



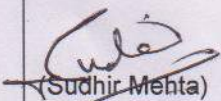

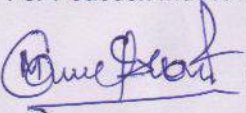



FORM - A  
PEACOCK INDUSTRIES LIMITED  
ANNUAL AUDIT REPORT

1	Name of Company	Peacock Industries Limited
2	Annual Financial Statement for the year ended	31st MARCH, 2015
3	Type of Audit Qualification	Un-Qualified
4	Frequency of Qualification	Nil
5	To be Signed	
	Managing Director	<p>For Peacock Industries Limited</p>   <p>(Daud Ali) Managing Director</p>
	CFO	<p>For Peacock Industries Limited</p>   <p>(Narendra Bhanawat) Director Cum CFO</p>
	Auditor of the Company	<p>For Sampatilal Bohara &amp; Co. Chartered Accountants</p>   <p>(Sudhir Mehta) Partner</p>
	Audit Committee Chairman	<p>For Peacock Industries Limited</p>   <p>(Magan Lal Sharma) Chairman Audit Committee</p>





# ANNUAL REPORT

2014-2015



**PEACOCK**  
INDUSTRIES LIMITED





#### BOARD OF DIRECTORS

Daud Ali Managing Director  
Narendra Bhanawat Whole Time Director and  
Chief Financial Officer  
Magan Lal Sharma Director  
Mukesh Kumar Kothari Director  
Mrs. Namrata Babel Director (w.e.f. 29.5.2014)

#### COMMITTEE OF THE BOARD

##### AUDIT COMMITTEE

Magan Lal Sharma - Chairman  
Mukesh Kumar Kothari  
Mrs. Namrata Babel

##### STAKEHOLDERS RELATIONSHIP COMMITTEE

Magan Lal Sharma - Chairman  
Mukesh Kumar Kothari  
Mrs. Namrata Babel

##### NOMINATION AND REMUNERATION COMMITTEE

Magan Lal Sharma - Chairman  
Mukesh Kumar Kothari  
Mrs. Namrata Babel

##### AUDITORS

Sampati Lal Bohara & Co.  
Chartered Accountants

##### COMPANY SECRETARY

Aditi Pamar

##### BANKERS

ICICI Bank Limited  
YES Bank Limited  
IDBI Bank

##### REGISTERED OFFICE & WORKS

Kodiyat Road,  
Village : Sisarma  
District : Udaipur (Raj.) - 313 031

##### INVESTOR QUERIES

email:-investor@italicafurniture.com

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#### Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in physical form are requested to register their e-mail addresses with the company.





## DIRECTORS' REPORT

### To The Members of PEACOCK INDUSTRIES LIMITED

The Directors of your Company have pleasure in presenting their Twenty Third Annual Report and the Audited Accounts of the Company for the year ended 31.3.2015.

#### 1. FINANCIAL HIGHLIGHTS

Your Company's performance during the year as compared to the Previous year is summarised below :

Particulars	(Rs. in lacs.)	
	2014-2015	2013-2014
Turnover	3964.03	3469.78
Other Income	175.22	121.26
Profit/(Loss)(-)before Tax, Interest, Depreciation and exceptional items	58.98	104.24
Interest	39.61	41.61
Depreciation	36.41	87.67
Profit/(Loss) before Tax and exceptional items	-17.04	-25.04
Provisions for Income Tax	0	0
Exceptional items	213.37	1506.11
Profit/(Loss)after Tax and exceptional items	196.33	1481.07
Surplus carried from previous year	-2996.08	-6639.71
Balance carried to Balance Sheet	-2799.75	-5158.64
Transfer from Capital Reduction reserve	-	930.00
Principal Waiver as per BIFR scheme	-	1232.56
Balance carried to Balance Sheet	-2799.75	-2996.08

#### 2. DIVIDEND

Based on Company's Performance, the Directors are unable to recommend dividend due to inadequate profits.

#### 3. STATE OF COMPANY'S AFFAIRS

The Company is engaged in the manufacturing of plastic moulded furniture and is one of the top most leading manufacturers in Rajasthan. The Company operates in only single segment unit. During the year, the Company recorded a turnover of Rs.3964.03 lakhs.(prev. year Rs. 3469.78 lakhs) registering a growth of 14.24 % over the previous year and earned a cash profit of Rs. 19.37 lakhs.Profit after Tax(PAT) for the year was Rs. 196.33 (in lacs) with a downfall of 86.74 % in comparison to the previous year's profit i.e. Rs. 1481.07(in lacs).

The Management is taking every possible step to stream line its operations and to put the Company on growth .Its endeavours are manifesting the results despite of non-availability of adequate working capital , competitive environment etc.

#### 4. MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which the financial statement relates and the date of report.

**5. CHANGES IN THE NATURE OF BUSIENESS :** There is no change in nature of business.

#### 6. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134 sub-section (3) clause (c) of the Companies Act, 2013, it is stated that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to the material departures,if any;
- the Directors had selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records, and the adequate

steps have been taken to make it afresh, in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- the Directors had prepared the annual accounts on a "going concern" basis.
- the Directors had laid down Internal Financial Controls, to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Based on the work performed by the auditors ,management and board committee's, board is of the opinion that Company's internal financial controls were adequate and effective during the year.

#### 7. PERSONNEL :

During the year under review, no employee of the Company was in receipt of remuneration in excess of the limits prescribed under rule 5(2) of the Companies (Appointment And Remuneration of Managerial Personnel) Rules,2014.

#### 8. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### (a) DIRECTORS :

In terms of the Articles of Association of the Company, Mr. Mukesh Kumar Kothari retires at the ensuing Annual General Meeting, being eligible , offered himself for re-appointment. Your Directors recommend the above re-appointment.

##### (b) KEY MANAGERIAL PERSONNEL :

During the year, Ms. Aditi Parmar, was appointed as a Company Secretary with effect from December 12<sup>th</sup>,2014. in accordance with the provisions of the section 203(ii) of the Companies Act,2013. Ms. Aditi Parmar is an Associate Member of the Institute of Company Secretaries of India.

Pursuant to section 203(iii) of the Companies Act, 2013, Mr. Narendra Bhanawat,was appointed as Chief Financial Officer of the company with effect from March 23<sup>rd</sup>, 2015. Mr. Narendra Bhanawat, is a Commerce Graduate having with 25 years experience in finance and accounts.

#### 9. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The company's policy on Director's appointment and remuneration and other details provided in section 178(3) of the Act has been disclosed in Corporate Governance Report,which forms part of Directors Report.

#### 10. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTOR U/S 149(6) OF THE COMPANIES ACT, 2013

It is stated that pursuant to the Provisions of Companies Act,2013, the declaration given by the Independent Directors meets the criteria of independence as mentioned in the Schedule IV of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

#### 11. NO. OF MEETINGS OF THE BOARD

Eleven meetings were conducted by the Board during the year. For details of meeting,please refer Corporate Governance Report,which forms part of this report.

#### 12. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, committees of the board and individual





Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreement. The Board's performance was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition, effectiveness of committee meetings etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors and performance of the board as a whole was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and Individual Directors was also discussed.

### 13. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The details in respect of internal control systems & their adequacy are included in Management Discussion & Analysis Report which forms part of the Director's report.

### 14. AUDIT COMMITTEE

Details pertaining to composition of audit committee are included in Corporate Governance Report, which forms part of Directors Report.

### 15. AUDITOR AND AUDITORS REPORT

#### A. STATUTORY AUDITOR

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. Sampatilal Bohra & Co, Chartered Accountants, Udaipur appointed as the Statutory Auditors of the Company, from the conclusion of the ensuing Annual General Meeting till the conclusion of next Annual General Meeting. The Auditors' Report does not contain any qualification, reservation or adverse remark.

#### B. SECRETARIAL AUDITOR

The Board appointed M/s P.Talesara & Associates, firm of Practising Company Secretary, Udaipur to conduct Secretarial Audit for the financial year 2014-15. Report of secretarial auditor is annexed as **Annexure 1** forming part of Directors report.

**Management Response:** The qualification made by the Auditor is incorrect. The composition of the Board of Directors is duly in compliance with the provisions of the Companies Act, 2013, Articles of Association of the Company, Equity Listing Agreement executed with the stock exchanges at which the equity shares are listed and traded including directors to retire by rotation.

### 16. EXTRACT OF ANNUAL RETURN

Extract of Annual Return as provided under sub-section (3) of Section 92 of the Companies Act, 2013 is attached herewith as **Annexure 2**.

### 17. TRANSACTION WITH RELATED PARTIES

Your Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2014-15 which falls under the scope of Section 188(1) of the Act. Form AOC 2 is enclosed as Annexure 3 forming part of Directors Report.

### 18. DISCLOSURE ON THE REMUNERATION OF MANAGERIAL PERSONNEL

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- 1) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year: No remuneration by way of sitting fees and commission is paid to Non Executive Directors and hence not comparable. Ratio of remuneration of Executive Directors to median remuneration of employees :

Mr. Daud Ali : 15.38 and Mr. Narendra Bhanawat : 1.55

- 2) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, in the financial year 2014-15:-

Executive Directors, Chief Financial Officer and Company Secretary	% increase/decrease in remuneration 2014-15
Daud Ali	102.70%
Narendra Bhanawat	165 %
Aditi Parmar(w.e.f. 12.12.2014)*	-

\* Appointed w.e.f. 12.12.2014, hence not comparable.

- 3) In the financial year, there was an increase of 8.95% in the median remuneration of employees.
- 4) There are 43 permanent employees on the rolls of Company as on 31 March, 2015.
- 5) The explanation on the relationship between average increase in remuneration and Company performance :-  
On an average, employees received an annual increase of 10% every year. The individual increments varied based on individual performances.
- 6) Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company:-

Aggregate remuneration of key managerial personnel (KMP) in FY15 (lacs)	20.89
Revenue ('lacs)	3964.03
Remuneration of KMP's (as % of revenue)	0.52
Profit After Tax (PAT) (lacs)	196.33
Remuneration of KMP (as % of PAT)	10.64

- 7) Variation in the market capitalisation of the Company, price earnings ratio as at the closing, date of the current financial year and previous financial year:

Particulars	March 31, 2015	March 31, 2014	% change
Market capitalization	72,18,75,000	20,61,50,000	250
PE Ratio	36.18	1.14	3073.68

- 8) Percent increase / decrease in the market quotation of the shares of the Company as compared to the rate which company came out with the last public offer in the year: The company came out with the IPO in the year 1992. The amount of Rs.590 lacs invested in the said IPO would be worth Rs. 811 Lacs as on march 31<sup>st</sup>, 2015 indicating a rise of 37 %.
- 9) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification :

The annual average increase was around 10% However, there is increase in 10.26% in comparison to the fiscal year 2013-14.

