



24th
Annual Report
2014-15

ANNUAL REPORT 2014-15

DIRECTORS : -

NAME OF THE DIRECTOR	DESIGNATION
Dr. Smt. Rochana Bharati	Chairperson
Mr. Arvind S. Bharati	Managing Director
Mrs. Smita Patodkar	Executive Director
Mr. Vijay Tiwari	Independent Director
Mr. Srikumar S. Menon	Independent Director
Mr. Deepak Joshi	CFO

AUDITORS : - **HMA & ASSOCIATES**
CHARTERED ACCOUNTANTS
1, RUNWAL PRATISHTHA, 1202/27,
SHIVAJINAGAR, APTE ROAD, BEHIND
SANTOSH BAKERY, PUNE 411 004.

REGISTERED OFFICE : - **64-B-1, M.I.D.C. Area, Satpur, Nashik – 422007.**

CIN : - **L31200MH1991PLC063980**

AUTHORIZED CAPITAL :- **₹ 18,00,00,000/-**

PAID UP CAPITAL : - **₹ 17,10,00,000 /-**

NAME OF BANKERS : - **CITI Bank N. A.**
ICICI Bank Ltd.
State Bank of India

NOTICE TO THE MEMBERS

Notice is hereby given that the 24th Annual General Meeting of the members of the Company will be held on Wednesday, the 30th day of September, 2015 at 10.00 a.m. at 7, MIDC Area, Satpur, Nasik - 422007, to transact following business: -

Ordinary Business: -

1. To receive, consider & adopt the Financial Statements as on 31st March 2015 along with the Directors' Report and Auditor's Report thereon.
2. To appoint Director in place of Smt. Rochana Bharati, who retires by rotation and being eligible, offers herself for re-appointment.
3. 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(2) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (as amended from time to time), HMA & Associates, Chartered Accountants [Firm Registration Number : 100537W], Pune, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of the ensuing Annual General meeting (AGM) till the conclusion of Twenty Ninth Annual General Meeting to be held in the Financial year 2019-20 [subject to ratification of their appointment at every AGM], at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business -

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Mrs. Smita Patodkar (DIN 06850370), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th November, 2014, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retirement by rotation.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Smita Deepak Patodkar be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shreekumar Swamikuttan Menon (DIN 00168680) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :

"RESOLVED THAT subject to the provisions of Section 14 of the Companies Act, 2013, the regulations contained in Table F of Schedule I of the Companies Act, 2013 as placed before the meeting and initialed by the Chairperson for the purpose of identification thereof, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing regulations contained in the Articles of Association.

FURTHER RESOLVED THAT Mr. Arvind Bharati, Managing Director be and is hereby authorized to sign and file the necessary forms with the Registrar of Companies and to do all other acts, deeds and things necessary in this regard."

7. To consider and if thought fit to pass with or without modification(s), the following resolution(s) as Special Resolution;

"RESOLVED THAT Pursuant to the provisions of Section, 188 and other applicable provisions of the Companies Act, 2013 read with relevant rules applicable, if any, and Clause 49 of the Listing Agreement, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to enter into the following transactions with the respective related Parties during a financial year.

Related party transactions in the ordinary course of business at arm's length -

(Estimated value of transaction per annum)

S.No.	Name of the Related Party	Nature of transaction	Limit of Transactions (Rs. In Crores)
1	Starlite Lighting Ltd.	Sale-Purchase of goods	100.00
2	Starlite Lighting Ltd.	Availing or rendering of Services	50.00
3	Solarcopyer Ltd.	Sale-Purchase of goods	100.00
4	Solarcopyer Ltd.	Availing or rendering of Services	50.00

(Note: M/s. Solarcopyer Limited is also a Strategic Investor of the Company in accordance with the Order of Hon'ble BIFR dtd. 10.10.2013)

"FURTHER RESOLVED THAT the Board of directors (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) of the Company, be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreement, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to this resolution, in the best interest of the company."

By order of the Board of Directors

Place: -Nasik

Date: - 31st August 2015.

sd/-

Arvind Bharati
(Managing Director)
DIN- 00148830

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The proxy, in order to be effective, must be deposited at the registered office of the company not less than 48 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 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 relating to special business is annexed.
5. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the registered office of the Company between 10.00 a.m. and 12 noon on all working days excluding Saturdays & holidays up to the date of Annual General meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. 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.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:
Universal Capital Services Pvt. Ltd. (RTA for the Company)
21, Shakeel Niwas, Opp- Sri Satya Saibaba Temple, Mahakali Caves Road, Andheri
(E) Mumbai 400 093.

The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

9. In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner.

10. The company has appointed M/s S.G. Parekh & Co. – Company Secretaries, as ‘scrutinizer’ for conducting and scrutinizing the e-voting process in a fair and transparent manner.

11. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September 2015 – 9.00 a.m. and ends on 29th September 2015 – 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 24th September 2015 (i.e. Book closure date) may cast their vote electronically.
- (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 relevant <Company Name> 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.
 - (xix) 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.
12. Members holding shares in physical form should submit their PAN to the Company.
13. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 :

The Board of Directors at their meeting held on 14th November, 2014 appointed Mrs. Smita Patodkar as an Additional Director of the Company. Previously, up to 13th November 2014, she was Independent Director of the Company. But the Board thinks that her association with the Company as regular Director will be beneficial to the interest of the Company. Hence, she resigned as Independent Director & was appointed as Additional Director on 14th November 2014.

