



Board of Directors

Mr. T. R. Swaminathan, Chairman

Mr. R. S. Jhawar

Mr. Gobind Prasad Saraf

Mrs. Kusum Dadoo

Mr. F. J. Guzdar, Whole-Time-Director

Bankers

Bank of India HDFC Bank

Auditors

Messrs B. K. Khare & Co. Mumbai

Registrar & Share Transfer Agents

M/s. Sharepro Services (India) Private Ltd.
13A/B, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka,
Andheri (E), Mumbai - 400 072.

Tel. No.: (022) 6772 0400, 6772 0300

Fax No.: (022) 2859 1568

E-mail: sharepro@shareproservices.com

Solicitors

M/s. Khaitan & Co. LLP

CIN: L65990MH1945PLC004452

Registered Office Rustom Court Building, Opp. Podar Hospital, Dr. Annie Besant Road, Worli, Mumbai 400 030.

Tel. No.: (022) 2491 9569 / 2491 9570

E-mail: standardbatteries_123@yahoo.co.in Website: www.standardbatteries.co.in

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Notice of Annual General Meeting:

Notice is hereby given that Sixty Eighth Annual General Meeting of the Company will be held as scheduled below.

Day : Monday

Date: 21st September, 2015

Time: 11.30 A.M.

Venue: Willingdon Catholic Gymkhana, Church

Avenue, Near Khar Subway, Santacruz (W),

Mumbai-400 054.

The Agenda for the meeting will be as under:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Statement of Accounts for the financial year ended 31st March, 2015 and report of the Directors and Auditors thereon.
- 2) To elect a Director in the place of Mr. Farok J. Guzdar (DIN: 00205930) who retires by rotation and being eligible, offers himself for re-election.
- To consider and, if thought fit to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT Messrs. B. K. Khare & Company, Chartered Accountants, Mumbai be and are hereby appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors and they be paid in addition, out of pocket and / or travelling expenses that they may incur in carrying out their duties.

SPECIAL BUSINESS:

4) To appoint Ms. Kusum Dadoo (DIN:06967827) as an Independent Woman Director and in this regard to consider and, if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Kusum Dadoo (DIN:06967827), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the

Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 25th September, 2019."

To pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 the Company hereby approves the appointment of Mr. F. J. Guzdar (DIN: 00205930) as a Whole-Time Director of the Company for a period of 6 (six) months from 01.04.2016 to 30.09.2016 on the remuneration set out in the draft agreement to be executed between the Company and Mr. F. J. Guzdar placed before this meeting and initialed by the Chairman for the purpose of identification."

By order of the Board of Directors

Registered Office: Rustom Court, Opp. Podar Hospital, Dr. Annie Besant Road, Worli, Mumbai – 400 030.

F. J. GUZDAR WHOLE-TIME Director DIN: 00205930

Dated: - 29th May, 2015

Notes:-

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE Company NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting as set out above is annexed hereto and forms part of the Notice.
- 3) The Details of the Directors seeking re-appointment and appointment at the forthcoming Annual General Meeting as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are also annexed.
- 4) The register of members and shares transfer books of the Company will remain closed from Tuesday, 15th day of September, 2015 to Wednesday, 23rd day of September, 2015 (both days inclusive).
- Members are requested to bring their copies of the Annual Report to the meeting.



6) GREEN INITIATIVE IN CORPORATE GOVERNANCE-Electronic mode of documents.

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies. The Companies Act, 2013 read with The Companies Act (Management and Administration) Rules, 2014 and Listing Agreement permits circulation of financial statement, notice, etc. to shareholders in electronic mode.

Keeping in view of the above objective the Company proposes treating the e-mail addresses available in the records of Depository Participant/the Company/ the Registrars for sending the notice calling the Annual General Meeting and Annual Report containing its Balance Sheet, Statement of Profit and Loss and Directors' Report, etc. and other communication in electronic form.

In this regard we seek your whole-hearted support for this initiative. We would request you to register your e-mail ID with your depositories or register the same with Registrars or email us at standardbatteries 123@yahoo.co.in

As and when there is change in your email address, you are requested to update the same with your Depository Participant.

7) Voting through electronic means

In Compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 68th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by the National Securities Depository Limited (NSDL). e-voting detailed instructions form is attached.