**Justification:** Increase in salaries of Key Managerial Personnel are based on performance of Individuals, Inflation, and many other factors, therefore comparison of one against the other is not feasible.





- 10) Comparison of each remuneration of the key managerial Personnel against the performance of the Company:

	Daud Ali Managing Director (in lacs)	Narendra Bhanawat WTD and CFO (in lacs)	Aditi Pamar* Company Secretary (in lacs)
Remuneration in FY15	20.16	0.73	0.12
Revenue (in lacs)	3964.03		
Remuneration as % of revenue	.51	.018	-
Profit after Tax (PAT) (in lacs)	196.33		
Remuneration(as % of PAT)	10.26	0.37	-

\*since, this information is for the part of the year, hence not comparable.

- 11) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year – None
- 12) The company affirms remuneration is as per the remuneration policy of the Company to all the Directors, Key Managerial Personnel and other Employees.

#### 19. SHARE CAPITAL

During the year under report, the Issued, subscribed and paid up capital of the Company increased to Rs. 2100 lacs from Rs. 1550 lacs with the allotment of 13750,000 equity shares of Rs. 4/- each consequent upon exercise of the option attached to the Convertible Warrants by the holders of such warrants. The equity shares have been listed on Mumbai Stock Exchange and National Stock Exchange Limited.

#### 20. DELISTING OF EQUITY SHARES FROM JAIPUR STOCK EXCHANGES

Due to exit route order passed by SEBI vide Circular dated May 30, 2012, the equity shares of the company are no more listed on Jaipur Stock Exchange Limited (JSEL).

#### 21. DEPOSITS

The Company has not accepted any deposits and no non-compliance occurred with respect to repaying of deposits during the year.

#### 22. DEPOSITORY SYSTEM

The Company is already into Agreements with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

#### 23. ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established vigil mechanism policy for the Directors and Employees to report their genuine concerns or grievances. The policy has been hosted on the Company's Website : [www. Italicafurniture.com](http://www.Italicafurniture.com). The policy provides for adequate safeguard against victimisation of employees and Directors to have direct access to the Chairman or members of the Audit Committee or Company Secretary of the company. This policy aims to:

- Allow and encourage employees and business associates to bring to the management notice concerns about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of policies.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization.

#### 24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

##### CONSERVATION OF ENERGY

The Company lays great emphasis in the savings cost of energy consumption. Therefore, reduction in the per unit consumption of energy is on going exercise in the Company. Effective measures have been taken to minimize the lossess of energy as far as possible.

##### TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company does not have a separate Research and Development activity. The Company has not imported any technology.

##### FOREIGN EXCHANGE EARNINGS AND OUT GO

During the year under review, there was foreign exchange earnings in INR 9,21,900 (US \$ 14962.50)(calculated on the basis of F.O.B. value)

#### 25. CORPORATE GOVERNANCE REPORT

Pursuant to the Listing Agreement with the Stock Exchange, Report on Corporate Governance is enclosed after Directors Report.

#### 26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report is annexed as Annexure 4 forming part of Directors Report.

#### 27. ACKNOWLEDGEMENT

Your Directors express their deep sense of appreciation for the contribution made by the Staff ,workers and all other employees of the Company for the successful growth in the operations of our business.

The Directors also thank the Banks, Financial Institutions, Customers, Suppliers, Shareholders, Central and State Government Authorities etc. for their continuous co-operation and support that contributed in the growth and prosperity of your Company. Your Directors look forward to the continued support of these partners in progress.

For and on behalf of the Board of Directors

Sd/-  
DAUD ALI  
(Managing Director)  
DIN : 185336

Sd/-  
NARENDRA BHANAWAT  
(Whole Time Director and  
Chief Financial Officer)  
DIN : 146824





## ANNEXURES TO DIRECTORS REPORT

### Annexure 1

#### SECRETARIAL AUDIT REPORT

To,  
The Members,  
PEACOCK INDUSTRIES LIMITED  
CIN: L25207RJ1992PLC006576  
Regd. Office: Kodyat Road, Village Sisarma,  
Udaipur, Rajasthan- 313031

I/We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PEACOCK INDUSTRIES LIMITED (name of the company) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the PEACOCK INDUSTRIES LIMITED (name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31.03.2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by PEACOCK INDUSTRIES LIMITED ("the Company") for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made hereunder; (Not applicable to the Company during the Audit Period);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (Not applicable to the Company during the Audit Period);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period);

(vi) Other laws as applicable specifically to the company :

A. Water (Prevention & Control of Pollution) Act 1974 and Air (Prevention & Control of Pollution) Act 1981 as certified by the management.

B. Labour Laws as certified by Internal Auditors in their report for the period 1st April 2014 to 31st March 2015

C. Sick industrial Companies (Special Provisions) Act 1985 as per Note No. 33 to Annual Audited Accounts for the year ended 31st March 2015.

I/we have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (not applicable to the Company during the audit period).

(ii) The Listing Agreements entered into by the Company with BSE and NSE Stock Exchange(s).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations:

The Company was required to appoint one rotational director after holding the Annual General Meeting on 7th August 2014 in view of appointment of Shri Narendra Bhanawat as Whole time Director for a period of two years w.e.f. 29.05.2014.

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except that no other rotational director was appointed after redesignating Mr. Magan Lal Sharma as Independent Director in the Annual General Meeting held on 7th August 2014.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings have been carried out *unanimously as recorded* in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I/we further report that during the audit period the company

- (i) has duly made allotment of 1,37,50,000 equity shares on preferential basis
- (ii) has passed special resolutions under section 180(1)(a) and 180(1)(c) in respect of existing borrowings, by announcing results of Postal Ballot on 29.10.2014 and
- (iii) is under implementation of revival scheme, prepared by IDBI (the operating agency) as sanctioned by BIFR vide order dated 15.07.2013

Place : Udaipur  
Date : 30.05.2015

For P.Talesara & Associates  
Company Secretaries  
Sd/  
(Pawan Talesara)  
Partner  
ACS No.9008, C P No.: 2674



**Annexure 2****ANNUAL RETURN**

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**as on financial year ended 31<sup>st</sup> March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN:- L25207RJ1992PLC006576
- ii) Registration Date : 16.03.1992
- iii) Name of the Company : Peacock Industries Limited
- iv) Category : Public Company

Sub-Category of the Company : Company having share capital

v) Address of the Registered office and contact details:Kodiyat Road,Village:Sisarma,Udaipur-313031,0294-2432271/72

vi) Whether listed company Yes / No : YES

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : All the physical share transfer work is done in-house at the Share Department at the registered office of the Company at Udaipur and for Demat work the Company has appointed a registrar.

**Address for Correspondence :**

For Demat Shares	For Physical Shares
Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West) Mumbai - 400078	Peacock Industries Limited, Kodiyat Road,Vill: Sisarma Udaipur (Rajasthan) 313031 0294-2432271/72

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Manufacture of Furniture & Fixtures of Plastics	3134	100 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sl. No.	Name of Company	Address of Company	CIN/GLN	Holding/ subsidiary /associate	% of shares held	Applicable Section
1.	Dawood Investment Private Limited	101,Oasis Park,40, Ambavgarh Udaipur 313 004	U65993RJ1991PTC006094	Holding	67.93%	2(46)





**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Sr. No.	Category of shareholder	No. of shares at the beginning of year (1.4.2014)				No. of shares at the end of year (31.3.2015)				% Change during the year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
(A)	Promoter and Promoter Group									
(1)	Indian									
(a)	Individuals/Hindu Undivided Family	79050	0	79050	.21	79050	0	79050	.15	(0.06)
(b)	Central Government/State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	24414300	0	24414300	63	35664300	0	35664300	67.93	4.93
(d)	Financial Institutions/Banks	0	0	0	0	0	0	0	0	0
(e)	Any Other (Total)	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(1)	24493350	0	24493350	63.21	35743350	0	35743350	68.08	4.87
(2)	Foreign									
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(e)	Any Other (Total)	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	24493350	0	24493350	63.21	35743350	0	35743350	68.08	4.87
(B)	Public shareholding	0	0	0	0	0	0	0	0	0
(1)	Institutions	0	0	0	0	0	0	0	0	0
(a)	Mutual Funds/UTI	0	25800	25800	.07	0	13500	13500	.03	0.04
(b)	Financial Institutions/ Banks	690812	3500	694312	1.79	690812	3500	694312	1.32	(0.47)
(c)	Central Government/ State Government (s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(i)	Any Other (Total)	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)	690812	29300	720112	1.86	690812	17000	707812	1.35	(0.51)
(2)	Non-institutions									
(a)	Bodies Corporate	4778045	11200	4789245	12.36	4808712	11200	4819912	9.18	(3.18)
(b)	Individuals - i. Individual Shareholders Holding Nominal Share Capital Up To >Rs. 1 Lakh.	8035535	244500	8280035	21.37	6395485	249000	6644485	12.67	(8.71)





Sr. No.	Category of shareholder	No. of shares at the beginning of year (1.4.2014)				No. of shares at the end of year (31.3.2015)				% Change during the year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
	Individuals - ii. Individual Shareholders Holding Nominal Share Capital In Excess Of Rs.1 Lakh	344452	0	344452	.89	4465021	0	4465021	8.50	7.61
(c)	Any Other (Specify)									
(1)	Non Resident Indian (repeat)	62106	38500	100606	.26	58320	38900	97220	.18	(0.08)
(2)	Overseas Bodies Corp	1500	20700	22200	.06	1500	20700	22200	.04	(0.02)
	Sub-Total (B)(2)	13221638	314900	13536538	34.93	15729038	319800	16048838	30.57	(4.36)
	Total Public Shareholding (B)= (B)(1)+(B)(2)	13912450	344200	14256650	36.79	16419850	336800	16756650	31.9	(4.89)
	TOTAL (A)+(B)	38405800	344200	38750000	100	52163200	336800	52500000	100	0
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
C1	Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
C2	Public	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	38405800	344200	38750000	100	52163200	336800	52500000*	100	0

\*There is increase in no. of shares due to conversion of warrants into equity shares.

#### (II) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Daud Ali	79050	.21	0	79050	.15	0	(0.06)
2	Dawood Investments Private Limited	24414300	63	0	35664300*	67.93	0	4.93
	Total	24493350	63.21	0	35743350	68.08	0	4.87

\*There is increase in no. of shares due to conversion of warrants into equity shares.

