



Quality Assured Company
ISO-9001:2000



ANNUAL REPORT 2014-2015

PASUPATI ACRYLON LIMITED

BOARD OF DIRECTORS

Managing Director

Mr. Vineet Jain

Directors

Mr. D. K. Kapila

Mr. S.C. Malik

Mr. S. Sathyamoorthy

Ms. Soma Garg

Mr. Devender Singh (PICUP Nominee)

Mr. D. K. Sharma (PICUP Nominee)

Mr. Rakesh Mundra Director (Finance) &
Company Secretary

Auditors

M/s. B.K. Shroff & Co.

New Delhi

Bankers

Allahabad Bank

State Bank of Patiala

UCO Bank

Bank of Maharashtra

State Bank of Travancore

Bank of Baroda

Canara Bank

Regd. Office & Works

Thakurdwara

Kashipur Road

Distt. Moradabad (U.P.)- 244 601

Ph: 0591-2241352-55, 2241263

Fax: 0591-2241262

Email: works@pasupatiacrylon.com

Corporate Office

M-14, Connaught Circus,

(Middle Circle)

New Delhi-110 001

Ph : 011-47627400

Fax : 011-47627497

Email: delhi@pasupatiacrylon.com

Registrar & Share Transfer Agents

MCS Share Transfer Agent Ltd.

F-65, Okhla Industrial Area

Phase-I, New Delhi-110 020

Ph: 011-41406149 Fax: 011-41406148

Email: admin@mcsdel.com

NOTICE



Notice is hereby given that the 32nd Annual General Meeting of the members of Pasupati Acrylon Limited will be held on Wednesday the 30th day of September 2015 at the Registered Office of the Company at Village Thakurdwara, Kashipur Road, Distt. Moradabad (U.P.) at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements comprising the Balance Sheet as at March 31st, 2015 and the statement of Profit & Loss and Cash Flow for the year ended on that date together with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Vineet Jain (DIN 00107149), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to authorise the Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there-under, M/s. B.K. Shroff & Co., Chartered Accountants (Registration No. 302166E), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty-fourth AGM of the company to be held in 2017 (subject to ratification of their appointment at every AGM), and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS

4. To appoint Shri Subhash Chandra Malik (DIN 00107170) as an Independent Director and in this regard to consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.
"RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Subhash Chandra Malik be and is hereby appointed as the Independent Director of the company to hold office for five consecutive years up to the conclusion of 37th AGM of the Company in the calendar year 2020.
"RESOLVED FURTHER THAT Shri Rakesh Mundra, Company Secretary be and is hereby authorised to do all such things as may be necessary to fulfil the conditions of the appointment of Shri Subhash Chandra Malik as Independent Director of the Company."
5. To appoint Shri Deveshwer Kumar Kapila (DIN 00030614) as Additional Director and in this regard to consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.
"RESOLVED THAT Shri Deveshwer Kumar Kapila, who was appointed as Additional Director pursuant to Section 161 (1) of the Companies 2013 and article 117 of the Articles of Association of the Company and hold such office upto the date

of this Annual General Meeting and in respect of whom the Company has received Notice in writing pursuant to Section 160 of the Companies Act 2013 proposing his candidature to the office of Director be and is hereby appointed as Director of the Company."

- "RESOLVED FURTHER THAT** Shri Rakesh Mundra, Company Secretary be and is hereby authorised to do all such things as may be necessary to fulfil the conditions of the appointment of Shri. Deveshwer Kumar Kapila, as Director of the Company."
6. To appoint Smt. Soma Garg (DIN 01344773) as Additional Director and in this regard to consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.
"RESOLVED THAT Smt. Soma Garg, who was appointed as Additional Director pursuant to Section 161 (1) of the Companies 2013 and article 117 of the Articles of Association of the Company and hold such office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing pursuant to Section 160 of the Companies Act 2013 proposing her candidature to the office of Director be and is hereby appointed as Director of the Company."
"RESOLVED FURTHER THAT Shri Rakesh Mundra, Company Secretary be and is hereby authorised to do all such things as may be necessary to fulfil the conditions of the appointment of Smt. Soma Garg, as Director of the Company."
7. To appoint Shri Deveshwer Kumar Kapila (DIN 00030614) as an Independent Director and in this regard to consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Deveshwer Kumar Kapila be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for five consecutive years up to the conclusion of 37th AGM of the Company in the calendar year 2020.
"RESOLVED FURTHER THAT Shri Rakesh Mundra, Company Secretary be and is hereby authorised to do all such things as may be necessary to fulfil the conditions of the appointment of Shri Deveshwer Kumar Kapila as Independent Director of the Company."
8. To appoint Smt. Soma Garg (DIN 01344773) as an Independent Director and in this regard to consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt. Soma Garg be and is hereby appointed as an Independent

NOTICE (Contd.)



Director of the company, not liable to retire by rotation and to hold office for five consecutive years up to the conclusion of 37th AGM of the Company in the calendar year 2020.

"RESOLVED FURTHER THAT Shri Rakesh Mundra, Company Secretary be and is hereby authorised to do all such things as may be necessary to fulfil the conditions of the appointment of Smt. Soma Garg as an Independent Director of the Company."

9. To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Satnam Singh Saggu, Cost Auditor, (Membership No.M-10555) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 be paid the remuneration as set out in the explanatory statement to the Notice convening this Meeting.

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

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold Directorships and Memberships / Chairmanships of the Board Committees, shareholding and relationships between Directors inter se as stipulated under clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.
4. A statement pursuant to section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working day, except Saturdays, during business hours up to the date of the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, September 24, 2015 to Wednesday, September 30, 2015 (both days inclusive).
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/MCS.
10. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. In compliance with the provision of section 108 of the Act and the Rules framed there-under, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this notice.

The instructions for e-voting are as under:

VOTING THROUGH ELECTRONIC MEAN

1. Pursuant to Section 108 and corresponding Rules of Companies Act, 2013, the Company will provide e-voting facility to the members. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system provided by Central Depository Services (India) Limited (CDSL).
2. The notice of Annual General Meeting will be send to the members, whose names appear in the Register of Members/ depositories as at closing hours of business, on 14th August, 2015.
3. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client ID, irrespective of the number of joint holders.
4. The Company has appointed Shri S.K. Hota, Practicing Company Secretary (Membership No.16165, Certificate No. 6425) as the Scrutinizer for conducting the e-voting process in the fair and transparent manner.
5. The scrutinizer shall, within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a final report to the Chairman of the Company.
6. The results shall be declared at the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pasupatiacrylon.com and on the website of CDSL within two days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.
7. The Scrutinizer's decision on the validity of e-voting will be final.

NOTICE (Contd.)



Instructions for Voting through electronic mode

- A. In case of members receiving e-mail:
- If you are holding shares in demat form and have earlier logged on to www.evotingindia.com and casted your vote for Electronic Voting Sequence Number (EVSN) of any Company, then your existing LOGIN ID and password are to be used.
 - If you have forgotten the password then enter the User ID and Captcha Code. Then, click on forgot password & enter the details as prompted by the system.

Procedure for shareholders casting their vote electronically for the first time

- To initiate the voting process, log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" tab to cast your votes.
- Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID Followed by 8 Digits client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
Image Verification	Next enter the image verification as displayed and click on Login	
PAN	Enter 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and 8 digits of the sequence number (S. N. is mentioned in the address slip) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in Capital letters. E.g. If your name is Mahesh Kumar with sequence number 1 then enter MA00000001 in the PAN field.
Bank Details#	Enter your bank account number as registered with your depository participant in case electronic shares or with the company in respect of physical shares.	
DOB#	Enter your Date Of Birth as recorded in your demat account or in the company records in respect of your shareholding in the Company.	

- # CDSL users can enter date of birth, in order to login however; NSDL users and physical certificate holders mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the No. of shares held by you as on 14th August, 2015 in the Bank details field.
- After entering these details appropriately, click on "SUBMIT" tab.
 - Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - Now select the relevant Electronic Voting Sequence Number (EVSN) alongwith "**Pasupati Acrylon Limited**" on which you choose to vote.
 - On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the resolution.
 - Click on the "Resolutions File Link" if you wish to view entire resolutions.
 - After selecting the resolution you have decided to vote on, click on "SUBMIT". A conformation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

NOTICE (Contd.)



- xiv. In case a person, has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date, may write to **Pasupati Acrylon Limited, (M-14, Middle Circle, Connaught Circus, New Delhi – 110 001)** e-mail : delhi@pasupatiacrylon.com or to MCS Share Transfer Agents Ltd. e-mail : admin@mcsdelhi.com requesting for the User ID and Password.
- xv. You can also take print out of the voting done by you by clicking on “Click here to print” option on the voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details prompted by the system.
- Institutional shareholders (i.e. other Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and registered themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com. and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for scrutinizer to verify the same.
- B. In case of members receiving the physical copy of notice of the Annual General Meeting (for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy), please follow all steps from Sl. No. (i) to Sl. No. (xvi) above, to cast vote.
- C. Institutional shareholders (i.e. other Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and registered themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- D. The voting period begins on 27th September, 2015 and ends on 29th September, 2015. During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- E. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under “Help” section or write an e-mail to helpdesk.evoting@cdslindia.com.

By order of the Board
PASUPATI ACRYLON LIMITED

Place : New Delhi
Dated : 7th August, 2015

(Rakesh Mundra)
Company Secretary

Registered Office
Thakurdwara Kashipur Road
Distt. Moradabad
Uttar Pradesh

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4, 5 6, 7 & 8

The Securities and Exchange Board of India has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent director by a listed company.

It is proposed to appoint Shri Subhash Chandra Malik, Shri Deveshwer Kumar Kapila and Smt. Soma Garg as Independent Directors under Section 149 of the Act and Clause 49 of Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 37th Annual General Meeting of the Company in the calendar year 2020.

Shri Deveshwer Kumar Kapila and Smt. Soma Garg are not Disqualified from being appointed as Directors in term of Section 164 of the Act and have given their consent to act as Directors.

NOTICE (Contd.)



The Company has received Notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Act proposing the candidature of each of Shri Deveshwer Kumar Kapila and Smt. Soma Garg for the office of Director of the Company.

The Company has also received declarations from Shri Subhash Chandra Malik, Shri Deveshwer Kumar Kapila and Smt. Soma Garg that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under clause 49 of Listing Agreement.

In the opinion of the Board, Shri Subhash Chandra Malik, Shri Deveshwer Kumar Kapila and Smt. Soma Garg fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement.

Brief resume of Shri Subhash Chandra Malik, Shri Deveshwer Kumar Kapila and Smt. Soma Garg, nature of their expertise in specific functional areas and names of Companies in which they hold Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Shri Subhash Chandra Malik, Shri Deveshwer Kumar Kapila and Smt. Soma Garg as Independent Directors setting out the terms and conditions are available for inspection by members at registered office of the Company.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Subhash Chandra Malik, Shri Deveshwer Kumar Kapila and Smt. Soma Garg are interested in the resolutions set out respectively at Item No. 4, 5, 6, 7 & 8 of the Notice with regard to their respective appointments.

The relative of Shri Subhash Chandra Malik, Shri Deveshwer Kumar Kapila and Smt. Soma Garg may be deemed to be interested in the resolutions set out respectively at Item No 4, 5, 6, 7 & 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item No. 4, 5, 6, 7 & 8 of the Notice for approval by the shareholders..

ITEM NO. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Rs.40,000/- (Rupees forty thousand only) of the Cost Auditors to conduct the Audit of the cost records of the Company for the financial year ending March 31, 2016.

In accordance with the provision of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for rectification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

By order of the Board
PASUPATI ACRYLON LIMITED

Place : New Delhi
Dated : 7th August, 2015

(Rakesh Mundra)
Company Secretary

Registered Office
Thakurdwara Kashipur Road
Distt. Moradabad
Uttar Pradesh

NOTICE (Contd.)



**Details of Directors seeking appointment / reappointment at the ensuing Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)**

Name of Director	Shri. Vineet Jain	Shri Subhash Chandra Malik	Shri Deveshwer Kumar Kapila	Smt. Soma Garg
Date of Birth	02.07.1969	10.01.1950	03.05.1951	07.01.1969
Date of Appointment	01.10.1994	14.02.2012	25.05.2015	07.08.2015
Expertise in specific functional Areas	Shri Vineet Jain, B.B.A. (London), has been in the service of your Company since 1990. He was then elevated as Joint Managing Director in the year 1994 and Managing Director in the year 1997.	A Fellow Member of the Institute of chartered Accountants of India.	A Fellow Member of the Institute of chartered Accountants of India, and a Practicing Chartered Accountant	A Fellow Member of the Institute of chartered Accountants of India and Associate Member of The Institute of Company Secretaries of India and a Practicing Chartered Accountant
Qualifications	BBA London	B. Com, (Hons), FCA	FCA	M.com, FCA, ACS
List of other companies in which directorship held as on 31.3.2015	1) Vigar Enterprises Limited 2) Pasupati Advanced Films Limited	NIL	1) Budge Budge Co Ltd. 2) Shree Shakti Papers Mills Ltd.	1) Portal Communication India Pvt.Ltd. 2) A3G Estate Solutions Pvt.Ltd.
Chairman/Member of the committee of other public companies on which the individual is a director as on 31.3.2015	Pasupati Acrylon Limited, - Member in Stake Holder Relationship Committee - Corporate Social Responsibility Committee	Pasupati Acrylon Limited, Member : - Audit Committee - Risk Management Committee - Stake Holder Relationship Committee - Nomination & Remuneration Committee - Corporate Social Responsibility Committee	Pasupati Acrylon Limited, Member: - Audit Committee	Nil
No of shares held in the Company as on 31.3.2015	1202422	Nil	Nil	Nil
Relationship between directors inter se	Nil	Nil	Nil	Nil

DIRECTORS' REPORT



To the Members

Your Directors have pleasure in presenting Annual Report of the Company together with the Audited Accounts for the year ended on 31st March, 2015.