Except Mrs. Smita Patodkar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5 :

The Board of Directors at their meeting held on 14th November, 2014 appointed Mr. Shreekumar Swamikuttan Menon as an Additional Director [Independent Director] of the Company.

Mr. Shreekumar Swamikuttan Menon is B.A. (Economics) by qualification & has rich experience of 36 years in lighting manufacturing industry. His core competence was Accounting & legal compliances.

Pursuant to Section 149(6)(e)(iii) of the Companies Act, 2013, an Independent Director shall not together with his relatives hold two percent or more of the total voting power of the Company. Mr. Shreekumar Swamikuttan Menon holds 80 shares of the Company which is less than two percent of the total voting power of the Company.

In the opinion of the Board, Mr. Shreekumar Swamikuttan Menon fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Under Section 161(1) of the Companies Act, 2013, Mr. Shreekumar Swamikuttan Menon holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing his candidature for the office of Independent Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Shreekumar Swamikuttan Menon as an Independent Director. Accordingly, the Board of Directors recommends his appointment as an Independent Director of the Company to hold office for five consecutive years.

Except Mr. Shreekumar Swamikuttan Menon, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6:

The Companies Act, 2013 has been made effective & operative from 01.04.2014. Accordingly, Company is required to adopt new set of Articles of Association commensurate with the provisions laid down under Companies Act, 2013. Hence, it was considered desirable to adopt a comprehensive new set of Articles of Association in substitution and to the exclusion of existing set of Articles of Association of the Company.

Pursuant to section 14 of the Companies Act, 2013, alteration of Articles of Association requires approval of members of the Company by way of passing a Special Resolution at General meeting.

A copy of new set of Articles of Association to be adopted, as referred to in the notice/ explanatory statement hereto, is available at the registered office of the Company between 10.00 a.m. and 12 noon on all working days of the Company excluding Saturdays & holidays.

Your Directors recommend passing this as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution.

Item No. 7:

The Companies Act, 2013 and Listing Agreement aim to ensure transparency in the transactions and dealings between the related parties of the company. The provisions of section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and Clause 49 of the Listing Agreement (amended upto the date) that governs the related party transactions require that for entering into any contract or arrangement prior approval of Audit Committee and Board of Directors shall be obtained. Further such types of related parties transactions, if exceeds the amount as may be prescribed under the relevant provisions, the shareholders' approval by passing special resolution is required.

In the light of provisions of the Companies Act, 2013 read with rules made there under and Clause 49 of the Listing Agreement (amended upto the date), the Audit Committee and Board of Directors of your company has approved the proposed transactions that your company may enter into with related parties.

The Particulars of the transaction have been set out in the Resolution itself.

All the Transactions with above related parties are in ordinary course of business. These transactions are of continuous in nature and are not for a specific period. The respective transactions held between the aforesaid related parties are at arm's length basis and all factors relevant to the respective contracts have been considered and approved by the Audit Committee and the Board of Directors.

In terms of the provisions of Section 188 of the Companies Act, 2013, no member(s) of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party in the context of specified transactions.

None of the Directors, Key Managerial Person of the company and / or their relatives – except Smt. Rochana Bharati & Mr. Arvind Bharati – being the shareholders and relatives of M.D. of Starlite Lighting Ltd. & two Directors of Solarcopyer Ltd. - are concerned or interested financially or otherwise in the aforesaid resolution as special resolution.

The Board of Directors recommend the resolution set forth in item No. 7 for approval of members as special resolution.

DIRECTORS' REPORT

To,
The Members of
STARLITE COMPONENTS LIMITED

Your Directors have pleasure in presenting their Twenty Fourth Annual Report, together with the Financial Statements - Audited Accounts together with Audit Report of the Company for the year ended 31st March, 2015.

1. Financial Results -

(Amount in ₹)

PARTICULARS	CURRENT YEAR 2014-15	PREVIOUS YEAR 2013-14 (9 months)
Gross Income	27,24,91,081	13,72,15,950
EBIDTA	1,53,87,300	(61,66,135)
Interest & finance expenses	1,09,51,645	23,50,640
Depreciation	39,31,724	11,60,674
Profit / (Loss) Before Tax	87,75,438	(96,77,449)
Less : Provision for Taxation	-	-
Less: Provision for Deferred Tax Liability	(14,47,401)	(85,39,684)
Profit / (Loss) after Tax	1,02,22,839	(11,37,765)
Add : Profit brought forward	(16,07,71,045)	(15,96,33,279)
Proposed Dividend - Equity	-	-
Proposed Dividend - Preference	-	-
Tax on Dividend	-	-
Profit carried forward	(15,05,48,206)	(16,07,71,045)

2. Dividend:

Directors do not recommend any Equity dividend at the Annual General Meeting.

3. Amount Proposed To Be Transferred To Reserves :

The Directors do not propose any transfer to Reserves.

4. Brief description of the Company's working during the year / State of Company's affair

In line with the commitment put forth by the management in previous annual report, the Company has shown remarkable growth of 52.06% in turnover and profit during the year and achieved a turnover of Rs. Rs.2707.75 lacs (against Rs.1780.77 lacs in the previous year). Profit after tax has also improved to Rs.102.16 lacs during the year under