#### (iii) Change in Promoters' Shareholding ( please specify, if there is no change):

There is change in the holdings of our promoter company (Dawood Investments Private Limited) due to purchase/acquisition of shares through preferential issue

Sl. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	At the beginning of the year	24414300	63	No change	No change
2.	Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase /decrease (e.g.allotment/ transfer/bonus/sweat equity etc.)	11250000*	21.43	35664300	67.93
3.	At the end of the year	35664300	67.93	35664300	67.93

\*Warrants convertible into equity shares as on 2.5.2014





(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

For each of top 10 shareholders**	Shareholding at the beginning of the year(1.4.2014)		Increase/Decrease in the holding during the year		Shareholding at the end of the year (31.3.2015)	
	No of shares	% of the total shares of the Company	No of shares	% of the total shares of the Company	No of shares	% of the total shares of the Company
PARK CONTINENTAL PVT. LTD	3356405	8.66	129843	.24	3486248	6.64
SPACE AGE POLYMERS PRIVATE LIMITED	565100	1.45	(-565100)	(-1.07)	0	0
HDFC BANK LIMITED	343112	.88	0	0	343112	.65
BANK OF INDIA	342700	.88	0	0	342700	.65
SEVEN HILL SECURITIES LTD	108299	.27	(- 108299)	(-.21)	0	0
SSK. THIRUKUMAR .	70001	.18	(-70001)	(-.13)	0	0
SHARE INDIA SECURITIES LIMITED	63450	.16	(- 30710)	.058	32740*	.06
CHANDRAKALA BROKING SERVICES PVT. LTD	55740	.14	(-55640)	.10	100*	.14
ALI KOSER	53752	.14	0	0	53752	.14
SURAJ DILEEPKUMAR KARKERA	50185	.13	161539	.30	211724	.40
SURESH SATYANARAYAN KABRA	0	0	103341	0.20	103341	0.20
SURESH RAJKER SETHI	0	0	111403	0.21	111403	0.21
SETH LEASING PVT LTD	0	0	116251	0.22	116251	0.22
ALI ASGAR KAGZI	0	0	1250000	2.38	1250000	2.38
HUSSAIN KAGZI	0	0	1250000	2.38	1250000	2.38

\*not to be counted in top ten shareholders list

\*\*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

(v) Shareholding of Directors and Key Managerial Personnel:

For each of Director and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year (as on 31.3.2015)	
	No of shares	% of the total shares of the Company	No of shares	% of the total shares of the Company
At the beginning of the year (1.04.2014) Mr. Daud Ali	79050	0.21	79050	0.15*
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase / decrease, (e.g.allotment/ transfer/bonus/sweat equity etc.)	no change	no change	no change	no change
At the end of the year	79050	0.21	79050	0.15*

\*Difference in percentage is due to increase in share capital.

No Key Managerial Personnel EXCEPT Mr. Daud Ali holds shares of Peacock Industries Limited.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment –

	Secured loans excluding deposits (Rs. In '000's)	Unsecured loans (Rs. In '000's)	Deposits (Rs. In '000's)	Total Indebtedness (Rs. In '000's)
Indebtedness at the beginning of the financial year (01.04.2014)				
i) Principal Amount	29,000	0	0	29,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	10,593	0	0	10,593
Total (i+ii+iii)	39,593	0	0	39,593
Change in Indebtedness during the financial year				
• Addition	1992	0	0	1992
• Reduction	(10,000)	0	0	(10,000)
Net Change	(8008)	0	0	(8008)
Indebtedness at the end of the financial year (31.03.2015)				
i) Principal Amount	19,000	0	0	19,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	12,585	0	0	12,585
Total (i+ii+iii)	31585	0	0	31585





## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Name of MD/WTD/MANAGER		Total Amount (Rs.)
		Daud Ali (MD)	Narendra Bhanawat (Whole Time Director and CFO)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	20,16,000 0 0	72,480 0 0	20,88,480 0 0
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commissions as % of profit- others, specify	-	-	-
5	Others please specify	-	-	-
	<b>Total (A)</b>	<b>2016000</b>	<b>72480</b>	<b>2088480</b>
	Ceiling as per the Act Section 197 of Companies Act'2013 :	Where the effective capital is Negative or less than 5 crores – max. remuneration is 30 lakhs		

B. Remuneration to other directors: No sitting fees and other benefits are given to Independent Directors

### C. Remuneration To Key Managerial Personnel Other Than MD/MANAGER/WTD

S.No.	Particulars of remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total Amount (')
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	11,355 0 0	0 0 0	11,355 0 0
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit- others, specify	-	-	-
5	Other please specify	-	-	-
	<b>Total (A)</b>	<b>11,355</b>	<b>0</b>	<b>11,355</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES – NIL

### ANNEXURE 3

#### PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

#### FORM No. AOC-2

Details of contracts or arrangements or transactions not at arm's length basis : NIL

- Name(s) of the related party and nature of relationship
- Nature of the contracts/arrangements/transactions
- Duration of the contracts /arrangements/transactions
- Salient terms of the contracts or arrangements or transactions including the value, if any
- Justification for entering into such contracts or arrangements or transactions
- Date(s) of approval by the Board
- Amount paid as advances, if any
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of the material contracts or arrangements or transactions at arm's length basis : NIL

- Name(s) of the related party and nature of relationship
- Nature of contracts/arrangements/transactions
- Duration of the contracts/arrangements/transactions
- Salient terms of the contracts or arrangements or transactions including the value, if any
- Date(s) of approval by the Board
- Amount paid as advances, if any

Udaipur, 30.5.2015

For and On behalf of the Board of Directors

sd/  
(DAUD ALI)  
Managing  
Director  
DIN : 185336

sd/  
(NARENDRA BHANAWAT)  
Whole Time Director  
and Chief Financial  
Officer  
DIN : 146824





#### ANNEXURE 4

#### MANAGEMENT'S DISCUSSION AND ANALYSIS

The Directors have the pleasure in presenting the Management Discussion and Analysis Report for the year ended 31-03-2015.

#### COMPANY'S OVERVIEW

Your company is leading producer of plastic moulded furniture and other injection moulded articles and has a major share in the market. your Company is one of the top most leading manufacturer in Udaipur, Rajasthan in manufacturing and production of plastic furniture. Company offers comprehensive furniture solutions and has a wide variety of indoor and outdoor furniture for homes, offices, stadiums, gardens, playgrounds, beaches and many more.

#### A. INDUSTRIAL STRUCTURE AND DEVELOPMENT

Your Company has a total capacity of 9452.000 m.t. per annum. The company is facing sever liquidity crisis and presently capacity utilization is very lower. Total production during the period from 01.04.2014 to 31.03.2015 is 3489.41 m.t. against the production of 3095.572 m.t.in the preceeding year registering a growth of 14.24 %. Due to severe competition and excess availability of products in the market,prices of moulded furnitures have fallen down.

#### B. OPPORTUNITIES AND THREATS.

Plastic moulded furniture is replacing wooden and iron furniture day by day due to its low cost hence demand and scope of plastic moulded furniture is also increasing drastically. The capacity utilization is presently lower due to shortage of working capital,high growth of market competitors and changing demands of consumers. Company is trying to meet the requirements of market by manufacturing new varieties and changes in the existing furniture and has also achieved a level of growth to some extent.

#### C. SEGMENT-WISE PERFORMANCE.

Your Company operates in only single segment unit i.e. Plastic Moulded Furniture that includes chairs, tables, sunlounger, Patlas, trollies etc.The production of chairs, other articles and house hold articles for the period ended on 31.03.2015 is 3489.41 m.t.

#### D. OUTLOOK

Margin in plastic moulded furniture are expected to go down on account of increase in supply and possible increase in raw material prices. Your Company is trying to increase its production as soon as working capital is available and is also trying to launch new model of chairs and other articles. Your Company will endeavour to maintain, and enhance its position in the furniture market.

#### E. RISKS AND CONCERNS

Hike in raw material price, reduction in selling prices and power cost are major issues requiring immediate attentions.The company faces a threat from competitors, which can, with their new low cost machinery, make a dent in the specially market share of the Company.Higher labour cost and distance from consumption centers put pressure on the Company financials.

#### F. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

Your Company has an adequate system of internal control commensurate with the size and the nature of its business, which ensures that transactions are recorded, authorised and reported correctly apart from safeguarding its assets against loss from wastage, unauthorised use and removal.

The internal control system is supplemented by documented policies, guidelines and procedures. The Company's Internal Auditors continuously monitors the effectiveness of the internal controls with a view to provide to the Audit Committee and the Board of Directors an independent, objective and reasonable assurance of the adequacy of the organization's internal controls and risk management procedures. The Internal Audit function submits detailed reports periodically to the management and the Audit Committee. The Audit Committee reviews these reports with the executive management with a view to provide oversight of the internal control systems. The Company reviews its policies, guidelines and procedures of internal control on an on-going basis in view of the ever changing business environment.

Your Company's statutory auditors have, in their report, confirmed the adequacy of the internal control procedures.

#### G. FINANCIAL PERFORMANCES.

Your company achived a turnover of Rs.3964.03 lakhs during the year 2014-2015 registering a growth of 14.24 % over the previous year and earned a cash profit of Rs.19.37 lakhs (pr.yr. Rs.62.63 lakhs).

#### H. SAFETY

Adequate safety measures and safe working practices have been implemented to ensure safety of workforce, plant and Machinery as well as of the enviroinment.

#### I. HUMAN RESOURCES.

The Industrial relation situation was cordial and harmonious and continues to be so at present. The Company has conducted computer training programme primarily to enhance the skill of the workforce. Your Company has the strength of 43 staffs and 56 workers.

Our technical and well qualified staff efficiently use their skills in internal as well as external opportunities for capturing new market trends and high growth of your organization.

#### ACKNOWLEDGEMENT

Your Directors express their deep sense of appreciation for the contribution made by the Staff, workers and all other employees of the Company for the successful growth in the operations of our buiseness.

The Directors also thank their the banks, financial Institutions, Customers, Suppliers, Shareholders, Central and State Government Authorities etc. for their continuous co-operation and support that contributed in the growth and prosperity of your Company. Your Directors look forward to the continued support of these partners in progress.