FINANCIAL RESULTS

Salient financial results during the year under review as compared to the previous year are mentioned below:-

	2014-15	(Rs./ Crores)
	2014-15	2013-14
Sales (Gross) & Other Income	595.24	591.29
Profit before Interest & Depreciation	40.18	31.95
Financial Charges	7.62	9.83
Depreciation	7.32	8.26
Profit / (Loss) before Taxes	25.25	13.86
Tax Expenses for the year :-		
- Current Tax	(0.31)	(0.07)
- Deferred Tax Assets	(6.89)	(3.35)
Exceptional Items	(3.47)	(3.18)
Profit/(Loss) after Taxes	14.57	7.26

The Directors do not recommend dividend for the year.

RESULTS OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

The Company has recorded a production of 33628 MT and Sale of 32148 MT during the year under review as against 31814 MT and Sale of 32838 MT respectively during the previous year. The gross turnover during the year stands to Rs.587.52 Crore as against Rs.587.54 Crore in the previous year.

EXPORTS

The Company's exports during the year under review were of Rs.124.79 Crore as compared to Rs.67.55 Crore in the previous year i.e. an increase of 84%.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

a) Industry Structure and Development

The Demand of Acrylic Fibre during the year was almost same as compared to previous year, the company sold 32148 MT during the year under review as compared to 32838 MT during the previous year. During first quarter of current financial year the demand was good and it is expected that during the remaining period momentum would sustain.

b) Opportunities and Threat

Principal raw material i.e. A C N is a by-product of crude oil. The crude oil prices have now more or less stabilized in the band of 55 to 65 USD per barrel, as such it is expected that A C N prices would also move in a narrow band. Since it is being imported the fluctuation in foreign exchange i.e. USD vs. INR has a bearing on the margin of the Company.

Import of Acrylic Fibre at a low price (dumping) from various countries more particularly from Thailand and China is causing serious injury to domestic Industry. The Industry has taken up the issue with the Government.

c) Segment-wise / Product-wise performance

The Company has only one segment i.e. Acrylic Fibre.

d) Risk and Concern

Since Company is dependent upon imported raw materials as such upward movement in USD and volatility in crude oil adversely affects the margin. To de-risk the company is increasing thrust on exports. As a result the exports saw an increase of 84% during the year under review from the earlier year i.e. from Rs. 67.55 Crore to Rs.124.79 Cr.

DIRECTORS

Shri M M Kohli, Director of the company has passed away on 23.03.2015, Board placed its deep condolences on his sad demise and its appreciation for the valuable services rendered by him.

PICUP withdrawn nomination of Shri R K Gupta and appointed Shri D K Sharma in his place w.e.f 02.02.2015, Board placed on record its appreciation for the valuable services rendered by him.

The Board of Directors had appointed Shri D K Kapila and Smt Soma Garg as additional director of the Company in the category of Independent Directors w.e.f 25.05.2015 and 07.08.2015 respectively. They will hold office upto the date of forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company has received notices in writing from members proposing their candidature for the office of Director.

The Board proposes to appoint subject to your approval Shri S C Malik a Non Executive Director of the Company in the category of Independent Director.

DIRECTORS' REPORT (Contd.)



All independent Directors have declared that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The Remuneration Policy is stated in the Corporate Governance Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3) (c) of the Companies Act, 2013, your Directors to the best of their knowledge and belief and according to the information and explanations obtained by them, hereby confirm:

- a) That in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) That the directors had selected such accounting policies and applied them consistently and made judgments 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 ended 31st March, 2015 and of the profit of the company for the year ended on that date;
- c) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) That the directors had prepared the annual accounts on a going concern basis;
- e) That 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;
- f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

The company has complied with the Corporate Governance code as stipulated under the listing agreement executed with the Stock Exchanges. A separate section on Corporate Governance, along-with a certificate from the auditors of the Company is annexed and forms part of this Report

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

None of the transactions with any of the related parties were in conflict with your companies interest. Attention of members is drawn to the disclosure of transactions with related parties set out in Note No.32 of the Financial Statements forming part of this Annual Report.

All related party transactions are negotiated on arm's length basis and are intended to further your Company's interest.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your directors have constituted the Corporate Social Responsibility Committee (CSR Committee).The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the frame work of the CSR Policy and recommending the amount to be spent on CSR Activities.

RISK MANAGEMENT

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board to overseeing and approving the Companies Risk Management framework and all the risks that the company faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management.

INTERNAL FINANCIAL CONTROL

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

AUDITORS AND AUDITORS REPORT

Statutory Auditors

M/s. B. K. Shroff & Co., Chartered Accountants, New Delhi, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

The notes on financial statement referred to in the Auditors Report are self-explanatory and do not call for any further comments.The Auditors report does not contain any qualification, reservation or adverse remark.

DIRECTORS' REPORT (Contd.)



Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s. V.K. Sharma & Co, Practicing Company Secretaries, to undertake Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the Financial Year ended 31st March 2015 is annexed herewith to this Report.

The Secretarial Audit Report as annexed is self-explanatory and do not call for any further comments.

DISCLOSURES:

Audit Committee

Company has an Audit Committee of the Board of Directors in place. The terms of reference of the Audit Committee are in line with Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement. Detailed information pertaining to Audit Committee has been provided in the Corporate Governance Report, which forms part of this Annual Report. All recommendations made by the Audit Committee were accepted by the Board.

Vigil Mechanism

The Company has established a Vigil Mechanism policy in accordance with the provisions of the Companies Act, 2013 read with Rules there under and the Listing Agreement with the stock exchanges to deal with the instances of fraud and mismanagement. The details of the vigil mechanism are posted on the website of the Company.

Meetings of the Board

During the year four meetings of the Board of Directors were held. The maximum interval between any two Board Meeting did not exceed 120 (One hundred twenty) days.

Particulars of Loans given, Investments made, Guarantees given and Securities provided.

Particulars of Loans given, Investments made, Guarantees given and Securities provided along with the purpose for which the Loan or guarantee or security is proposed to be utilized by the Company is provided in financial statement .

Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo.

Particulars relating to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo as required to be disclosed under the Act, are annexed hereto and form part of this Report.

Extract of Annual Return

A separate report on the details of the Extract of Annual Return in form MGT-9 is Annexed herewith, which form part of the Director's Report.

Particulars of Employees and related disclosures.

Provisions of Section 197 (12) of the Act read with Rules 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not attracted as none of the employees drawing excess remuneration of the limits set out in the said Rules.

ISO CERTIFICATION

Your Company is an ISO 9001:2000, accredited by Bureau of Indian Standard, Rooid Voor Accreditatie, Netherland. This certification indicates our commitments in meeting global quality and standards.

FIXED DEPOSITS

The company does not accept fixed deposits.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Your company has been maintaining a well-established procedure for internal control system. For the purpose of financial control, company is adequately staffed with experienced and qualified personnel at all levels and plays an important role in implementing and monitoring the statutory and internal policy control environment. There has been a review conducted on regular interval by the internal auditors about the financial and operating control at various locations of the company and any significant findings are reviewed by the Audit Committee of the Board of Directors.

ACKNOWLEDGEMENT

Your Directors wish to place on record their deep appreciation of the continued support and co-operation received from Financial Institutions, Banks and Shareholders, the State and Central Government.

Your Directors also wish to place on record their appreciation of the devoted services of the Company's employees, who have diligently contributed to the Company's progress.

for and on behalf of the Board

Rakesh Mundra

Director (Finance) & Company Secretary

Vineet Jain

Managing Director

Place : New Delhi

Dated : 7th August, 2015

DIRECTORS' REPORT (Contd.)



(Additional Information in terms of Notification No.1029 of 16.12.1988 issued by the Department of Company Affairs).

[A] CONSERVATION OF ENERGY

(a) Energy conservation measures taken during the period under report are as under:

- i) Installation of Energy Saver in Lighting Circuit.
- ii) Replacement of conventional Sodium & Mercury lights with CFL fittings.
- iii) Providing VFD (Variable Frequency Drive) at various places.

(b) Additional investments and proposals

The company is continuously exploring various avenues to reduce and optimize energy cost.

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production.

On account of above measures there would be savings.

(d) The total energy consumption per unit of production as per Form - A is annexed herewith.

[B] TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

In the process of absorbing the technology of Algae Treatment for treating effluent of Gel Dyed Unit. This is a new and unique technology in this area.

[C] FOREIGN EXCHANGE EARNINGS & OUTGO

(a) **Activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plan.**

Your company has exported Fibre amounting to Rs.12479.11Lacs (FOB) for the year as compared to Rs. 6755.14 Lacs during the previous year. Continuous efforts are being made to improve export performance.

(b) **Total Foreign Exchange Used & Earned**

(Rs.in lacs)

Foreign Exchange Used	2014-15	2013-14
i) Travelling	61.53	33.90
ii) Interest & other charges	100.75	175.62
iii) Commission on export sales	47.95	17.75
iv) CIF Value of imports		
- Raw Material	37066.80	33062.63
- Stores and Spares	12.96	45.16
Foreign Exchange Earned		
FOB Value of Exports	12479.11	6755.14

DIRECTORS' REPORT (Contd.)



FORM – A
(See Rule-2)

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

		Year Ended March 31, 2015	Year Ended March 31, 2014	
(A) POWER AND FUEL CONSUMPTION				
1. ELECTRICITY				
Own generation				
i)	Through Diesel generator units (in Lacs)	KWH	3.49	3.18
	Unit per Litre of Diesel Oil	KWH/Litre	2.93	3.05
	Cost/Unit	Rs./KWH	18.59	18.61
ii)	Through turbines			
	Units (In Lacs)	KWH	399.41	376.37
	Total Cost	Rs./Lacs	1849.25	1800.28
	Cost/Unit	Rs./KWH	4.63	4.78
2. COAL & PET COKE				
	Quantity – units	MT	41829	41885
	Total Cost	Rs./Lacs	4132.40	3883.86
	Average rate	Rs./MT	9879.27	9271.73
(B) CONSUMPTION PER UNIT OF PRODUCTION				
Products	Acrylic Fibre/Tow/Tops			
Electricity	MW/MT	1.20	1.20	
Coal & Pet Coke	MT	1.25	1.33	



FORM – B
(See Rule-2)

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

[A] RESEARCH & DEVELOPMENT (R&D)

1. SPECIFIC AREAS IN WHICH R&D CARRIED OUT BY THE COMPANY :

- Development of extra soft feel Gel Dyed product.
- Improvement work on Gel Dyed Acrylic Fibre and import substitution of Liquid gel Dyes.

2. BENEFITS DERIVED AS A RESULT OF THE ABOVE R&D :

- Speciality Acrylic Fibre development work will lead to other fields of acrylic fibre application.

3. FUTURE PLAN OF ACTION :

- To improve Acrylic Fibre quality in different categories.

4. EXPENDITURE ON R&D

	2014-2015	(Rs. in Lacs) 2013-2014
a) Capital	-	-
b) Recurring	28.74	29.17
c) Total	28.74	29.17
d) Total R&D expenditure as a percentage of total turnover	0.05%	0.05%

(B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts, if brief, made towards technology absorption, adaptation and innovation - No
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc. - N.A.
3. Particulars of imported technology in the last five years:

(a) Technology imported	:	N.A.
(b) Year of Import	:	N.A.
(c) Has technology been fully absorbed	:	N.A.
(d) If not fully absorbed, reason for & Future action plan	:	N.A.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

We have explained the compliance of condition of Corporate Governance by M/S. PASUPATI ACRYLON LIMITED for the year ended on 31st March, 2015, as stipulated in clause 49 of listing agreement of this said company with stock exchange(s). The compliance of condition of corporate governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of condition of corporate governance. It is neither an audit nor an expression of 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, we report as under:-

- (i) As per listing agreement as chairman of Board of Directors (BOD) is an executive director, half of the directors should be Independent. However, from 23.03.2015 due to the death of Mr. M.M.Kohli, BOD comprised of only 2 directors who are Independent out of total 6 directors. However, at subsequent Board Meeting held on 25th May 2015, the Company appointed an Independent Director.
- (ii) As per listing agreement Audit Committee and Nomination & Remuneration Committee should have at least 3 directors respectively however from 23.03.2015 due to the death of Mr. M.M. Kohli, Audit Committee and Nomination & Remuneration Committee comprised of only 2 directors. However, at subsequent Board Meeting held on 25th May 2015, the Company appointed an Independent Director.
- (iii) As per Rule 3 of the Companies (Appointment & Qualification of Directors) Rules, 2014, there is requirement to have a Women Director on the board by 31st March 2015. However a Women Director is appointed on 7th August 2015.

