



**TODAYS WRITING INSTRUMENTS LIMITED**

**24TH ANNUAL REPORT  
2015 - 2016**

Todays Writing Instruments Limited

## COMPANY INFORMATION

### BOARD OF DIRECTORS:

Mr. Rajesh Kumar Drolia : Chairman

Mr. Ronald Netto : Managing Director (resigned w.e.f. 30.03.2016)

Ms. Shilpa Joshi : Independent Director

Mr. Shreedhar M. Parande : Independent Director

**STATUTORY AUDITORS : M/s. Ajay Shobha & Co., Chartered Accountants**

### BANKERS:

State Bank of India

Bank of India

HSBC Limited

ICICI Bank Limited

Axis Bank Limited

### LOCATIONS:

#### REGISTERED OFFICE:

Survey No. 251/2, Valsad Falia,

Near Jain Temple, Dadra,

Dadra & Nagar Haveli, (U.T.) - 396193, India

CIN: L74999DN1992PLC000041

Email: todays@todays-pens.com

Website: www.todays.co.in

#### CORPORATE OFFICE:

201, Hari Om Chambers, B-16, New Link Road,

Andheri (W), Mumbai - 400 053

Tel No. : 022-66954900

Fax No. : 022-66954910

Email: todays@todays-pens.com

#### WORKS:

Survey No. 251/2, Valsad Falia,

Near Jain Temple, Dadra,

Dadra & Nagar Haveli, (U.T.) - 396193, India

#### REGISTRAR & TRANSFER AGENT:

SATELLITE CORPORATE SERVICES PVT. LTD.

B-302, Sony Apartment,

3rd Floor, Opp. St. Jude High School,

Andheri-Kurla Road,

Sakinaka, Jarimari, Mumbai - 400 072

CIN : U65990MH1994PTC077057

Tel No. : 022-28520461 / 28520462

Fax No. : 022-28511809

Email: service@satellitecorporate.com

Website: www.satellitecorporate.com

CONTENTS	PAGE NO.
Notice	1-5
Directors' Report	6-11
Annexure to Directors' Report	12-23
Management Discussion & Analysis	24
Corporate Governance Report	25-38
<b>STANDALONE FINANCIALS</b>	
Independent Auditor's Report	39-43
Balance Sheet	44
Statement of Profit and Loss	45
Cash Flow Statement	46
Notes to Financial Statements	47-60
<b>CONSOLIDATED FINANCIALS</b>	
Independent Auditor's Report	61-64
Balance Sheet	65
Statement of Profit and Loss	66
Cash Flow Statement	67
Notes to Financial Statements	68-80
Proxy Form	
Attendance Slip	
Location Map	

# NOTICE

**NOTICE** is hereby given that the Twenty Fourth (24<sup>th</sup>) **Annual General Meeting** of the members of **TODAYS WRITING INSTRUMENTS LIMITED** will be held on Thursday, 29<sup>th</sup> September, 2016 at 10.00 a.m at the Registered Office of the Company at Survey No. 251/2, Valsad Falia, Near Jain Temple, Dadra, Dadra & Nagar Haveli, (U.T.) - 396193, to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Drolia (DIN: 00118827), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration.

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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of **M/s. Ajay Shobha & Co., Chartered Accountants** (Firm Registration No. 317031E), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to examine and audit the accounts of the Company for the financial year 2016-17, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory 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** pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules and secretarial standards prescribed there under, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance at the rate of Rs. 50 per page provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder in the manner prescribed under the Companies Act 2013.”

**RESOLVED FURTHER THAT** any director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

## NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 3 & 4 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of Limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. 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.
3. Corporate members intending to send their authorized 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.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 24.09.2016 to 28.09.2016 (both days inclusive).
5. Members holding shares in Demat/physical form are requested to notify any change in address, bank mandates, if any, and their E-mail ID for dispatch of Annual Reports and all other information, correspondences to the Company's Registrar and Share Transfer Agent "Satellite Corporate Services Private Limited" by E-mail at [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

or at their address at B-302, Sony Apartment, Opp. St Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai-400072.

