

**26th Annual Report
2015-16**



Vardhmān

Vardhmān Acrylics Limited

BOARD OF DIRECTORS

Mr. Shri Paul Oswal	<i>Chairman</i>
Mr. Sachit Jain	<i>Director</i>
Mr. Darshan Lal Sharma	<i>Director</i>
Mr. Munish Chandra Gupta	<i>Independent Director</i>
Mr. Sanjit Paul Singh	<i>Independent Director</i>
Ms. Geeta Mathur	<i>Independent Director</i>
Mr. Surinder Kumar Bansal	<i>Independent Director</i>
Mr. Bal Krishan Choudhary	<i>Managing Director</i>

CHIEF FINANCIAL OFFICER

Mr. Vivek Gupta

COMPANY SECRETARY

Ms. Ruchita Vij

AUDITORS

M/s. S.S. Kothari Mehta & Co.
Chartered Accountants
New Delhi

BANKERS

State Bank of Patiala
ICICI Bank Limited

REGISTRAR AND TRANSFER AGENT

M/s. MCS Share Transfer Agent Limited
Kolkata

REGISTERED & CORPORATE OFFICE

Vardhman Premises, Chandigarh Road,
Ludhiana-141 010
Phones: (0161) 2228943 - 48
Fax: (0161) 2220766, 2601048
E-mail: secretarial.lud@vardhman.com
Web site: www.vardhman.com
CIN: L51491PB1990PLC019212
PAN: AAACV7602E

BUSINESS OFFICE

1st Floor, Palm Court,
Opposite Management Development Institute,
MG Road, Sector 16,
Gurgaon - 122 001

WORKS

755, GIDC, Jhagadia Mega Estate,
Jhagadia - 393 110
Distt. Bharuch (Gujarat)

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**NOTICE OF
26TH ANNUAL GENERAL MEETING**

(Pursuant to Section 101 & 102 of Companies Act, 2013)

NOTICE is hereby given that the 26th Annual General Meeting of the Members of the Company will be held on Monday, the 5th day of September 2016 at 11.00 a.m. at Regd. Office, Vardhman Premises, Chandigarh Road, Ludhiana - 141 010 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Balance Sheet as at 31st March 2016 and Statement of Profit & Loss for the year ended on that date together with the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Sachit Jain (DIN 00746409), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company 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(1) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Registration No. 000756N) as Statutory Auditors of the Company, be and is hereby ratified for the Financial Year 2016-2017 at such remuneration as may be finalised by the Chairman of the Company."

SPECIAL BUSINESS:

ITEM NO. 4

TO RATIFY THE REMUNERATION OF THE COST AUDITOR 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 Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the remuneration of Mr. R.A. Mehta, Cost Auditors of the Company for the Financial Year ending 31st March, 2017 at ₹ 45,000 (excluding Service Tax and out of pocket expenses), be and is hereby ratified.

RESOLVED FURTHER THAT Mr. S.P. Oswal, Chairman, Mr. B.K. Choudhary, Managing Director and Ms. Ruchita Vij, Company Secretary, be and are hereby severally authorized, to comply with all other formalities in this regard."

ITEM NO. 5

TO CONSIDER RE-APPOINTMENT OF MR. B.K. CHOUDHARY AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF THREE YEARS:

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 196 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Mr. B.K. Choudhary (DIN 00307110), be and is hereby re-appointed as Managing Director of the Company for a period of three years w.e.f. 1st April 2016, at a remuneration as detailed below:-

S. N.	REMUNERATION	DETAILS
I.	Basic Salary	Basic Salary will be in the scale of ₹ 215,000 - ₹ 15,000 - ₹ 245,000 per month.
II.	Commission	Commission equal to 1% of the Net Profit of the Company, subject to maximum of 100% of the Annual Basic Salary.
III.	Special Allowance	Special allowance @ ₹ 100,000 per month.
IV.	Perquisites	The perquisites shall be allowed in addition to basic salary, special allowance and commission. However, such perquisites shall be restricted to an amount equal to one year's basic salary during each year as per details given below :-
a)	Housing	Free Residential Accommodation or House Rent Allowance equal to 40% of basic salary. Free furnishing is to be provided by the Company along with other amenities. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.
b)	Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and his family, subject to a maximum ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family shall be reimbursed once in a year in accordance with the rules specified by the Company subject to a maximum of ₹ 100,000 p.a.
d)	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
e)	Personal Accident Insurance	Premium not to exceed ₹ 5,000 per annum.
f)	Car & Telephone	Free use of Company's car for official work as well as for personal purposes along with Driver and telephone at Company's cost.