Subject to the above we clarify that the company has complied with the condition of corporate governance as mentioned in the above mentioned listing agreement.

As required by the guidance note issued by the institute of chartered accountants of India. We have to state that the Registrar and share transfer agent of the company have certified that there was no investors grievance / complaints pending against the Company as at the year end.

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

For B. K. SHROFF & CO.,
Chartered Accountants
Firm Registration No: 302166E

O.P. Shroff
Partner
Membership No.6329

Place : New Delhi
Dated : 7th August, 2015



Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31.03.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

TO THE MEMBERS PASUPATI ACRYLON LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s PASUPATI ACRYLON LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/s PASUPATI ACRYLON LIMITED'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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 generally 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s PASUPATI ACRYLON 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 there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) We had also examined other applicable laws which in our opinion were specifically applicable to the company viz Factories Act, 1948, Legal Metrology Act, 2014, Environment Protection Act, 1986, Trademark Act, 1999, to the extent they were applicable.

We have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with BSE Ltd. (Bombay Stock Exchange).
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India had not come into effect during the period of audit for want of Central Government approval.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent they were applicable subject to the following observations/non-compliances:

1. The company is yet to appoint a woman director in pursuance of section 149 of the Companies Act, 2013.
2. The composition of the Board is in conformity with the Companies Act, 2013 but does not have the requisite number of independent directors under Clause 49 of the Listing agreement.
3. The audit committee during the year consisted of two non-executive and only one independent director.
4. The company has complied with the SEBI (Prohibition of Insider Trading) Regulations, 1992 except that information on closure of trading window has not been so intimated although there was to the best of our knowledge and belief, no trading violation.

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

DIRECTORS' REPORT (Contd.)



We further report that the compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

We further report that the Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors *subject to our observation as above*. 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.

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.

On inspection of the minutes as captured and recorded it was ascertained that all the decisions of the Board have been carried through and there were no dissenting views.

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.

We further report that during the audit period the Company has not taken any action(s) which will impact on the Company's affairs.

Place: Noida
Date: 24th June 2015

for V. K. Sharma & Co.
Company Secretaries
Sd/-
(V. K. Sharma)
C. P. No.: 2019
FCS-3440

EXTRACT OF ANNUAL RETURN

For the Financial Year ended on 31st March 2015

[Pursuant to Section 93 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-9

I. REGISTRATION AND OTHER DETAILS

Particulars	Details
CIN	L50102UP1982PLC015532
Registration date	22/10/1982
Name of the company	Pasupati Acrylon Ltd.
Category / Sub Category of the Company	Company having Share Capital
Address of Registered Office and Contact details.	ThakurdwaraKashipur Road, Distt. Moradabad (U.P) – 244 601 Tel. 0591 2241352-55 · Fax – 0591 2241262 Email: works@pasupatiacrylon.com
Whether listed Company Yes/No.	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any.	MCS Share Transfer Agent Limited F-65, Okhla Industrial Area, Phase – I, New Delhi 110 020 Tel ; 011 41406149 – 52 E mail : admin@mcsdel.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Name and Description of Main Products / Service	NIC Code of the Product / Service	% to total turnover of the Company.
Acrylic Fibre, Tow & Tops	5503	100

DIRECTORS' REPORT (Contd.)



III. PARTICULARS OF HOLDINGS, SUBSIDIARY AND ASSOCIATE COMPANIES

Name & address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of Share held	Applicable Section
		N A		

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

i) Category wise Shareholding

Category of Shareholders	No. of shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	17454996	-	17454996	19.58	17454996	-	17454996	19.58	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govts.	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	36778697	-	36778697	41.26	36778697	-	36778697	41.26	-
e) Banks/ FI	4481752	-	4481752	5.03	4481752	-	4481752	5.03	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	58715445	-	58715445	65.87	58715445	-	58715445	65.87	-
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other individuals Bodies Corporate	-	-	-	-	-	-	-	-	-
c) Banks/ FI	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	58715445	-	58715445	65.87	58715445	-	58715445	65.87	-
B. Public Shareholdings									
1. Institutions									
a) Mutual Funds/UTI	99270	82485	181755		99270	82485	181755	0.20	-
b) Banks/ FI	4815	270	5085		4815	270	5085	0.01	-
c) Central Govt.	-	-	-		-	-	-	-	-
d) State Govt(s).	-	-	-		-	-	-	-	-
e) Venture Capital Funds	-	-	-		-	-	-	-	-
f) Insurance Companies	-	-	-		-	-	-	-	-
g) FIIs	-	-	-		36000	-	36000	0.04	100
h) Foreign Venture Capital Funds	-	-	-		-	-	-	-	-
i) Others (Specify)	-	-	-		-	-	-	-	-
Sub total (B) (1)	140085	82755	222840	-	140085	82755	222840	0.25	-
2. Non Institutions Bodies Corporate									
i) Indian	2737851	454010	3191861	3.58	2281023	451940	2732963	3.07	-14.37
ii) Overseas	1710	-	1710	0.01	1710	-	1710	0.01	-

DIRECTORS' REPORT (Contd.)



Category of Shareholders	No. of shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
3) Individuals									
a) Individual shareholders holding nominal share capital upto Rs.1 lac.	8557366	6651805	15209171	17.06	8014298	6520959	14535257	16.31	4.43
b) Individual shareholders holding nominal share capital excess Rs.1 lac.	6708487	177645	6886132	7.72	8005507	154155	8159662	9.15	18.49
c) Others (Specify)									
4) Trust & Foundations	-	-	-	-	-	-	-	-	-
5) Non Resident Individual	385866	467919	853785	0.96	215672	461305	676977	0.76	45.97
6) Cooperative Societies	-	-	-	-	90	-	90	0.01	100
7) Foreign Companies	-	4088177	4088177	4.58	-	4088177	4088177	4.58	-
Sub Total (B) (2) Total Public	18391280	11839556	30230836	33.92	18518300	11676536	30194836	33.87	0.12
Share Holding (B)= (B)(1)+(B)(2)	18495365	11922311	30417676	34.13	18658385	11759291	30417676	34.13	-
Total A + B	77210810	11922311	89133121	100	77373830	11759291	89133121	100	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B=C)	77210810	11922311	89133121	100	77373830	11759291	89133121	100	-

(ii) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total shares of the Company	No. of Shares Pledged	No. of Shares	% of total shares of the Company	No. of Shares pledged	% Change in share holding during the year
1	Manish Jain	15649232	17.56	-	15649232	17.56	-	-
2	Gurukripa Finvest Pvt. Ltd.	9000000	10.09	1000000	9000000	10.09	1000000	-
3	Sulabh Plantation & Finance Ltd.	8250000	9.25	-	8250000	9.25	-	-
4	Arihant Exports Ltd	4627867	5.19	-	4627867	5.19	-	-
5	Shubh Exim Ltd.	4500000	5.05	4500000	4500000	5.05	4500000	-
6	The Pradeshiya Industrial & Investment Corporation of UP Ltd.	4481752	8.03	-	4481752	8.03	-	-
7	Sind Wave Finance Services Ltd.	4000000	4.48	4000000	4000000	4.48	4000000	-
8	Prabhat Capital Services Ltd.	3500000	3.93	3500000	3500000	3.93	3500000	-
9	Accurex Traders Private Ltd.	1750000	1.96	-	1750000	1.96	-	-
10	Vineet Jain	1202422	1.35	1125000	1202422	1.35	1125000	-
11	Inder Overseas Pvt. Ltd.	1000000	1.12	1000000	1000000	1.12	1000000	-
12	Vinod Kumar Jain	603342	0.68	-	603342	0.68	-	-
13	MVA Finance Pvt. Ltd.	144450	0.16	-	144450	0.16	-	-
14	Nityanand Exports & Consultants Co.Ltd.	6380	0.01	-	6380	0.01	-	-
	Total	58715445	68.87	15125000	58715445	68.87	15125000	

DIRECTORS' REPORT (Contd.)



(iii) Change in Promoter's Shareholding (Please specify, if there is no change)

	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
At the beginning of the year	58715445	68.87	58715445	68.87
Date wise increase / Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	No change			
At the end of the year	58715445	68.87	58715445	68.87

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

S.No.	Name of Shareholder	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	Cerex Trading U K Ltd At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	3673097 - -	4.12 - -	3673097 - 3673097	4.12 - 4.12
2	Jasinder Saigal At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	691471 (379170) -	0.77 (.42) -	691471 - 315001	0.77 - 0.35
3	Neville Jiyibhoy Mistry At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	560060 - -	0.63 - -	560060 - 560060	0.63 - 0.63
4.	Bharat Jayantilal Patel At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	328574 (227401) -	0.37 (0.25) -	328574 - 101173	0.37 - 0.11
5	Bharat Jamnadas Dattani At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	233297 (31816) -	0.26 (.04) -	233297 - 201481	0.26 - 0.23
6	Nilima Upendra Mehta At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	189983 (189983) -	0.21 (0.21) -	189983 - -	0.21 - -
7	Sarver G Nagad At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	170868 26660 -	0.19 0.01 -	170868 - 197528	0.19 - 0.20
8	Rohit Khullar At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	168000 (168000) -	0.19 (0.19) -	168000 - -	0.19 - -
9	Urvi Upendra Mehta At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	154581 (154581) -	0.17 (0.17) -	154581 - -	0.17 - -

DIRECTORS' REPORT (Contd.)



10	Dindi Purushotham Rao At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	128532 72594 -	0.14 0.08 -	128532 - 201126	0.14 - 0.2260
11	Annu Narayan At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	- 672223 -	- 0.75 -	- - 672223	- - 0.75
12	Sarvar Nagad At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	- 400000 -	- 0.45 -	- - 400000	- - 0.45
13	Nilamber Securities Pvt. Ltd. At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	300893 - -	0.34 - -	300893 - 300893	0.34 - 0.34
14	Jardine Fleming Intc Mgt Inc At the beginning of the year Increase/Decrease upto 31st March, 2015 At the end of the year	263970 - -	0.29 - -	263970 - 263970	0.29 - 0.29

(v) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and KMP	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
Shri Vineet Jain	1202422	1.3490	No change during the year	1202422	1.3490

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amount in Crores)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	23.99	7.30	-	31.29
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ ii+ iii)	23.99	7.30	-	31.29
Change in Indebtedness during the financial year				
i) Addition	-	-	-	-
ii) Reduction	7.16	2.05	-	9.21
Net Change	16.83	5.25	-	22.08
Indebtedness at the beginning of the financial year				
i) Principal Amount	16.83	5.25	-	22.08
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ ii+ iii)	16.83	5.25	-	22.08

DIRECTORS' REPORT (Contd.)



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (In Rs.)
		Shri Vineet Jain, Managing Director,	Shri Rakesh Mundra Director (Finance) & Company Secretary	
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	Rs. 43,75,844.00	Rs. 13,51,683.00	Rs.57,27,527.00
2.	Stock Option	N.A.	N.A.	N.A.
3.	Sweat Equity	N.A.	N.A.	N.A.
4.	Commission - as % of profit - others, specify	N.A.	N.A.	N.A.
5.	Others, please specify	N.A.	N.A.	N.A.
	Total (A)	Rs. 43,75,844.00	Rs. 13,51,683.00	Rs.57,27,527.00
	Ceiling as per the Act	As per Schedule V		

B. Remuneration to other directors:

Particulars of Remuneration					Total Amount (In Rs.)
Independent Directors	Shri S. Sathyamoothy		Shri M M Kohli		
• Fee for attending board / committee meetings	4500		42000		46500
Total (1)	4500		42000		46500
Non-Executive Directors	Shri S.C. Malik	Shri Devender Singh	Shri Rakesh Gupta	Shri D K Sharma	
• Fee for attending board / committee meetings	51000	4500	7500	1500	64500
Total (2)	51000	4500	7500	1500	64500
Total (B)=(1+2)					111000
Total Managerial Remuneration					5838527
Overall Ceiling as per the Act	As per Schedule V				

DIRECTORS' REPORT (Contd.)



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel
		Shri S.P. Gupta Chief Executive (Works)
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	Rs. 14,72,650
2.	Stock Option	N.A.
3.	Sweat Equity	N.A.
4.	Commission as % of profit others, specify	N.A.
5.	Others, please specify	N.A.
	Total	Rs. 14,72,650

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (giveDetails)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2014-15



Corporate Governance

As required under Clause 49 of the Listing Agreement of the stock exchange(s).

1. Company's Philosophy

Corporate Governance refers to set of policies, principles, laws, regulations and procedures etc. Our company has made the requisite compliance under Corporate Governance. Over the years the company has been disclosing information concerning the performance and future prospects of the company in its Director's Report. As required under Clause 49 of the Listing Agreement with Stock Exchanges, following disclosures are set out towards achievements of good Corporate Governance.

2. Board of Directors

The Board of Directors consists of three promoter directors (one managing director and two nominee directors of PICUP), one whole time director and two non-executive independent directors.

The Company did not have any material pecuniary relationships with the non-executive directors during the year under review except payment of sitting fee for attending the Board/Committee Meeting(s).

The remuneration of executive/non-executive directors is decided by the Board of Directors.

During the year, four Board Meetings were held on 26.05.2014, 11.08.2014, 14.11.2014 and 06.02.2015.

None of the Directors of the Board is member of more than ten committees and they do not act as Chairman of more than five committees across all companies in which they are directors.

