



SKYLINE MILLARS LIMITED **Millars**

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	SKYLINE MILLARS LIMITED
2.	Annual financial statements for the year ended	March 31, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not applicable as un-qualified audit report issued


Shivakumar Aiyar
Financial Controller


MAULIK DAVE
Whole Time Director


ANAND J. VASHI
CHAIRMAN OF AUDIT COMMITTEE


STATUTORY AUDITORS (ASHISH H. SHAH)
PARTNER
Membership No. 103750

For SHAH & CO.
Chartered Accountants
FRN. 109430W



SKYLINE MILLARS LIMITED



94th Annual Report
2013-2014

Millars

Board of Directors

Name of the Directors	Designation
Mr. Anand J. Vashi	Independent Director & Chairman
Mr. Ashok J. Patel	Non-Executive Director
Mr. Vinod N. Joshi	Independent Director
Mr. Tarak A. Patel	Non-Executive Director
Mr. Jatin V. Daisaria	Non-Executive Director
Mr. Upen M. Doshi	Independent Director
Mr. Shilpin K. Tater	Non-Executive Director
Mr. Maulik H. Dave	Whole time Director (w.e.f. 28 th May, 2014)
Chief Operating Officer	Nilesh M. Kaul (Resigned on 31 st March, 2014)
Financial Controller	Shivakumar Aiyar (w.e.f. 6 th December, 2013)
Dy. G. M. Finance & Company Secretary	Dhawal J. Vora
Bankers	Bank of Maharashtra Axis Bank Limited IDBI Bank Limited ICICI Bank Limited
Auditors	M/s Shah & Co. Chartered Accountants
Internal Auditors	M/s Kalyaniwalla Mistry & Associates Chartered Accountants
Cost Auditors	M/s N. P. S. & Associates Cost Accountants
Solicitors	M/s Vigil Juris Advocates, Solicitors & Notary



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE **NINETY FOURTH ANNUAL GENERAL MEETING** OF THE MEMBERS OF **SKYLINE MILLARS LIMITED** WILL BE HELD AT **BABASAHEB DAHANUKUR SABHA GRIHA, 6th FLOOR, ORICON HOUSE, 12 K. DUBHASH MARG (RAMPART ROW), FORT, MUMBAI - 400 001 ON WEDNESDAY, 24th SEPTEMBER, 2014 AT 11.00 A.M TO TRANSACT THE FOLLOWING BUSINESS.**

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date with the notes and schedules along with reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. Maulik H. Dave (Din No 01448536), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Mr. Shilpin K. Tater (Din No 02820572), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, to appoint M/s. Manubhai & Shah, Chartered Accountants, Ahmedabad, (Firm Registration no 106041W) as Statutory Auditors of the Company in place of M/s. Shah & Co., Chartered Accountants, Mumbai, the retiring Statutory Auditors, to hold office for five years from the conclusion of this Annual General Meeting till the conclusion of the 99th Annual General Meeting of the Company (Subject to ratification of their appointment at every Annual General Meeting) at such remuneration plus service tax, out of pocket traveling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable to M/s. Manubhai & Shah, Chartered Accountants, apart from the reimbursement of out of pocket expenses and applicable taxes.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.
“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Anand J. Vashi (DIN 00003531), Non-Executive Independent Director of the Company whose period of office was liable to determination by retirement by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.
“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the



Companies Act, 2013, Mr. Vinod N. Joshi (DIN 01409387), Non-Executive Independent Director of the Company whose period of office was liable to determination by retirement by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

7. 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 Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Upen M. Doshi (DIN 01471833), Non-Executive Independent Director of the Company whose period of office was liable to determination by retirement by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT in accordance with the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 (hereinafter referred to as "the said Act") approval of the members of the Company be and is hereby accorded to the appointment of Mr. Maulik H. Dave (DIN 01448536), as the "Whole time Director" of the Company for a period of five years with effective from 28th May, 2014, on the terms and conditions of appointment as mentioned in the draft of the Agreement to be entered into between the Company and Mr. Maulik H. Dave, which is placed before the meeting initialled by the Chairman for the purpose of identification."