Udaipur, 30.5.2015 For and On behalf of the Board of Directors

sd/-  
DAUD ALI  
Managing Director  
DIN : 185336

sd/-  
NARENDRA BHANAWAT  
Whole Time Director and  
Chief Financial Officer  
DIN : 146824

#### Cautionary Statement :

*The Statement in the "Management Discussion and Analysis Report" Section describes the Company's objectives, projections, estimates, expectations and predictions which may be "forward looking statements" within the meaning of the applicable securities laws and regulations and actual results might differ materially from those expressed or implied, depending on the economic and climatic conditions, Government policies and other incidental factors.*





## CORPORATE GOVERNANCE REPORT

### I. COMPANY'S PHILOSOPHY

Your Company firmly believes in the philosophy of **SERVING SOCIETY THROUGH INDUSTRY**, with the **PEACOCK** culture being 'We live every moment of life in harmony with nature to create value for ourselves, our stakeholders and the society'.

We also believe in adopting the best global practices in the area of corporate governance and follows the principles of full transparency, accountability, responsibility and fairness, thereby protecting the interests of all its stakeholders.

### II. BOARD OF DIRECTORS

- 1) As on march 31<sup>st</sup>, 2015, The Company has Five(5) Directors. Details of Directors and attendance in meetings are referred below:

Name of Director	Category	No. of the other directorship held	Membership in committee or other company held	No. of Board Meeting held & Attended	Attendance in last AGM held Yes/No
Mr. Daud Ali	Promoter	04	00	11	Yes
Mr. Narendra Bhanawat	Executive	02	00	11	Yes
Mr. Magan Lal Sharma	Independent Non Executive	00	00	11	Yes
Mr. Mukesh Kumar Kothari	Non Executive	00	00	11	Yes
Dr. Namrata Babel*	Independent Non Executive	00	00	09	Yes

\*Appointed w.e.f. 29.5.2014.

#### 2) No. and date of Board meetings held :

During the year, the Board of Directors met Eleven times with atleast 1 meeting in every quarter and the gap between two meetings did not exceed one hundred and twenty days. The dates of Board Meetings held during the quarter are as follows: May 02, 2014, May 29<sup>th</sup>, 2014, (meeting conducted twice), July 23, 2014, September 12, 2014, November 12, 2014, December 12<sup>th</sup>, 2014, January 23<sup>rd</sup>, 2015, February 28<sup>th</sup>, 2015, March 30<sup>th</sup>, 2015. The necessary quorum was present in all meetings. None of the Directors on Board hold directorships beyond the prescribed limit as mentioned under Companies Act, 2013.

- 3) During the year, separate meeting of the Independent Directors was held to review the performance of Non – Independent Directors and board as a whole.
- 4) The board periodically report the compliance reports of all laws applicable to the company.

### III. COMMITTEES OF THE BOARD

The Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company has been reconstituted in accordance with the Revised Clause 49 of the Listing Agreement.

#### A. AUDIT COMMITTEE

- The Company's Audit Committee is reconstituted in line with the provisions of clause 49 of the listing agreement read along with section 177 of the companies Act 2013.
- The Composition of Audit Committee and details of meeting are as under:

Name of Director	Category	No. of Meetings held	No. of Audit Committee Meetings attended
Mr. Magan Lal Sharma	Independent Non Executive	08	08
Mr. Narendra Bhanawat#	Executive	08	08
Mr. Mukesh Kumar Kothari	Non Executive	08	08
Dr. Namrata Babel *	Independent Non Executive	05	05

\*Appointed w.e.f. 29.5.2014. # Ceased w.e.f. 30.5.2015

3. **Date of Audit Committee Meetings :** The Committee met Eight times during the year and the gap between two meetings did not exceed four months. Dates of the said meetings are as follows:

March 30<sup>th</sup>, 2015, March 23<sup>rd</sup>, 2015, February 28<sup>th</sup>, 2015, January 23<sup>rd</sup>, 2015, November 12<sup>th</sup>, 2014, July 23<sup>rd</sup>, 2014 and May 29<sup>th</sup>, 2014 (meeting conducted twice). The Chairman of the Audit Committee was present at the last Annual General Meeting. Necessary quorum was present for all the meetings.

4. Members of Audit Committee possess qualifications in the areas of finance, accounts, marketing and taxation.
5. The previous AGM held on 7<sup>th</sup> August, 2014 and was attended by Mr. Magan Lal Sharma, Chairman of Audit Committee.
6. Audit Committee is also responsible in reviewing financial risks, controls and ensure its effectiveness on a continuing basis.

#### B. NOMINATION AND REMUNERATION COMMITTEE

- The Company had merged the existing Nomination and Remuneration Committee in terms of Listing Agreement and in pursuant to the provisions of the Companies act 2013.
- The Composition of Nomination and Remuneration Committee and details of meeting attended by members are as under:

Name of Director	Category	No. of Meetings held	No. of Audit Committee Meetings attended
Mr. Magan Lal Sharma	Independent Non Executive	05	05
Mr. Mukesh Kumar Kothari	Non Executive	05	05
Mr. Narendra Bhanawat#	Executive	05	05
Dr. Namrata Babel*	Independent Non Executive	04	04

\*Appointed w.e.f. 29.5.2014. # Ceased w.e.f. 30.5.2015

3. During the year, Five meetings were held i.e. March 30<sup>th</sup>, 2015, March 23<sup>rd</sup>, 2015, February 28<sup>th</sup>, 2015, December 12<sup>th</sup>, 2014 and May 29<sup>th</sup>, 2014 (meeting conducted twice).

4. Company does not have any employee stock option scheme.
5. Remuneration policy:

Remuneration policy of the company is designed to create a high performance culture. It enables company to attract and motivate employees to achieve results. The company pays remuneration by way of salary and other benefits to its Managing and Whole Time Director. Annual increments are decided by the NRC within the scale approved by the members of the company and are effective from April 1<sup>st</sup> every year.

6. During the fiscal year, the company had not paid by way of sitting fees and commission to the non executive directors.





### Remuneration of Executive Directors :

Name of Director	Salary	Benefits, perquisites and Allowances	Comm-ission	Notice Period/ Severance Fees*
Mr. Daud Ali (Managing Director)	18,00,000	2,16,000	Nil	Services of managing and Whole time director may be terminated by giving notice.
Mr. Narendra Bhanawat (Whole time Director and Chief Financial Officer)	54,000	18,480	Nil	There is no separate provision for payment of severance fees.

7. None of the Directors & Key Managerial Personnel holds equity shares of the Company except Mr. Daud Ali holding 79050 equity shares of the Company as on 31st March, 2015.

### C. Stakeholders Relationship Committee :

- The company had Stakeholders and Relationship Committee to look into redressal of complaints of investors such as transfer and transmission of shares, issue of duplicate share certificates, non-receipt of annual report, notices etc.
- Four meetings was held during the year.
- The composition of Stakeholders Relationship Committee and details of meetings and attendance of members during the financial year :

Name	Category	No. of Meetings held	No. of Meetings attended
Mr. Magan Lal Sharma (Chairman)	Independent Non Executive	04	04
Mr. Narendra Bhanawat *	Executive	04	04
Mr. Mukesh Kumar Kothari	Non Executive	04	04
Dr. Namrata Babel**	Independent Non Executive	04	04

\*Appointed w.e.f . 29.5.2014. \* Ceased w.e.f .30.5.2015

- During the fiscal year, no complaints remained unresolved and there was no non-compliance of any provision of law by the Company, nor any penalty was imposed on the Company by Stock Exchange (s), SEBI or any other authority on any matter related to capital markets during the last three years.
- The board designated Ms. Aditi Parmar, as the compliance officer of the company with effect from December 12<sup>th</sup>, 2014.
- Details of investor complaints received during the year:

Opening balance	Received during the year	Resolved during the year	Closing balance
Nil	4	4	Nil

### IV. General Body Meetings

#### 1. General Meeting

##### a) Annual General Meeting

Year	Date	Time	Venue	No. Special Resolutions Passed
2011-12	28.6.2012	10.00 A.M.	Kodiyat road,	02
2012-13	29.6.2013	10.00 A.M.	Village: Sisarma,	00
2013-14	07.08.2014	9.00 A.M.	Udaipur - 313031	03

##### b) Extra Ordinary General Meeting

Year	Date	Time	Venue	No. Special Resolutions Passed
2013-14	30.12.2013	10.00 A.M.	Kodiyat road, Village: Sisarma, Udaipur - 313031	01

### 2. Resolutions passed through Postal Ballot

Postal Ballot was conducted on 12.9.2014 and was open upto 29.10.2014. M/s A.Modi & Co. was appointed as Scrutinizer to conduct postal ballot ;submitted results on 29.10.2014 and the Executive Director declared results on 30.10.2014.

Details of Special Resolution passed through Postal ballot	Details of the voting pattern	
	Votes in favour	Votes against
Borrowing powers of the Board- Sec 180(1)(c)	99.9997%	0.0003%
Creation of Mortgage and/or charge over movable and immovable properties- Sec 180(1)(a)	99.9997%	0.0003%

V. **SUBSIDIARY COMPANIES** : There are no subsidiary companies of the Company.

### VI. DISCLOSURES

- Related party Transactions: The Board has approved a policy for related party transactions which has been uploaded on the Company's website at following link: <http://www.italicafurniture.com/corporate-governance.aspx>.
- Details of non compliance by the Company/penalties imposed etc. with regard to the capital market, Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years 2012-13, 2013-14, 2014-15 respectively: NIL
- Company has adopted a whistleblower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior.
- Code of conduct : The members of the Board and Senior Management Personnel have affirmed with the company's code and declaration submitted by the Managing Director is enclosed.
- CEO/CFO Certification: Certificate from the CEO/CFO of the Company in terms of Clause 49(IX) of the Listing Agreement is enclosed.