The composition of Directors and the attendance at the Board Meetings during the year and the last Annual General Meeting and also number of other directorships and Committee Memberships are given below:

Sl. No.	Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM	No. of other Director -ships	No. of Member of other Committees	Chairman ship of other Committee(s)	Note No.
1	Mr.Vineet Jain	Managing Director & Executive Director	4	Yes	2	-	-	
2	Mr.M.M.Kohli	Independent Director	3	Yes	-	-	-	A
3	Mr.S.C.Malik	Non-executive Director	4	No	-	-	-	
4	Mr. Rakesh Gupta (PICUP Nominee)	Non-executive Director	2	No	1	-	-	B C
5	Mr. Devender Singh (PICUP Nominee)	Non-executive Director	2	No	2	-	-	B
6	Mr. S. Sathyamoorthy	Independent Director	2	No	-	-	-	
7	Mr. D K Sharma (PICUP Nominee)	Non-executive Director	1	No	1	-	-	B C
8	Mr. Rakesh Mundra	Director (Finance) & Executive Director	4	Yes	2	-	-	

A. Ceased to be director w.e.f. 23.03.2015.

B. Promoter Director pursuant to assisted sector agreement between the company and PICUP.

C. Mr. Rakesh Gupta retired therefore his nomination withdrawn and in his place Mr. D K Sharma, Senior Manager (Finance) has been appointed as Nominee Director by PICUP.

3. Audit Committee

The Audit Committee of the Company met four times during the year i.e. on 26.05.2014, 11.08.2014, 14.11.2014 and 06.02.2015

Terms of reference of the Audit Committee are as per the guidelines set out in the listing agreements with the Stock Exchanges and also as per Section 177 of the Companies Act 2013. It inter-alia also include the overview of the Company's financial reporting processes, review of the half yearly and annual financial statements, the adequacy of internal control systems, the financial and risk management policies and vigil mechanism system.

Composition

The Audit Committee of the Board consists of following Directors. The Committee met four times during the year and attendances of the members at these meetings were as follows:-

Sl.No.	Name of Director	Status	Meetings Attended
1	Mr.M.M.Kohli*	Chairman & Independent Director	3
2	Mr. S.C. Malik	Non-executive Director	4
3	Mr. Rakesh Gupta**	Non-executive Director	2
4.	Mr. Devender Singh	Non-executive Director	1

The Statutory Auditor (if need arise), Internal Auditors and Cost Auditors are invitees to the Audit Committee Meetings. The Company Secretary was in attendance at these meetings.

* Mr. M. M. Kohli expired, ceased to be director w.e.f. 23.03.2015.

** Nomination withdrawn by PICUP due to retirement.



4. Nomination & Remuneration Committee

The remuneration committee of the Board comprises of three non-executive Directors (including two Nominee Directors i.e. two directors from PICUP). Nominee Director (s) of Financial Institution (s) automatically becomes member of Remuneration Committee.

Sl.No.	Name of Director	Status	Meeting Attended
1	Mr.M.M.Kohli*	Independent Director	1
2	Mr.Rakesh Gupta, PICUP Nominee**	Non Executive Director	1
3	Mr.Devender Singh, PICUP Nominee	Non Executive Director	0
4	Mr. S. Sathyamoorthy	Independent Director	0

* Ceased to be director w.e.f. 23.03.2015

** Nomination withdrawn by PICUP due to retirement. In his place Mr.D K Sharma has been nominated by PICUP.

The remuneration committee meets as and when need arises. Further, the Board in their meeting held on 27th July, 2002 decided that the quorum of the remuneration committee shall be three committee members or 1/3rd of the total strength of the committee, whichever is lower (including presence of a nominee Director, whose presence is must for the purpose of quorum), instead of presence of all the committee members.

The Chairman of the committee is decided at the respective meeting.

5. Remuneration Policy

1. OBJECTIVE:

To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.

2. APPLICABILITY:

The Policy shall be applicable to:

- (a) Key Managerial Personnel, which means.
 - (i) Directors (Executive and Non Executive)
 - (ii) Company Secretary.
 - (iii) Chief Financial Officer.
 - (iv) Such other person as may be prescribed.

- (b) Senior Management, which means:-

Personnel of the Company who are members of its core management team excluding Board of Directors. This would also include all members of management one level below the executive directors including all functional heads, for the purpose of Clause 49 of the listing agreement.

3. CONSTITUTION OF COMMITTEE:

- (i) The Committee shall consist of minimum 3 Non-Executive Directors and majority of them being Independent Director.
- (ii) Minimum two members shall constitute a quorum for the meeting.
- (iii) Constitution and membership of the Committee shall be disclosed in the Annual Report of the Company.

4. ROLE OF THE COMMITTEE:

- (i) Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- (ii) Recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial and Senior Management Personnel or other employees.
- (iii) Formulation of criteria for evaluation of Independent Directors and Board.
- (iv) Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- (v) Any other matter as the Board may decide from time to time.

5. DUTIES OF COMMITTEE:

The duty of the Committee covers the matters relating to nomination and remuneration of the Directors, Key Managerial and Senior Management Personnel of the Company.

**(A) Nomination matters includes:**

- (i) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- (ii) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment as per the provisions of Companies Act 2013;
- (iii) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- (iv) Determining the appropriate size, diversity and composition of the Board as per the provisions of Companies Act 2013.
- (v) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- (vi) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- (vii) Delegating any of its powers to one or more of its members or the Secretary of the Committee
- (viii) Recommend any necessary changes to the Board.
- (ix) Considering any other matters as may be requested by the Board

(B) Remuneration matters includes:

- (i) To consider and determine the Remuneration, based on the principles of (i) pay for responsibilities, (ii) pay for performance and potential and (iii) pay for growth and ensure that the remuneration fixed is reasonable and sufficient to attract, retain and motivate the members.
- (ii) To take into account, financial position of the Company, trend in the Industry, appointee's qualification, experience, past performance, past remuneration, etc.
- (iii) To bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- (iv) To consider other factors as the Committee shall deem appropriate for elements of the remuneration of the members of the Board and ensure compliance of provisions of Companies Act 2013 and other applicable laws.
- (v) To consider any other matters as may be requested by the Board;

The Remuneration policy will be disclosed in the Annual Report of the Company.

6. **General:** This Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management including Key Managerial Personnel and Board of Directors.

6. Details of remuneration to Directors for the year ended on 31.03.2015**(i) Executive Directors**

Name	Salary (Rs.)	Perquisites (Rs.)	Retirement benefits (Rs.)
Mr.Vineet Jain, Managing Director *	2400000	1975844	600000
Mr. Rakesh Mundra, Director (Finance)	1188000	163683	297000

* Remuneration Committee has approved the payment of remuneration in their meeting held on 29.5.2013.

The above figures do not include contribution to Gratuity Fund, as separate figures are not available.

The arrangements with Managing Director and Director (Finance) are contractual in nature.

(ii) Non Executive Directors

Remuneration by way of sitting fee for attending Board/Audit Committee/Remuneration Committee/Stake Holders Relationship Committee Meetings, paid to the non-executive directors is as under.

Name	Sitting fee paid (Rs.)
Mr.M.M.Kohli	42000
Mr. S.C. Malik	51000
Mr.Devender Singh	4500
Mr. Rakesh Gupta	7500
Mr. S. Sathymoorthy	4500
Mr. D K Sharma	1500



7. Stakeholders Relationship Committee

The Board has formed a Stakeholders Relationship Committee consisting of the following directors, the details of meeting attended by the directors are given herein under:-

Sl.No	Name of Director	No of Meetings held	No of Meetings attended
1	Mr. M.M. Kohli *	26	20
2	Mr.Vineet Jain	26	22
3	Mr.S.C.Malik	26	26
4	Mr. Rakesh Mundra	26	25

- Mr. M. M. Kohli expired, ceased to be director w.e.f. 23.03.2015

The Company Secretary was in attendance in all the Stake Holders Relationship Committee Meeting.

The Committee deals with matters relating to :

- Transfer/Transmission of shares;
- Issue of Duplicate Share Certificates;
- Consolidation/Split of Share Certificates;
- Review of Shares Dematerialized;
- All other matters relating to shares.

Mr. Rakesh Mundra, Director (Finance) & Company Secretary and Mr. Amarjeet Singh, Senior Manager of M/s. MCS Share Transfer Agent Ltd., Registrar & Share Transfer Agent are the Compliance Officer of the Company.

Further the Company confirms that there were no share transfers lying pending as on 31.03.2015, and all requests for dematerialization and re-materialization of shares as on that date were confirmed / rejected into the NSDL/CDSL system.

The Shareholder complaints received and resolved during the year from 1.04.2014 to 31.03.2015 are as under.

Sl.No.	Type of Compliant	Pending As on 01.04.2014	Total Complaints Received	Complaints Redressed	Redressal under process	Pending As on 31.03.2015
1	Letter received from SEBI	Nil	1	1	Nil	Nil
2	Letter received from Stock Exchanges	Nil	3	3	Nil	Nil
3	Letter received from DCA	Nil	Nil	Nil	Nil	Nil
4	Court/Consumer forum cases	Nil	Nil	Nil	Nil	Nil
5	Change of Address etc.	Nil	Nil	Nil	Nil	Nil
6	Issue of Duplicate Shares	Nil	Nil	Nil	Nil	Nil
7	Non receipt of Dividend	Nil	Nil	Nil	Nil	Nil
8	Share Transfers etc.	Nil	19	19	Nil	Nil

• Note: The Company has endeavored to settle all shareholder complaints in the minimum possible time. The average time of settlement may vary from 7 days to 15 days.

• An email ID exclusive for registering complaints / grievance has been formed as palinvest.grievance@gmail.com.

8. General Body Meetings

The last three Annual General Meetings were held as under:-

Financial year	Date	Time	Venue
31.03.2012	28.09.2012	01.00 AM	Pasupati Acrylon Ltd., Vill. Thakurdwara, Kashipur Road, Moradabad (UP)
31.03.2013	27.09.2013	10.00 PM	
31.03.2014	30.09.2014	10.00 AM	

Mr. M.M. Kohli, Chairman of the Audit Committee had also attended the Annual General Meeting held on 30.09.2014.

No resolution was passed through postal ballot during the period 01.04.2014 to 31.03.2015 under the provisions of the Companies Act, 2013.

In the last three Annual General Meeting, one special resolution was passed in the Annual General Meeting held on 28.9.2012 and two in the AGM held on 30.09.2014.

**9. Disclosures**

1. Details of related party transactions during the year have been set out under Note No.32 of Annual Accounts. However, these are not having any potential conflict with the interests of the company at large.
2. There were no instances of non-compliance or penalty, strictures imposed on the company by Stock Exchanges/SEBI or any other statutory authorities on any matter related to capital markets, during the last three years.
3. Presently the company is having a Whistle Blower Policy. No personnel of the Company have been denied access to the Audit Committee.
4. PAL has implemented a Code of conduct based on its business principles along with implementation framework for its Directors and Senior Management of the Company. In compliance with the code, Directors and Senior Management of the Company have affirmed compliance with the Code for the year ended on 31st March 2015. A declaration to this effect signed by the Managing Director form part of this Annual Report.

10. Means of Communication

1. Quarterly/ yearly results are being published in daily newspapers viz. Business Standard / Pioneer English and Hindi Edition. The Annual Report is posted / mailed to every shareholder of the Company.
2. Management's Discussions and Analysis Report forms part of Directors' Report on the Annual Accounts more specifically under Operations, Current Year Outlook, Internal Control System and adequacy, Human Resources and Industrial Relations.
3. The Company's website at www.pasupatiacrylon.com is regularly updated with financial results.
4. Requisite information, statements and reports are being filed under www.corpfilings.co.in also as per SEBI directions.

11. General Shareholder Information

1. Notes on Directors seeking re-appointment as required under Clause VI A of the Listing Agreement.
Shri Vineet Jain will retire at the ensuing Annual General Meeting by rotation and has offered himself for re-appointment. The Board has recommended the re-appointment of the retiring Director.
The information about the brief resume and other information required to be disclosed under this section are provided in the notice of the Annual General Meeting.
2. Annual General Meeting will be held on Wednesday the 30th day of September 2015 at Registered office of the Company i.e. Thakurdwara, Kashipur Road, Distt. Moradabad (UP) at 10.00 AM.
3. The Company has furnished information as required by Clause 49 (vi) of the Listing Agreement of the Stock Exchanges, relating to appointment/re-appointment of Director(s). Shareholders may kindly refer to the Notice convening the 32nd Annual General Meeting of the Company. The number of companies in which the person also holds directorship and the membership of Committees of the board are given separately.
4. Financial Calendar for the period 2015-16 (Provisional)

First Quarter Results (30.06.2015)	By 14 th August, 2015
Second Quarter Results (30.09.2015)	By 15 th November, 2015
Third Quarter Results (31.12.2015)	By 15 th February, 2016
Fourth Quarter Results (31.03.2016)	By 30 th May, 2016
Mailing of Annual Report	By August, 2016
Annual General Meeting	By September, 2016

12. Dates of Book Closure

The Share Transfer Books and Register of Members of the Company shall remain close from Thursday the 24th day of September 2015 to Wednesday the 30th day of September 2015 (both days inclusive).