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

9. To approve the remuneration of Cost Auditor for the financial year 2014-15 by passing 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 and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof), the remuneration of ₹ 1,50,000/- (apart from reimbursement of out-of-pocket expenses incurred for the purpose of Audit) to be paid to M/s. N.P.S Associates, Cost Accountants, for conduct of audit of the cost records, maintained by the Company for the financial year 2014-15 be and is hereby approved and ratified."

**For and on behalf of the Board of Directors
SKYLINE MILLARS LIMITED**

**sd/-
Anand J. Vashi
(Chairman)**

Mumbai, August 12, 2014.

Registered & Corporate Office :
Skyline Oasis Gate No. 2, 412-413, Skyline Wealthspace,
Premier Road, Vidyavihar (W). Mumbai-400 086.
CIN: L63020MH1919PLC000640
www.skylinemillarsltd.com

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. The Register of Members and Share Transfer Register shall remain closed from Monday the 15th September, 2014 to Wednesday the 24th September 2014 (both days inclusive).
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
5. Members are requested to inform the Company's Registrars and Share Transfer Agent viz M/s Link Intime India Private Limited regarding changes if any, in their registered address with the PIN code number.
6. In order to ensure safety against fraudulent encashment of dividend warrants, members holding shares in physical form are requested to furnish to the Company or Company's R&T Agent, M/s Link Intime India Private Limited bank account details which will be printed on the dividend warrants.
7. A Member may avail of the facility of nomination by nominating in the prescribed "NOMINATION FORM", a person to whom his/her shares in the Company shall vest in the event of his/her death.
8. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the meeting. The queries may be addressed to Company's registered office (email: shares@skylinemillarsltd.com).
9. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories viz NSDL and CDSL, will be printed on the dividend warrants. Members are requested to inform the concerned Depository participant of any change in address, dividend mandate, Etc.
10. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies at the meeting.
11. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio to facilitate better services.



12. In terms of the applicable provisions of the Companies Act, 1956/ Companies Act, 2013, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Those members who have so far not encashed their Dividend Warrants may claim or approach the Company for the payment thereof. Kindly note that after such dates the members will have to claim such dividend from IEPF in accordance with the Rules prescribed by the Central Government under the Companies Act, 2013.

The details of dividend declared / paid from the year 2007-08 onwards proposed to be transferred to IEPF until the conclusion of the next Annual General Meeting are given below:

Date of declaration	Dividend for the year	Dividend ₹ per share	Due date of the proposed transfer to IEPF
22-Oct-2007	Interim Dividend (2007-08)	₹ 0.10	20- Nov -2014

13. Electronic copy of the Notice of the 94th Annual General Meeting of the Company interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 94th Annual General Meeting of the Company interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 94th Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website www.skylinemillarsltd.com for them to download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: shares@skylinemillarsltd.com.

15. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, facility to exercise their right to vote at the 94th Annual General Meeting by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL):

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select "SKYLINE MILLARS LIMITED" from the drop down menu and click on "SUBMIT".
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



vii. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their Pan with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

viii. After entering these details appropriately, click on "SUBMIT" tab.

- ix. Members holding shares in physical form will then reach directly the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be 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.**
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the Company Name 'SKYLINE MILLARS LIMITED' on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- xvi. You can also take print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. 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 as prompted by the system.
- Institutional shareholders (i.e. other than) Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 accounts 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 the scrutinizer to verify the same.

In case of members receiving the physical copy:

- A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- B) The voting period commences on Thursday, September 18, 2014 at 9 a.m. and ends on Saturday, September 20, 2014 at 6 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C) I. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 22, 2014.
- III. Mr. Hemant Shetye, Practicing Company Secretary (Membership No. FCS 2827). has been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- IV. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- V. The results shall be declared at or after 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.skylinemillarsltd.com and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited & Ahmedabad Stock Exchange Limited.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



17. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.
18. The Members are requested to:
- Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
 - Quote Registered Folio / Client ID & DP ID in all their correspondence;
 - Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in Dematerialised form for all the investors.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.
Item No. 5 to 7**

The Companies Act, 2013 ("the Act") provides for appointment of Independent Directors for a term upto five consecutive years. Further the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a Listing Company.

