

ANNUAL
REPORT 20¹⁴/₁₅



SINTEX INDUSTRIES LIMITED

Forward-looking statement

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and the underlying assumptions undergoing change. Should known or unknown risks or uncertainties materialise, or should underlying assumptions not materialise, actual results could vary materially from those anticipated, estimated or projected. Shareholders and Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Corporate Information

BOARD OF DIRECTORS :

Dinesh B. Patel,	<i>Chairman</i>
Arun P. Patel,	<i>Vice Chairman</i>
Ramnikbhai H. Ambani	
Ashwin Lalbhai Shah	
Dr. Narendra Kumar Bansal	
Indira J. Parikh	
Dr. Rajesh B. Parikh	
Dr. Lavkumar Kantilal	
Rahul A. Patel,	<i>Managing Director (Group)</i>
Amit D. Patel,	<i>Managing Director (Group)</i>
S.B. Dangayach,	<i>Managing Director</i>

BANKERS :

State Bank of India
Bank of Baroda
IDBI Bank Ltd.

AUDITORS :

M/s Shah & Shah Associates
Chartered Accountants
Ahmedabad

REGISTRAR & SHARE TRANSFER AGENT

Sharepro Services (India) Pvt. Ltd.
416-420, 4th Floor,
Devnandan Mall,
Opp. Sanyas Ashram,
Ashram Road,
Ellisbridge, Ahmedabad-380 006

COMPANY SECRETARY:

Hitesh T. Mehta

REGISTERED OFFICE :

Kalol (N.G.) 382721, Gujarat, India
Tel (91-2764) 253000
Fax : (91-2764) 253100, 222868
E-mail : bvm@sintex.co.in
Website : www.sintex.in
CIN: L17110GJ1931PLC000454

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Standalone Financial - 5 Years Highlights

(₹ in crores)

Description	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
A. BALANCE SHEET					
Total Assets:					
Fixed Assets (Net)	4,258.95	2,749.99	2,231.78	2085.88	1844.76
Investments	1,023.60	1,029.24	966.55	874.23	1123.63
Net Assets (Current and Non Current)	3,344.92	3,088.26	2,968.41	2361.49	1892.84
	8,627.47	6,867.49	6,166.74	5321.60	4861.23
Total Liabilities:					
Net Worth	4,233.25	3,042.13	2,799.34	2333.87	2172.42
Loan Funds	3,946.88	3,513.93	3,096.37	2758.32	2495.98
Deferred Tax Liability (Net)	447.34	311.43	271.03	229.41	192.83
	8,627.47	6,867.49	6,166.74	5321.60	4861.23
B. STATEMENT OF PROFIT & LOSS					
Gross Sales	4,088.10	3,314.47	3,064.85	2629.65	2674.21
Earning before interest, tax and depreciation	1,011.91	829.77	670.47	578.67	648.52
Finance Costs	228.53	237.38	144.49	110.49	86.82
Depreciation	144.84	138.33	123.18	98.05	89.25
Profit before Exceptional Items	638.54	454.06	402.80	370.13	472.45
Exceptional Items	21.79	16.06	90.35	46.64	-6.24
Profit Before Tax	616.75	438.00	312.45	323.49	478.69
Taxation	159.23	102.94	43.26	93.79	121.13
Profit After Tax	457.52	335.06	269.19	229.70	357.56
Dividend (including dividend distribute tax)	37.25	25.64	25.48	20.62	20.58
Retained Earnings	420.27	309.42	243.71	209.08	336.98
Earnings per Equity Share (`)	12.48	10.77	9.46	8.48	13.19
Debt/Equity Ratio	0.93	1.15	0.95	1.18	1.15
Dividend %	70%	70%	70%	65%	65%

Figures have been regrouped/re-classified wherever required

Directors' Report

Dear Shareholders,

Your Directors have the pleasure of presenting their 84th Annual Report on the business and operations of the Company on standalone basis and the accounts for the financial year ended March 31, 2015.

Financial highlights (₹ in Crore)

Particulars	2014-15	2013-14
Gross turnover	4,088.10	3,314.47
Gross profit	761.59	576.33
Less : Depreciation	144.84	138.33
Profit before tax	616.75	438.00
Less: Provision for taxation — Current tax	135.60	93.07
MAT credit entitlement	(112.03)	(35.36)
Deferred tax	136.58	40.40
Profit/(loss) after tax before prior period items	456.60	339.89
Short/(Excess) provisions for taxation of earlier years	(0.92)	4.83
Profit after tax	457.52	335.06
Balance of profit of previous year	1,731.90	1,490.75
Profit available for appropriation	2,189.42	1,825.81
Appropriations		
General reserve	46.00	35.00
Debenture redemption reserve	27.31	33.27
Proposed dividend on Equity Shares	31.07	21.92
Tax on dividend	6.18	3.72
Impact of depreciation as per Schedule-II	1.29	-
Balance carried to Balance Sheet	2,077.57	1,731.90
TOTAL	2,189.42	1,825.81

Note: Previous year figures have been regrouped/re-classified wherever required.