13. Stock Code

The Company's scrip codes at various Stock Exchanges are as under:-

Stock Exchange Mumbai	500456
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14. Listing of Equity Shares on Stock Exchanges, etc.

The Company's shares are presently listed on the Stock Exchange at Mumbai. The listing fees for the year 2015-16 have been paid to the Bombay Stock Exchange.



15. Stock Market Price Data for the period 1.04.2014 to 31.03.2015.

Share Price on BSE

Month	B S E		B S E SENSEX	
	High (Rs.)	Low (Rs.)	High	Low
April, 2014	5.83	2.82	22939	22198
May, 2014	6.32	4.42	25376	22277
June, 2014	5.92	4.12	25725	24270
July, 2014	6.00	4.53	26300	24892
August, 2014	8.54	4.40	26674	25233
September, 2014	10.40	6.50	27355	26220
October, 2014	10.97	8.10	27894	25911
November, 2014	18.76	9.00	28822	27740
December, 2014	17.70	13.70	28810	26469
January, 2015	16.30	11.75	29844	26776
February, 2015	13.40	8.26	29560	28044
March, 2015	9.35	7.54	30025	27248

16. Share Transfer Agent

The Company is availing services of M/s. M.C.S Share Transfer Agent Limited F-65, Okhla Industrial Area Phase-I, New Delhi-110020, a SEBI registered Registrar, as Registrar and Share Transfer Agents for processing the transfers, sub-division, consolidation, splitting of securities etc. Since trades in Company's shares can now only be done in the dematerialized form, request for demat and remat should be sent directly to M/s.MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area Phase-I, New Delhi-110020. Shareholders have the option to open their accounts with either NSDL or CDSL as the Company has entered into Agreements with both these Depositories.

17. Share Transfer System

As already stated, the Company's shares are traded in the Stock Exchanges compulsorily in demat mode. Therefore, Investors/Shareholders are requested to kindly note that physical documents, viz Demat Request Forms (DRF) and Share Certificates etc. should be sent by their Depository Participants (DP's) directly to the Share Transfer Agents. Any delay on the part of the DP's to send the DRF and the Share Certificates beyond 21 days from the date of generation of the DRF by the DP will be rejected/cancelled. This is being done to ensure that no demat requests remain pending with the Share Transfer Agent beyond a period of 21 days. Investors/Shareholders should, therefore, ensure that their DP's do not delay in sending the DRF and Share Certificates to Share Transfer Agent after generating the DRF.

18. Distribution of Shareholding as on 31st March 2015

No. of Shares	No. of Shareholders	%	No. of Shares	%
1-500	50652	89.78	7124896	7.99
501-1000	3344	5.93	2565158	2.88
1001-2000	1294	2.29	1937969	2.17
2001-3000	353	0.63	898033	1.01
3001-4000	149	0.26	530986	0.60
4001-5000	174	0.31	812174	0.91
5001-10000	217	0.38	1618174	1.82
10001 -50000	163	0.29	3452228	3.87
50001- 100000	33	0.06	2321938	2.60
100001 and above	41	0.07	67871565	76.15
Total	56420	100	89133121	100

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2014-15



19. Dematerialization of Shares

As on March 31, 2015, 86.81% of the Company's total shares representing 77373830 shares were held in dematerialized form and the balance 13.19% representing 11759291 shares were in paper form.

20. CEO / CFO Certification

CEO and CFO have given a certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

21. Registered Office and Works

Thakurdwara, Kashipur Road, Distt. Moradabad (UP)

22. Address of correspondence and corporate office

Company's corporate office is situated at :-

M-14, Connaught Circus (Middle Circle), New Delhi-110 001

Shareholders correspondence should be addressed to :

Pasupati Acrylon Ltd. Registered Office Thakurdwara, Kashipur Road Distt. Moradabad (UP) Phone: 0591 2241263, 2241352-55 Fax : 0591 2241262 Email: works@pasupatiacrylon.com	Pasupati Acrylon Ltd Corporate Office M-14, Connaught Circus (Middle Circle) New Delhi-110 001 Phone: 47627400 Fax : 47627497 E-mail : delhi@pasupatiacrylon.com	MCS Limited F-65, Okhla Industrial Area Phase-I, New Delhi-110020 Phone: 41406149-52 Fax : 41709881 Email: adminreply@mcsdel.com
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23. Auditors Certificate on Corporate Governance

As required by Clause 49 of the Listing Agreement, the Auditors Certificate is given as an annexure to the Directors' Report.

For and on behalf of the Board

Place : New Delhi
Dated : 7th August , 2015

Vineet Jain
Managing Director

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board has laid down a Code of Conduct for all Board members and senior management of the Company. The Code of Conduct has also been posted on the website of the company. It is further confirmed that all directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the period ended March 31, 2015, as envisaged in Clause 49 of the Listing Agreement with stock exchanges.

Vineet Jain
Managing Director

Place : New Delhi
Dated : 7th August , 2015



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PASUPATI ACRYLON LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of PASUPATI ACRYLON LTD ("the Company") which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and 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 stated 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, 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 there under.

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 the 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory requirements

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, to the extent applicable.

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 it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

INDEPENDENT AUDITORS' REPORT (Contd.)



- 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 the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) In our opinion, the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls are adequate.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the 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 Note 19 to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 34 to the financial statements;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For B.K. SHROFF & CO.

Chartered Accountants

Firm Registration No. 302166E

O.P. Shroff

Partner

Membership No. : 6329

Place : New Delhi

Date : 25th May, 2015

ANNEXURE REFERRED TO IN PARAGRAPH (1) UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE

- (i) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) All the fixed assets have been physically verified by the management according to a regular program, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- (ii) a) Physical verification of inventory (except material in transit) has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
 - b) The procedures 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) The company is maintaining proper records of inventory. Discrepancies noticed on verification of inventory as compared to book records were not material.
- (iii) The company has not granted any loans, secured or unsecured to companies firms or other parties covered in the register maintained under section 189 of the Act and as such clauses (iii) (a) and (b), of the Order are not applicable to the company
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
- (v) According to the information and explanation given to us, the company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of the order are not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Act in respect of products dealt with by the company
- (vii) a) The company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax,

INDEPENDENT AUDITORS' REPORT (Contd.)



cess and any other statutory dues applicable to it, *except in certain instances where delays were noticed*. According to the information and explanations given to us, no undisputed amounts payable in respect thereof were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.

- b) According to the records of the company, dues of income-tax or Sales tax or wealth-tax or service tax or duty of custom or duty of excise or value added tax or cess which have not been deposited on account of any dispute are as under:-

Sr. No.	Name of the Statute	Nature of dues	Period to which amount relates	Amount Rs.in lacs	Forum where pending	Remarks
1	Central Excise & Salt Act 1964	Differential duty on waste	13.02.92 to 30.06.92 August.92 to 20.01.93 Feb. 96 to July 03 Aug. 03 to Jan. 04 May 04 to Jan. 05 Feb. 05 to Apr. 05 May 05 to Nov 05 Dec 05 to March 07 April 07 to August 07 Sept 07 to March 08 April 08 to Nov. 08 Dec. 08 to Aug. 09 Sept 09 to Feb. 10 March 10 to Nov. 10 May 11 to Jan. 12 Feb 12 to Nov. 12 Dec. 12 to Nov. 13 Dec. 13 to Sep. 14	6.77 13.28 145.58 17.52 31.25 4.75 10.89 13.40 4.26 4.96 7.43 2.83 3.76 4.32 6.27 45.26 26.88 9.05	Supreme Court, N. Delhi	Department filed appeal in Hon'ble Supreme Court Department issuing SCN as Protected Demand
2	UP Trade Tax Act Entry Tax	Entry Tax Entry Tax Entry Tax Entry Tax Entry Tax Entry Tax Entry Tax Entry Tax Entry Tax	01.04.03 to 31.03.04 01.04.04 to 31.03.05 01.04.05 to 31.03.06 01.04.06 to 31.03.07 November 2010 (2010-11) 01.04.11 to 31.03.12 01.04.07 to 31.03.08 01.04.08 to 31.03.09 01.04.09 to 31.03.10 01.04.10 to 31.03.11	14.40 19.47 14.54 10.34 5.19 1.44 5.04 5.97 7.99 1.58	Supreme Court, N. Delhi Tribunal - Moradabad Tribunal - Moradabad Tribunal - Moradabad Supreme Court, N. Delhi Stay granted Supreme Court, N. Delhi Stay granted Supreme Court, N. Delhi Stay granted Supreme Court, N. Delhi Stay granted Supreme Court, N. Delhi Stay granted Supreme Court, N. Delhi Stay granted	BG submitted as per Supreme Court order. BG submitted as per Supreme Court order. BG submitted as per Supreme Court order. BG submitted as per Supreme Court order. BG submitted as per Supreme Court order. BG submitted as per Supreme Court order. BG submitted as per Supreme Court order. BG submitted as per Supreme Court order. BG submitted as per Supreme Court order. BG submitted as per Supreme Court order.
3	Central Excise & Customs Act	Education cess debited in DEPB script	14.09.04 to 07.10.04 11.10.04 to 29.11.04 02.12.04 to 08.02.05	4.16 14.69 17.34	CESTAT, New Delhi	Department filed appeal before The CESTAT. Cases put in call book till decision by CESTAT
4	Central Excise, Service Tax & Customs Act (Service Tax)	Utilisation of CENVAT Credit for payment of Service Tax	April 07 to Sept 07 Oct 07 to Dec 07 Jan 08 to Feb 08	4.97 3.41 3.01	CESTAT, New Delhi	Pending before CESTAT for final hearing Stay Granted
5	Central Excise, Service Tax & Customs Act (Service Tax)	Disallowing Service Tax Credit due to non Registration of HO under ISD.	Feb 05 to Feb 08	122.27	CESTAT, New Delhi	Pending before CESTAT for final hearing

INDEPENDENT AUDITORS' REPORT (Contd.)



- c) No amount was required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under.
- (viii) The accumulated losses at the end of the financial year were not more than fifty percent of its net worth. The company has not incurred any cash losses during the financial year and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (x) In our opinion, the company has not given guarantee for loans taken by others from banks or financial institutions.
- (xi) In our opinion, the term loans have been applied for the purposes for which they were obtained.
- (xii) According to the 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 B.K. SHROFF & CO.
Chartered Accountants
Firm Registration No. 302166E

O.P. Shroff
Partner
Membership No. : 6329

Place : New Delhi
Date : 25th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015



Particulars	Note No.	As at 31.03.2015 (Rs./Lacs)	As at 31.03.2014 (Rs./Lacs)
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	8,914.10	8,914.10
Reserves & Surplus	3	(564.87)	(1,247.19)
		8,349.23	7,666.91
NON-CURRENT LIABILITIES			
Long-Term Borrowings	4	1,523.85	2,439.50
Other Long Term Liabilities	5	149.22	259.06
Long Term Provisions	6	198.76	152.40
		1,871.83	2,850.96
CURRENT LIABILITIES			
Short-Term Borrowings	7	727.10	3,716.04
Trade Payables	8	13,902.78	12,622.07
Other Current Liabilities	9	2,303.09	1,557.56
Short Term Provisions	10	604.28	186.83
		17,537.25	18,082.50
		27,758.31	28,600.37
ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	11	6,634.26	8,532.95
Deferred Tax Assets(Net)	12	1,687.51	2,354.60
Other Non Current Assets	13	6.82	6.95
		8,328.59	10,894.50
CURRENT ASSETS			
Inventories	14	12,794.25	11,355.75
Trade Receivables	15	2,667.38	3,348.37
Cash & Cash Equivalents	16	2,248.82	1,617.19
Short Term Loans & Advances	17	494.48	497.26
Other Current Assets	18	1,224.79	887.30
		19,429.72	17,705.87
		27,758.31	28,600.37

Significant Accounting Policies 1

Notes on Accounts 1 to 37

As per our report of even date annexed

For B.K. Shroff & Co.,
Chartered Accountants
Firm Registration No.302166E

O.P.Shroff
Partner
Membership No.6329

Vineet Jain
Managing Director

Place : New Delhi
Dated : 25th May, 2015

Rakesh Mundra
Director (Finance) & Company Secretary

S.C.Malik
Director

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015



Particulars	Note No.	Current Year (Rs./Lacs)	Previous Year (Rs./Lacs)
Revenue from Operations	21	53,700.26	53,059.75
Other Income	22	772.20	375.43
Total Revenue		54,472.46	53,435.18
Expenses			
Cost of Materials Consumed	23	41,742.33	36,920.42
Purchases of Stock in Trade	24	7.56	9.90
Changes in Inventories of Finished Goods, Work in Progress and Stock in trade	25	(1,800.49)	2,270.66
Employee Benefits Expense	26	1,820.37	1,817.17
Finance Costs	27	761.60	982.78
Depreciation and Amortisation Expense	28	732.16	825.94
Other Expenses	29	8,684.33	9,222.48
Total Expenses		51,947.86	52,049.35
Profit before Exceptional & Extraordinary items & Tax		2,524.60	1,385.83
Exceptional Items	30	(347.11)	(318.30)
		2,177.49	1,067.53
Tax Expense			
Current Tax- Minimum Alternate Tax (MAT)		470.75	63.30
Deferred Tax Liability	12	688.59	476.08
Prior period adjustment for Deferred Tax		-	(140.55)
Wealth Tax		2.14	2.30
Interest on Income/Wealth tax		0.39	0.32
MAT Credit Entitlement		(441.83)	(59.85)
Profit for the Year		1,457.45	725.93
Earnings per Equity Share (Rs.)-Basic & Diluted (not annualised)	31		
a) before extraordinary items		1.64	0.81
b) after extraordinary items		1.64	0.81
Significant Accounting Policies	1		
Notes on Financial Statements	1 to 37		