The following Directors are Independent Directors viz. Mr. Anand J. Vashi, Mr. Vinod N. Joshi and Mr. Upen M. Doshi on the Board of the Company.

Item No. 5

Mr. Anand J. Vashi is a Non-Executive Independent Director of the Company. He is on the Board since May, 1993 and is the Chairman of the Company as well as Audit Committee and Stakeholders' Relationship Committee. He is also member of the Nomination and Remuneration Committee.

Mr. Anand J. Vashi aged 61 Years, is a practicing Chartered Accountant and fellow member of The Institute of Chartered Accountants. He retired as a Senior Partner of M/s Kalyaniwalla & Mistry, Chartered Accountants, after an association with them for four decades.

Currently he is on the Board of a few Companies and is a Trustee of several Charitable Trusts and Institutions.

During the time your Company was governed by provisions of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), Mr. Anand J. Vashi played a major advisory role in the implementation of the revival package, which brought your Company out of the purview of SICA.

Mr. Anand J. Vashi is a director whose period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Anand J. Vashi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years.

A notice (along with requisite deposit) has been received from him, proposing as a candidate for the office of Director of the Company.

The Company has received declaration from Mr. Anand J. Vashi that he meet with the criteria of Independence as prescribed both under sub-section (6) of section 149 of the Act and under Clause 49 of the Listing Agreement.

The Board is of the opinion, Mr. Anand J. Vashi fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the management.



Copy of the draft letter for appointment of Mr. Anand J. Vashi as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day of the Company.

Considering his vast experience, his presence on the Board will be of immense value to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anand J. Vashi as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Anand J. Vashi being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 5.

Item No. 6.

Mr. Vinod N. Joshi is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 1997. Mr. Vinod N. Joshi is the member of the Audit Committee and Stakeholders' Relationship Committee of the Company.

Mr Vinod N. Joshi aged 59, holds a Bachelor's degree in Mechanical Engineering. He is the founder member of ASK Management Consultancy Services. Mr Vinod N. Joshi has over 37 years of professional experience out of which about 25 years as Management Consultant.

Mr Vinod N. Joshi provides consultancy to industry in Business and Operational Strategy, managing change, implementing modern systems and controls, improvement in Quality and Efficiency as well as training inputs to industry managers and executives.

During the time your Company was governed by provisions of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), Mr Vinod N. Joshi played a major advisory role in the implementation of the revival package, which brought your Company out of the purview of SICA.

Mr. Vinod N. Joshi is a director whose period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Vinod N. Joshi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years.

A notice (along with requisite deposit) has been received from him, proposing as a candidate for the office of Director of the Company.

The Company has received declaration from Mr. Vinod N. Joshi that he meet with the criteria of Independence as prescribed both under sub-section (6) of section 149 of the Act and under Clause 49 of the Listing Agreement.

The Board is of the opinion, Mr. Vinod N. Joshi fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Vinod N. Joshi as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day of the Company.

Considering his vast experience, his presence on the Board will be of immense value to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vinod N. Joshi as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Vinod N. Joshi being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 6.

Item No. 7.

Mr. Upen M. Doshi is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in April, 2009. Mr. Upen M. Doshi is the member of the Audit Committee, Stakeholders' Relationship Committee and Chairman of Nomination and Remuneration Committee of the Company.

Mr. Upen M. Doshi aged 55 years, holds following degrees B.Sc, PGDMMT and MMS. He is the founder promoter of SAMRUDDHI Securities Pvt. Ltd. and with over three decades experience into Investment Consultancy.



Mr. Upen M. Doshi is a director whose period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013. Mr. Upen M. Doshi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director a term of five consecutive years.