* In case of re-appointment, the appointee will be eligible for carry forward of unutilised amount of medical expenses entitlement of current term to the next term subject to a maximum ceiling of three months basic salary. The same provision shall be applicable in case of any carry forward of medical expenses entitlement from previous term as well.

Explanation: "Family" means the spouse, the dependant children and dependant parents of the appointee.

RESOLVED FURTHER THAT Mr. S. P. Oswal, Chairman, be and is hereby authorised to execute an agreement on behalf of the Company with Mr. B.K. Choudhary subject to such changes and modifications as may be approved by the Members and agreed to by the Board of Directors and Mr. B.K. Choudhary.

RESOLVED FURTHER THAT Common Seal of the Company, if required, be affixed on the said Agreement, in the presence of Mr. S.P. Oswal, Chairman and Ms. Ruchita Vij, Company Secretary, who shall countersign the same in token thereof.

RESOLVED FURTHER THAT Ms. Ruchita Vij, Company Secretary, be and is hereby authorised to take all necessary steps as may be deemed necessary to comply with other legal formalities in this regard."

ITEM NO. 6

TO ENTER INTO RELATED PARTY TRANSACTIONS:

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Members be and is hereby accorded for entering into contracts i.e. material transactions with related party as mentioned in the Statement annexed to the notice of 26th Annual General Meeting.

RESOLVED FURTHER THAT pursuant to be provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 16 of the Companies (Meeting of Board and its Powers) Rules 2014, Ms. Ruchita Vij, Company Secretary be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD

Sd/-

PLACE: Ludhiana
DATE: April 30, 2016

(Ruchita Vij)
COMPANY SECRETARY

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/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE

EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.

However, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details to Special Business, is annexed hereto and forms part of the Notice.
3. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
4. 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 authorising their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the 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.
7. 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/MCS Share Transfer Agent Limited.
8. The Register of Members and Share Transfer Books of the Company shall remain closed on 29th August 2016.
9. The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent/Company. However, members holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
10. The information pursuant to Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements)

Regulations 2015 regarding the Directors seeking appointment/re-appointment in the Annual General Meeting is also being annexed hereto separately and forms part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

11. Members desiring any information as regards Accounts are requested to write to the Company at its Regd. Office at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
12. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M.
13. **The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars allowing Companies to send official documents to their members electronically. In support of the Green Initiative, your Company proposes to send the documents like Notice calling the Annual General Meeting and Annual Report containing Balance sheet, Statement of Profit & Loss and Director's Report etc and other communications in electronic form. The members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar and Transfer Agent, MCS Share Transfer Agent Limited, Kolkata (in case of shares held in physical form).**
14. Members holding shares in the same/identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/Registrar and Transfer Agent.
15. The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of conclusion of AGM. The results declared alongwith the Scrutinizer's report shall be placed on the Company's website www.vardhman.com and on the website of CDSL and will be communicated to the stock exchanges.
16. The Annual Report 2015-16 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by permitted mode.
17. **M/s. B.K. Gupta & Associates**, Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process). The Scrutinizer shall within a period of three working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 2nd September 2016 (9.00 am) and ends on 4th September 2016 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after end of the voting period.
- (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" tab.
- (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 (iv).
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- (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 **160725035 <VARDHMAN ACRYLICS 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 a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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 linked in the login 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.
- (xxi) 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**.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

INFORMATION PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015, REGARDING DIRECTORS SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING.

