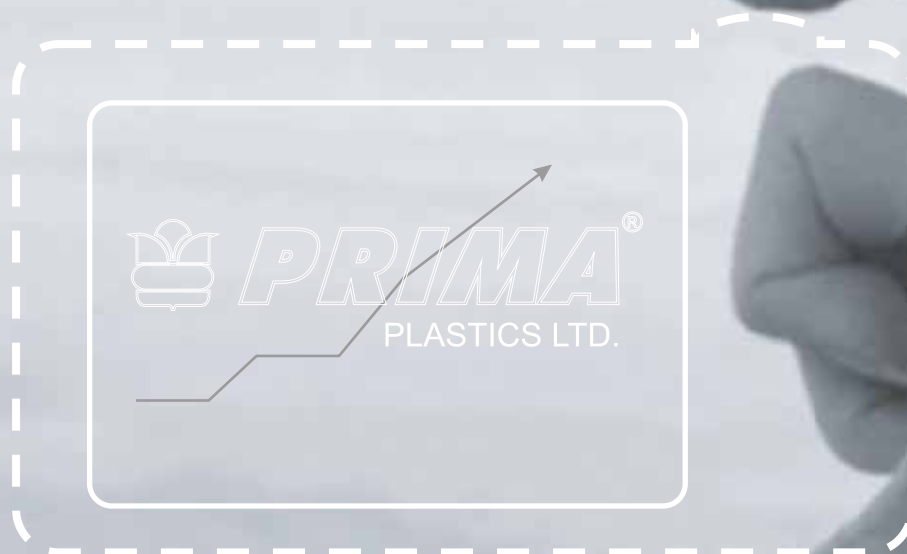




## Every Click

express our story of  
Success & Growth



ANNUAL REPORT  
**2014-15**

Nova



Innova 4



Baby Chair 120



*New  
Arrival*

Baby Chair 120

Web 1



Web 2



Web 3



# PRIMA PLASTICS LIMITED

CIN:L25206DD1993PLC001470

## BOARD OF DIRECTORS

Shri Bhaskar M. Parekh	(Executive Chairman)	DIN - 00166520
Shri Mulchand S. Chheda	(Independent Director)	DIN - 00179932
Shri Krishnakant V. Chitalia	(Independent Director)	DIN - 00443945
Shri Rasiklal M. Doshi	(Independent Director)	DIN - 00239580
Smt. Hina V. Mehta	(Non-Executive Director)	DIN - 07201194
Shri Dilip M. Parekh	(Managing Director & KMP)	DIN - 00166385

## 21<sup>ST</sup> ANNUAL GENERAL MEETING

Date	:	September 24, 2015
Time	:	11.00 a.m.
Venue	:	Hotel Sandy Resorts, Devka Beach, Nani Daman, Daman (U.T.), Pin - 396 210

## BANKERS

Corporation Bank  
Bank of India  
ICICI Bank Limited

## AUDITORS

M/s. G. P. Kapadia & Co.  
Chartered Accountants

## COMPLIANCE OFFICER

Shri Jayant B. Bhatt

## COMMITTEES OF BOARD

Audit Committee  
Stakeholders' Relationship Committee  
Nomination & Remuneration Committee  
Management Committee  
Share Transfer Committee

## REGISTRAR & SHARE TRANSFER AGENTS

M/s. Bigshare Services Pvt. Ltd.,  
E-2/3, Ansa Indl. Estate, Saki Vihar Road, Andheri (E),  
Mumbai – 400 072.

## REGISTERED OFFICE

98/4, Prima House, Daman Industrial Estate,  
Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210

## CORPORATE OFFICE

41, National House, Saki-Vihar Road,  
Andheri (East), Mumbai - 400 072.

## WORKS

- 98/4, Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210.
- Door No.X/588-Q/A, KINFRA-SIP, Survey No.508 (Part), Block No.32, Nellad P .O., Mazhuvannur Village, Ernakulam District, Kerala – 686 669.
- 85/1, Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210.

## MARKETING DEPOTS

Coimbatore, Delhi, Hubli, Jammu, Jaipur, Kanpur, Rohtak, Bhiwandi (Maharashtra), Ongole (A.P), Telangana, Vapi & Zirakpur (Punjab).