6. The entire amount of Dividend which remained unpaid / unclaimed for a period over 7 years has been transferred by the Company to the Investor Education & Protection Fund (IEPF). Therefore, no claims shall lie against the fund or the Company and no payment shall be made regarding such claims.
7. Members are requested to bring their attendance slip along with their copy of the Annual Report as copies of the same will not be distributed at the meeting. Attendance slip duly filled up should be submitted at the entrance of the AGM hall.
8. Members/ Proxies may also please note that only Tea/Coffee will be served and no Gift will be distributed at the venue of Annual General Meeting or elsewhere.
9. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions so as to reach the Company at least 10 days before the Annual General Meeting to facilitate suitable reply.
10. 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.
11. Members holding shares in physical form may obtain Nomination Forms from the Company's Registrar and Transfer Agents. Members holding shares in electronic form may obtain the Nomination Forms from their respective Depository Participants.
12. In terms of SEBI circular no. MRD/Dop/Cir -05/2009 dated 20th May 2009, it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its Registrar and Transfer Agents for registration of transfer of shares. Shareholders are requested to furnish a copy of PAN card at the time of transferring their physical shares.
13. The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to Satellite Corporate Service Private Limited for consolidation of their shareholding in to a single folio.
14. Members holding shares in physical form are requested to convert their holdings in to dematerialized mode to avoid loss of shares, for ease of portfolio management and for protection from fraudulent transactions.
15. The Notice of the AGM along with the Annual Report 2015-16 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. To support Green Initiative the members holding shares in dematerialized form are requested to register their email addresses with their Depository Participant (DP) or Registrar and Transfer Agent and members holding shares in physical form are requested to register their email addresses with the Company at [secretarial@todays-pens.com](mailto:secretarial@todays-pens.com) or with Registrar and Share transfer agents viz, Satellite Corporate services Private Limited at [service@satellitecorporate.com](mailto:service@satellitecorporate.com).
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder, the Company is pleased to provide its shareholders with the facility to exercise their right to vote at the 24<sup>th</sup> Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting services provided by the Central Depository Services Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 24<sup>th</sup> September, 2016 at 9.00 a.m. and ends on Wednesday, 28<sup>th</sup> September, 2016 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 (record date) i.e Thursday, 22<sup>nd</sup> September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select Today's Writing Instruments Limited from the drop down menu and click on "SUBMIT".
- (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](http://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	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"> <li>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 last 8 digits of the demat account/ folio number in the PAN field.</li> <li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
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"> <li>Please enter the DOB or Dividend Bank Details in order to login.</li> <li>If the details are not recorded with the depository or Company please enter <b>the number of shares held by you as on the cut off date in the Dividend Bank details field.</b></li> </ul>

- (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 (Today's Writing Instruments Limited) on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created who 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](mailto: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.

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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Mr. Snehal Pahade, Practicing Company Secretary has been appointed as scrutinizer by the Board of Directors of the Company to scrutinize the e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in presence of atleast 2 witnesses who are not persons in employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, within 3 days of the conclusion of the AGM.

The Chairman of the Company will thereafter declare the results and the results so declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.todays.co.in](http://www.todays.co.in) and on the website of CDSL and will be communicated to the Stock Exchanges where the shares of the Company are listed.

17. Additional Information on Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Name and DIN	Age	Education Qualification	Experience/Expertise	Other Directorship and the membership of the Committees of the Board	No. of Shares held as on 31/03/2016
Mr. Rajesh Kumar Drolia	56	Commerce Graduate	35 years in the writing Instruments Industry. Mr. Rajesh Kumar Drolia is a first generation entrepreneur, he actively participates in effective segmentation of the market and comes out with new concepts and innovative designs. His main strength is the ability to innovate and bring new designs, models and concepts, suitable for every segment of the market.	i. Todays Infrastructure and Construction Limited ii. Todays Stationery Mart Limited iii. Todays Petrotech Limited iv. Todays Fluid Technologies Ltd	131,420

18. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under section 170 of the Act and the register of Contracts or arrangements in which Directors are interested under section 189 of the Act will be available for inspection at the venue of the AGM.

By Order of the Board of Directors  
For Todays Writing Instruments Limited  
Sd/-  
Rajesh Kumar Drolia  
Chairman

Place: Mumbai  
Date: 12.08.2016

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM NO.3**

This explanatory statement is provided, as a matter of abundant caution, though strictly not required as per section 102 of the Act.

**M/s. Ajay Shobha & Co., Chartered Accountants** (Firm Registration No. 317031E) were appointed as the Statutory Auditors of the Company for a period of three years at the Annual General Meeting (AGM) held on 11<sup>th</sup> September, 2014.

As per the provisions of section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No.3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**ITEM NO.4**

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Accordingly, it is proposed to charge Rs. 50 per page to be paid in advance by the member along with the request. The Board recommends the resolution at item no. 4 for the approval of the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**By Order of the Board of Directors  
For Todays Writing Instruments Limited**

**Sd/-**

**Rajesh Kumar Drolia  
Chairman**

**Place: Mumbai  
Date: 12.08.2016**



# DIRECTORS' REPORT

## DEAR MEMBERS,

Your Directors have pleasure in presenting their Twenty-Fourth Annual Report on the business and operations of the Company together with audited financial statement for the financial year 2015-16.