8) The voting period begins on 17th September, 2015 at 9.00 a.m. and ends on 20th September, 2015 at 5.00 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 of 14th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

ANNEXURE TO THE NOTICE:

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 and forming part of the Notice dated 29th May, 2015.

Item No.4:

Ms. Kusum Dadoo was appointed as an Additional Director and Independent Director by the Board of Directors of the Company at its Meeting held on 26th September, 2014. She holds office up to the date of the forthcoming Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013.

The Company has received a notice from a Member signifying intention to propose Ms. Kusum Dadoo as a candidate for the office of Director of the Company at the ensuing Annual General Meeting. Ms. Kusum Dadoo is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an independent Director on its Board. As per the said Section 149, an independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he/she shall not be included in the total number of Directors for retirement by rotation.

The Company has received a declaration from Ms. Kusum Dadoo that she meets with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Ms. Kusum Dadoo fulfills the conditions for her appointment as an Independent Woman Director as specified in the Act and the Listing Agreement. Ms. Kusum Dadoo is independent of the management.

Ms. Kusum Dadoo is B.Sc., LLB (Law Graduate) + Attorneyship and she does not hold any shares in the Company.

Ms. Kusum Dadoo is on the Board of Dhariwal Infrastructure Limited; Spen LIQ Private Limited; and Phillips Carbon Black Limited.

Your Directors recommend the Resolution for your approval. None of the other Directors except Ms. Kusum Dadoo is deemed to be concerned or interested in this item of business.

Copy of the draft letter for appointment of Ms. Kusum Dadoo as an Independent Woman Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.



Item No.5:

Mr. Farok J. Guzdar (DIN:00205930) was re-appointed as a Whole-Time Director of the Company at the Annual General Meeting held on 12th August, 2014 up to 31st March, 2016. The Board Meeting held on 29th May, 2015 re-appointed him as a Whole-Time Director of the Company for a further period up to 30.09.2016 from 01.04.2016 to comply with provision of Section 196, 197, 203, Schedule V of the Companies Act, 2013. The remuneration payable to Mr. Farok J. Guzdar (DIN:00205930) and other terms of employment are set out in the draft agreement to be entered into between the Company and Mr. Farok J. Guzdar (DIN:00205930), keepina in view the provisions of Sections 269, 309, 311 & Schedule XIII of the Companies Act, 1956 and Sections 196, 197, 203 & Schedule V of the Act. His appointment and the remuneration payable to him are subject to the approval of shareholders of the Company at the general meeting.

The general terms of the draft agreement between the Company and Mr. F. J. Guzdar referred to in resolution in item no.5 of the notice are as under.

A. REMUNERATION:

Salary of Rs.70,000/- per month.

B. **COMMISSION:**

1% commission on the net profit of the Company, subject to a ceiling of 50% of the salary or Rs.120,000/per annum whichever is less.

C. BENEFITS, PERQUISITES AND ALLOWANCES:

Category A

1. Housing:

Housing I) The expenditure by the Company on hiring furnished accommodation will be subject to the ceiling of sixty percent of the salary of Mr. Farok J. Guzdar.

Housing II) In case the accommodation is owned by the Company, ten percent of the salary of Mr. Farok J. Guzdar shall be deducted by the Company.

Housing III) In case no accommodation is provided by the Company, Mr. Farok J. Guzdar shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing I.

- 2. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.
- 3. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

- Leave Travel Concession: For self and family once in a year incurred in accordance with the rules specified by the Company.
- Club Fees: Fees of Clubs subject to a maximum of two clubs. This will include admission and life membership fees.
- Personal Accident Insurance: Premium not to exceed Rs.70,000/- per annum.

Explanation: For the purpose of the Category A, "Family" means the spouse, the dependent children and dependent parents of Mr. Farok J. Guzdar.

7. Contribution to the Deferred Annuity @15% of the Salary.

Category B

- Contribution to deferred annuity will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- 2. The Company shall not be liable to pay contribution to Provident Fund and Gratuity.
- 3. Encashment of Leave at the end of the tenure will not be included in the computation of the ceiling of perquisites.

Category C

 Provision of the Company maintained car with driver for use in Company's business and personal use and telephone at residence will not be considered as perquisites.

