAR & SHARE TRANSFER AGENT

BgSE Financials Limited
Stock Exchange Towers, No. 51,
1st Cross, J.C Road,
Bangalore- 560 027
Ph: 080 4132 9661
Email: rta_admin@bfsi.co.in; manager_rta@bfsi.co.in

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AS AN AUSTERITY MEASURE, COPIES OF THE ANNUAL REPORT WILL NOT BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING. MEMBERS ARE REQUESTED TO BRING THEIR COPIES AT THE ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting** of the Members of Paramount Cosmetics (India) Limited will be held on Wednesday, the 30th day of September, 2015 at 11: 00 a.m. at VIA Hall, Vapi Industrial Association, Plot No. 135, VIA House, GIDC, Vapi – 396 195 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and Profit & Loss Account for the year ended on that date together with the report of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year 2014-15.
3. To appoint a Director in place of Ms. Aartii Topiwaala (DIN - 03487105), who retires by rotation and being eligible offers herself for re-appointment.
4. To ratify the appointment of M/s. S.S. Jain & Associates, Chartered Accountants as Statutory Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s. S.S. Jain & Associates, Chartered Accountants (FRN 103970W), as the Statutory Auditor of the Company, be and is hereby ratified to hold office from conclusion of this meeting for till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. **To enhance the Borrowing powers of Board to Rs 35 Crores**

To consider and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) under provisions of Section 180(1)(c) of the Companies Act, 2013 as amended from time to time and Articles of Association of the Company for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) from time to time, either by way of rupee loans or by way of foreign currency loans or by way of issue of debentures or by issue of other instruments, and either from the Company’s Bankers or from any other Banks/Financial Institutions or any other lending institutions or bodies corporate or other persons on such terms, conditions and covenants as are stipulated and as may be considered appropriate by the Board of Directors may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 35,00,00,000/- (Rupees Thirty Five Crore) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, Mr. Hiitesh Topiwaalla, Managing Director of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable.”

6. **Creation of Charges on the movable and immovable properties of the Company, both present and future.**

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolutions passed for creation of charges, mortgage and hypothecation for the borrowings, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) in terms of Section 180(1)(a) of the Companies Act, 2013 as amended from time to time to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as

the Board may deem fit to secure the borrowings of the Company together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment or on redemption, remuneration of Agent(s)/ Trustee(s) and all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreements/debenture trust deeds or any other document entered into/to be between the Company and the Lender(s) Agent(s) Trustee(s) in respect of the said loans/borrowings/debentures either by way of mortgage (including equitable mortgage), hypothecation, pledge, and/or lien in addition to the mortgages/charges created/ to be created by Company on such terms and conditions, in such form and manner and with such ranking for priority and at such times as the Board of Directors may determine, on all or any of the properties of the Company including land, building, plant, machinery, other fixed assets, stock in trade, book debts, bank deposits, shares, securities and any other assets as held presently and/or to be acquired in future and by giving guarantees, indemnities, undertakings for and on behalf of the Company". Provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs Rs. 35,00,00,000/- (Rupees Thirty Five Crore) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, Mr. Hiitesh Topiwaalla, Managing Director of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable."

Registered Office:
A-1/2211, III Phase, G I D C,
Vapi, Gujarat-396195
CIN: L24240GJ1985PLC008282

By Order of the Board
For Paramount Cosmetics (India) Limited

Place: Bangalore
Date: 10th August, 2015

Sd/-
Anurag Srivastava
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive), in terms of Section 91 of Companies Act, 2013 and the Listing Agreement with the Bombay Stock Exchange where the shares of the Company are listed.
4. The Dividend on equity shares as recommended by the Directors, if declared at the meeting, will be paid within the statutory period of 30 days from the date of declaration of dividend to those members whose names shall appear on the Company's Register of Members on September 23rd, 2015. In respect of shares held in dematerialized form, the Dividend will be paid to members whose names shall be furnished by National Security Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL) as beneficial owners as on the aforementioned date.
5. In accordance with the Articles of Association and the Companies Act, 2013, one-third of the directors who are liable to retire by rotation (except Mr. Hiitesh Topiwaalla, who has been re-appointed as the Managing Director for a term of five years effective from 1st April, 2014) retire every year and, if eligible, offer themselves for re-appointment at the Annual General Meeting. As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of upto five consecutive years and are not liable to retire by rotation. The relevant detail of Director seeking appointment / re-appointment under item no. 3 is elaborated in the Statement annexed to the notice.
6. Members are requested to notify immediately of any change in their address to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form are advised to notify any change in their address to the concerned depository participant.

7. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of Shares or any other Share related matters and/or change in address, furnishing of details of their bank accounts or updation thereof, to Company's Registrar - **BgSE Financials Limited**, Stock Exchange Towers, No. 51, 1st Cross, J. C. Road, Bangalore – 560027. Ph. No. 080 41329661. E-mail: rta_admin@bfsi.co.in or manager_rta@bfsi.co.in
8. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
9. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 23rd September, 2015, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice.
10. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on Wednesday, 23rd September, 2015, may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or compliance.officer@paramount.com.
11. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Thursday, 24th September, 2015 and will end at 5.00 p.m. on Saturday, 26th September, 2015. The e-voting module shall be disabled by CDSL for voting thereafter.
12. The facility for voting, through ballot paper, will be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again
13. The Company has appointed M/s. G.R. & Associates, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING:

- I. The Company has entered into an agreement with Central Depository Services Ltd (CDSL) for facilitating e-voting for AGM.

(A) In case a member receiving e-mail

- (i) The voting period begins on 24th September, 2015 at 09.00 a.m. and ends on 26th September, 2015 at 05.00 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 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(B) In case a member receives physical copy of the Notice by Post

For members whose e-mail addresses are not registered with the Company / Depository Participant(s):

- a) User ID and initial password - These will be sent separately.
- b) Please follow all steps from Sr. No. (i) to (xvi) as aforementioned, to cast your vote.

- II. 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.
- III. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
- IV. Members are requested to contact M/s. BgSE Financial Limited / Corporate Department of the Company for encashing the unclaimed dividends standing to the credit of their account.



- V. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
- VI. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
- VII. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

Registered Office:
A-1/2211, III Phase, G I D C,
Vapi, Gujarat-396195

By Order of the Board
For Paramount Cosmetics (India) Limited

Place: Bangalore
Date: 10th August, 2015

Sd/-
Anurag Srivastava
Company Secretary

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:
Item No 5 and 6:

The Company has recently completed the new project at Shoolagiri, Tamilnadu. To meet the fund requirements of the Company to meet working capital requirement, the Company may require to borrow funds from time to time by way of loans and/or issue of Bonds, Debentures or other securities and the existing approved limit may likely to be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company upto Rs. 35,00,00,000/- (Rupees Thirty Five Crores).

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company. It is, therefore, proposed to seek the approval of the shareholders for enhancing the Borrowing limits upto Rs 35,00,00,000/- (Rupees Thirty Five Crores) (apart from temporary loans obtained from the Company's bankers in ordinary course of business) for both domestic and foreign currency borrowings under section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 by way of a Special Resolution.

It is proposed to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, inter alia, provides that the Board of Directors of a public company shall not without the consent of members sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where a company owns more than one undertaking, the whole or substantially the whole of any such undertaking. Since the creation of a mortgage and/or charge by the company on its movable and/or immovable assets in favour of the lender(s) may be regarded as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is desirable by way of abundant caution to pass Special resolution under Section 180(1)(a) of the Companies Act, 2013. Accordingly, the Directors recommend the resolution set out in this item of the accompanying notice for your approval. The Directors recommend the Special Resolution pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

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By Order of the Board
For Paramount Cosmetics (India) Limited

Place: Bangalore
Date: 10th August, 2015

Sd/-
Anurag Srivastava
Company Secretary

Additional Information on Directors recommended for appointment/re-appointment as required under Clause 49 of the Listing Agreement**Item No 3:**

As per the provisions of Section 152(6) of the Companies Act, 2013, Ms. Aartii Topiwaala, Director of the Company seeks re-appointment at the Annual General Meeting.