## FINANCIAL RESULTS

The Company's financial performance for the financial year ended 31<sup>st</sup> March, 2016 is summarized as below:

(₹. In Lakhs)

Particulars	Standalone		Consolidated	
	Year ended 31.03.2016	Year ended 31.03.2015	Year ended 31.03.2016	Year ended 31.03.2015
Total Income	5402	5519.84	5836.76	5598.03
Profit before depreciation, Finance Costs and Tax	(126.69)	(8.81)	196.73	(13.32)
Less: Depreciation	185.57	205.48	418.35	318.67
Less: Finance Costs	1001.34	1136.48	1027.02	1633.19
Profit before tax & Exceptional Items	(1313.6)	(1350.77)	(1248.64)	(1965.18)
Less: Exceptional Items	0	0	0	3.89
Profit/(Loss) before Tax	(1313.6)	(1350.77)	(1248.64)	(1969.07)
Less: Tax expenses				
Current Tax	0	0	0	0
Deferred tax	1088.45	912.47	976.94	938.89
Profit/(Loss) after Tax	(2402.05)	(2263.24)	(2225.58)	(2907.96)
Less: Minority Interest in subsidiary	0	0	114.45	(401.57)
Profit after Tax & Minority interest	(2402.05)	(2263.24)	(2340.03)	(2506.39)
Add: Balance brought forward from previous year	(18754.44)	(16491.18)	(21426.46)	(18920.06)
Amount available for appropriation	0	0	0	0
Balance carried to Balance Sheet	(21156.49)	(185754.44)	(23766.50)	(21426.46)

## Company'S PERFORMANCE

### a) Standalone:

During the year under review, your Company has achieved net sales of Rs. 5303.64 lacs as against Rs. 5259.12 lacs in the previous year. Also, there is reduction of losses at the EBIDTA level in the current year due to reduction in the total expenses in comparison to the previous year. However, at the PAT level the losses have increased to Rs. 2402.04 lacs as against Rs.2263.26 due to increase in deferred tax expenses.

The Company continues to be focused in its efforts to improve sales which will automatically absorb a good amount of overhead cost to generate profits at the EBIDTA level. The implementation of the settlement with the secured lenders that is in progress and the approval of DRS by BIFR will eventually result in the Company making profits at the PAT level. However due to the delay in receipt of settlement sanction from ICICI and Axis Bank, the earlier sanction given by State Bank of India (SBI), Bank of India (BOI) and Hongkong and Shanghai banking Corporation (HSBC) expired due to part payment of the settlement amount. Re negotiations with these banks are in progress. However, in the meantime, SBI and BOI have sent notice under section 13(2) of SARFAESI Act, 2002.

This is in contravention of the decision taken by the secured lenders at their meeting on 16.05.2016. The Company is in active discussion with SBI and BOI on the matter. In the meantime, based on the decision taken at the meeting on 16.05.2016, ICICI and Axis bank have renewed the approval for settlement. The settlement offered to BOI is under process. The domestic market remains good but the Company has been constraint by working capital issues which resulted in non-acceptance of orders beyond a level by the Company. Due to inadequate working capital the Company has resorted to indirect exports to retain the exports market.

### b) Consolidated:

The Company has been downsizing and has been focusing on the main business of writing instruments and as such the activities in the subsidiaries are negligible.

## DIVIDEND

Your Company is making efforts to improve its performance. It is required to conserve the funds currently available. In view of the losses, your Directors are not recommending any dividend for the year under review.



## **TRANSFER TO RESERVES**

In view of the losses made, your Directors do not propose to transfer any amount to the reserves during the year under review.

## **TRANSFER TO INVESTORS' EDUCATION AND PROTECTION FUND**

The entire amount of Dividend which remained unpaid / unclaimed for a period over 7 years has been transferred by the Company to the Investor Education & Protection Fund (IEPF). Therefore, no claims shall lie against the fund or the Company and no payment shall be made regarding such claims.

## **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return, in format MGT -9, for the Financial Year 2015-16 has been enclosed with this report as **Annexure 1**.

## **MEETINGS**

During the year under review, four meetings of the Board of Directors, four meetings of the Audit Committee, and one meeting of the Independent Directors were held. Details of the meetings are given in detail in the Corporate Governance Report which forms a part of this Annual Report.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

Management's Discussion and Analysis for the year under review is presented as a separate report constituting this Annual Report.