Financial performance

Your Company's performance reflects the strong improvement in India's corporate sentiments fuelled by the progressive policies of the newly-instated Central Government.

Your Company's gross sales jumped by 23.34% from ₹3,314.47 crore in 2013-14 to ₹4,088.10 crore in 2014-15 driven by robust growth in three business segments namely prefabricated structures, custom moulding and textiles.

EBIDTA increased by 21.95% from ₹829.77 crore in 2013-14 to ₹1,011.91 crore in 2014-15 and the profit for the year grew by 36.55% from ₹335.06 crore in 2013-14 to ₹457.52 crore in 2014-15. Consequently, the earnings per share (face value of ₹1) stood at ₹12.48 (basic) and ₹11.64 (diluted) for 2014-15 against ₹10.77 (basic) and ₹10.77 (diluted) for 2013-14.

Your Company repaid ₹112.04 crore in debts. Besides, US\$ 115.85 million of the US\$ 140 million FCCBs were converted into equity which increased the Company's net worth by ₹636.70 crore – strengthening the Balance Sheet.

Dividend

Your Directors are pleased to recommend dividend of ₹0.70 per share on Equity Shares having face value of ₹1 each (Previous year ₹0.70 per Equity Share on face value of ₹1 each) and any further equity shares that may be allotted by the Company upon conversion of FCCBs prior to book closure date for 2014-15.

The dividend will be paid subject to the approval of shareholders at the forthcoming Annual General Meeting to those shareholders whose names appear on the Register of Members of the Company as on the specified date.

Share capital

During the year under review, the Company has allotted 1,64,00,000 Equity Shares of ₹1 each on conversion of warrants at a premium of ₹68.01 per Equity Share. The Company has also allotted in aggregate 9,68,51,214 Equity Shares of ₹1 each at a premium of ₹64.74 each per Equity Share on exercise of conversion by the FCCB-holders and accordingly the paid up share capital of the Company on March 31, 2015 increased to ₹42,63,61,194 - 42,63,61,194 Equity Shares of ₹1 each and to

₹44,59,23,717-44,59,23,717 Equity Shares of ₹1 each as on 10th July, 2015.

Debentures

During the year under review, with a view to meet the Company's requirements of funds for ongoing capital expenditure, Long-term working capital and general corporate purposes, the Company has issued debentures in two tranches as mentioned below:

2,250 and 2,750 – 10.70% rated, listed, secured, fully redeemable, dematerialised Non-Convertible Debentures ('NCDs') of the face value of ₹10,00,000 each of the aggregate nominal value of ₹225,00,00,000 and ₹275,00,00,000 on 11th June, 2014 and 30th September, 2014 respectively for a tenor of seven years.

Credit rating

The Company's financial discipline and prudence is reflected in the strong credit ascribed by rating agencies as given below:

Instrument	Rating Agency	Rating	Remarks
Long-term debt	CARE	AA+	Revised from CARE AA (Double A)
Non-convertible debentures	CARE	AA+	Revised from CARE AA (Double A)
Short-term debt	CARE	A1+	Reaffirmed

State of Company's affairs

Bouyed by the economic reform agenda announced by the dynamic Central Government, business confidence in India touched a three year high reflected in a Business Confidence Index of 55+ in 2014-15. Moreover, the Government's emphasis on cleanliness has emerged as an important business driver for your Company. In keeping with this optimism, your Company's key verticals performed exceedingly well. A detailed discussion of your Company's operations for the year under review is given under the 'Management discussion and analysis report' pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to this Report and forms part of this Annual Report.

A. Plastics division: The plastic division is the flagship division of your Company contributing 82.26% to its topline. This business segment grew by 21.46% from ₹2,768.61 crore in 2013-14 to ₹3,362.70 crore in 2014-15.

Business growth was driven primarily by two product segments namely prefabricated structures and custom moulding; other product segments registered healthy growth in business volumes.

Demand for prefabricated structures was driven by the Government's Swachh Bharat initiative. Besides, the positive business and consumer sentiment improved the performance of the automobile sector (four-wheelers and two-wheelers) leading to robust growth for the custom moulding business.

The Company strategically consolidated its operations in the monolithic construction space by cherry-picking only those projects which provided healthy margins and revenue visibility.

B. Textiles division: The textile business registered healthy growth driven by volume increase and value enhancement. The commissioning of the additional capacity in 2013-14 provided significant leg room for increasing sale volumes while the focus on design creation and product development increased 'Collection Sales' in international markets and grew volumes with key Indian textile players.