A notice (along with requisite deposit) has been received from him, proposing as a candidate for the office of Director of the Company.

The Company has received declaration from Mr. Upen M. Doshi that he meet with the criteria of Independence as prescribed both under sub-section (6) of section 149 of the Act and under Clause 49 of the Listing Agreement.

The Board is of the opinion, Mr. Upen M. Doshi fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Upen M. Doshi as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day of the Company.

Considering his vast experience, his presence on the Board will be of immense value to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Upen M. Doshi as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Upen M. Doshi being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 7.

Item No. 8:

Mr. Maulik H. Dave has been appointed as a Whole Time Director w.e.f. May 28, 2014 for the period of five years without any remuneration. Mr. Maulik H. Dave is a Commerce Graduate and having wide experience in Realty marketing coupled with his deep business perspective will add value to the Company. The said appointment was recommended by the Nomination and Remuneration Committee and subsequently approved by the Board subject to approval of shareholders in the forthcoming Annual General Meeting.

The terms and conditions proposed to be entered into by the Company with Mr. Maulik H. Dave in respect of his appointment, interalia contains the following general terms and conditions:

TERMS & CONDITIONS:

- Mr. Maulik H. Dave as the Whole Time Director shall have the general power of conduct and manage the whole of the business and affairs of the Company subject to the superintendent, control and direction of the Board of Directors of the Company, except the matters which may be specifically required to be done by the Board either under the Companies Act, 2013 or under the Articles of Association of the Company and Mr. Maulik H. Dave as the Whole Time Director, shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts, things and deed which in the ordinary course of business he may consider necessary in the interest of the Company.
- Mr. Maulik H. Dave as Whole Time Director shall not have the following powers:
 - a) To make calls on shareholders in respect of money unpaid on their shares;
 - b) Power to authorise the buy-back of shares;
 - c) The power to issue Debentures;
 - d) The power to borrow money otherwise than on debentures;
 - e) The power to invest the funds of the Company;
 - f) The power to make loans.
- Mr. Maulik H. Dave as Whole Time Director may resign from his office upon giving three months notice in writing to the Company.



In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Special Resolution set out at item no. 8 of the accompanying Notice for the approval of the Members.

Copy of the agreement referred to in the resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Except Mr. Maulik H. Dave, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract and memorandum under Section 190 of the Companies Act, 2013 and as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 9:

The Ministry of Corporate Affairs, vide the Cost Accounting Record Rules and Cost Audit Report Rules 2011 read with Section 233B of the Companies Act, 1956, requires the Company to maintain cost records in respect of all products falling under a particular excise classification and these cost records are required to be audited by a Cost Accountant.

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment and remuneration of M/s. N.P.S & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2014-15.

Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members.

Approval of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

None of the Directors, Key Managerial Personnel or their relatives, is in anyway, concerned or interested in the Resolution. The Directors recommend the Resolution for the approval of the Members.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the said resolution.



Directors' Report

To the Members,

The Directors are pleased to present their ninety fourth annual report and the audited financial accounts for the year ended March 31, 2014.

FINANCIAL PERFORMANCE

PARTICULARS	F.Y. 2013-14 (₹ in lacs)	F.Y. 2012-13 (₹ in lacs)
Revenue from Operation (Net)	1,443.11	2,510.30
Other Income	125.67	255.49
Total Revenue	1568.78	2,765.79
Profit before Finance costs, Depreciation, Exceptional Items and Taxation	84.41	515.82
Less : Finance Costs	(25.13)	(0.09)
Less : Depreciation and Amortisation	(37.20)	(19.35)
Profit before Exceptional Items and Taxation	22.08	496.36
Less : Exceptional Items	-	(8.00)
Profit Before Tax	22.08	485.36
Less : Current Taxes	-	(151.11)
Less : Deferred Tax	53.39	-
Profit After Tax	(31.31)	337.25
Add : Surplus in Statement of Profit and Loss at the beginning of the year	2052.04	1,853.29
Add : Mat Credit Entitlement	26.71	-
Amount available for Appropriation	2,047.44	2,190.54
Appropriations:		
Proposed Dividend	-	80.45
Taxation on Proposed Dividend	-	13.05
Transferred to General Reserve	-	45.00
Profit & Loss Balance Carried Forward	2,047.44	2,052.04

PERFORMANCE OF THE COMPANY

During the year under review your Company's Sales and Other income have declined by 43% as compared to the previous year to ₹1,568 Lacs as against ₹2,765 Lacs.