### VII. MEANS OF COMMUNICATION

The Quarterly/Half yearly/Annually / Un-Audited/Audited financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board and published in the leading newspapers

### VIII. GENERAL SHAREHOLDER INFORMATION :

#### 1. Annual General Meeting :

Day, Date and Time : Thursday, 30.7.2015, 9.00 am  
Venue : Peacock Industries Limited, Kodiyat Road, Village : Sisarma, Udaipur (Raj) - 313 031

#### 2. Financial Calendar :

- Financial year : April 1 to March 31  
Board Meeting for consideration of accounts for the year ended March 31, 2015 : May 30, 2015
- Board Meeting for consideration of unaudited results for the first three quarters of the current financial year viz. April 01, 2015 to March 31, 2016 : Within 45 days from the end of the relevant quarter as stipulated under the listing agreement with the Stock Exchanges.
- Audited results, if any, for the current year ending March 31, 2015 : Within 60 days from the end financial of the last quarter as stipulated under the Listing Agreement with Stock Exchanges.
3. Dividend payment data : Not Applicable
4. Date of Book Closure/record date : 27 July, 2015 to 30 July, 2015 (both days inclusive)





### 5. Listing on Stock Exchanges, Stock Codes and Symbol :

The Stock Exchange, Mumbai  
(BSE)  
BSE Limited  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai- 400001

National Stock Exchange of India  
Ltd. (NSE)  
The Manager-Listing Department,  
National Stock Exchange of India  
Limited,  
Exchange Plaza, C-1, Block-G  
Bandra Kurla Complex, Bandra-  
East MUMBAI - 400 051  
Stock Code No: PILIND

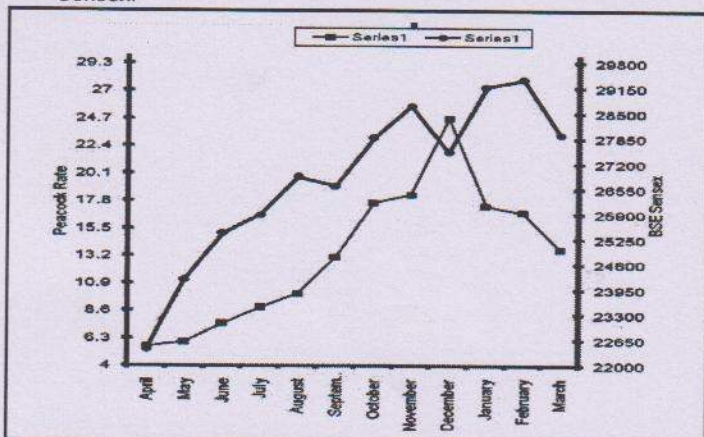
Stock Code No: 500327

Listing Fees as applicable has been paid.

### 6. Market Price Data :

Month	BSE		NSE	
	High	Low	High	Low
April 2014	5.70	4.83	5.45	5.45
May 2014	6.42	4.94	5.9	5.85
June 2014	8.38	5.89	7.6	7.5
July 2014	9.25	7.17	9	8.7
August 2014	10.10	8.14	10.15	9.75
September 2014	13.65	10	13.4	12.85
October 2014	20.65	12.95	18.25	16.75
November 2014	22.45	16.10	18.65	17
December 2014	26.10	17.70	25.2	24
January 2015	27.15	16.40	18.8	16.15
February 2015	19.70	16.15	17.8	16.55
March 2015	18.10	11.50	14.6	13.25

### 7. Performance in comparison to broad based indices as BSE Sensex.



### 8. Registrar & Transfer Agent :

All the physical share transfer work is done in-house at the Share Department at the registered office of the Company at Udaipur and for Demat work the Company has appointed a registrar.

### 9. Address for Correspondence :

**For Demat Shares**  
Link Intime India Pvt. Ltd.,  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West)  
MUMBAI - 400 078  
E-mail: accounts@linkintime.co.in  
Tel No.: 022-25963838  
Fax No.: 022-25946969

**For Physical Shares**  
Peacock Industries Limited  
Kodiyat Road,  
Village: Sisarma  
Udaipur (Rajasthan) 313001  
investor@italicafurniture.com  
Tel.No.: 0294-2432271-72  
Fax No.: 0294-2430411

### 10. Share Transfer System :

99.36% of the equity shares are converted in electronic form. Transfer of shares are done into demat or held in physical forms can be lodged with the above mentioned addresses. Transfer of shares normally processed

within a period of 15-20 days from the date of receipt, subject to the documents being valid and complete in all respect. Authorised Officials approve transfers and the same is noted at subsequent board meetings.

### 11. Shareholding as on 31-03-2015.

#### (a) Distribution of Shareholding as of 31-03-2015.

Shareholding of Shares	No. of Shareholders	% of total shares	Share Allotted	% of total Shares
Upto - 500	5771	69	1306207	3
501 - 1000	1228	15	1167394	2
1001 - 2000	590	7	971938	2
2001 - 3000	218	3	575682	1
3001 - 4000	90	1	324017	1
4001 - 5000	124	2	602151	1
5001 - 10000	166	2	1248003	2
10001-ABOVE	121	1	46304608	88
<b>TOTAL</b>	<b>8308</b>	<b>100</b>	<b>52500000</b>	<b>100</b>

#### (b) Categories of Equity Shareholders

Category	No. of Shares	% Share holding
<b>Promoters :</b>		
Indian Promoters	35743350	68.08
NRI Promoters	0	0.00
Indian Public	11109506	21.16
NRI	97220	0.19
Overseas Corporate Bodies	22200	0.04
Bodies Corporate	4819912	9.18
Financial Institutions/Banks	694312	1.32
Mutual Funds	13500	0.03
<b>Total</b>	<b>52500000</b>	<b>100.00</b>

### 12. Dematerialisation of Shares and Liquidity :

Company's shares are compulsorily traded in dematerialised form. Equity shares of the company representing 99.36% are dematerialized as on 31<sup>st</sup> march, 2015. Under the depository system, the international securities identification no. (ISIN) allotted to company's shares is INE600A01027.

**13. LOCATION OF PLANT :** Kodiyat Road, Village: Sisarma, Udaipur -313031

### 14. ADDRESS FOR COMMUNICATION

Peacock Industries Limited,  
Kodiyat Road, Village : Sisarma, Dist-Udaipur (Raj.) 313 031  
Phone No. : 0294-2432271-72 Fax No. : 0294-2430411  
Designated E-Mail Id For Investors Services: investor@italicafurniture.com  
Website : www.italicafurniture.com, Email : info@italicafurniture.com

### IX. NON MANDATORY REQUIREMENTS

- The board comprises of Executive and Non Executive Directors.
- The Audited Financial Statements of the Company are Unqualified.
- Internal Auditor reports directly to the Audit Committee.

### DECLARATION ON COMPANY'S CODE OF CONDUCT

I, Daud Ali, Managing Director of Peacock Industries Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel have complied with the Code of Conduct of the Company, applicable to them as laid down by the Board of Directors in terms of Clause 49(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchanges, for the year ended 31st March 2015.

For Peacock Industries Limited  
sd/-

Place: Udaipur  
Date : 30<sup>th</sup> May, 2015

(Daud Ali)  
Managing Director  
DIN 185336





**AUDITORS CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**

To,  
The Board of Directors  
Peacock Industries Limited,  
Kodiyat Road, Sisarma  
Udaipur

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by Peacock Industries Limited ("the company"), for the year ended March 31, 2015, as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination, conducted in the manner described in the 'Guidance Note on Certificate of Corporate Governance' issued by the Institute of Chartered Accountants of India, was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us and on the basis of our examination described above, the company has complied with the condition of Corporate Governance as stipulated in clause 49 of the above mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SAMPATILAL BOHARA & COMPANY**  
Chartered Accountants(FRN 03324C)  
sd/-

**SUDHIR MEHTA**  
Partner

Membership No. 400920

PLACE : UDAIPUR  
DATE : 30th May, 2015

**CEO/CFO CERTIFICATION**

Date: 30<sup>th</sup> May, 2015

To,  
The Board of Directors  
Peacock Industries Limited  
Udaipur.

1. We have reviewed financial statements and the cash flow statement of Peacock Industries Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's Internal Control Systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

For Peacock Industries Limited

sd/-  
**Daud Ali**  
(Managing Director)  
DIN 185336

For Peacock Industries Limited

sd/-  
**Narendra Bhanawat**  
(Whole Time Director and  
Chief Financial Officer)  
DIN 146824





**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF PEACOCK INDUSTRIES LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of PEACOCK INDUSTRIES LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (audit and Auditors) Rules, 2014 and to our best of our information and according to the explanations given to us :
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer to Note 30 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.

for SAMPATI LAL BOHRA & CO.  
Chartered Accountants  
Firm Reg. No. FRN003324C

sd/-  
(SUDHIR MEHTA )  
PARTNER  
Membership No. 400920  
Place: UDAIPUR  
Date : 30.05.2015





**Annexure to the Independent Auditors Report of even date to the members of PEACOCK INDUSTRIES LIMITED, on the financial statement for the year ended on 31<sup>st</sup> March 2015.**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the company and taking in to consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets on the basis of available information.  
(b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- 2) (a) As explained to us that the inventory has been physically verified during the year by management. In our opinion the frequency of verification is reasonable.  
(b) In our opinion, the procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business;  
(c) In our opinion the company is maintaining proper records of inventory, no material discrepancies were noticed on physical verification of the inventory.
- 3) The Company has not granted loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013
- 4) In our opinion and according to the information and explanations given to us during the course of the audit, there are adequate internal control procedure commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. There is no major weakness in internal control system.
- 5) The Company has not accepted any deposits, the directions issued by the Reserve Bank Of India and the provisions of section 73 to 76 or any other relevant provisions of the companies Act and rules framed there under are not applicable.
- 6) The Central government has not prescribed the maintenance of the cost records under section 148 (1) of the Act for any of the products of the company.

- 7) (a) The undisputed statutory dues generally have been regularly deposited with appropriate authorities. And We are informed that no amount were out standing as at 31<sup>st</sup> March, 2015 towards undisputed statutory dues in respect of income tax, sales tax, wealth tax, custom Duty, excise duty, cess for a period of more than six months from the date they become payable.  
(b) We are informed that the followings were outstanding as at 31<sup>st</sup> March 2015 towards disputed statutory dues:-

PARTICULARS	(Rs. in lacs)	
	AMOUNT	REMARKS
Excise Duty (net of predeposit)	98.22	Pending at Commissionerate, Jaipur -II
Penalty by Enforcement Directorate	200.00	Pending at Rajasthan High Court, Jaipur Rajasthan

- c) We are informed that no amount is required to be transferred to investor education and protection fund in accordance with relevant provisions of the Companies Act 1956 ( I of 1956) and rules made there under.
- 8) In our opinion, the accumulated losses of the company are more than fifty percent of its net worth. The Company has not incurred cash losses during the financial year covered under our audit and during the immediately preceeding financial year.
- 9) In our opinion and according to the informations and explanation given to us, the company has not defaulted in repayment of dues to a financial institution, bank.
- 10) We are informed that company has not given any guarantee for loans taken by others from bank or financial institution.
- 11) The Company has not taken term loans during the year.
- 12) According to information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

for **SAMPATI LAL BOHRA & CO.**  
Chartered Accountants  
Firm Reg. No. FRN003324C

sd/-  
(SUDHIR MEHTA )  
PARTNER  
Membership No. 400920  
Place: UDAIPUR  
Date : 30.05.2015





**BALANCE SHEET AS AT 31st MARCH, 2015**

Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	210,000,000	155,000,000
(b) Reserves and surplus	2	(224,278,701)	(243,495,209)
(c) Money received against share warrants	3	-	15,750,000
<b>2 Share application money pending allotment</b>			
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	4	9,000,000	19,000,000
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities	5	25,156,521	27,118,484
(d) Long-term provisions		-	-
<b>4 Current liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables	6	6,563,537	12,890,601
(c) Other current liabilities	7	99,670,153	124,223,342
(d) Short-term provisions	8	725,684	635,295
<b>TOTAL</b>		<b>126,837,194</b>	<b>111,122,513</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	9	40,908,288	33,185,122
(ii) Intangible assets	10	719,818	1,372,642
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets	11	3,054,418	2,802,418
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories	12	52,012,647	45,857,143
(c) Trade receivables	13	14,815,154	16,048,332
(d) Cash and cash equivalents	14	2,623,534	2,296,041
(e) Short-term loans and advances	15	12,703,335	9,560,815
(f) Other current assets		-	-
<b>TOTAL</b>		<b>126,837,194</b>	<b>111,122,513</b>

**Significant accounting policies**

Notes on financial statement - note no. 1 to 35

In terms of our report attached.

