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Company Information

Board Of Directors

Shri H.N. Taparia
Chairman and Managing Director

Shri P.N. Shah
Independent Director

Shri M.V. Gore
Non-Executive Director
(upto 3/11/2014)

Shri B.B. Ladda
Independent Director

Shri G.S. Manasawala
Independent Director

Shri Rajeev J. Mundra
Independent Director

Shri Shyam Malpani
Independent Director

Miss Bhavna S. Shamdasani
Independent Director

Shri J.K. Taparia
Non-Executive Director

Shri M.P. Taparia
Non-Executive Director

Shri D.P. Taparia
Non-Executive Director

Shri Virendraa Bangur
Non-Executive Director

Shri Sivaramakrishnan
Director – Operations

Company Secretary

Shri V. S. Datey

Chief Financial Officer

Shri S. R. Bagad

Board Committees

Audit Committee

Shri G.S. Manasawala (*Chairman*)

Shri P.N. Shah

Shri B.B. Ladda

Shri Rajeev J. Mundra

Shri Shyam Malpani

Nomination and Remuneration Committee

Shri G.S. Manasawala (*Chairman*)

Shri P.N. Shah

Shri B.B. Ladda

Shri Rajeev J. Mundra

Shri Shyam Malpani

Shareholders Grievance Committee

Shri D.P. Taparia (*Chairman*)

Shri H.N. Taparia

Shri Sivaramakrishnan

Corporate Social Responsibility Committee

Shri H.N. Taparia (*Chairman*)

Shri B.B. Ladda

Shri D.P. Taparia

Risk Management Committee

Shri G.S. Manasawala(*Chairman*)

Shri B.B. Ladda

Shri Rajeev J. Mundra

Shri Shyam Malpani

Shri Sivaramakrishnan

Bankers

HDFC Bank Ltd.

Solicitors

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

Auditors

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

Secretarial Auditor

CS Dipti Chandratre, Nashik

Registrar & Transfer Agents

Universal Capital Securities Pvt. Ltd.
Mumbai

Corporate Office

423/24, (A-2), Shah and Nahar,
Lower Parel (W), Mumbai – 400 013,
Maharashtra

Tel.: (91) (22) 24938646-50,

Fax: (91) (22) 24953230

E-Mail: hntaparia@tapariatools.com

Plants

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

Registered Office

52 & 52B, MIDC Area, Trimbak Road,
Satpur, Nashik – 422 007,
Maharashtra

Tel. : (0253) 2350317/318/418,

Fax : (0253) 2350740

CIN: L99999MH1965PLC013392

E-Mail: nashik@tapariatools.com

Web Site: www.tapariatools.com

Notice

NOTICE is hereby given that Forty Ninth Annual General Meeting of TAPARIA TOOLS LIMITED will be held at BON VIVANT, Patil Park, Old Gangapur Naka, Opp. to Dongre Vasti Gruha, Nashik – 422 002 on Tuesday, the 29th day of September, 2015 at 9.30 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri J. K. Taparia (DIN 00126945), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, 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”.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with / without modification/s, the following resolution as Special Resolution:

“RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Shri H. N. Taparia (DIN 00126774) as Chairman and Managing Director of the Company with effect from September 17th 2015 for the period of 5 (five) years as well as the payment of salary (hereinafter referred to as “remuneration”) and perquisites, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors.”

“RESOLVED FURTHER THAT the remuneration payable to Shri H. N. Taparia, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits 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 section 149, 150, 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, Miss Bhavna Shewakram Shamdasani (DIN : 6980759), who qualifies for being appointed as an Independent Director 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 Act 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 the conclusion of the 54th Annual General Meeting of the Company in the calendar year 2020 not liable to retire by rotation.”

6. 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 149, 150, 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, Shri Shyam Malpani (DIN:00205471), who qualifies for being appointed as an Independent Director 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 Act 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 5 (five) consecutive years for a term up to the conclusion of the 54th Annual General Meeting of the Company in the calendar year 2020 not liable to retire by rotation.”

By order of the Board

Mumbai, 08th August, 2015

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 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.
2. 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.
3. 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.
4. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Annexure II. The Company will also send communication relating to remote e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the members, separately.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. 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 Corporate Governance Report forming part of the Annual Report.

- 7) 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.
- 8) Members/Proxies are requested to bring their copy of the Annual Report and the Attendance Slip duly filled in with them at the Annual General Meeting.
- 9) 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.
- 10) 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.
- 11) The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, September 23 2015 to Tuesday, September 29, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- 12) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
- 13) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24-09-2014 (date of last Annual General Meeting) on the website of the Company (www.tapariatools.com), as also on the website of the Ministry of Corporate Affairs.
- 14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
- 15) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.tapariatools.com under the section 'Investor Relations'.
- 16) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
- 17) Non-Resident Indian Members are requested to inform RTA, immediately of
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 18) 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) ("THE ACT")

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

ITEM NO.4**Re-appointment of Shri H.N. Taparia as Managing Director**

Shri H.N. Taparia, aged about 82 years, is a graduate in Commerce, Law & Industrial Management. He was first appointed as Director in 1977 and appointed as Managing Director of the Company in 1982 and has continued in the post of M.D. ever since. Throughout his tenure, the Company has achieved various milestones in the form of performance, results etc. and during the last decade, in particular, the Company has recorded consistent growth and has built strong fundamentals under his leadership. It is considered necessary for the Company to continue to have his continued presence and guidance for scaling greater heights.