## CONTENTS:

⇒	Notice	2
⇒	Directors' Report, Management's Discussion & Analysis Report	6
⇒	Report on Corporate Governance	26
⇒	Auditors' Report	38
⇒	Balance Sheet	42
⇒	Statement of Profit & Loss	43
⇒	Cash Flow Statement	44
⇒	Notes to Financial Statement	46
⇒	Auditors' Report of Consolidated Financial Statement	62
⇒	Consolidated Balance Sheet	64
⇒	Consolidated Statement of Profit & Loss	65
⇒	Consolidated Cash Flow Statement	66
⇒	Notes to Consolidated Financial Statement	68

## NOTICE

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of **PRIMA PLASTICS LIMITED** will be held on Thursday, September 24, 2015 at 11.00 a.m. at Hotel Sandy Resorts, Devka Beach, Nani Daman, Daman (U.T.), Pin - 396 210 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the year ended March 31, 2015.
3. To appoint a Director in place of Shri Dilip M. Parekh (DIN – 00166385) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time and pursuant to the resolution passed by the members at the 20<sup>th</sup> Annual General Meeting held on September 20, 2014, the appointment of M/s. G P Kapadia & Co, Chartered Accountants (ICAI Registration No. 104768W) as the Statutory Auditors of the Company to hold office from the conclusion of 20<sup>th</sup> Annual General Meeting until the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company to be held for the financial year 2016-17, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration as may be agreed upon between the Auditors and the Board of Directors.”

### SPECIAL BUSINESS:

5. 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in pursuance to the provisions of Clause 49 of the Listing Agreement, Smt. Hina V. Mehta (DIN: 07201194), who was appointed as an Additional Director of the Company with effect from May 29, 2015, under Section 161 of the Companies Act, 2013, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Smt. Hina V. Mehta for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

By Order of the Board of Directors

Mumbai  
August 13, 2015

**Bhaskar M. Parekh** (DIN – 00166520)  
Chairman

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item 5 of the Notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The instrument appointing a proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. The Register of Members and the Share Transfer Book of the Company will remain closed from September 19, 2015 to September 24, 2015 (both days inclusive) for the purpose of determining the eligibility of the Members to attend the Annual General Meeting and payment of Dividend.
7. The Board of Directors have recommended a dividend of Rupee 1.50/- per share on equity share of ₹ 10/- each, which if approved at the Annual General Meeting, will be credited / dispatched on or after September 29, 2015, to those members whose names shall appear on the Company's Register of members on September 18, 2015; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Members are requested to register their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFS code) with their Depository Participant.
8. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
9. The Annual Report 2014-2015 of the Company, circulated to the members of the Company, will be made available on the Company's website at [www.primaplastics.com](http://www.primaplastics.com).
10. The members are requested to bring their attendance slips along with their copy of Annual Report to the Meeting.
11. Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended March 31, 2015 may visit the Company's website [www.primaplastics.com](http://www.primaplastics.com) or send their queries at least 10 days before the Annual General Meeting at the Registered Office of the Company.
12. The Ministry of Corporate Affairs has, on May 10, 2012, notified the Investor Protection and Education Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 ("IEPF Rules") with the objective of enabling shareholders to use the information provided by the companies on their website and the website of the IEPF, to verify the status of unclaimed dividends, if any. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said website and lodge their claim with the Company's Registrars, M/s. Bigshare Services Pvt. Limited, before the same is due for transfer to the IEPF.
13. Members who are yet to encash their earlier dividend warrants for the years from FY 2009-10 to FY 2013-14 are requested to contact the Corporate Secretarial Department of the Company or M/s. Bigshare Services Pvt. Limited, RTA of the Company for revalidation of the dividend warrants / issue of fresh demand draft. It may be noted that once such unclaimed dividends are transferred on expiry of seven years to the Investor Education and Protection Fund. No claim shall lie in respect thereof.
14. Members holding shares in physical form are requested to provide their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFS code) along with their Folio Number to the Company's Registrar and Transfer Agents, M/s. Bigshare Services Private Limited.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.