Name of the Director	Sachit Jain	B. K Choudhary
Date of Birth	08.07.1966	27.06.1951
Date of Appointment	30.12.1995	12.05.2008
Expertise in specific functional area	Business Executive having experience of more than 27 years in textiles industry.	About 43 Years experience in Project Management & Business Operations.
Qualification	B.Tech, M.B.A.	B.Sc, M.Com, M.B.A. (Gold Medalist)
Directorships of Other Companies	<ul style="list-style-type: none"> • Vardhman Textiles Ltd. • Vardhman Special Steels Ltd. • Vardhman Holdings Ltd. • Vardhman Yarns and Threads Ltd. • Syracuse Investments & Trading. Co. Pvt. Ltd. • Devakar Investments. & Trading. Co. Pvt. Ltd. • Srestha Holdings Pvt. Ltd. • Anklesh Investments (P) Ltd. • Pradeep Mercantile Co. Pvt. Ltd. • Plaza Trading Company Pvt. Ltd. • Marshall Investments. & Trading. Co. (P) Ltd. • Vardhman Nisshinbo Garments Company Ltd. • UTI Asset Management Company Ltd. • The Alloy Steel Producers Association of India • Mahavir Spinning Mills Pvt Ltd. 	<ul style="list-style-type: none"> • Vardhman Special Steels Ltd. • Narmada Clean Tech Ltd.
Chairman/Member of Committees of Other Companies	<ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee <ul style="list-style-type: none"> ➤ Vardhman Textiles Ltd. ➤ Vardhman Special Steels Ltd. 2. Stakeholder's Relationship Committee <ul style="list-style-type: none"> ➤ Vardhman Textiles Ltd. ➤ Vardhman Holdings Ltd. 3. Nomination and Remuneration Committee <ul style="list-style-type: none"> ➤ Vardhman Nisshinbo Garments Company Ltd. ➤ Vardhman Special Steels Ltd. ➤ Vardhman Holdings Ltd. 4. Risk Management Committee <ul style="list-style-type: none"> ➤ Vardhman Textiles Ltd. 5. Asset Liability & Risk Management Committee <ul style="list-style-type: none"> ➤ Vardhman Holdings Ltd. 6. H.R. Committee <ul style="list-style-type: none"> ➤ UTI Asset Management Company Ltd. 	<ol style="list-style-type: none"> 1. Nomination and Remuneration Committee <ul style="list-style-type: none"> ➤ Vardhman Special Steels Ltd. 2. Stakeholder's Relationship Committee <ul style="list-style-type: none"> ➤ Vardhman Special Steels Ltd. 3. Risk Management Committee <ul style="list-style-type: none"> ➤ Vardhman Special Steels Ltd.
No. of Shares Held	10	Nil
Relationship with other Directors	Not related to any other Director.	Not related to any other Director.

NOTE:

- The particulars of Directors are as on 31.03.2016
- Mr. B.K Choudhary has been appointed as a Managing Director w.e.f. 12.05.2008. Earlier, he was 'President & Executive Director' of the Company.

ANNEXURE TO THE NOTICE:

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

(For Item No. 4 to 6)

ITEM NO. 4:

In terms of Section 148 of the Companies Act, 2013 and amended rules thereof, the Company is required to appoint a cost auditor to conduct the audit of the cost records of the Company for the Financial Year 2016-17. The Audit Committee of the Company has recommended the appointment of Mr. R.A. Mehta as a Cost Auditor of the Company, for the Financial Year 2016-17. Your Board of Directors has given their consent and appointed Mr. R.A. Mehta as a Cost Auditor of the Company for the Financial Year ending 31st March, 2017 in their Board Meeting held on 30th April 2016 at remuneration of ₹ 45,000 (excluding service tax and out of pocket expenses). Further, the said remuneration is required to be ratified by the shareholders of the Company.

Accordingly, your approval is solicited by way of **Ordinary Resolution**.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

MEMORANDUM OF INTEREST:

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 4 of the Notice.

ITEM NO. 5:

The members of the Company in their Annual General Meeting held on 31.08.2013 had approved appointment of Mr. B.K. Choudhary as Managing Director of the Company for three years term w.e.f 01.04.2013. The present term of his appointment is expiring on 31.03.2016. However, the Board of Directors in its meeting held on 18.01.2016 has re-appointed Mr. B.K. Choudhary as Managing Director for a period of three years w.e.f. 1st April 2016 to 31st March 2019, at remuneration as detailed in the resolution.

Accordingly, your approval is solicited on the transactions provided as per details below:

Sr. No.	Name of the Related Party	Relationship with the Company	Particulars of Contract or Arrangements	Material Terms/ Indicative Base Price	Whether on Arm's Length
1.	Vardhman Textiles Limited (VTXL)	Holding Company	• Sale of Acrylic Fiber (Traded/Manufactured)	At Market Related Prices	Yes
			• Purchase/sale of DEPB licenses	At Market Related Prices	Yes
			• Purchase/sale of fixed assets		
			• Rent Paid	At Cost	Yes
			• Payment towards sharing of corporate services		
			• Reimbursement of expenses (paid/received)		

The Board recommends the **Ordinary Resolution** set out at Item No. 6 for approval by the shareholders.