Revenue from Construction Equipment Division for the financial year ended March 31, 2014 was ₹ 307 lacs against ₹ 440 lacs in F.Y 2012-13 and revenue from the Real Estate Division was ₹ 1,094 lacs for the financial year ended March 31, 2014 against ₹ 2,050 lacs in F.Y 2012-13.

Your Company's Profit Before Tax decreased to ₹ 22 lacs during the financial year ended March 31, 2014 as compared to ₹ 488 lacs in previous year, a major decline due to slowdown in the operations.

Significant depreciation on Wada unit enhancing the provision for Deferred Tax has resulted in Loss After Tax of ₹ 31 lacs.

The Earning Per Share (EPS) of the Company is ₹ (0.08) ps as compared to ₹ 0.84 ps of the pervious year.

Due to economic slowdown, external factors remained challenging, inflationary pressures impacted the demand resulting in overall decline in the operations of your Company.

**DIVIDEND**

Your Directors do not recommend any dividend for the year ended March 31, 2014.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

INVESTMENTS

Your Company's total investment in listed equity shares, mutual funds & fixed deposits in Banks is amounting to ₹ 402 lacs as of March 31, 2014.

Your Company has acquired land admeasuring 8,295 sq. mtrs. for ₹ 461 lacs near our existing project at Karjat and plans to launch a residential project in near future.

CAPITAL EXPENDITURE**a) Wada Unit**

During the year 2011-12, your Company had acquired industrial land admeasuring 51,759 sq. mtrs. at village Sapne Khurd, Taluka Wada, District Thane for a total cost of ₹ 279 lacs.

Your Company further invested ₹ 1,223 lacs on account of Plant & Machinery, Building and other infrastructure, aggregating capital expenditure of ₹ 1,502 lacs, for setting-up state-of-the-art facility for manufacture of pre-cast concrete pipes of diameter ranging from 300 mm dia to 2600 mm dia and manholes ranging from 1200 mm dia to 1500 mm dia.

The above capital expenditure has been financed partly by availing a Term Loan of ₹ 588 lacs from Bank of Maharashtra and the balance of ₹ 914 lacs from internal accruals and the same has been capitalized during the year under review. Out of the Term Loan, six quarterly instalments amounting to ₹ 140 lacs has been paid out of internal accruals and outstanding balance in Term Loan of ₹ 448 lacs as of March 31, 2014.

Commercial operations at Wada plant have started from December 1, 2013 and the new facility at Wada for production of higher diameter pipes has been fully stabilized. Upgraded technology deployed in this facility will result in improved quality and efficient cost of pipe production.

It is also planned to start manufacture of Manholes of 1200 and 1500 diameter from the second half of the current year.

The Company has taken adequate measures in ensuring efficient management of all resources and high level of operating efficiency.

Your Company has received license from Bureau of Indian Standards (B.I.S) for pre-cast concrete pipes for sizes ranging from 300 mm dia to 1800 mm dia.

b) Corporate Office at Vidyavihar (W)

Further, your Company has incurred a capital expenditure from internal accruals an amount of ₹ 129 lacs for acquisition of office at Skyline Wealthspace, Vidyavihar (W), Mumbai, which is used as a Registered & Corporate office of the Company.

GHATKOPAR RESIDENTIAL PROJECT

Your Company as a developer has constructed a residential building (known as Building no 4) with two wings having approximate F.S.I area of about 7,800 sq. mtrs. at our Ghatkopar Project site situated at Kurla - Kirod Road, Vidyavihar, Mumbai. During the year under review the construction of the same was duly completed and revenue has been accounted accordingly.