The maximum ceiling on perquisites under category A will be restricted to an amount equivalent to the annual salary of Rs.840,000/- per annum whichever is less.

- D. Mr. Farok J. Guzdar is also entitled for privilege leave of one month for every eleven months of service.
- E. Mr. Farok J. Guzdar shall also be entitled to attend the meeting of the Board of Directors or any committee thereof from the date of appointment but no sitting fees shall be paid to him.
- **F.** Mr. Farok J. Guzdar shall be paid the aforesaid remuneration by way of salary and perquisites (except commission) as aforesaid, as minimum remuneration, notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profit or the profits are inadequate.
- G. Mr. Farok J. Guzdar shall be entitled to reimbursement of entertainment expenses actually and properly incurred for the business of the Company.



H. a) Mr. Farok J. Guzdar shall be entitled to first class air or train fare, whichever is convenient and expeditious to the Company and shall be entitled to all expenses incurred by him during such travel within India for the business of Company.

b) In the event of his having travelled outside the Indian Union on behalf of The Company or on Company's business he shall be entitled to all expenses incurred by him during such travels and first class return air passage.

A copy of the draft agreement between the Company and Mr. Farok J. Guzdar referred to at Item No. 5 of the notice will be open for inspection by members between 11.00 a.m. to 3.00 p.m. on any working day of the Company, at its Registered Office.

Mr. Farok J. Guzdar has over 52 years of experience in the field of finance. He has worked with the Company as Vice President (Finance) from 1989 and as Vice President (Corporate) since 1997. He has also already served the Company as a Whole-Time Director from 1.10.1998 to 31.03.2015. Your Directors feel that the Company would immensely benefit from the aforesaid wide and varied experience possessed by Mr. Farok J. Guzdar. Your Board accordingly recommends his re-appointment.

None of the Directors except Mr. Farok J. Guzdar is interested in the resolution at Item No. 5 of the notice since they relate to his own appointment.

By order of the Board of Directors

Registered Office: Rustom Court, Opp. Podar Hospital, Dr. Annie Besant Road, Worli, Mumbai – 400 030.

Worli, Mumbai – 400 030. Dated:- 29th May, 2015

F. J. GUZDAR WHOLE-TIME Director DIN: 00205930

Details of the Directors seeking re-appointment/appointment at the Annual General Meeting

Particulars	Ms. Kusum Dadoo	Mr. F. J. Guzdar
Date of Birth	2nd Jaunuary, 1953	5th December, 1937
Date of Appointment	26th September,2014	1st October, 1998
Expertise in specific area	Ms. Kusum Dadoo has over 35 Years experience in the field of Real Estate, Banking & Finance transactions. She is associated with Khaitan & Co., Advocates, one of the Leading firm in India.	Mr. F J Guzdar has over 54 years of experience in the field of finance. He has worked with the Company as Vice President (Finance) From 1989 and as Vice President (Corporate) since 1997.
Directorship held in other public Companies (excluding Foreign Companies And Section 25 Companies)	Listed Companies: Phillips Carbon Black Limited, Unlisted Companies: Dhariwal Infrastructure Limited,	Nil
Memberships/ Chairmanships of other Public Companies (includes only Audit and Shareholders'/ Investors' Grievance Committees)		Nil
Number of shares held	Nil	1165



Board Report

Dear Members,

Your Directors have pleasure in presenting this Sixty Eighth Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March, 2015

A. The Extract of the Annual Return in form MGT-9:

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. Registration and other Details

i. CIN: L65990MH1945PLC004452

ii. Registration Date: 20th June, 1945

iii. Name of the Company: THE STANDARD BATTERIES LIMITED

- iv. Category: Company Limited by shares
 Sub-Category of the Company: Indian Non-Government Company
- v. Address of the Registered Office and contact details: Rustom Court, Opp. Podar Hospital, Dr. Annie Besant Road, Worli, Mumbai-400030, Maharashtra, India Tel: (022) 24919569/24919570

 $Email: standard batteries_123@yahoo.co.in$

Website:www.standardbatteries.co.in

- vi. Whether Listed Company: Yes, Listed on Bombay BSE, Calcutta Stock Exchange.
- vii. Name, Address and Contact details of Registrar and Transfer Agent:

M/s. Sharepro Services (India) Pvt. Ltd.