**For Sampati Lal Bohara & Co.**

Chartered Accountants

FRN:003324C

sd/-

(Sudhir Mehta)

Partner

Membership No.400920

**For and on behalf of the Board of Directors**

sd/-

**DAUD ALI**  
MANAGING DIRECTOR  
DIN 185336

sd/-

**NARENDRA BHANAWAT**  
DIRECTOR AND CHIEF  
FINANCIAL OFFICER  
DIN 146824

sd/-

**ADITI PARMAR**  
COMPANY SECRETARY

Place : Udaipur

Date : 30.05.2015





**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015**

Particulars	Note No.	For the year ended 31 March, 2015 (Rs.)	For the year ended 31 March, 2014 (Rs.)
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations	16	396,403,478	346,978,110
2 Other income	17	17,522,495	12,125,905
<b>3 Total revenue (1+2)</b>		<b>413,925,973</b>	<b>359,104,015</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	18	325,868,082	282,014,915
(b) Purchases of stock-in-trade	19	1,342,830	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	20	(1,871,080)	(8,215,599)
(d) Employee benefits expense	21	21,484,428	16,956,149
(e) Finance costs	22	3,961,054	4,160,993
(f) Depreciation and amortisation expense	9,10	3,641,455	8,767,053
(g) Other expenses	23	61,203,297	57,925,073
<b>Total expenses</b>		<b>415,630,066</b>	<b>361,608,584</b>
<b>5 Loss before Tax</b>		<b>(1,704,093)</b>	<b>(2,504,569)</b>
<b>6 Exceptional Items</b>		<b>21,336,785</b>	<b>150,610,644</b>
<b>7 Tax expenses</b>		-	-
<b>8 Profit/Loss After Tax</b>		<b>19,632,692</b>	<b>148,106,075</b>
<b>9 Earning Per Share Basic and diluted - before Extra Ordinary Items</b>		<b>0.38</b>	<b>4.67</b>
<b>10. Earning Per Share Basic and diluted - after Extra Ordinary Items</b>		<b>0.38</b>	<b>4.67</b>

Notes on financial statement - note no. 1 to 35

In terms of our report attached.

For Sampati Lal Bohara & Co.

Chartered Accountants

FRN:003324C

sd/-

(Sudhir Mehta)

Partner

Membership No.400920

For and on behalf of the Board of Directors

sd/-

DAUD ALI  
MANAGING DIRECTOR  
DIN 185336

sd/-

NARENDRA BHANAWAT  
WHOLE TIME DIRECTOR AND CHIEF  
FINANCIAL OFFICER  
DIN 146824

sd/-

ADITI PARMAR  
COMPANY SECRETARY

Place : Udaipur

Date : 30.05.2015





**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

PARTICULARS	For the year ended		For the year ended	
	31.03.2015	31.03.2015	31.03.2014	31.03.2014
<b>A Cash Flow From Operating Activities</b>				
Net Profit / (Loss) before exceptional items and tax		-1,704,093		-2,504,569
<i>Adjustments for:</i>				
Depreciation and amortisation	3,641,455		8,767,053	
Finance costs	3,961,054		4,160,933	
Interest income	-158,302		-161,677	
		7,444,207		12,766,309
Operating profit / (loss) before working capital changes		5,740,114		10,261,740
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	-6,155,504		-6,209,679	
Trade receivables	1,233,178		-6,809,016	
Short-term loans and advances	-3,142,520		-1,962,480	
Long-term loans and advances	-252,000		-356,781	
Other current assets	0		0	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	-6,327,064		-21,356,650	
Other current liabilities	-24,553,189		-336,412,144	
Other long-term liabilities	-1,961,963		-2,460,200	
Short-term provisions	90,389		27,917	
Long-term provisions	0		0	
		-41,068,673		-375,339,033
Cash flow from exceptional items ##		21,336,785		2,73,866,868
Cash generated from operations		-13,991,774		-91,210,425
<b>Net cash flow from / (used in) operating activities (A)</b>		-13,991,774		-91,210,425
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets		-11,127,981		-2,831,993
Non Current Investment		0		31,000
<b>Net cash flow from / (used in) investing activities (B)</b>		-11,127,981		-2,800,993
<b>C. Cash flow from financing activities</b>				
Repayment of long-term borrowings	-10,000,000		-10,000,000	
Finance cost	-3,961,054		-4,160,933	
Interest Income	158,302		161,677	
Money Received against warrants	-15,750,000		15,750,000	
Increase in Share Capital	55,000,000		93,000,000	
<b>Net cash flow from / (used in) financing activities (C)</b>		25,447,248		94,750,744
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		327,493		739,326
Cash and cash equivalents at the beginning of the year		2,296,041		1,556,715
<b>Cash and cash equivalents at the end of the year</b>		2,623,534		2,296,041
*Comprises:				
(a) Cash in hand		307,206		228,356
(B) Balances with banks				
(i) In current accounts		2,316,328		2,067,685
		2,623,534		2,296,041

Significant accounting policies

Notes on financial statement - note no. 1 to 35

## Exceptional Item comprises waiver of Rs. 213.367 lacs by creditors as per revival plan sanctioned by hon'ble BIFR.

In terms of our report attached.

For Sampati Lal Bohara & Co.

Chartered Accountants

FRN:003324C

sd/-  
(Sudhir Mehta)  
Partner

Membership No.400920

For and on behalf of the Board of Directors

sd/-  
DAUD ALI  
MANAGING DIRECTOR  
DIN 185336

sd/-  
NARENDRA BHANAWAT  
WHOLE TIME DIRECTOR  
AND CHIEF FINANCIAL OFFICER  
DIN 146824

sd/-  
ADITI PARMAR  
COMPANY SECRETARY





## 1. SIGNIFICANT ACCOUNTING POLICIES.

Notes to the Financial Statements for the year ended 31 st March 2015

### 1. Corporate Information

PEACOCK INDUSTRIES LIMITED (The Company) is a public limited company domiciled India and incorporated under the provisions of Companies Act, 1956. The Company is engaged in the manufacturing of Plastic Molded furniture and other articles.

### 1.1 Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

### 2. Significant accounting policies

- a) **Use of Estimates**  
The Preparation of Financial Statements require estimates and assumption to be made that affect the reported amount of assets and liabilities on the date to the financial statements and the reported amount of revenues and expense during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialised.
- b) **Tangible fixed assets**  
Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. All cost, including financing costs till commencement of production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations relating to specific borrowings attributable to the fixed assets are capitalised.
- c) **Intangible Assets**  
Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.
- d) **Depreciation and amortization :**  
Depreciable amount for assets is the cost of an assets , or other amount substituted for cost , less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight line method as per useful life prescribed in schedule II to the Companies Act, 2013. Intangible assets are amortized over its expected useful life on straight line method.
- e) **Investment**  
Current investments are carried at lower of cost and quoted /fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term is made only if such a decline is other than temporary.
- f) **Excise duty /Service Tax**
- The excise duty payable on stock of finished goods not cleared from the excise bonded warehouse is included in expenses and in the value of such stocks.
  - Credit of the 'CENVAT' availed is adjusted towards the cost of raw material and fixed assets.
  - The Central Excise Duty related to finished goods cleared during the year is deducted from sales value.
  - Credit of service Tax is adjusted towards the cost of service.

### g) Provision for current and deferred Tax :

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted.

### h) Inventories

- The valuation is on the basis of F I F O method.
- Raw Materials, Stores and Spare Parts, Colors and Pigments etc. and Stock in transit are valued at cost.
- Finished Goods and Work-in-Process are valued at estimated cost or net realizable value whichever is lower.
- Scrap is valued at net realizable value.

### i) Employee Retirement Benefits

- Gratuity is accounted for on actuarial valuation basis.
- Company's contribution to Provident Fund etc. during the year are charged to the Profit and Loss Statement.
- Benefits in terms of accumulated leaves and gratuity are accounted for on actuarial basis.

### j) Foreign Exchange Transaction

- Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (i) Foreign Currency transactions remaining unsettled at the end of the year are translated at the contracted rates, when covered by foreign exchange contracts and at year end rates in all other cases.  
(ii) Gains and losses on foreign exchange transaction/ translation other than those relating to fixed assets are recognized to the respective accounts in the Profit and Loss Statement Gain or loss on transaction of the long term liabilities incurred to acquire fixed assets is related as an adjustments to the carrying cost of such fixed assets.

### k) Sales

Sales are accounted for taking into consideration the basic price as well as Central Excise Duty but excluding Sales Tax/VAT.

### l) Expenses

Material known liabilities except interest on borrowings are provided for on the basis of available information's/estimates and liabilities not provided are given in the Balance Sheet by way of note.

Notes forming part of the financial statements

Particulars	As at 31 March, 2015 (Rs.)	As at 31 March, 2014 (Rs.)
<b>Note 1 Share capital</b>		
(a) Authorised 6,25,00,000 (Pr.Yr. 6,25,00,000) Equity Shares of Rs. 4.00 each	250,00,000	250,00,000
(b) Issued, Subscribed and fully paid up Opening Balance- 38750000 (p.y 15500000) Equity Shares @ Rs.4 (P.y. 10) each	155,00,000	155,00,000
less-reduction @ Rs.6 each as per scheme sanctioned by BIFR transfer to reserve and surplus		93,00,000
Total	155,00,000	62,00,000
Add- 13750000 (p.y 23250000) Equity shares @ Rs. 4/ each issued during the year	55,00,000	93,00,000
Closing balance- 5,25,00,000 (Pr.Yr.3,87,50,000) Equity shares of Rs. 4 (Pr. Yr. 4.00 ) each with voting rights		
<b>Total</b>	<b>210,00,000</b>	<b>155,00,000</b>





**Note No. 1.1 Reconciliation of number of shares**

At the beginning of the year	38,750,000	15,500,000
Add -issued during the period	13,750,000	23,250,000
At the end of the year	52,500,000	38,750,000

Note no. 1.2 -35664300 Equity Shares ( Pr. Yr. -24414300) are held by Dawood Investments Private Limited the holding company.