MEMORANDUM OF INTEREST:

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

BY ORDER OF THE BOARD

PLACE: Ludhiana
DATE: April 30, 2016

Sd/-
(Ruchita Vij)
COMPANY SECRETARY

DIRECTORS' REPORT

Dear Members,

The Directors of your Company have immense pleasure in presenting their 26th Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2016.

1. FINANCIAL RESULTS:

The Financial results for the year 2015-16 are as under:-

	(₹ in Lacs)	
Particulars	2015-16	2014-15
Sales (Gross)	44,668.05	54,080.28
Other Income	589.79	1,615.73
Profit before Depreciation, Interest & Tax (PBDIT)	4,960.31	4,968.53
Interest & Financial Charges	24.46	30.17
Profit before Depreciation & Tax (PBDT)	4,935.85	4,938.36
Depreciation	456.94	476.87
Profit before Tax	4,478.91	4,461.49
Provision for Tax		
- Current Tax	1,500.00	1,062.69
- Deferred Tax	(8.51)	56.49
- IT adjustment for earlier year	-	-
Profit After Tax (PAT)	2,987.42	3,342.31
Prior period adjustments (Net)	4.56	0.20
Balance brought forward	17,272.06	18,248.61
Less: Effect of change in depreciation as per Companies Act, 2013	-	296.61
Add: Transfer to Deferred Tax due to change in Depreciation rate with regard to Companies Act, 2013	-	102.65
Add: Corporate dividend tax written back	5.28	-
Appropriations:		
Interim Dividend/Dividend on Equity Shares	4,650.39	930.08
Corporate Dividend Tax on Interim Dividend/Dividend	946.71	194.62
Transfer to General Reserve	-	3,000.00
Balance carried to Balance Sheet	14,663.10	17,272.06
Earnings per share (in ₹)	3.21	3.59
Dividend per share (in ₹)	5.00	1.00
	(Interim & Final)	

2. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 (2) - e of

the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is presented as under.

a) ACRYLIC FIBRE INDUSTRY - GLOBAL AND INDIAN PERSPECTIVE:

In the year 2015, global Acrylic Fiber (AF) consumption seems to have remained unchanged or marginally increased over CY 2014. This is after suffering a drop continuously for 3 previous years. Seen in backdrop of negative global economic outlook, rout in commodity prices and demand drop, this small increase in consumption of AF is encouraging. Despite all their domestic economic issues, Chinese AF consumption is also believed to have recouped the loss it suffered in CY 2014 when it had dropped to the lowest level since CY 2008. Indian AF consumption in CY 2015 seems to have been flat to a marginal drop over CY 2014. This can be attributed to poor monsoons leading to a much lower demand from rural sector as also shorter and milder winter in 2015-16.

International AF prices especially in Far East Asia, the largest AF consuming region in world, were quite stable in the first quarter of 2015-16 despite increase in crude oil prices, dropped in second and third quarter and stabilised in last quarter of FY 2015-16. Volatile movements in crude oil prices kept buyers on cautious note globally as also in India.

There was no AF capacity reduction globally but changes were noticed in regional capacity utilisation over the previous year. Global AF capacity utilization is estimated unchanged at around 87% in the previous year. Chinese capacity utilization was estimated to be about 94% up from 88% in the previous year. Indian AF capacity utilisation is estimated to be about 90%. Exports out of India contributed significantly to high capacity utilisation in FY 2015-16.

Major raw material of Acrylic Fiber is Acrylonitrile (ACN). Feed stock for ACN is Propylene. Traditional sources of Propylene had been refineries and Naphtha crackers. Spike in crude oil prices starting from 2008 and ethylene driven economics of Naptha crackers had made Propylene quite expensive, prompting investment in on-purpose technologies for manufacturing Propylene by alternate routes. These technologies have made available more quantity of Propylene and at competitive costs. Further, two small plants of ACN closed operations one each in China and India in CY 2015 but a much larger new plant was commissioned in China, increasing overall capacity. As a result, ACN prices remained at rather low levels in 2015. Two new plants of ACN are expected to be commissioned in China in 2016 adding about 5.5% to current global capacity. ACN supply deficit in Asia is expected to further reduce going forward.