13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka,, Andheri (East), Mumbai – 400 072. Tel.:91-22-6772 0300/400, Fax:91-22-2859 1568

Email: sharepro@shareproservices.com

II. PRINCIPAL BUSINESS ACTIVITIES

All the business activities contributing 10 % or more of the total turnover of the Company

1	Name and Description of main products	NIC Code of the Product	% to total turnover of the Company
1.	Dealer of Steel & Metals	51420	100%

III. PARTICULAR OF HOLDING, SUBSIDIARY AND ASSOCIATE Companies

Sr No	Name and Address	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Cosepa Fiscal Industries Pvt. Ltd	U65993MH1984PTC206721	Associate	32.25%	2(6) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholders				No. of shares held at the end of the year				% Change	
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	during the year
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	
d) Bodies Corp.	2100282	-	2100282	40.62	2100282	-	2100282	40.62	
e) Banks / Fl	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	2100282	-	2100282	40.62	2100282	-	2100282	40.62	8



(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / Fl	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	2100282	-	2100282	40.62	2100282	1	2100282	40.62	1
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	2300	6750	9050	0.18	2300	6750	9050	0.18	
b) Banks / Fl	4086	1510	5596	0.11	2085	1510	3595	0.07	(35.76) -
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	1378087	-	1378087	26.65	1378087	1	1378087	26.65	Nil -
g) Flls	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	
i) Others	-	-	-	-	-	-	-	-	
Sub-total (B)(1):-	1384473	8260	1392733	26.93	1382472	8260	1390732	26.89	(0.14) -
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	513636	23795	537431	10.39	490755	23795	514550	9.95	4
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	457253	600676	1057929	20.46	494853	587984	1082837	20.94	3



ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	9
c) Others (specify)									
Trusts	1250	-	1250	0.02	1250	-	1250	0.02	Nil
Clearing member Market Maker		-		-	1 1	1 1	1 1	1 1	4 4
Foreign Nationals	-	-	-	-	-	-		-	-
Non Resident Indians (Repat)	3995	765	4760	0.0920	3969	765	4734	0.0915	(0.0005)
Non Resident Indians (Non-Repat)	-	-	-	-	-	-	-		-
Foreign Companies	-	76740	76740	1.48	-	76740	76740	1.48	Nil -
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Independent Directors	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	9
Sub-total (B)(2):	976134	701976	1678110	32.45	990827	689284	1680111	32.49	(0.12) 8
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2360607	710236	3070843	59.38	2373299	697544	3070843	59.38	8
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4460889	710236	5171125	100	4473581	697544	5171125	100	

(ii) Shareholding of Promoters

Shareholders Name	Shareho	lding at the the the year	beginning of	Share	% Change			
	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	in share holding during the year	
Mcleod Russel India Ltd.	1003820	19.41	N.A	1003820	19.41	N.A	No change	
Bishnauth Investments Ltd.	766062	14.81	N.A	766062	14.81	N.A	No change	
Williamson Magor & Co.Ltd.	288625	5.56	N.A	288625	5.56	N.A	No change	
Williamson Financial Services Ltd.	41775	0.81	N.A	41775	0.81	N.A	No change	



(iii) Change in Promoters' Shareholding (please specify, if there is no change)

		ling at the of the year		Shareholding the Year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
Mcleod Russel India Ltd.					
At the beginning of the year	1003820	19.41	1003820	19.41	
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No Change During the year				
At the End of the year	1003820	19.41	1003820	19.41	
Bishnauth Investments Ltd.					
At the beginning of the year	766062	14.81	766062	14.81	
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No Change During the year				
At the End of the year	766062	14.81	766062	14.81	
Williamson Magor & Co.Ltd					
At the beginning of the year	288625	5.56	288625	5.56	
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No Change During the year				
At the End of the year	288625	5.56	288625	5.56	
Williamson Financial Services Ltd.					
At the beginning of the year	41775	0.81	41775	0.81	
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No Change During the year				
At the End of the year	41775	0.81	41775	0.81	

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

	Shareholding beginning of		Cumulative Shareholding during the Year		
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1. LIFE INSURANCE CORPORATION OF INDIA					
At the beginning of the year	1080350	20.89	1080350	20.89	