Note No. 1.3 Names of Share Holders holding more than 5% Shares in the company

PARTICULARS	2014-2015		2013-2014	
	Number of equity Shares	%	Number of equity Shares	%
Dawood Investments Private Limited	3,56,64,300	67.93	24414300	63.00
Park Continental Limited	34,86,248	6.64	3356405	8.66

Note No. 1.4- No Bonus Shares allotted during the period of five years immediately preceding the year.

Note No. 1.5- Other Disclosures - The Company has one class of equity shares having a par value @ Rs.4 per share held. Each equity share holder is entitled to dividends as and when declared by the company. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amount in proportion to their share holding.

Note 2 Reserves and surplus.

Particulars	As at 31 March, 2015 (Rs.)	As at 31 March, 2014 (Rs.)
(a) Securities premium account As per last balance sheet	53,600,000	53,600,000
(b) General reserve As per last balance sheet	2,513,123	2,513,123
© Capital Reduction Reserve As per Last Balance sheet	-	-
Add : Reduction in share capital	-	93,000,000
less : Transfer to write off accumulated losses as per BIFR Scheme	-	(93,000,000)
	56,113,123	56,113,123
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(299,608,332)	(663,970,631)
Less-Depreciation on transition to schedule II of the companies Act,2013	(416,184)	
Add: Profit / (Loss) for the year	19,632,692	148,106,075
Add: transfer from capital reduction reserve	-	93,000,000
Add: Principal waiver as per BIFR Scheme	-	123,256,224
Closing balance	(280,391,824)	(299,608,332)
Total	(224,278,701)	(243,495,209)

Note 3 Money Received against share warrants

Particulars	As at 31 March, 2015 (Rs.)	As at 31 March, 2014 (Rs.)
Money Received against share warrants	-	15,750,000
Total	-	15,750,000

Note 3.1-

1,37,50,000 warrants convertible in to equity shares issued @Rs.4/- each on 11.01.2014 with an option to convert warrant in to equity shares within a period of 18 month from the date of allotment of warrant i.e.11.01.2014.

Company has issued 13750000 equity shares in lieu of warrant in the board meeting held on 02.05.2014.

Note 4 Long-term borrowings.

Particulars	As at 31 March, 2015 (Rs.)	As at 31 March, 2014 (Rs.)
Term Loan From other parties Secured	9,000,000	19,000,000
Total	9,000,000	19,000,000

Note 4.1 Maturity profile, rate of interest and security of term loan from others :-

Term loan is from Stressed Assets Stabilisation Fund and rate of interest is 8 % The term loan is repayable in 24 qtrly instalment, 23 instalment of Rs.25.00 lac each and 24th qtrly. Instalment is of Rs. 15.00 lacs. Last Instalment is payable on 01.04.2017.

The Company has not defaulted in repayment. The term loan is secured by way of equitable mortgage by deposit of title deeds of immovable property and also guaranteed by directors of company.

Note 5 Other long-term liabilities

Particulars	As at 31 March, 2015 (Rs.)	As at 31 March, 2014 (Rs.)
Interest accrued but not due on borrowings (Stressed Assets Stabilisation Fund)	12,585,754	10,593,207
Deferred payment liabilities (sales Tax) Unsecured	12,570,767	16,525,277
Total	25,156,521	27,118,484

Note no.5.1- Interest accrued but not due on borrowing is repayable in 8 equal qtrly instalment from 01.04.2017 to 31.03.2019.

Note 5.2 Maturity profile and rate of interest of deferred sales tax liability-

The deferred sales tax liability is interest free and is repayable in qtrly. instalment. Last instalment is payable on 31.03.2018.

Note 6 Trade payables

Particulars	As at 31 March, 2015 (Rs.)	As at 31 March, 2014 (Rs.)
Trade payables:		
Other than Acceptances	6,563,537	12,890,601
Total	6,563,537	12,890,601

The Company has not received any information from their suppliers regarding their status under the Micro,small and Medium enterprises Act.,2006.hence disclosures if any relating to amount unpaid at the year end together with interest payable as required under the said act could not be disclosed.The Management is of opinion that interest if any on such account will not be material.

Note 7 Other current liabilities

Particulars	As at 31 March, 2015 (Rs.)	As at 31 March, 2014 (Rs.)
(a) Current maturities of long term debt - refer note no.3	10,000,000	10,000,000
(b) Creditors against expenses	3,948,961	1,835,499
(c) Statutory remittances	21,185,549	22,066,112
(d) Other Payables	64,535,643	90,321,731
Total	99,670,153	124,223,342

Note 8 Short-term provisions

Particulars	As at 31 March, 2015 (Rs.)	As at 31 March, 2014 (Rs.)
(a) Provision for employee benefits:		
Provision for leave encashment	725,684	635,295
Total	725,684	635,295





## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 9 Fixed assets - Tangible Assets

Tangible assets	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	Balance as at 01.04.2014 (Rs.)	Addition During the year (Rs.)	Deduction During the year (Rs.)	TOTAL 31.03.2015	Balance as at 1 April, 2014 (Rs.)	Additions (Rs.)	Deduction Adjustment During the year (Rs.)	TOTAL	Balance as at 31 March 2015 (Rs.)	Balance as at 31 March 2014 (Rs.)
(a) Land Freehold	1,142,737	-	-	1,142,737	-	-	-	-	1,142,737	1,142,737
(b) Buildings	64,922,413	104,692	-	65,027,105	37,731,511	2,062,131	-	39,793,642	25,233,463	27,190,902
(c) Plant and Equipment	682,778,755	10,970,089	-	693,748,844	680,074,987	415,184	-	680,490,171	13,258,673	2,703,768
(d) Furniture and Fixtures	2,193,768	-	-	2,193,768	2,163,355	4,148	-	2,167,503	26,265	30,413
(e) Vehicles	874,548	-	-	874,548	874,548	-	-	874,548	-	-
(f) Office equipment	8,019,384	53,200	-	8,072,584	590,2082	923,352	-	6,825,434	1,247,150	2,117,302
<b>TOTAL</b>	<b>759,931,605</b>	<b>11,127,981</b>		<b>771,059,586</b>	<b>726,746,483</b>	<b>3,404,815</b>		<b>730,151,298</b>	<b>40,908,288</b>	<b>33,185,122</b>
Previous Year	758,499,612	1,431,993	-	759,931,605	718,006,788	8,739,695	-	726,746,483	33,185,122	40,492,824

### Note 10 Fixed assets - Intangible Assets

Tangible assets	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	Balance as at 01.04.2014 (Rs.)	Addition During the year (Rs.)	Deduction During the year (Rs.)	TOTAL 31.03.2015	Balance as at 1 April, 2014 (Rs.)	Additions (Rs.)	Deduction Adjustment During the year (Rs.)	TOTAL	Balance as at 31 March 2015 (Rs.)	Balance as at 31 March 2014 (Rs.)
Computer Softwares	1,400,000	-	-	1,400,000	27,358	652,824	-	680,182	719,818	1,372,642
<b>TOTAL</b>	<b>1,400,000</b>			<b>1,400,000</b>	<b>27,358</b>	<b>652,824</b>		<b>680,182</b>	<b>719,818</b>	<b>1,372,642</b>
Previous Year	-	1,400,000	-	1,400,000	-	27,358	-	27,358	1,372,642	-

Particulars	Rs.
Reconciliational of Depreciation	
Tangible Assets	34,04,815
Intangible Assets	6,52,824
<b>Total</b>	<b>4,057,639</b>
Less : Adjusted to opening balance of Profit and Loss Account	4,16,184
<b>As per Profit and Loss Account</b>	<b>36,41,455</b>

Particulars	As at 31 March, 2015 (Rs.)	As at 31 March, 2014 (Rs.)
<b>Note 11 Long-term loans and advances</b>		
Security deposits		
Unsecured, considered good	3,054,418	2,802,418
<b>Total</b>	<b>3,054,418</b>	<b>2,802,418</b>
<b>Note 12 Inventories</b>		
(At lower of cost and net realisable value)		
(a) Raw materials	12,971,930	9,676,894
(b) Work-in-progress	2,172,400	1,217,104
(c) Finished goods	28,999,699	28,083,915
(e) Stores and spares	5,115,531	4,095,463
(f) Packing Material	2,753,087	2,783,767
<b>Total</b>	<b>52,012,647</b>	<b>45,857,143</b>
<b>Note 13 Trade receivables</b>		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	33,757,315	33,757,315
Less: Provision for doubtful trade receivables	33,757,315	33,757,315
Other Trade receivables	-	-
Unsecured, considered good	14,815,154	16,048,332
<b>Total</b>	<b>14,815,154</b>	<b>16,048,332</b>
<b>Note 14 Cash and cash equivalents</b>		
(a) Cash in hand	307,206	228,356
(b) Balances with banks		
(i) In current accounts	2,316,328	2,067,685
<b>Total</b>	<b>2,623,534</b>	<b>2,296,041</b>
<b>Note 15 Short-term loans and advances (Unsecured but considered good)</b>		
(a) Loans and advances to employees	429,830	284,278
(b) Prepaid expenses	458,491	559,616
(c) Balances with government authorities		
(i) CENVAT credit receivable	976,285	100,569
(ii) Service Tax credit receivable	42,383	34,872
(d) Others	10,796,346	8,581,480
<b>Total</b>	<b>12,703,335</b>	<b>9,560,815</b>