Corporate Social Responsibility initiatives

As part of its initiatives under corporate social responsibility, the Company has undertaken projects in the areas of livelihood, health and sanitation. These projects are largely in accordance with Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities is annexed herewith as 'Annexure A'.

Internal control systems and their adequacy

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal audit function is defined in the internal audit charter. To maintain its objectivity and independence, the internal audit function reports to the Chairman of the Audit Committee of the Board.

The internal audit department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby

strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Performance of subsidiaries

Sintex's presence in custom moulding in India and globally is through its subsidiaries Sintex NP SAS (Europe), Sintex Wausaukee Composites Inc. (the US) and Bright AutoPlast Ltd. (India). These companies provide highly-engineered custom moulding solutions to large global and Indian brands that have a presence in diverse sectors. In addition, Sintex Infra Projects Ltd. undertakes EPC contracts for various infrastructure projects across India.

1) Sintex NP SAS: The Company registered an all-round performance as its topline grew by 22.11% over the previous year while the bottomline increased by 14.75% over the same period. The integration of the new subsidiaries Poschman (German and Polish) progressed on schedule with the implementation of good practice of the SINTEX NP group – resulting in improved capacity utilisation and profitability.

In 2014, Sintex NP SAS acquired Groupe Simonin a French Company for 18 million euros. This Company has unique capabilities of moulding over metals (not part of the Sintex portfolio) and caters to the requirement of Fortune 500 companies from the electrical, automotive and appliance sector.

2) Sintex Wausaukee Composites Inc.: The Company continued to thrive and expand its business during the fiscal gone by. The extraordinary measures the management undertook in 2013 delivered palpable results -- with improvements in EBITDA, throughput, sales and profitability.

The Company's success stems from the growth in sales and significant improvements in operational performance with the implementation of six sigma techniques. The sales team was successful in gaining business from new OEMs, organically growing sales within established OEM accounts as well as regaining lost business for the special projects vehicle. The operations teams made significant progress strides in improving product flow and throughput within the production facilities.

3) Bright AutoPlast Ltd.: Leveraging the improved performance

of the automotive sector, the Company registered a strong topline and bottomline growth of 15.84% and 110.22% respectively over the previous year. The Company's roto-moulding facility at Pithampur commenced operations which strengthened business volumes. In addition, the Company made heartening progress in securing approvals from large and respected global and Indian brands for new products - laying the foundation for robust growth.

The Company's unique LRTM facility set up with technology and assistance with Sintex Wausaukee has commenced operations. This first-of-its-kind facility in India is expected to generate sizeable business volumes for the Company as its custom moulded composite parts receive the approval from leading players in the mass transit and off-road vehicle spaces.

4) Sintex Infra Projects Ltd.: Having completed the projects in its pipeline, the Company is currently focused on executing an EPC contract worth ₹1,300 crore from Shirpur Power Pvt. Limited. The project has progressed as per schedule and the Company has consistently received funds as per schedule.

Changes in subsidiaries, associates and joint ventures/ wholly-owned subsidiaries:

The wholly-owned subsidiary of the Company viz. Sintex NP SAS, France acquired Groupe Simonin France in July, 2014 and accordingly the said Company has emerged as a step down subsidiary of the Company.

There was no other change in the status of subsidiaries, associates and joint ventures/ wholly-owned subsidiaries.

Auditors and Auditors' Report

M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad (FRN 113742W), Statutory Auditors of the Company had been appointed at the 83rd Annual General Meeting of the Company held on 1st August, 2014 till the conclusion of 88th Annual General Meeting of the Company pursuant to provision of Section 139(1) of the Companies Act, 2013. Their appointment is subject to ratification by the members at 84th Annual General Meeting of the Company.

Your Directors recommend the ratification of their appointment as Statutory Auditors of the Company for the financial year 2015-16.

As required under Clause 49 of the Listing Agreement, the Auditors have also confirmed that they have valid certificate issued by the peer review board of the Institute of Chartered Accountancy of India.

The notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments.

Cost Auditor

The Company has filed the consolidated Cost Audit Report for the year ended March 31, 2014 on September 29, 2014 within the time limit as prescribed by the Ministry of Corporate Affairs. The Company has also filed the Cost Compliance Report on September 29, 2014 within the time limit as prescribed by the Ministry of Corporate Affairs.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs M. C. Gupta & Co., a firm of Company secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as 'Annexure B'.

Directors

Mr. Amit D. Patel, Managing Director (Group) and Mr. Arun P. Patel, Vice Chairman are due to retire by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and are eligible for reappointment. The Board recommends the reappointment of above Directors of the Company.