## **PARTICULARS OF LOANS, ADVANCES, GUARANTEES AND INVESTMENTS**

Pursuant to section 186 of Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), disclosure on particulars relating to Loans, advances Guarantees and Investments are provided as part of financial statements.

## **PARTICULARS OF RELATED PARTY TRANSACTIONS**

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year under review, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

There are no materially significant related party transactions made by the Company with Promoters, Directors, KMPs which may have a potential conflict with the interest of the Company at large.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link:

<http://www.todays.co.in/files/documents/Policy-on-Materiality-of-RPTs-and-dealing-with-RPTs.pdf>

The Details of transactions with Related Parties are provided as Notes to Financial Statement forming a part of this Annual Report.

## **CORPORATE GOVERNANCE**

Your Company has always endeavored to adhere to high standards of Corporate Governance and ensured its compliance both in spirit and in law. The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the statutory corporate governance requirement is attached to the report on Corporate Governance.

## **SUBSIDIARIES AND ASSOCIATES**

The Consolidated Financial Statements of your Company and its Subsidiaries prepared in accordance with the relevant Accounting Standards of the Institute of Chartered Accountants of India, duly audited by the Statutory Auditors, forms part of the Annual report and are reflected in the Consolidated Accounts.

In accordance with section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is provided as **Annexure 2** to this report.

The Company has the following Subsidiaries as at 31<sup>st</sup> March, 2016:

### **Today's Stationary Mart Limited**

This Company has ceased all operations since financial year 2012-13 and as such there is no activity. Eventually we will apply for closing of the Company and striking the name of the Company to Registrar of Companies.

### **Todays Infrastructure and Construction Limited**

No fresh projects are being undertaken in view of the liquidity constraints faced by the Company. This Company has repaid most of the investments made by the parent Company.

### **Todays Petrotech Limited**

During the year under review, the Company had entered into a One Time Settlement with ICICI Bank for Rs 900 lacs towards full and final settlement of its dues to them. Further the bank agreed to release mortgage over factory land and building including hypothecation of plant and machinery and current assets and other moveable assets on a payment of Rs 790 lacs.

The Company had entered into an agreement to sell its assets to Profine India Window Technology Pvt Ltd to facilitate payment to ICICI Bank. A balance of Rs. 45 lacs is yet to be paid to the Bank.

### **Todays Fluid Technologies Limited**

The matter relating to striking off the name of the Company from the register of companies maintained by the Registrar of Companies as per the provision of the Companies Act, 1956 is in final stage and same is expected to be completed soon.

### **RISK MANAGEMENT POLICY**

The Board has adopted a policy on risk management to mitigate inherent risks and help accomplish the growth plans of the Company. Accordingly, various potential risks relevant to the Company have been identified by the Company and the audit committee and the Board reviews the same periodically and suggest measures to mitigate and control these risks.

Broadly, the following risks are identified as risk which should be regularly discussed and mitigating steps to be taken even though they may not be of a nature which threatens the existence of the Company:

Market Risk

Financial Risk

Exchange Risk

Macro and micro economic Risk

Political Risk especially in export markets

Risk due to civil and military disturbances and natural calamities.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- A) In terms of the provisions of the Companies Act, 2013, Mr. Rajesh Drolia, Chairman & Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.
- B) Mr. Ronald Netto, Managing Director tendered his resignation from the Directorship of the Company w.e.f. 30<sup>th</sup> March, 2016. The Board has placed on record its appreciation for the contribution made by Mr. Ronald Netto during his tenure of office.
- C) The Company has received declarations from all the Independent Directors of the Company, confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors are disqualified from being appointed as Directors as specified in section 164 of Companies Act, 2013.
- D) The profile of Directors seeking appointment/ re-appointment forms part of the Notice calling the Annual General Meeting.
- E) The Company has adopted a Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 (3). The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration policy of the Company.

### **EVALUATION OF THE BOARD AND OF THE DIRECTORS**

In compliance with the Companies Act 2013, the performance evaluation of the Board and that of its Committees and Individual Directors have been carried out during the year under review.

The evaluation of performance was done by rating each individual director on 8 established attributes pertaining to his participation at the Board Meetings and the effectiveness of his participation. Similarly, performance of the Board and its Committees as a whole was done by evaluating the performance against the goals set for the Company.

The Independent Directors, in their separate meeting, conducted evaluation of performance of all non-independent directors and of the Board as a whole. At the same meeting, the Independent directors have also evaluated the performance of the Chairman of the Board. The Board in their meeting succeeding the separate meeting of Independent Directors noted the inputs given by the Independent Directors. The Board of Directors further conducted evaluation of every Individual Director (including Independent Directors) and of the Board as a whole.