Details of Director seeking re-appointment at the Annual General Meeting:

Particulars	Details
Name of the Director	Aartii Topiwaala
Date of Birth	18.07.1972
Date of Appointment	31.03.2011
Brief Profile and experience in specific functional areas	Rich experience of more than 20 years in the fashion industry
Qualification	Bachelor of Commerce
Shareholding in the Company	2,600 Equity shares of Rs. 10/- each
List of other Public companies in which directorships held as on March 31, 2015	NIL
List of Chairmanship/Membership of the Committees of the Board of as on March 31, 2015	Paramount Cosmetics (India) Limited <ul style="list-style-type: none"> • Audit Committee- Member • Nomination and Remuneration Committee - Member • Stakeholder Relationship Committee - Member • Share Transfer Committee – Member

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 30th Annual Report of your Company, together with the business and operations for the year ended 31st March, 2015.

FINANCIAL RESULTS

Your Company's performance during the year as compared with that during the previous year is summarized below:

(Figures in Lakh)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014*
Sales and other Income	4,852.81	4,757.16
Profit before Depreciation, Interest, Exceptional Items, Extraordinary Items and Tax	509.09	473.71
Depreciation	79.79	60.48
Interest and Finance Charges	191.86	187.88
Exceptional Items and Extraordinary Items	00.15	00.25
Profit before Tax	237.29	225.61
Net Profit	173.56	150.18
Surplus	840.93	703.07
Appropriations	60.47	35.70
Balance carried forward to the Balance Sheet	780.46	667.37

* Previous year's figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

PERFORMANCE DURING THE YEAR

Sales and other Income of the Company for the year is Rs. 4852.81 lakhs as compared to Rs.4757.16 lakhs in the previous year, showing an increase of 2.01 %. Profit after tax is Rs.173.56 lakhs which is 15.57% higher than the preceding year which stood at Rs. 150.18 lakhs due to increase in sales volume.

DIVIDEND

The Board of Directors are pleased to recommend a final dividend on Equity shares of Rs. 0.60/- per Equity share (i.e. at the rate of 6%), subject to approval by the Shareholders at the Annual General Meeting.

The Final Dividend, subject to the approval of Members at the Annual General Meeting on 30th September, 2015, will be paid to the Members whose names appear in the Register of Members, as on 23rd September, 2015.

SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2015 stood at Rs.485.50 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock option or sweat equity. As on March 31, 2015, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and rules made thereunder, Ms. Aartii Topiwaala would retire by rotation at the ensuing Annual General Meeting and, being eligible, offers herself for re-appointment.

During the year under review, the members approved the appointment of Mr. Mukesh Kumar Tyagi as Independent Director for a period of five consecutive years.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act and Clause 49 of the Listing Agreement with the Stock Exchange.

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance of Independent Directors was completed. The performance evaluation of Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are forming part of the Corporate Governance Report.

Details of Key Managerial Personnel

Following are the Details of Key Managerial Personnel who were appointed or have resigned during the Financial Year 2014-15:

Name of KMPs	Designation	Date of Appointment	Date of Cessation
Deepika Shrinivas	Company Secretary	01 st March, 2013	17 th April, 2014
Nitya Babu	Company Secretary	08 th May, 2014	13 th January, 2015
S Chakravarthi	Chief Financial Officer	01 st April, 2014	28 th August, 2014
Hansraj Rathor	Chief Financial Officer	13 th February, 2015	-

BOARD COMMITTEES

The details of following committees of the Board are provided in the Corporate Governance Report.

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Share Transfer Committee
- d) Stakeholders Relationship Committee
- e) Risk Management Committee

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any;
- b) they have 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 profits of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT

M/s. S.S. Jain & Associates, Chartered Accountant, Statutory Auditor of the Company, hold office till the conclusion of the 34th Annual General Meeting subject to the ratification in the ensuing Annual General Meeting. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. G.R. & Associates, a firm of Company Secretaries (C P No.6526) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as an **Annexure 1** forming part of this Annual Report.

There is no Secretarial Audit Qualification for the year under review.