16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent, for consolidation into a single folio.
18. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
- Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to send the email ID along with their Folio No. at [investor@primaplastics.com](mailto:investor@primaplastics.com) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
20. Members may also note that the Notice of the 21<sup>st</sup> Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [www.primaplastics.com](http://www.primaplastics.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Daman for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID: [investor@primaplastics.com](mailto:investor@primaplastics.com).
- 21. E-voting:**
- The business specified in this Notice will be transacted through Electronic Voting System and the Company is providing facility for voting by electronic means.
  - The cut-off date for e-voting rights is day of Friday, September 18, 2015 and the e-voting begins from day of Monday, September 21, 2015 at 9.00 am and ends on day of Wednesday, September 23, 2015. at 5.00 pm.
  - The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
  - Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
  - The members who acquired shares after the dispatch of notice and wants to vote by e-voting are hereby requested to kindly contact the Compliance Officer of the Company for password generation and other details with respect to e-voting.
  - The Board has appointed Shri Sadashiv V. Shet, Practicing Company Secretaries as Scrutinizer for voting.
  - The other instructions for e-voting, ballot paper and proxy form are attached at the end of this report.
22. A statement giving the relevant details of the Director seeking appointment / re-appointment, as required under Clause 49 of the Listing Agreement with the Stock Exchanges in India and pursuant to Section 102 (1) of the Companies Act, 2013 given below:

**Item No. 03**

<b>Name of Director</b>	<b>Shri Dilip M. Parekh ( Age 46 years)</b>
DIN	00166385
Date of Joining the Board	November 17, 1993
Number of Shares held	26,15,420
Profile of the Director	Shri Dilip M. Parekh joined the Company's Board since inception as a Director and looking after marketing and administration of the Company. His strong management skill, marketing ability and previous experience in moulded furniture industry for more than twenty-three years has benefited the Company. He is the person behind putting Prima on global chart by setting up a Joint Venture Company at Cameroon and putting efforts to tap more regions.
Other Directorships in Public Limited Co.	Nil



**Item No. 05**

<b>Name of Director</b>	<b>Smt. Hina V. Mehta ( Age 56 years)</b>
DIN	07201194
Date of Joining the Board	May 29, 2015
Number of Shares held	101
Profile of the Director	Smt. Hina V. Mehta holds a Graduate Degree in Commerce from Mumbai University, India. She is running her own business dealing and manufacture of Modular Kitchen and accessories since 2003. She has experience in sales, marketing and finance. She is widely recognized for her role in shaping the retail outlet of Modular Kitchen.
Other Directorships in Public Limited Co.	Nil

The Board hereby recommends Resolutions at Item Nos. 3 & 5 for the Approval of Members.

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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 5 of the accompanying Notice dated August 13, 2015.

**Item No.5**

Smt. Hina V. Mehta (DIN –07201194) was appointed as an Additional Director on the Board with effect from May 29, 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Smt. Hina V. Mehta will hold office upto the conclusion of the ensuing Annual General Meeting of the Company. The Company has also received notice from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Hina V. Mehta for the office of Director of the Company.

The Company has received from Smt. Hina V. Mehta (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Smt. Hina V. Mehta fulfils the conditions for her appointment as a Director as specified in the Companies Act, 2013 and the Listing Agreement. A copy of the letter of appointment setting out the terms and conditions of appointment of Smt. Hina V. Mehta is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Smt. Hina V. Mehta is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment. Shri Bhaskar M. Parekh & Shri Dilip M. Parekh, Directors of the Company are interested as her relatives in the said resolution. The Board recommends the resolution set forth in the Item No. 5 of the Notice for approval of the members. Apart from these none of the other Key Managerial Persons are concerned or interested in resolution.

**Registered Office:**

98/4, Prima House,  
Daman Industrial Estate,  
Kadaiya, Nani Daman,  
Daman (U.T.), Pin - 396 210.

By Order of the Board of Directors

Mumbai  
August 13, 2015

**Bhaskar M. Parekh** (DIN – 00166520)  
Chairman

**DIRECTORS' REPORT, MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Dear Shareholders,

Your Directors submit the 21st Annual Report along with the Audited Statement of Accounts of the Company for the year ended March 31, 2015.

(₹ In Lacs)

<b>FINANCIAL RESULTS</b>	<b>2014-2015</b>	<b>2013-2014</b>
Gross Income	<b>8,849.59</b>	7,966.36
Profit before Depreciation, Finance Cost and Tax	<b>652.12</b>	684.70
Less : Depreciation	<b>113.53</b>	163.76
Less : Finance Cost	<b>106.49</b>	113.61
Profit before Taxation	<b>432.10</b>	407.33
Less : Current Tax	<b>87.87</b>	88.44
Profit after Tax	<b>344.23</b>	318.89
Add : Balance b/f from previous year	<b>2,063.00</b>	1,922.81
Balance available for appropriation	<b>2,407.23</b>	2,241.70
Appropriation :		
Balance c/f	<b>2,407.23</b>	2,241.70
Less : Proposed Dividend	<b>165.01</b>	110.00
Less: Dividend Tax	<b>33.00</b>	18.70
Less : Transfer to General Reserve	<b>50.00</b>	50.00
Less : Adjustment in depreciation on Fixed Assets	<b>17.91</b>	NIL
Less : Deferred Tax	<b>136.81</b>	NIL
Balance c/f to Balance Sheet	<b>2,004.50</b>	2,063.00

**OPERATIONAL PERFORMANCE**

The consolidated gross revenue of the Company during 2014-15 grew by 14.37% at ₹ 12,650.62 lacs as compared with ₹ 11,061.20 lacs last year. The Company has achieved a standalone gross revenue of ₹ 9,628.49 lacs during the year under review, as compared with ₹ 8,710.38 lacs during the previous year a rise of 10.54%.

Consolidated profit before tax increased to ₹ 1,038.26 lacs, as compared with ₹ 997.25 lacs in the previous year, an increase of 4.11% over last year. Standalone profit before tax increased from ₹ 407.34 lacs to ₹ 432.09 lacs, an increase of 6.08%.

During financial year 2014-15, your Board of Directors have decided to close down the business of ACP Division which was incurring losses in past many years and looking to continuous slack in commercial segment of real estate, the core plant of ACP Division were sold in January 2015. However the land, building & other machinery were retained to accommodate additional requirement of factory space of plastic division and also to expand plastic business. The management expects improved profitability in future by this decision of closing down of ACP Division.

**DIVIDEND**

Your Directors have recommended a final dividend of ₹ 1.50/- (15%) per equity share (last year ₹ 1.00/- per equity share) for the financial year ended March 31, 2015, amounting to ₹ 198.01 lacs (inclusive of tax of ₹ 33.00 lacs), one of the highest payout in recent past of the Company on popular demand by shareholders. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

The dividend will be paid to members whose names appear in the Register of Members as on September 18, 2015; in respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

**TRANSFER TO RESERVES**

The Company proposes to transfer ₹ 50.00 lacs to the General Reserve out of the amount available for appropriations and an amount of ₹ 2,004.50 lacs is proposed to be retained in the Profit and Loss Account. The Reserve on standalone basis, at the beginning of year were ₹ 3,150.36 lacs. The Reserve at the end of year are ₹ 3,141.86 lacs.



## PERFORMANCE OF JOINT VENTURE

Prima Dee-lite Plastics Pvt. Ltd., Cameroon is a Joint Venture Company manufacturing Moulded Articles and HDPE Woven Sack Bags. The total turnover of JV Company for the calendar year ended 2014 was INR 6,368.96 lacs as compared to previous calendar year of INR 4,724.71 lacs. The profit for the year after depreciation and tax was INR 479.58 lacs as compared to INR 436.85 lacs in the previous year.

## CONSOLIDATED FINANCIAL STATEMENTS

As required by Accounting Standards AS- 21 and AS-27 of the Institute of Chartered Accountants of India, the financial statements of the Company reflect the consolidation of the Accounts of the Company, its Joint Venture Company Prima Dee-lite Plastics Pvt. Ltd., Cameroon. The performance and financial position of Joint Venture Company is detailed in 'Statement containing salient features of the financial statement of joint ventures' in form AOC-1 pursuant to section 129 of the Companies Act, 2013 is annexed herewith as "Annexure A".