At the AGM of the Company held on August 1, 2014, the Members had appointed the existing Independent Directors viz. Mr. Ramnikbhai H Ambani, Smt. Indira J Parikh, Dr. Rajesh B Parikh, Dr. Luvkumar Kantilal Shah, Dr. Narendra K Bansal and Shri Ashwin Lalbhai Shah as Independent Directors under the Act, each for a term of three years upto the conclusion of 86th Annual General Meeting of the Company in the calendar year 2017.

The Board of Directors of the Company at its meeting held on 7th May, 2015, subject to approval of members at the ensuing Annual General Meeting, reappointed Mr. S. B. Dangayach as Managing Director for a period of two years from June 7, 2015.

As stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, brief profiles of the Directors proposed to be reappointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and shareholding are provided in the Notice attached forming part of the Annual Report.

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 put up on the website of the Company at the link: http://sintex.in/investor/SIL_familiarisation_programme_for_independent_directors.pdf.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Key managerial personnel

Pursuant to Section 203 of the Companies Act, 2013, Mr. Amit D. Patel & Mr. Rahul A. Patel, Managing Directors (Group), Mr. S. B. Dangayach, Managing Director, Mr. Prashant D. Shah, Head – Accounts & Audit and CFO and Mr. Hitesh T. Mehta, Company Secretary were appointed as key managerial personnel with effect from 5th August, 2014.

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 Stakeholders Relationship Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 that:

(a) in the preparation of the annual accounts, the applicable

accounting standards had been followed along with proper explanation relating to material departures;

- (b) 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;
- (c) 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;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) 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;
- (f) the systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Number of meetings of the Board of Directors and Audit Committee

A calendar of meetings is prepared and circulated in advance to the Directors.

During the year, five Board Meetings and five Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Consolidated financial statements

The consolidated financial statements have been prepared in accordance with the accounting standards prescribed by the Institute of Chartered Accountants of India, in this regard.

Remuneration policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and

appointment of the Directors, the senior management and their remuneration. The remuneration policy is stated in the Corporate Governance Report.

Whistleblower policy

The Company has established a whistleblower policy for the Directors and employees to report their genuine concern. The details of the same is explained in the Corporate Governance Report and also posted on the website of the Company at the link http://sintex.in/investor/Whistle_blower_policy.pdf.

Particulars of loans given, investments made, guarantees given and securities provided

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient are provided in the standalone financial statement (Please refer to Note 13, 14, 16, 29.1(a) and 29.7 to the standalone financial statement).

Contracts and arrangements with related parties

Related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business. Further, there are no material related party transactions during the year under review with the Directors or key managerial personnel. All related party transactions are placed before the Audit Committee as well as the Board for approval.

The policy on related party transactions as approved by the Board is uploaded on the Company's website at the link http://sintex.in/investor/Related_party_transaction_policy.pdf.

Corporate Governance

Sintex continues to be committed to good Corporate Governance aligned with the best practices. It has complied with all the standards set out by SEBI and the Stock Exchanges.

A separate Report on Corporate Governance along with Practising Company Secretary's Certificate on compliance with the conditions of Corporate Governance as per Clause 49 of the Listing Agreement with the Stock Exchanges is provided as a part of this Annual Report, besides the Management discussion and analysis report.

Your Company has made all information, required by investors, available on the Company's website www.sintex.in

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

A statement containing the necessary information required under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are annexed herewith as 'Annexure C'.

Extract of the annual return

The details forming part of the extract of the annual return in form MGT 9 is annexed herewith as 'Annexure D'.

Employees stock option scheme

The shareholders of the Company had approved of its Employee Stock Option Plan (Sintex Industries Limited - Employee Stock Option Scheme, 2006) in February 2006.. These ESOPs are administered by the Sintex Employee Welfare Trust on the basis of recommendations of the Compensation Committee of the Board. Pursuant to the Provisions of the Securities and Exchange Board of India (Share-based employee benefits) Regulations, 2014, the said scheme shall be aligned with the said regulations within the prescribed time. The details of the scheme are set out in Annexure E of this Report.

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, forms part of this report as 'Annexure F'. However, as permitted in terms of Section 136 of the Act, this Annual Report is being sent to all the members and others entitled thereto, excluding the said annexure. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid annexure is also available for inspection by members at the Registered Office of the Company, 21 days before the 84th Annual General Meeting and upto the date of Annual General Meeting during business hours on working days.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOPs referred to in this Report.
4. Neither the Managing Director nor the Wholetime Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. 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.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Acknowledgements

Your Directors wish to place on record the excellent support, assistance and guidance provided by the financial institutions, banks, customers, suppliers and other business associates. We would like to thank our Company's employees for their tireless efforts and high degree of commitment and dedication. Your Directors especially appreciate the continued understanding and confidence of the Members.

On behalf of the Board,

Date: July 11, 2015

Place: Ahmedabad

Dinesh B Patel

Chairman