As per our report of even date annexed

For B.K. Shroff & Co.,
Chartered Accountants
Firm Registration No.302166E

O.P.Shroff
Partner
Membership No.6329

Place : New Delhi
Dated : 25th May, 2015

Rakesh Mundra
Director (Finance) & Company Secretary

Vineet Jain
Managing Director

S.C.Malik
Director

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



	As at 31.03.2015 (Rs./Lacs)	As at 31.03.2014 (Rs./Lacs)
A. Cash Flow from Operating Activities		
Net Profit/(Loss) before tax, exceptional items	2524.60	1385.83
Add/(Less) : Adjustments for		
Depreciation	732.16	825.94
Interest expenses	419.68	623.20
Interest Income	(95.77)	(109.79)
Exceptional income	-	136.56
Liability no longer require written back	-	(6.08)
Loss/(Gain) on sale of fixed assets	(140.45)	(1.91)
	915.62	1467.92
Operating Profit before working capital changes	3440.22	2853.75
Add: Adjustments for change in working capital		
Trade and Other receivables	807.80	(2130.58)
Inventories	(1438.50)	(773.79)
Trade and Other Payables	828.44	4597.66
	197.74	1693.29
Net Cash Generated from operations	3637.96	4547.04
Direct Taxes paid/adjusted	(64.18)	(13.67)
Net Cash from Operating Activities	3573.78	4533.37
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(32.91)	(61.64)
Sale of Fixed Assets	196.11	5.52
Interest received	78.62	114.40
Net Cash from Investing Activities	241.82	58.28
C. Cash Flow from Financing Activities		
Interest paid	(432.14)	(636.66)
Short Term Bank Borrowings-Buyer's Credit	(2006.89)	(2567.73)
Proceeds from long term borrowings	-	10.11
Repayment of long term borrowings	(710.65)	(692.63)
Payment of unsecured loans	(205.00)	0.00
Proceeds/(Payment) of short term advances	(4.19)	(9.64)
Increase/(Decrease) in Bank Borrowings	174.90	(289.07)
Net Cash used in Financing Activities	(3183.97)	(4185.62)
Net increase in Cash and cash equivalents	631.63	406.03
Opening Balance of cash and cash equivalents	1617.19	1211.16
Closing Balance of cash and cash equivalents	2248.82	1617.19

D. Notes on Cash Flow Statement

1. Figures in brackets represent cash outflow.
2. Cash flow does not include non cash items.
3. Cash and cash equivalents includes balance in fixed deposit/margin money account Rs.1694.28 Lacs(Previous Year Rs.1321.36 Lacs)

As per our report of even date annexed

For B.K. Shroff & Co.,
Chartered Accountants
Firm Registration No.302166E

Vineet Jain
Managing Director

O.P.Shroff
Partner
Membership No.6329

Place : New Delhi
Dated : 25th May, 2015

Rakesh Mundra
Director (Finance) & Company Secretary

S.C.Malik
Director

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

1. Significant Accounting Policies & Notes on Accounts.

a) Method of Accounting

- i) The accounts of the Company are prepared under the historical cost convention using the accrual method of accounting unless otherwise stated hereinafter.
- ii) Accounting policies are consistent with generally accepted accounting principles.

b) Fixed Assets

Fixed assets are stated at cost except in the case of plant and machinery, which have been shown at revalued amount. Cost includes financing cost till the commencement of commercial production, inward freight, duties & taxes, incidental expenses related to acquisition and is net of MODVAT / CENVAT. In respect of major projects involving construction, related pre-operational expenses form part of the value of the assets capitalized.

Fixed assets acquired under hire purchase schemes are capitalized at their principal value and hire charges are expensed. Fixed assets taken on lease are not treated as assets of the company and lease rentals are charged off as revenue expenses.

Spares received along with the plant or equipment and those purchased subsequently for specific machines and having irregular use are being capitalized.

As per practice, expenses incurred on modernization / de-bottlenecking / relocation / relining of plant and equipment are capitalized. Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the greater of the net selling price and value in use.

c) Inventories

Inventories (including licences in hand) are valued at lower of cost or net realisable value. Cost is determined using the First in First out (FIFO) formula. Finished goods and stock in process include cost of conversion and other costs incurred in bringing the inventories to their present location and conditions. Cost of machinery spares which can be used only in connection with plant & machinery and whose use is expected to be irregular are amortized proportionately over a period of residual useful life of machinery as technically evaluated. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the company.

d) Foreign Currency Fluctuations

Foreign currency loans under Exchange Risk Administration Scheme (ERAS) and of ADB line of credit have been reflected in Indian Rupees at the rates prevailing at the time of disbursement/conversion.

Gains / Losses due to Foreign Exchange fluctuations arising out of the settlement including those related to fixed assets are dealt within the profit and loss account.

Foreign currency current assets and liabilities are converted into Rupee at the exchange rate prevailing on the Balance Sheet date and the resultant gains / losses are reflected in the profit and loss account.

e) Depreciation

Depreciation has been calculated on fixed assets on straight line method in accordance with schedule II of the Companies Act, 2013 except for building, vehicle, new line and power plant where depreciation is calculated on written down value method. Further useful life of Plant & Machinery including captive power plant has been considered as 18 years instead of 25 years on technical evaluation. The Company used to provide depreciation upto 95% of assets value. From 01.10.2009 the Company is providing depreciation keeping the residual value to Re.1 instead of 5%.

Depreciation on amounts capitalized on account of foreign currency fluctuations, is provided prospectively over the residual life of the assets.

Depreciation on revalued assets is calculated on straight line method over the residual life of the respective assets as estimated by the valuer. The additional charge for depreciation on account of revaluation is withdrawn from the revaluation reserve and credited to the profit & loss account.

f) Research and Development

While revenue expenditure on research and development is charged against the profit of the year in which it is incurred, capital expenditure is shown as an addition to fixed assets.

g) Retirement benefits

i) Short term Employees Benefits.

All Employee benefits payable only within twelve months of rendering the service are classified as short term employee benefits. Benefits such as Salaries, Wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the year during which the employee renders the related services.

- ii) The company has set up separate provident fund and superannuation trusts in respect of certain categories of employees. For other employees, provident fund is accrued on monthly basis in accordance with the terms of contract with the employees and is deposited with the "Statutory Provident Fund". Liability on account of retirement gratuity to the employees is being provided in accordance with the company's Group Gratuity Cash Accumulation Scheme with Life Insurance Corporation of India. The contributions to the Trusts are charged to the Profit & Loss Account.

- iii) The company extends benefits of leave to the employees while in service as well as on retirement. Provision for leave encashment benefit is being made on the basis of actuarial valuation.
- iv) Keyman insurance policy taken by the company on the life of its Keyman is valued at surrender value.

h) Borrowing Costs

Borrowing cost that are directly attributable to the acquisition, construction or production of a qualifying assets are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the year in which they are incurred. Capitalisation of borrowing cost ceases when substantially all activities necessary to prepare the qualifying assets for its intended use or sale are complete.

i) Excise and other duties.

Excise duty has been accounted for in respect of goods cleared and provision has also been made for goods lying in bonded warehouse. Custom duty on material lying in bond and in transit is accounted for at the time of clearance thereof. This accounting treatment has no impact on the loss for the year. Sales tax paid is charged to Profit & Loss Account.

j) Claims and Benefits

Claims receivable and export benefits are accounted for on accrual basis.

k) Revenue Recognition

Sale of goods is recognized on dispatch to customers. Sales are net of returns, excise duty and sales tax / VAT.

l) Financial Derivatives Transactions

In respect of derivative contracts, premium paid gains / losses on settlement and provisions for losses for cash flow hedges are recognized in the Profit & Loss account.

m) Forward Exchange Contracts not intended for trade or speculation purpose.

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange difference on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change except for difference in respect of liabilities incurred for acquiring fixed assets from a country outside India, in which case such difference is adjusted in the carrying amount of the respective fixed assets. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

n) Income from Investments / Deposits

Income from investments/deposits is credited to revenue in the year in which it accrues. Income is stated in full with the tax thereon being accounted for under Tax deducted at source.

o) Deferred Taxation

Deferred Taxation is calculated using the liability method in respect of the taxation effect arising from all material timing differences between the accounting and tax treatment of income and expenditure which are expected with reasonable probability to crystallize in the foreseeable future.

Deferred Tax Assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

At each Balance Sheet date the company re assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent it has become reasonably certain or virtually certain as the case may be that sufficient actual taxable income will be available against which such deferred tax can be realized.

p) Earning Per Share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year (adjusted for the effects of dilutive options).

q) Events occurring after Balance Sheet Date

Events occurring after the balance sheet date have been considered in the preparation of financial statements.

r) Contingent liabilities

Contingent Liabilities as defined in Accounting Standard-29 are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefit will be required for an item previously dealt with as a contingent liability.

2. Share Capital

a) Authorised

Particulars	No. of Shares		Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014	As at 31.3.2015	As at 31.3.2014
Equity Shares of Rs. 10 each				
At the beginning of the period	10,00,00,000	10,00,00,000	10000.00	10000.00
Add: Additions during the period	-	-	-	-
Less: Reduction during the period	-	-	-	-
At the end of the period	10,00,00,000	10,00,00,000	10000.00	10000.00

b) Issued

Particulars	No. of Shares		Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014	As at 31.3.2015	As at 31.3.2014
Equity Shares of Rs. 10 each fully paid up				
At the beginning of the period	89158825	89158825	8915.88	8915.88
Add: Additions during the period	-	-	-	-
At the end of the period	89158825	89158825	8915.88	8915.88

c) Subscribed and Paid up

Particulars	No. of Shares		Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014	As at 31.3.2015	As at 31.3.2014
Equity Shares of Rs. 10 each fully paid up				
At the beginning of the period @	89133121	89133121	8914.10	8914.10
Add: Additions during the period	-	-	-	-
At the end of the period	89133121	89133121	8914.10	8914.10

@ Does not include 15800 Shares (Previous year 15800 Shares) forfeited in earlier years, amount forfeited Rs.0.79 lacs (Previous year Rs.0.79 lacs) included in share capital subscribed and paid up.

Presently no options are available on un-issued share capital except convertibility clause(s), which can be exercised by the Financial Institution(s) in terms of loan agreement(s).

Details of shares in the company held by each shareholder holding more than 5% of shares is as under:

Name of the Shareholder	Percentage	No. of Shares	
		As at 31.3.2015	As at 31.3.2014
Manish Jain	17.56	15649232	15649232
Gurukripa Finvest Private Ltd.	10.10	9000000	9000000
Sulabh Plantation & Finance Pvt. Ltd.	9.26	8250000	8250000
Arihant Exports Pvt Ltd	5.19	4627867	4627867
Shubh Exim Ltd.	5.05	4500000	4500000
PICUP	5.03	4481752	4481752

3. Reserve & Surplus

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
a) Capital Reserve	1452.78	1452.78
b) Revaluation Reserve		
At the beginning of the Year	3300.10	4038.11
Less: Depreciation for the year on amount added on revaluation transferred to Profit & Loss Statement	727.05	738.01
At the end of the Year	2573.05	3300.10
c) Profit & Loss Statement		
At the beginning of the Year	(6000.07)	(6726.00)
Depreciation for earlier years (a)	(48.08)	-
Add: Profit/(Loss) for the Year	1457.45	725.93
At the end of the Year	(4590.70)	(6000.07)
Total (a+b+c)	(564.87)	(1247.19)

(a) Depreciation amounting to Rs. 48.08 Lac (net of deferred tax asset of Rs. 21.50 lac) has been debited to opening balance of profit and loss account, in case of assets where remaining useful life is Nil in compliance with Schedule II of the Companies Act, 2013.

4. Long Term Borrowings

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Secured		
Term Loans		
From Banks		
Rupee Loan (a) (c)	998.00	1457.68
Working Capital Term Loan (a)	-	223.98
Vehicle Loan (b)	0.85	27.84
Sub Total	998.85	1709.50
Unsecured		
Inter Corporate Deposits	525.00	730.00
Total	1523.85	2439.50

- a) Loans of Rs.Nil (Previous year Rs.281.66 Lacs) are secured interse on pari-passu basis by way of mortgage of immovable properties and hypothecation of all moveable properties (save and except book debts) both present and future subject to prior charges created in favour of company's bankers for working capital facilities and further guaranteed by the managing director.
- b) Secured by hypothecation of specified assets acquired out of the loan amount.
- c) Loan of Rs.998 Lacs (previous year Rs.1400 lacs) are secured by 1st charge on New Plant & Machinery on pari-passu basis. 2nd Pari-passu charge by way of hypothecation of current assets of the Company, subject to existing charge of working capital bankers and assignment of project related documents, contract right interest, insurance contracts etc. and further guaranteed by the Managing Director.

There is no default as on the Balance Sheet date in repayment of loans and interest.