## MANAGEMENT DISCUSSION AND ANALYSIS

A detailed review of the operations and performance of the Company and its national & international business are contained in the Management Discussion and Analysis Report which form part of the Directors Report.

## MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2015 and the date of the Directors' Report i.e. August 13, 2015.

## MATERIAL ORDERS OF REGULATORS/ COURTS/TRIBUNALS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans or guarantees, investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts or transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Company had not entered into any contract or transaction with related parties which could be considered material in accordance with the provision of the Companies Act, 2013.

An omnibus approval has been granted by the Audit Committee of the Board for transactions which are of a foreseen and repetitive nature with other related parties. Such omnibus approvals are subjected to review and monitored by the Audit Committee on a quarterly basis. Statement containing salient features of the related party transactions' in form AOC 2 pursuant to section 189 of the Companies Act, 2013 is annexed herewith as "Annexure B".

## BUSINESS RISK MANAGEMENT

A risk management policy has been developed and implemented by the Company for identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company. The key elements of the company's risk management framework have been captured in the risk management policy which details the process for identifying, escalating, prioritizing, mitigating and monitoring key risk events and action plans. The assessment of the risks covers Strategy, Technology, Financial, Operations & Systems, Legal & Regulatory and Human Resources Risks. The effectiveness of the risk management framework and systems is periodically evaluated by the Risk and Audit Committee.

## INTERNAL FINANCIAL CONTROLS

The Company has in place, adequate systems and procedures for implementation of internal financial control across the organization which enables the Company to ensure that these controls are operating effectively.

## DIRECTORATE

The appointment and remuneration of Directors is governed by the Remuneration Policy of the Company to serve on the Board for guiding the Management team to enhanced organizational performance. The detailed Remuneration Policy is contained in the Corporate Governance section of the Annual Report.

The Company's Board comprises of six members, Shri Bhaskar M. Parekh, Executive Chairman (DIN-00166520) and Shri Dilip M. Parekh, Managing Director (DIN – 00166385) represents the Promoter Group and Executive Directors. Three other Non-Executive Directors – Shri Mulchand S. Chheda (DIN – 00179932), Shri Krishnakant V. Chitalia (DIN – 00443945) and Shri Rasiklal M. Doshi (DIN – 00239580) are independent in terms of Clause 49 of the Listing Agreement and Companies Act, 2013. Woman Director Smt. Hina V. Mehta (DIN – 07201194 ) is Additional Director and represent Promoter Group. The Directors are reputed persons with diverse functional expertise and industry experience relevant to fulfilling the Company's objectives and strategic goals.

None of the Independent Directors are liable to retire at the forthcoming Annual General Meeting. All Independent Directors have submitted declarations that they continue to meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

As per the provisions of the Companies Act, 2013, Shri Dilip M. Parekh retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment to the Board. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Smt. Hina V. Mehta will hold office upto the conclusion of the ensuing Annual General Meeting of the Company. The Company has also received notice from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Hina V. Mehta for the office of Director of the Company.

Their profile details are contained in the accompanying Notice of the forthcoming Annual General Meeting and in the Corporate Governance Report.

The Board of Directors met 5 times during financial year 2014–15. The details of the meetings and the attendance of the Directors are mentioned in the Corporate Governance Report.

The Board has established Committees as a matter of good corporate governance practice and as per the requirements of the Companies Act, 2013. The Committees are Audit Committee, Nomination and Remuneration Committee, Management Committee, Share Transfer Committee and Stakeholders' Relationship Committee. The composition, terms of reference, number of meetings held and business transacted by the Committees is given in the Corporate Governance Report.

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. Individual and peer assessment of Directors based on parameters such as knowledge, contribution, level of engagement, communication/relationship with Board and Senior Management were received by the Chairman for individual feedback. The performance evaluation of the Chairman was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process and its result.

The Company periodically discloses its promoter group and persons acting in concert in the shareholding pattern and other filings with the Stock Exchanges.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

As stipulated in Section 134(3)(C) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- I. In the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there has been no material departure;
- II. The Directors 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 as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- III. The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013. They confirm that there are adequate system and control for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- IV. Directors have prepared the Annual Accounts on a going concern basis.
- V. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- VI. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.