AF Buyers during the year under discussion had adopted a need based buying strategy expecting further fall in crude oil prices through out the year. This posed some challenge for AF producers globally on account

of inventory losses. Despite renewal of Anti-Dumping duty on AF from few countries, there was no let-up in imports in India at low prices.

b) FINANCIAL ANALYSIS & REVIEW OF OPERATIONS:

• PRODUCTION & SALES REVIEW:

Your Company has achieved a turnover of ₹ 44,668.05 Lacs against a turnover of ₹ 54,080.28 Lacs in the previous year. After providing for depreciation of ₹ 456.94 lacs (previous year ₹ 476.87 lacs) and provision for current tax of ₹ 1,500.00 lacs (previous year ₹ 1,062.69 lacs), deferred tax of ₹ (8.51) lacs (previous year ₹ 56.49 lacs), Profit after tax of the Company is ₹ 2,982.86 lacs as against a net profit of ₹ 3,342.11 lacs in the previous year. This is about 11% lower than 2014-15.

Main reasons for drop in turnover was reduction in sale price of AF due to drop in crude oil prices.

• RESOURCE UTILIZATION:

i) Fixed Assets:

The gross fixed assets (including work-in-progress) as at 31st March, 2016 were ₹ 24,934.79 lacs as compared to ₹ 24,714.78 lacs in the previous year.

ii) Current Assets:

The current assets as on 31st March, 2016 were ₹ 17,408.80 lacs as against ₹ 24,791.61 lacs in the previous year. Inventory level was at ₹ 5,248.62 lacs as against ₹ 7,003.78 lacs in the previous year.

• FINANCIAL CONDITIONS & LIQUIDITY:

Liquidity & Capital Resources:

(₹ in Lacs)		
PARTICULARS	2015-16	2014-15
Cash & cash equivalents:		
Beginning of the year	279.37	582.31
End of the year	100.57	279.37
Net cash provided/(used) by:		
Operating Activities	2,274.98	5,535.07
Investing Activities	4,307.28	(5,755.16)
Financial Activities	(6,761.06)	(82.85)

c) BUSINESS OUTLOOK:

Indian economy is expected to grow by 7.8% in CY 2016 (7.3% in CY 2015) as forecasted by World Bank. Similar figures for World are 2.9% (2.4%), USA 2.1% (1.6%) and China 6.3% (6.4%). Estimates for fiscal 2016-17 by RBI and other financial institutions for India's GDP are 7.6-7.8%. Consumer Price Inflation is steadily coming down and is now below 5% prompting RBI to also reduce benchmark lending rates.

Expectation of good monsoon is also likely to lead to increased rural income and spending and improved business sentiment in India.

China is expected to adopt policies leading to growth of services and domestic consumption and reduce dependence on exports of goods. Monetary policy tightening cycle in the United States is likely to proceed without undue turbulence. Stabilizing crude oil prices despite any agreement between major producers is also positive for global economy.

Raw material availability especially of ACN is expected to be better with new capacities coming on-stream in 2016 and beyond. On-purpose propylene plants have started adding more competitively priced Propylene. These two factors together are expected to keep ACN prices softer for next few quarters providing ACN chain which includes AF also an opportunity to compete in inter-fiber substitution scenario.

With improved competitiveness of AF due to cost factors, higher demand due to expected good monsoon and forecast of higher GDP growth, we expect AF consumption in India in 2016-17 to be higher than the previous year. With imposition of Anti-dumping duty on few major AF producers by China, the market structure globally may undergo change. It is likely to impact Indian AF market, also though it is difficult to predict the manner in which this impact will be felt. Despite India having a growing AF market, investment in further capacity is still getting hindered by very high volume of imports that account for more than 30% of domestic consumption.

d) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Management of the Company has been focussed on building a process driven organisation with sound checks and controls and a high level of transparency. The adequacy of the checks and balances is continuously evaluated through self audits, well defined MIS and internal audits. The business processes and operational SOPs are updated on regular basis to incorporate the internal learnings and best practices of other organisations. Senior management remains actively engaged in reviewing and strengthening internal control systems. The internal audit observations are carefully studied and implementation of the remedial actions continuously monitored. Both the observations of internal audit and remedial action plan are presented and discussed in detail in the Audit Committee of the Board of Directors.

Internal Financial Control:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.