The above loans are repayable as follows:

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Payable after 1 year	400.85	708.69
Payable after 2 years	400.00	400.82
Payable after 3 years	198.00	400.00
Payable after 4 years	-	199.99
Total	998.85	1709.50

5. Other Long Term Liabilities

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Export Benefits received in advance	149.22	259.06
Total	149.22	259.06

6. Long Term Provisions

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Provisions for Employee Benefits	198.76	152.40

7. Short Term Borrowings

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Secured		
Loans repayable on Demand		
From Banks (a)	262.55	87.65
Other Loans & Advances		
Foreign Currency Buyers Credit (a)	-	2006.89
Sub Total	262.55	2094.54
Unsecured		
Deferred Credit	464.55	1621.50
Total	727.10	3716.04

- (a) Secured by hypothecation of book debts, raw-material, finished goods, semi-finished goods, consumable stores and spares including in transit and also secured by a second charge by way of mortgage of immovable properties both present and future and further guaranteed by the Managing Director.

8. Trade Payables

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Acceptances	13257.21	11834.68
Sundry Creditors	645.57	787.39
Total	13902.78	12622.07

9. Other Current Liabilities

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Current Maturities of Long Term Debts – Secured (a)(b) & (c)	683.98	689.01
Interest accrued but not due on borrowings	5.32	17.79
Advance from Customers	633.64	195.76
Other Payables	980.15	655.00
Total	2303.09	1557.56

- a) Loans of Rs. 281.92 Lacs (Previous year Rs.263.92 Lacs) are secured interse on pari-passu basis by way of mortgage of immovable properties and hypothecation of all moveable properties (save and except book debts) both present and future subject to prior charges created in favour of company's bankers for working capital facilities and further guaranteed by the Managing Director.
- b) Loan of Rs.400 Lacs(Previous year Rs.400 Lacs) are secured by 1st charge on New Plant & Machinery on pari-passu basis. 2nd Pari-passu charge by way of hypothecation of current assets of the Company, subject to existing charge of working capital bankers and assignment of project related documents, contract right interest, insurance contracts etc. and further guaranteed by the Managing Director
- c) Vehicle Loan of Rs.2.06 Lacs (Previous year Rs. 25.09 Lacs) Secured by hypothecation of specified assets acquired out of the loan amount.

10. Short Term Provisions

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Provision for Minimum Alterate Tax	470.75	63.30
Wealth Tax	2.14	2.30
Provision for Employee Benefits	131.39	121.23
Total	604.28	186.83

11. Tangible Assets
(Rs/Lacs)

Description	Gross Block				Depreciation				Net Block	
	As At 01.04.2014	Additions/ Adjustments	Deductions/ Adjustments	As at 31.03.2015	As at 01.04.2014	For The Year	Deductions/ Adjustments	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
TANGIBLE ASSETS:-										
Lease Hold Land	16.00	-		16.00	11.88	0.53	-	12.41	3.59	4.12
Free Hold Land	7.62	-		7.62	-	-	-	-	7.62	7.62
Office Premises (a)	81.47	-	18.51	62.96	27.35	1.14	5.41	23.08	39.88	54.12
Building	2015.04	-	21.18	1993.86	1310.27	72.29	-	1382.56	611.30	704.77
Plant & Machinery \$(d), (e)	32558.97	-	479.68	32079.29	27377.56	949.50	132.54	28194.52	3884.77	5181.41
Electrical Installations	4926.18	-	-	4926.18	2516.36	382.59	-	2898.95	2027.23	2409.82
Office Equipments	379.57	8.64	-	388.21	306.71	54.88	-	361.59	26.62	72.86
Furniture & Fixtures	251.37	-	-	251.37	246.65	1.06	-	247.71	3.66	4.72
Vehicles	300.62	24.27	91.51	233.38	207.11	66.80	70.12	203.79	29.59	93.51
Total #	40536.84	32.91	610.88	39958.87	32003.89	1528.79	208.07	33324.61	6634.26	8532.95
Previous Year	40505.91	61.64	30.71	40536.84	30012.18	2018.48	26.77	32003.89	8532.95	10493.73

§ Includes depreciation on revaluation of Rs. 727.05 Lacs (Previous Year Rs.738.01 Lacs) Netted from revaluation reserve.

Depreciation amounting to Rs. 69.58 Lac has been debited to opening balance of profit and loss account, in case of assets where remaining useful life is Nil in compliance with Schedule II of the Companies Act, 2013.

- a) i) Since separate breakup of Rs. 62.95 lacs being cost of office premises, furniture & fixtures and air conditioners at Mumbai are not available, depreciation has been provided on total cost as office premises.
ii) Includes cost of 5 shares (Previous year 5 shares) Rs.252 (Previous year Rs.252) in Arcadia Premises Co-operative Society Ltd., Mumbai.
- b) The company revalued its imported plant & machinery as on 31.03.2001 based on the valuation made by an approved valuer. Accordingly, the original cost of such assets resulted in gross increase in the value of assets over their original cost by Rs.8585.83 lacs, increase in depreciation upto 30.03.2001 by Rs.2682.44 Lacs and thereby net increase in replacement cost by Rs.5903.39 Lacs. The net increase of Rs. 5903.39 Lacs in the value of such plant & machinery had been credited to revaluation reserve account.
- c) Revaluation of indigenous plant & machinery was carried out as on 31.03.2002 by an approved valuer. The revaluation resulted in a gross increase in the value of assets over their original cost by Rs.3981.77 Lacs, increase in depreciation upto 30.03.2002 by Rs.1930.53 Lacs and thereby net increase in replacement cost by Rs.2051.24 Lacs which has been taken as increase in the value of plant & machinery as on 31.03.2002 by creating a revaluation reserve to that an extent
- d) During the Year based on technical evaluation Depreciation has been provided taking Plant & Machinery & Captive Power Plant Life to 18 years instead of 25 years as prescribed in the Schedule II of the Companies Act, 2013. Had the life be taken to 25 years the depreciation would have been Rs. 514.10 Lacs, instead of Rs.732.16 Lacs, resulting in excess charge of depreciation during the year by Rs.218.06 Lac.
- e) Refer note No.30 (b) for impairment of Assets during the year

12. Deferred Tax Assets
(Rs./Lacs)

	As at 31.3.2014	Current Year	As at 31.3.2015
Deferred Tax Assets being tax impact thereon			
(i) Unabsorbed losses and/or depreciation carried forward as per Income tax laws	2500.12	(805.07)	1695.05
(ii) Expenses charged in the books, but allowance thereof deferred under Income tax laws	83.00	17.86	100.86
	2583.12	(787.21)	1795.91
Deferred Tax Liabilities being tax impact thereon			
Difference between written down value of block of assets as per Income tax laws and written down value of the fixed assets as per books of accounts.	228.52	(120.12)	108.40
	228.52	(120.12)	108.40
Deferred Tax Assets on account of depreciation relating to earlier year	-	-	-
Net Deferred Tax Asset	2354.60	(667.09)	1687.51

- a) In terms of Accounting Standard -22, net Deferred Tax (Liability) of (Rs.667.09 Lac) (Previous Year Liability of Rs.476.08 Lac) has been recognized during the year and consequently Deferred Tax Assets as on 31st March, 2015 stands at Rs 1687.51 Lac (Previous year Rs. 2354.60 Lac) there is carried forward unabsorbed depreciation and business loss at the balance sheet date. Based on future profitability projections, the company is certain that there would be sufficient taxable income in future, to claim the above tax credit.
- b) Deferred Tax Assets Rs.21.50 lac has been debited against opening balance of Profit & Loss account.

13. Other Non Current Assets
(Unsecured-considered good)

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Others	6.82	6.95
Total	6.82	6.95

14 Inventories

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Raw Materials *	6422.89	7291.60
Work in Progress	400.78	527.90
Finished Goods		
-Own Manufactured	3836.04	1904.42
-Trading	2.19	6.20
Stores & Spares**	549.66	821.53
DEPB Licences in Hand	933.58	351.76
Fuel	649.11	452.34
Total	12794.25	11355.75
Basis of valuation	FIFO	FIFO

*includes goods in transit Rs.4956.05 Lacs (Previous year Rs.5119.38 Lacs)

** includes goods in transit Rs.2.88 Lacs (Previous year Rs.3.75 Lacs)

15. Trade Receivables
(Unsecured-considered good)

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Exceeding Six Months		
Less: Provision for doubtful debts	-	-
Others - Considered Good	2667.38	3348.37
Total	2667.38	3348.37

- a) As reported in earlier years, an employee of the Company defrauded Rs.126 Lacs (Previous year Rs.126 Lacs) in connivance with certain customers. Criminal proceedings against the employee is being pursued.
- b) Certain debit balances of sundry debtors are subject to confirmation and reconciliation. Difference, if any, shall be accounted for on such reconciliation.

16. Cash & Cash Equivalents

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Balances with Banks		
Held as margin/security	1694.28	1321.36
Others	553.37	295.32
Cash in hand	1.17	0.51
Total	2248.82	1617.19

Bank deposit with more than 12 months maturity Rs.778.80 Lacs (Previous year Rs.810.86 Lacs)

17. Short Term Loans & Advances

(Unsecured-considered good)

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Loans to Staff (Considered Good)	27.73	23.54
Advances (Recoverable in cash or in kind or for value to be received)	320.60	336.70
Tax Deducted at Source	24.67	26.47
Others	121.48	110.55
Total	494.48	497.26

During the year the Company has written off provision of Rs. Nil (Previous year Rs. 27.01 lac) made against forged DEPB licenses as the accused was arrested and prosecuted for the fraud, as such chances of recovery are remote.

18. Other Current Assets

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
Interest receivable on Loans & Deposits	38.53	21.37
Balance with Custom & Central Excise Authorities etc.	676.28	797.78
MAT Credit Entitlement	509.98	68.15
Total	1224.79	887.30

19. Contingent Liabilities and Commitments

(To the extent not provided for)

Particulars	Amount (Rs./Lacs)	
	As at 31.3.2015	As at 31.3.2014
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
(ii) Contingent liabilities not provided for in respect of		
a. Guarantee(s) given by banks and financial institutions	125.55	114.50
b. Letters of Credit outstanding	597.00	108.74
c. Sales Tax/Excise Duty/Custom Duty/Other Statutory dues/Service Tax disputed in appeals	528.31	519.26
d. Labour Cases disputed In appeal	9.95	10.89

20. In the opinion of the board the assets other than fixed assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

21. Revenue from Operations

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Acrylic Fibre		
Gross Sales	58733.28	58734.17
Less: Excise Duty	5051.77	5694.06
Net Sales of Acrylic Fibre	53681.51	53040.11
Acrylic Yarn	18.75	19.64
Total	53700.26	53059.75

22. Other Income

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Interest	95.77	109.79
Claims Received	72.09	25.11
Exports Incentives/Benefits	299.72	154.11
Miscellaneous Receipts & Income	162.94	80.33
Prior year's Income/Adjustments	1.23	4.18
Profit on sale of Assets	140.45	1.91
Total	772.20	375.43

23. Cost of Materials Consumed

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Acrylonitrile	37245.95	33241.52
Vinyl Acetate Monomer	2397.84	1633.24
Others	2098.54	2045.66
Total	41742.33	36920.42

24. Purchases of Stock In Trade

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Yarn Purchase	7.56	9.90

25. Decrease / (Increase) in stocks

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Closing Stock		
Finished Goods		
- Own Manufactured	3836.04	1904.42
- Trading	2.19	6.20
Stock in Process	400.78	527.90
Total	4239.01	2438.52
Opening Stock		
Finished Goods		
- Own Manufactured	1904.42	3924.94
- Trading	6.20	7.80
Stock in Process	527.90	776.44
Total	2438.52	4709.18
Decrease/(Increase)	(1800.49)	2270.66

26. Employee Benefits Expense

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Salaries & Wages	1602.75	1614.62
Contribution to Provident & Other Funds	158.65	155.11
Staff Welfare Expenses	58.97	47.44
Total	1820.37	1817.17

Employees Post Retirement Benefits :-

Particulars	Amount (Rs./Lacs)			
	Current Year		Previous Year	
During the year, the following contribution have been made under defined contribution plans:-				
Employer's Contribution to Provident Fund	42.84		47.99	
Employer's Contribution to Employees Pension Scheme	39.49		30.77	
Defined Benefit Plans	Gratuity	Leave Benefit	Gratuity	Leave Benefit
i) Assumptions				
Discount Rate	8.00%	7.75%	8.00%	7.50%
Salary Escalation	6.00%	9.50%	5.00%	6.50%
ii) Table showing changes in present value of obligations				
Present value of obligation as at beginning of year	402.86	145.65	395.53	100.99
Interest cost	32.23	10.92	31.64	9.39
Current Service Cost	21.71	20.49	21.86	14.10
Benefits Paid	(52.93)	(27.06)	(66.44)	(39.55)
Actuarial (gain)/loss on obligation	27.21	40.78	20.26	60.73
Present value of obligations as at end of year	431.08	190.78	402.86	145.65
iii) Table showing changes in the present value of plan assets				
Fair value of plan assets at the beginning of year	383.36	-	384.96	-
Expected return on plan assets	34.16	-	32.40	-
Contributions	42.34	-	32.43	-
Benefits paid	(52.93)	-	(66.44)	-
Actuarial gain / (Loss) on plan assets	-	-	-	-
Fair value of plan assets at the end of year	406.93	-	383.36	-
iv) Table showing fair value of plan assets				
Fair value of plan assets at the beginning of year	383.36	-	384.96	-
Actual return on plan assets	34.16	N.A	32.40	N.A
Contributions	42.34	-	32.43	-
Benefits paid	(52.93)	-	(66.44)	-
Fair value of plan assets at the end of year	406.93	-	383.36	-
Present value of obligation at the end of year	406.93	-	-	-
Funded Status	(24.15)	-	(19.50)	-
v) Actuarial Gain / Loss recognized				
Actuarial gain / Loss for the year – obligation	(27.21)	40.78	(20.26)	60.73
Actuarial (gain)/Loss for the year – plan assets	-	-	-	-
Total (gain) / Loss for the year	27.21	40.78	20.26	60.73
Actuarial (gain) / Loss recognized in the year	27.21	40.78	20.26	60.73
vi) The amounts to be recognized in the balance sheet and statements of Profit & loss				
Present value of obligations as at the end of year	431.08	190.78	402.86	145.65
Fair value of plan assets as at the end of the year	406.93	-	383.36	-
Funded status	(24.15)	(190.78)	(19.50)	(145.65)
Net Asset / (Liability) recognized in balance sheet	-	(190.78)	(19.50)	(145.65)
vii) Expenses recognized in statement of Profit & Loss				
Current services cost	21.71	20.49	21.86	14.10
Interest cost	32.23	10.92	31.64	9.39
Expected return on plan assets	(34.16)	-	(32.40)	-
Net Actuarial (gain)/Loss recognized in the year	27.21	40.78	20.26	60.73
Expenses recognized in statement of P&L	46.99	72.20	41.36	84.22
The Estimates of rate of future salary increase takes account inflation, seniority, promotion and other relevant factors on long term basis. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of liability. The above information is certified by the actuary.				