Particulars	For the year ended 31 March, 2015 (Rs.)	For the year ended 31 March, 2014 (Rs.)		
<b>Note 16 Revenue from operations</b>				
(a) Sale of products	445,378,716	390,063,895		
<u>Less:</u>				
(b) Excise duty	48,975,238	43,085,785		
<b>Total</b>	<b>396,403,478</b>	<b>346,978,110</b>		
Sale of products comprises				
<u>Manufactured goods</u>				
(i) PLASTIC MOULDED FURNITURE	443,810,132	390,063,895		
<u>Traded goods</u>				
(ii) RAW MATERIAL	1,568,584	-		
<b>Total - Sale of products</b>	<b>445,378,716</b>	<b>390,063,895</b>		
<b>Total - Other operating revenues</b>	<b>445,378,716</b>	<b>390,063,895</b>		
<b>Note 17 Other income</b>				
(a) Interest income	158,302	161,677		
(b) Bad Debts written off recovered	9,982,339	11,964,228		
(c) Subsidy	6,238,522	-		
(d) Waiver (Sales Tax Amnesty)	1,143,332	-		
<b>Total</b>	<b>17,522,495</b>	<b>12,125,905</b>		
<b>Note 18 Cost of material Consumed</b>				
Particulars	For the year ended 31 March, 2015	% of Consumption 2014-2015	For the year ended 31 March, 2014	% of Consumption 2013-2014
Imported	-	-	-	-
Indigenous	327,210,912	100	282,014,915	100
<b>Total</b>	<b>327,210,912</b>	<b>100</b>	<b>282,014,915</b>	<b>100</b>
Particulars	For the year ended 31 March, 2015 (Rs.)	For the year ended 31 March, 2014 (Rs.)		
<b>Note 18.1 Particulars of material consumed</b>				
(a) PPHP,PPCP and filler PP	314,731,775	271,105,359		
(b) Others	11,136,307	10,909,556		
<b>Total</b>	<b>325,868,082</b>	<b>282,014,915</b>		
<b>Note 19 Purchase of traded goods</b>				
Raw Material	1,342,830	-		
<b>Total</b>	<b>1,342,830</b>	<b>-</b>		
<b>Note 20 Changes in inventories of finished goods, work-in-progress</b>				
<u>Inventories at the end of the year:</u>				
Finished goods	28,999,699	28,083,915		
Work-in-progress	2,172,400	1,217,104		
	<u>31,172,099</u>	<u>29,301,019</u>		
<u>Inventories at the beginning of the year:</u>				
Finished goods	28,083,915	19,391,010		
Work-in-progress	1,217,104	1,694,410		
	<u>29,301,019</u>	<u>21,085,420</u>		
<b>Net (Increase) / decrease</b>	<b>(18,71,080)</b>	<b>(82,15,599)</b>		
<b>Note 21 Employee benefits expense</b>				
Salaries and wages	19,714,324	15,537,284		
Contributions to provident and other funds	1,252,510	980,034		
Staff welfare expenses	517,594	438,831		
<b>Total</b>	<b>21,484,428</b>	<b>16,956,149</b>		





Particulars	For the year ended 31 March, 2015 (Rs.)	For the year ended 31 March, 2014 (Rs.)
<b>Note 21.1 As per accounting standrad 15 "Employee benefits", the disclosure as defined in the accounting Standrad are given below :-</b>		
<b>Defined Contribution plan</b>		
<b>Contribution to defined contribution plan, recognised as expenses for the year is as under :-</b>		
Employers Contribution to provident fund -	624,691	470,046
Empolyers contribution to pension fund -	627,819	509,988
<b>Total</b>	<b>1,252,510</b>	<b>980,034</b>
<b>Defined Benefit Plan</b>		
<b>The Company has taken gratuity policy from Life Insurance corporation of India and expenses recognised is as under :-</b>		
Net Cost	430,048	569,131
<b>Note 22 Finance costs</b>		
Interest expense on:		
(i) Borrowings	1,992,547	2,763,943
(ii) Others	1,968,507	1,397,050
<b>Total</b>	<b>3,961,054</b>	<b>4,160,993</b>
<b>Note 23 Other expenses</b>		
Consumption of stores and spare parts	1,695,533	2,258,259
Consumption of packing materials	6483650	5,131,212
Increase / (decrease) of excise duty on inventory	267,157	999,154
Power and fuel	16,625,961	17,492,469
Other Manufacturing Expenses	14,532,788	12,971,355
Other Miscellaneous expenses	257,391	566,397
Bank Charges and commission	4,632	1,686
Advertisement and publicity expenses	2,548,498	1,784,391
Repairs and maintenance - Buildings	449,422	87,379
Repairs and maintenance - Others	150,493	144,234
Insurance	774,791	464,846
Communication	532,405	426,578
Travelling and conveyance	2,324,210	2,394,472
Printing and stationery	149,045	127,984
Freight and forwarding	2,536,359	1,291,500
Sales Expenses	10,720,584	10,186,204
Commission on sales	187,535	256,570
Legal and professional	922,843	1,300,383
Payments to auditors	40,000	40,000
<b>Total</b>	<b>61,203,297</b>	<b>67,925,073</b>

Notes on Financial Statement for the year ended 31 st March 2015

Note No. 23 a

VALUE OF STORES AND SPARE PARTS CONSUMED

(Amount in Rs.)

	2014-2015	%	2013-2014	%
Imported	-	-	-	-
Indigenous	1695533	100 %	2258259	100%
<b>Total</b>	<b>1695533</b>	<b>100 %</b>	<b>2258259</b>	<b>100 %</b>

Note No. 23 b VALUE OF IMPORTS ON CIF BASIS -

NIL

Note no. 23 c PAYMENT TO AUDITORS

	2014-2015	2013-2014
Audit Fees	30000	30000
Tax Audit	5000	5000
Taxation	3000	3000
Certification	2000	2000
<b>Total</b>	<b>40000</b>	<b>40000</b>

Note No. 23 d EXPENDITURE IN FOREIGN CURRENCY-

NIL





**Note No. 24 – DEPRECIATION**

Consequent upon enactment of the Companies Act,2013 , being effective from April 1,2014, the company has reassessed the useful life of the fixed assets in accordance with provisions of Schedule II to the Companies Act,2013 In case of assets ,which are having carrying value and remaining life nil as on 01.04.2014, Being Rs. 4.16 Lacs(Net of deferred tax ), have been recognized in the opening balance of retained earnings . In case of other assets which have useful life as on 01.04.2014 and having carrying value after adjusting salvage value , the same has been depreciated over the remaining useful life. Due to this current year depreciation is lower by Rs. 0.87 Lacs.

Revise Useful life is as per following :-

Assets description	Revise Use ful life as per management
Factory Building	30 years
Plant and Machinery	25 Years
Furnitures and fixtures	10 years
Office Equipments	5 years
Computer Software	3 years

**Note No. 25 EARNING PER SHARE -**

	2014-2015	2013-2014
1. Net Profit After tax as per statement of profit And loss account -before extra ordinary items	19632692	148106075
2. Net Profit After tax as per statement of profit And loss account- after extra ordinary items	19632692	148106075
3. Weighted average number of equity shares used As denominator for calculating EPS	50856164	31679452
4. Basic and diluted earning per share (Rs.) Before extra ordinary items	.38	4.67
5. Basic and diluted earning per share (Rs.) After extra ordinary items	.38	4.67
6. Face value per equity Share (Rs.)	4	4

**Note No. 26 EARNINGS IN FOREIGN EXCHANGE - 14962.50 US\$**

**Note no. 27 SEGMENTAL REPORTING –**

In view of Accounting Standard 17 segmental reporting issued by the Institute of Chartered Accountants of India , the operation of the company is considered as Single segment hence segment report is considered not applicable.

**Note No. 28 RELATED PARTY DISCLOSURE**

As per Accounting standard 18, the disclosures of transactions with related Party are given below:- (Amount in Rs.)

LIST OF RELATED PARTIES	RELATIONSHIP	NATURE OF TRANSACTION	TRANSACTION DURING THE YEAR	BALANCE
DAWOOD INVESTMENT PRIVATE LIMITED	Holding Company	Share Application Money	0 (1530000)	0 (0)
		Against issue of warrant	31750000 (13250000)	0 (13250000)
DAUD ALI	KEY MANAGEMENT PERSONNEL	REMUNERATION	2016000 (994560)	NIL (NIL)
NARENDRA BHANAWAT	SAME	SAME	72480 (72480)	NIL (NIL)

**Note – Figures in brackets are relating to previous year.**

**Note No.29.**

As required by Accounting Standrad No.-22 "Accounting for Taxes on Income" issued Institute of Chartered Accountants Of India, The Company has not recognised deferred tax as the company has heavy unabsorbed depreciation and carry forward of losses under tax law and here is no convincing evidence that sufficient future taxable income will be available against which such deferred tax can be realised

**Note No. 30 CONTINGENT LIABILITIES:-**

	(Rs. in lakhs)	
	As at 31st March,2015	As at 31 st March,2014
(a) Guarantee issued by the banks in respect of import of Capital Goods under EPCG	49.75	49.75
(b) Excise Duty (Net of predeposit)	98.22	98.22
(c) Penalty imposed by the Enforcement Directorate	200.00	200.00
(d) Stressed Assets Stabilisation Fund	3130.53	3130.53

**Note No. 31**

The balances of sundry debtors, sundry creditors, secured loans, unsecured loans, loans and advances are subject to confirmation and reconciliation.

**Note No. 32**

The Stressed Assets Stabilisation Fund assignee of Industrial Development Bank Of India under the negotiated settlement in respect of its dues agreed to accept the payment of Rs.640.00 lacs and Interest thereon over a period of 8 years. In case of any default in repayment, the original amount of dues i.e. Rs. 3770.53 lacs will restore. In view of this the difference between the original amount and settled amount i.e Rs 3130.53 lacs has been shown as contingent liability.

**Note No.33**

The company was declared a Sick industrial company by the Board for Industrial and Financial Reconstruction (BIFR) vide its order dated 21.12.1998 under the provisions of the Sick Industrial companies (Special Provisions) Act,1985. The BIFR has sanctioned revival scheme ,prepared by the operating agency viz IDBI, vide its order dated 15.07.2013, presently revival scheme is under implementation.

**Note No. 34.**

As per revival scheme sanctioned by Board for Industrial and financial Reconstruction a sum of Rs. 213.37 Lacs included under the head Exceptional Items in the Profit and Loss Account.

**Note No.35-**

The figures for the previous year have been regrouped/re-arranged to the extent necessary.

For Sampati Lal Bohara & Co.  
Chartered Accountants  
FRN : 003324 C

For and on behalf of board of directors

sd/-  
(Sudhir Mehta)  
Partner  
M.No. 400920

sd/-  
Daud Ali  
Managing Director  
(DIN -185336)

sd/-  
Narendra Bhanawat  
Whole Time Director and  
Chief Financial Officer  
(DIN -146824)

Place : Udaipur  
Date : 30.05.2015

sd/-  
Aditi Parmar  
Company secretary