In the Annual General Meeting of the Shareholders of the Company held on 30-09-2011, the shareholders fixed the ceiling limit of remuneration payable to Shri H.N. Taparia as Managing Director from its limit of ₹ 2,50,000/- per month to ₹ 5,00,000/- per month plus perquisites, provided that the salary payable to him shall not be lower than his existing salary.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its Meeting held on August 08, 2015, re-appointed Shri H.N. Taparia as Managing Director of the Company for the period of five years with effect from 17-09-2015, and fixed the remuneration as under, subject to approval of shareholders by Special Resolution in the Annual General Meeting.

Remuneration :

The ceiling of remuneration payable to Shri H.N. Taparia, Managing Director be remained same as per existing limit of ₹ 5,00,000/- per month plus existing perquisites.

The remuneration payable to Shri H.N. Taparia as Managing Director will be ₹ 3,50,000/- per month.

In case of loss or inadequacy of profit the remuneration will be subject to the limit prescribed in schedule V.

Shri H.N. Taparia is entitled to the following perquisites:

- a. Re-imbursement of actual travelling expenses for proceeding on leave from Mumbai to any place in India and return there from, once in a year, in respect of self and his family.
- b. Personal Insurance, premium of which shall not exceed the ceiling as may be fixed by the Board of Directors of the Company.
- c. Telephone at residence and provision for use of Company's car.
- d. Reimbursement of medical expenses incurred for self and family.

The Board of Directors recommends the resolution in relation to the re-appointment of Chairman and Managing Director and increase in the ceiling limit of remuneration, for the approval of the shareholders of the Company.

The disclosure under Clause 49 of the Listing Agreement is provided at Annexure I of this Notice.

In pursuance of Clause 49 of the Listing Agreement, Disclosure of Shri H.N. Taparia seeking re-appointment as Managing Director in the forthcoming Annual General Meeting is as per Annexure – I.

ITEM NO.5

Appointment of Independent Director

In the meeting of the Board held on 10-11-2014, Miss Bhavna Shewakram Shamdasani (DIN : 6980759) was appointed as an additional director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Miss Bhavna Shewakram Shamdasani be appointed as an Independent Director of the Company. The appointment of Miss Bhavna Shewakram Shamdasani shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Miss Bhavna Shewakram Shamdasani for the office of Director of the Company.

Miss Bhavna Shewakram Shamdasani 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.

The Company has received a declaration from Miss Bhavna Shewakram Shamdasani that she meets 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, Miss Bhavna Shewakram Shamdasani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Miss Bhavna Shewakram Shamdasani is independent of the management and possesses appropriate skills, experience and knowledge.

In pursuance of Clause 49 of the Listing Agreement, Disclosure of Miss Bhavna Shewakram Shamdasani seeking appointment in the forthcoming Annual General Meeting is as per Annexure – I.

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Miss Bhavna Shewakram Shamdasani is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Miss Bhavna Shewakram Shamdasani as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Miss Bhavna Shewakram Shamdasani and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO.6

Appointment of Independent Director

In the meeting of the Board held on 31-01-2015, Shri Shyam Malpani (DIN:00205471) was appointed as an additional director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Shri Shyam Malpani be appointed as an Independent Director of the Company. The appointment of Shri Shyam Malpani shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Shyam Malpani for the office of Director of the Company.

Shri Shyam Malpani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director

The Company has received a declaration from Shri Shyam Malpani that he meets 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, Shri Shyam Malpani fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri Shyam Malpani is independent of the management and possesses appropriate skills, experience and knowledge.

In pursuance of Clause 49 of the Listing Agreement, Disclosure of Shri Shyam Malpani seeking appointment in the forthcoming Annual General Meeting is as per Annexure – I.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Shyam Malpani is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Shri Shyam Malpani as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Shri Shyam Malpani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By order of the Board

V. S. Datey

Company Secretary

Mumbai, 8th August, 2015

Registered Office:

52 and 52B, MIDC Area,
Trimbak Road, Satpur,
Nashik – 422 007 (Maharashtra)

CIN: L99999MH1965PLC013392

E-mail: secretarial@tapariatools.com

Annexure - I

Details of the directors seeking Appointment / Re-appointment in the forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Shri H.N. Taparia	Shri J.K. Taparia
Date of Birth	25/09/1933	03/06/1942
Date of Appointment/Re-appointment	20/06/1977	26/09/1996
Relationship with Directors	Relative of Shri J.K. Taparia Relative of Shri D.P. Taparia. Relative of Shri M.P. Taparia.	Relative of Shri H.N. Taparia Relative of Shri D.P. Taparia. Relative of Shri M.P. Taparia.
Expertise in Specific functional areas	Wide managerial experience	Technical Aptitude in Mechanical Aspects of Engineering
Educational Qualifications	Graduate in Commerce, Law & Industrial Management	Graduate
Chairman/Member of the Committee of the Board of directors	Nil	Nil
Number of Shares held in the Company	364650	147476

Name of the Director	Shri Shyam Malpani	Ms. Bhavna S. Shamdasani
Date of Birth	19/03/1959	18/07/1987
Date of Appointment/Re-appointment	31/01/2015	10/11/2014
Relationship with Directors	N.A.	N.A.
Expertise in Specific functional areas	Economics, Finance & wide Business Administration experience	Finance
Educational Qualifications	Chartered Accountant	Chartered Accountant
Chairman/Member of the Committee of the Board of directors	Nil	Nil
Number of Shares held in the Company	Nil	Nil

Annexure - II

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26/09/2015 at 9 am. and ends on 28/09/2015 at 5 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22/09/2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.