27. Finance Costs

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Interest Expense	419.69	623.20
Bank Charges	341.91	359.58
Total	761.60	982.78

28 Depreciation & Amortisation Expense

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Depreciation	732.16	825.94
Total	732.16	825.94

- a) Effective from 1st April 2014, the Company has revised its estimated useful life of fixed assets, wherever appropriate, on the basis of useful life specified in Schedule II of the Companies Act, 2013. The carrying amount as on 1st April 2014 is depreciated over the revised remaining useful life. As a result of these changes, the depreciation charged for the period ended 31st March, 2015 is higher by Rs.46.97 Lac and the effect relating to the period prior to 1st April, 2014 is Rs.48.08 Lac (Net of Deferred Tax Assets of Rs.21.50 Lac) which has been debited to opening balance of Profit & Loss account.
- b) During the Year based on technical evaluation Depreciation has been provided considering useful life of Plant & Machinery & Captive Power Plant to 18 years instead of 25 years as prescribed in the Schedule II of the Companies Act, 2013. Had the useful life been taken as 25 years, the depreciation would have been Rs. 514.10 Lacs, instead of Rs.732.16 Lacs, resulting in excess charge of depreciation during the year by Rs.218.06 Lac.

29. Other Expenses

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Consumption of Stores, Spare and Packing Materials	833.78	827.91
Power & Fuel	4172.19	3918.02
Rent	156.27	134.96
Repairs to Buildings	33.43	41.49
Repairs to Machinery	179.49	204.82
Repairs-Others	78.49	53.40
Insurance	66.05	70.21
Rates & Taxes	14.17	23.64
Travelling & Conveyance	130.74	97.55
Rebates and Discounts	497.22	893.05
Commission & Brokerage	177.63	106.76
Freight Outward	1204.92	1052.63
Foreing Exchange Fluctuation Loss	433.24	1460.87
Packing, Handling & Finishing Chages	95.38	82.11
Claim Paid/Irrecoverable Advances written off	68.97	143.79
Excise Duty on Increase/(Decrease) in Closing Stock	223.20	(218.92)
Miscellaneous Expenses *	316.12	329.19
Charity & Donation	1.13	1.00
Loss on Sale of Raw Materials	1.91	0.00
Total	8684.33	9222.48

*includes payment to auditors, details as under:

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
As Statutory Audit Fees	7.00	7.00
As Audit Fees for Quarterly Audited Results	3.75	3.75
As Tax Audit Fees	1.25	1.25
For Other Services	-	0.12
Total	12.00	12.12

30 Exceptional Items

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
Depreciation relating to Previous Years	-	(454.86)
Exceptional Income	-	136.56
Impairment of Assets (b)	(347.11)	0.00
Total	(347.11)	(318.30)

- a) In earlier year, Company had detected a fraud committed by an employee amounting to Rs. 145.93 Lacs. An FIR was filed and said employee was arrested. Later with the intervention of court a settlement arrived at and Rs. 140.01 lacs has been recovered by way of cash and confiscation of various properties. For balance of Rs. 5.92 lacs, the company filed a claim with ICICI Lombard under Fidelity Guarantee Insurance Policy which has been received subsequently. The amount recovered in respect of earlier years has been credited to exceptional income.
- b) In pursuance of accounting standard 28 on impairment of assets (AS-28) issued by the Institute of Chartered Accountants of India, the company has reviewed the future earnings of its cash generating units. Based on such review the company has accounted for the impairment loss on certain machinery having value of Rs.479.68 Lacs due to change in technology. In absence of reserves Rs.347.11 Lacs impairment loss has been reflected under exceptional item.

31. Earnings Per Share (EPS)

Basic / Diluted Earnings Per Share	Amount (Rs./Lacs)	
	Current Year	Previous Year
Net Profit/(Loss) for the year before extra ordinary Items after tax (Rs./ Lacs)	1457.45	725.93
Net Profit/(Loss) for the year after extra ordinary Items after tax (Rs./ lacs)	1457.45	725.93
Opening Balance of Equity Shares	89133121	89133121
Weighted Number of Equity Shares (viz. denominator) for basic earnings per share	89133121	89133121
Earnings per share before extra ordinary items	1.64	0.81
Earnings per share after extra ordinary items	1.64	0.81
Nominal Value per Equity Share (Rs.)	10.00	10.00

32. Related Party Disclosure:

Related Party disclosures, as required by AS-18 "Related Party Disclosures" are given below:-

1. Relationship

- (i) Subsidiaries Companies NIL
- (ii) Joint Venture/Joint Control & Associates NIL

(iii) Key management personnel (Whole Time Directors)

Mr.Vineet Jain-Managing Director Mr. Rakesh Mundra-Director (Finance)

Relatives of key management personnel (with whom transactions have taken place.) Mr.Manish Jain-Brother

(iv) Enterprises over which key management personnel/relative have significant influence

Prabhat Capital Services Ltd Accurex Traders Pvt. Ltd.
Gurukripa Finvest Pvt Ltd Ujjwal Commodities Pvt.Ltd.
Sulabh Plantation & Finance Pvt.Ltd.

(v) Other related parties

Pasupati Officer's Provident Fund Trust
The Pasupati Acrylon Ltd. Employees Superannuation Scheme
The Pasupati Acrylon Ltd. Employees Group Gratuity Scheme

2. The following transactions were carried out with related parties in the ordinary course of business.

(Rs./Lacs)

	Current Year			Previous Year		
	Key management personnel	Relatives of key management personnel	Others	Key management Personnel	Relatives of key management Personnel	Others
Salaries & Allowances	57.28	9.55	-	52.85	9.55	-
Rent/Lease Rent Paid	-	-	2.69	-	-	2.69
Loan Taken	-	-	-	-	-	-
Interest Paid	-	-	-	-	-	-
Contribution to Gratuity / PF / Superannuation Fund	8.97	2.25	27.27	8.73	2.25	32.88

Note: Related party relationship is as identified by the company and relied upon by the auditors.

33. It is the management's opinion that since the company is exclusively engaged in the activity of manufacture of Acrylic Fibre, Tow/Tops, which are considered to constitute a single reportable segment in the context of Accounting Standard on "Segment Reporting" issued by the Institute of Chartered Accountants of India.
34. Foreign Currency exposure that are not hedged by derivative instrument or forward contracts as at 31.3.2015 amounts to Rs.10837.98 Lac (US\$ 172.58 Lac) (Previous year Rs.10919.36 Lac) (US\$ 180.75 Lac)
35. Figures for the previous year have been regrouped / rearranged wherever considered necessary.
36. **Value of imported / indigenous Raw materials, Stores & spares consumed**

Class of Goods	Current Year		Previous Year	
	Percentage	Amount (Rs./Lacs)	Percentage	Amount (Rs./Lacs)
Raw Materials				
Imported	96.06	40097.37	95.63	35306.81
Indigenous	3.94	1644.96	4.37	1613.61
Total	100.00	41742.33	100.00	36920.42
Stores & Spares				
Imported	3.05	25.40	5.86	48.55
Indigenous	96.95	808.38	94.14	779.36
Total	100.00	833.78	100.00	827.91

37. **Other Information's**

Particulars	Amount (Rs./Lacs)	
	Current Year	Previous Year
CIF value of Imports		
Raw materials	37066.80	33062.63
Stores & spares	12.96	45.16
Expenditure in Foreign Currency		
Travelling	61.53	33.90
Commission on export Sales.	47.95	17.75
Interest & Other Charges	100.75	175.62
Earnings in Foreign Currency		
FOB value of exports	12479.11	6755.14

As per our report of even date annexed

For B.K. Shroff & Co.,
Chartered Accountants
Firm Registration No.302166E

Vineet Jain
Managing Director

O.P.Shroff
Partner
Membership No.6329
Place : New Delhi
Dated : 25th May, 2015

Rakesh Mundra
Director (Finance) & Company Secretary

S.C.Malik
Director



Pasupati Acrylon Limited

Registered Office

Thakurdwara, Kashipur Road, Distt. Moradabad, Uttar Pradesh - 244 601

Please Complete this attendance slip and hand it over at the entrance of the Meeting Hall, Joint Shareholders may obtain attendance slip on request

NAME & ADDRESS OF THE SHAREHOLDER/PROXY*

Folio NO./DPID/CLIENT ID	No. of Shares

I hereby record my presence at the 32nd Annual General Meeting held onthe.....2015 at 10.00 A.M. at Thankurdawara, Kashipur Road, Distt. Moradabad, Uttar Pradesh.

SIGNATURE OF THE SHAREHOLDER/PROXY

*Strike out whichever is not applicable

(PLEASE TEAR)

PROXY FORM

Pasupati Acrylon Limited

Registered Office

Thakurdwara, Kashipur Road, Distt. Moradabad, Uttar Pradesh - 244 601

Folio No./DPID*/Client ID*

I/We.....
ofin the district ofbeing a member/members
of Pasupati Acrylon Limited hereby appoint of in the district of.....
or failing himofin the district of
as my/our proxy to vote for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on the
..... day of 2015 or at any adjournment thereof.

Signed thisday of 2015 by the said

Affix a
Fifteen Paise
Revenue
Stamp

* applicable if shares are held in electronic form

NOTE : The proxy must be returned so as to reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

FORM - A

AUTHENTICATION FOR SCORES BY LISTED COMPANIES

1. Name of the Company: Pasupati Acrylon Limited
2. PAN of Company: AAACP0348M
3. CIN of Company: L50102UP1982PLC015532
4. Date of incorporation of company: 22/10/1882
5. Registered Office address of company: Thakurdwara Kashipur Road Disst.
Moradabad (U.P)

6. Complaints processed through: RTI/STA

7. Please indicate the following:

Name of the RTI/STA: MCS Share Transfer Agent Limited

Whether complaints will be passed to RTI/STA by the company

Directly to the RTI/STA through SCORES

8. Stock exchange on which company is listed: Bombay Stock Exchange

9. The details of the concerned person of the company to whom User id and password will be sent:

Name: G.D Gandhi

Designation: Asst. General Manager

Email id: gandhi411@yahoo.com

Mobile no: 990518108

Telephone No.: 011-47627400

Fax No.: 011-47627497

10. Name, PAN and address of the promoters and directors of the company: List attached

Place: New Delhi

Date: 30/03/2015

Signature:

Name: Mr. Rakesh Mundra

Designation: Company Secretary

Company Seal:



FORM - B

AUTHENTICATION FOR SCORES BY SEBI REGISTERED INTERMEDIARIES

1. Name of the registered intermediary : MCS Share Transfer Agent Limited
2. Nature of registered intermediary: Registrar and Transfer Agent
3. SEBI registration no. : INR000004108
4. PAN of registered intermediary : AAHCM3618E
5. Date of SEBI registration of intermediary: 17.08.2012
6. SEBI registration valid upto: 16.08.2017
7. Office address of the intermediary: 12/1/5 Manoharpukur Road, Kolkata 700026
8. The details of the concerned person of the intermediary to whom User id and password will be sent:

Name: Subhas Bhattacharya

Designation: Compliance Officer

Email id : mcssta@rediffmail.com, subhasbhattacharjee33@yahoo.com

Mobile no.

Telephone No.: (033) 4072-4051/4052/4053

Fax No. : (033) 4072-4050

Place: Kolkata

Date: 30/03/2015

Signature: *Subhas Bhattacharya*

Name: Subhas Bhattacharya

Designation: Compliance Officer

Seal:

