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Company Information

Board of Directors

Shri H.N. Taparia	- Chairman and Managing Director
Shri P.N. Shah	
Shri M.V. Gore	
Shri B.B. Ladda	
Shri G.S. Manasawala	
Shri Rajeev J. Mundra	
Shri J.K. Taparia	
Shri M.P. Taparia	
Shri D.P. Taparia	
Shri Virendraa Bangur	
Late Dr. M. G. Nathani	- Executive Director (upto 29/03/2014)
Shri Sivaramakrishnan	- Director-Operations

Company Secretary

Shri V.S. Datey

Bankers

HDFC Bank Limited

Solicitors

M/s. Mulla & Mulla Craigie Blunt & Caroe, Mumbai

Auditors

M/s. Batliboi and Purohit, Chartered Accountants, Mumbai

Corporate Office

423/24, (A-2), Shah and Nahar, Lower Parel (W), Mumbai -400 013, Maharashtra
Telephone: (91) (22) 24938646-50, Fax: (91) (22) 24953230 E-Mail: hntaparia@tapariatools.com

Registered Office

52 & 52B, MIDC Area, Satpur, Trimbak Road, Nashik - 422 007, (Maharashtra)
CIN: L99999MH1965PLC013392
Telephone : (0253) 2350317/2350318/2350418, Fax : (0253) 2350740, E-Mail : nashik@tapariatools.com

Plants

52 & 52B, MIDC Area, Satpur, Trimbak Road, Nashik - 422 007, (Maharashtra)
Plot No.L-29, Cuncolim Industrial Estate, Cuncolim - 403 703, (Goa)

Registrar & Transfer Agents

Universal Capital Securities Private Limited, 21, Shakti Niwas, Opp. Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.

Website

<http://www.tapariatools.com>

Notice

NOTICE is hereby given that Forty Eighth Annual General Meeting of TAPARIA TOOLS LIMITED will be held at Hotel Emerald Park, Sharanpur Link Road, Nashik – 422 002 on Wednesday, the 24th day of September, 2014 at 9.30 a.m. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri M. P. Taparia, (DIN : 00126971) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri D. P. Taparia, (DIN : 00126892) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Virendraa Bangur, (DIN : 00237043) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder, M/S. BATLIBOI & PUROHIT, Chartered Accountants, Mumbai (Registration No.101048W), be and are hereby appointed as the Statutory Auditors of the Company to hold Office as Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting including adjourned Annual General Meeting, if any, of the Company at a remuneration of ₹ 3,00,000/- (Rupees three lakhs only) plus Service Tax as applicable, and reimbursement of actual out-of-pocket expenses as may be incurred for the purpose of Audit".

AS SPECIAL BUSINESS:

6. Appointment of Shri P.N. Shah (DIN: 00096793), as an Independent Director of the Company
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, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Shri P. N. Shah (DIN: 00096793), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 53rd Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Shri P.N. Shah as a candidate for the office of Director of the Company."
7. Appointment of Shri M. V. Gore (DIN: 00051925), as an Independent Director of the Company
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, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Shri M. V. Gore (DIN: 00051925), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 53rd Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Shri M. V. Gore as a candidate for the office of Director of the Company."

8. Appointment of Shri B. B. Ladda (DIN: 01679989), as an Independent Director of the Company

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, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Shri B. B. Ladda (DIN: 01679989), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 53rd Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Shri B. B. Ladda as a candidate for the office of Director of the Company."

9. Appointment of Shri G. S. Manasawala (DIN: 01267114), as an Independent Director of the Company

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, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Shri G. S. Manasawala (DIN: 01267114), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 53rd Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Shri G. S. Manasawala as a candidate for the office of Director of the Company."

10. Appointment of Shri Rajeev J. Mundra (DIN: 01352145), as an Independent Director of the Company

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, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Shri Rajeev J. Mundra (DIN: 01352145), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 53rd Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Shri Rajeev J. Mundra as a candidate for the office of Director of the Company."

11. Alteration / Addition in the Articles of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolutions:

"RESOLVED THAT Pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company, as under :

Clause-A

Article 1 a) shall be inserted after Article 1 as follows :

After existing Article 1, following Article shall be inserted-

Article 1 a) Reference in this Article to any section or provision of the Companies Act, 1956 shall be construed as reference to corresponding section/s and provisions of the Companies Act, 2013.

Clause-B

In the existing Article 115, the word "twelve" shall be replaced by "fifteen".

Clause-C

At the end of Article 145, following *proviso* shall be added :

"Provided that notwithstanding anything contained in proviso to section 203(1) of the Companies Act, 2013, the Directors may elect Managing Director as Chairperson of the Board".

"RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this resolution."

By order of the Board

Mumbai, 6th August, 2014

V. S. Datey
Company Secretary

Registered Office:

52 and 52B, MIDC Area, Trimbak Road, Satpur,
Nashik – 422 007 (Maharashtra).
CIN: L99999MH1965PLC013392
E-mail : secretarial@tapariatools.com

Notes:

1. A member entitled to attend and vote at the Annual General meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 3) Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees and shareholding in the Company as stipulated under Clause 49 of the Listing Agreement of BSE are provided in the Annexure to the Notice.
- 4) A Statement pursuant to section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 5) The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
- 6) Members/Proxies should bring their copy of the Annual Report and the Attendance Slip duly filled in with them at the Annual General Meeting.
- 7) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- 8) The Register of Members and Share Transfer Books in respect of the Equity Shares will remain closed from 22nd day of September, 2014 to 24th day of September, 2014 (both days inclusive).
- 9) (a) The Members are requested to :
 - Check the address printed on the envelope for any discrepancy especially that of pin code number. If the pin no. is missing or it is not correct, members are requested to communicate the correct pin code number to the Company.
 - Make all correspondence in connection with shares held by them by addressing letters directly to the Company at the Registered Office or its RTA.
 - Quote ledger folio number in all their correspondence.
 - Approach the Company or RTA for consolidation of folios, if physical shareholdings are under multiple folios.
 - Get the shares transferred in joint names, if shares are held in single name, to avoid inconvenience.
 - Submit to the Company copy of PAN Card along with the Share Transfer Proposal/s.
 - Send to the Company duly filled in form of appointment of nominee for the shares held. The prescribed form for appointment of nominee will be made available on request.
- (b) Members desirous of obtaining any information concerning the accounts and/or operations of the Company are requested to address their questions to the Company Secretary, so as to reach at least seven days before the date of Meeting, to enable us to make the information available at the Meeting, to the best extent possible.
- 10) Please note that pursuant to Section 205A of the Companies Act, 1956 all unclaimed/unpaid dividends till the introduction of Section 205C by the Companies (Amendment) Act, 1999 have been transferred to General Revenue Account of the Central Government and thereafter up to the financial year ended 2005-06 have been transferred to the Investor Education and Protection Fund.

Kindly note that in terms of Section 205C of the Companies Act, 1956 the unclaimed dividend for the financial year 2006-2007 (which has remained unclaimed for a period of seven years) from the date it has become due, will be transferred to Investor Education and Protection Fund.

Those shareholders who have not encashed the dividend warrant for the financial year 2006-2007 and onwards are therefore, requested to forward the same to the Company for revalidation. It may also be noted that once the unclaimed dividend is transferred to the Fund, no claim shall lie against the fund or the Company in respect of the individual amounts which were unclaimed or unpaid.

- 11) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

ITEM NO. 6 TO 10

The Companies Act, 2013 ("the Act") provides for appointment of Independent Directors for a term up to 5 consecutive years. Further the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Director by a listed Company.

The following Directors are independent Directors viz. Shri P.N. Shah, Shri M.V. Gore, Shri B.B. Ladda, Shri G.S. Manasawala and Shri Rajeev J. Mundra on the Board of the Company.

It is proposed to appoint each of them as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement. Shri P.N. Shah, Shri M.V. Gore, Shri B.B. Ladda, Shri G.S. Manasawala and Shri Rajeev J. Mundra will hold office for a term of 5 (five) consecutive years from the conclusion of this Annual general Meeting till the conclusion of the 53rd Annual General Meeting.

Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees and shareholding in the Company as stipulated under Clause 49 of the Listing Agreement of BSE are provided in the Annexure to the Notice.

The Company has received notices pursuant to the provision of Section 160 of the Act from Members signifying their intention to propose the candidature of Shri P.N. Shah, Shri M.V. Gore, Shri B.B. Ladda, Shri G.S. Manasawala and Shri Rajeev J. Mundra as Independent Directors of the Company.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri P.N. Shah, Shri M.V. Gore, Shri B.B. Ladda, Shri G.S. Manasawala and Shri Rajeev J. Mundra fulfill the conditions for their appointment as Independent Directors as specified in the Act, the Rules made thereunder and the Listing Agreement. All of them are independent of the management.

Considering their vast experience, their presence on the Board will be of immense value to the Company.

A copy of their draft letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, and Public Holidays) between 10.00 a.m. to 17.30 p.m. upto the date of AGM.

The Directors recommend the resolution at item nos. 6 to 10 of the accompanying notice, for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Shri P.N. Shah, Shri M.V. Gore, Shri B.B. Ladda, Shri G.S. Manasawala and Shri Rajeev J. Mundra and their relatives are concerned or interested in the respective resolutions for their appointment.

Item No. 11

Clause-A

With the promulgation of the Companies Act, 2013, together with various Schedules thereto and the Rules made thereunder (collectively referred to as "the Act"), in replacement of the Companies Act 1956, it has become necessary to modify the existing Articles, so as to have the effect of bringing various existing Articles, in consonance with the provisions of the Act.

Clause-B

As per existing Article 115, the number of Directors of the Company shall not be less than three and not more than twelve. Currently, the Company has eleven Directors.

It is proposed to increase the existing strength of the Board to bring more talent and expertise and to strengthen the Board. The Board of Directors, therefore, recommends amendment to the Articles of Association of the Company enabling the Company to appoint up to 15 Directors.

Clause-C

Proviso to sec. 203(1) of the Companies Act, 2013 provides that Chairperson and Managing Director of a company shall not be the same person unless that Articles of the Company provides otherwise.

Your Board is of the view that it is advisable to have Chairperson and Managing Director as the same individual to ensure synergy and smoothness in operations of the Company.

The Directors recommend the Resolution/s at item No. 11 of the Notice for the approval of the Members of the Company as a Special Resolution, in terms of Section 14 of the Companies Act, 2013.

A copy of the Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

The Directors recommend the resolution at item no. 11 of the accompanying notice, for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in passing of the resolution set out at Item No. 11.

By order of the Board

Mumbai, 6th August, 2014

V. S. Datey
Company Secretary

Registered Office:

52 and 52B, MIDC Area,
Trimbak Road, Satpur,
Nashik – 422 007 (Maharashtra)
CIN: L99999MH1965PLC013392
E-mail: secretarial@tapariatools.com

Annexure to Notice

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

(Pursuant to Clause 49 of the Listing Agreement]

Name of the Director	Shri M. P. Taparia (DIN : 00126971)	Shri D. P. Taparia (DIN : 00126892)	Shri Virendraa Bangur (DIN : 00237043)
Date of Birth	10.10.1947	24.10.1950	19.03.1975
Date of Appointment / Re-appointment	30.09.2011	30.09.2011	30.09.2011
Experience in specific functional areas	Sales Management	Handling sales of the Company.	Industrialist
Experience	41 years	46 years	18 years
Educational Qualifications	B. Com.	B. Com., DBM	B.Com.
Details of equity shares held in the Company	143565	101699	56526
Directorship in other listed Companies as on 31.03.2014	Nil	Nil	Jayashree Chemicals Limited Shree Rama News Print Limited
Chairman / Member of the Committees of other companies in which he is a Director as on 31.03.2014	Nil	Nil	Nil

Name of the Director	Shri P. N. Shah (DIN : 00096793)	Shri M. V. Gore (DIN : 00051925)	Shri B. B. Ladda (DIN : 01679989)
Date of Birth	01.01.1929	23.07.1932	19.09.1942
Date of Appointment / Re-appointment	17.09.2012	17.09.2012	23.09.2013
Experience in specific functional areas	Taxation, Accounting, Auditing and Financial Management.	Finance, Insurance, Company Law, Marketing, Personnel and Industrial Relations.	Direct Taxes, Accounting, Auditing & Financial Management
Experience	63 years	57 years	47 years
Educational Qualifications	Chartered Accountant	Chartered Accountant	Chartered Accountant
Details of equity shares held in the Company	Nil	Nil	Nil
Directorship in other listed Companies as on 31.03.2014	Indo Count Industries Ltd. Pranavaditya Spinning Mills Ltd. P.I. Industries Ltd. Garware Wall Ropes Ltd.	Nil	Nil
Chairman / Member of the Committees of other companies in which he is a Director as on 31.03.2014	Indo Count Industries Ltd. Pranavaditya Spinning Mills Ltd.	Nil	Nil

*Annexure to Notice***Details of Directors seeking appointment / re-appointment in the ensuing Annual General Meeting**

(Pursuant to Clause 49 of the Listing Agreement]

Name of the Director	Shri G. S. Manasawala (DIN : 01267114)	Shri Rajeev J. Mundra (DIN : 01352145)
Date of Birth	15.07.1930	19.05.1970
Date of Appointment / Re-appointment	23.09.2013	23.09.2013
Experience in specific functional areas	Advocate in High Court and Supreme Court, handled accounts of companies	Audit, Taxation Finance, Administration & Telecom
Experience	60 years	17 years
Educational Qualifications	B.Com. , LL.B.	Chartered Accountant, Cost & Works Accountant
Details of equity shares held in the Company	Nil	Nil
Directorship in other listed Companies as on 31.03.2014	Soma Papers & Industries Ltd.	Permanent Magnet Ltd.
Chairman / Member of the Committees of other companies in which he is a Director as on 31.03.2014	Nil	Permanent Magnet Ltd.