**KARJAT RESIDENTIAL PROJECT, MAHARASHTRA**

Your Company had acquired land in the year 2011 generating 8,044 sq. mtrs of FSI area in Karjat (outskirts of Mumbai) and had constructed one building (two wings) on the aforesaid land having 58 units has been completed during the year under review of which 51 units have been sold.

In the current financial year, your Company has started construction of one more building on the aforesaid land consisting of two wings having 42 units of which 7 units have been sold as on date.

DIRECTORS

Mr. Maulik H. Dave and Mr. Shilpin K. Tater retire by rotation at the ensuing Annual General Meeting and are proposed to be appointed as Directors.

Mr. Anand J. Vashi, Mr. Vinod N. Joshi and Mr Upen M. Doshi were appointed as Independent Directors of the Company liable to retire by rotation. However, as per Section 149 of the Companies Act, 2013, it is necessary to appoint these Directors as Independent Directors. The Company has received the requisite notices in writing from them, proposing their candidature of Mr. Anand J. Vashi, Mr. Vinod N. Joshi and Mr Upen M. Doshi for the office of Independent Directors.

The Company has received declarations from all the above named Directors confirming that they meet with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013.

Profiles of these Directors, as required by Clause 49 of the Listing Agreement with the Stock Exchanges, are given in the Notice convening the forthcoming Annual General Meeting.

The above appointments form a part of the Notice convening the forthcoming Annual General Meeting and the Resolutions are recommended for your approval.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, in terms of Section 217(2AA) of the Companies Act, 1956, the Directors state that:

- i) In the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures.
- ii) That the Directors have 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 and of the Profit or Loss of the Company for that period.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the annual accounts on a going concern basis.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed review of operations, performance and future outlook of the Company is given separately under the head Management Discussion and Analysis Report.

AUDITORS

M/s. Shah & Co., Chartered Accountants, Mumbai, who retire at the conclusion of this Annual General Meeting of the Company and have expressed their inability to offer themselves for re-appointment.

It is proposed by the Company, to appoint M/s Manubhai & Shah, Chartered Accountants, as Statutory Auditors of the Company. The Company has received a letter from the Auditors that their appointment as Statutory Auditors, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956. The Audit Committee and the Board recommends the appointment of M/s. Manubhai & Shah, Chartered Accountants, as Statutory Auditors to hold office for five years from the conclusion of this



Annual General Meeting till the conclusion of the 99th Annual General Meeting of the Company (Subject to ratification of their appointment at every Annual General Meeting.

Members are requested to consider and appoint M/s. Manubhai & Shah, Chartered Accountants, as the Statutory Auditors of the Company.

COST AUDITOR

Pursuant to the provisions of Section 148 (3) of the Companies Act, 2013, the Directors have appointed M/s. N.P.S & Associates, Cost Accountants, as the Cost Auditor of the Company to conduct an audit of the cost records maintained by the Company for the financial year 2014-15.

SECRETARIAL AUDIT

In pursuance of section 204 of the Companies Act, 2013, The Company has appointed M/s. H S Associates, Company Secretaries for auditing the secretarial and related records of the Company for the financial year 2014-15.

REPORT ON ENERGY CONSERVATION AND RESEARCH AND DEVELOPMENT ACTIVITIES

Information relating to energy conservation, foreign exchange earnings and outgo and research and development activities undertaken by the Company in accordance with the provisions of Section 217 (1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, is given in the Annexure to the Directors' Report.

DISCLOSURES OF PARTICULARS OF EMPLOYEES

There are no employees getting remuneration exceeding the prescribed limits, under section 217 (2A) of the Companies Act, 1956 as amended, read with the Companies (Particulars of Employees) Rules, 1975.

ACKNOWLEDGEMENTS

The Board places on record its sincere appreciation for the dedicated services rendered by employees at all levels. Your Directors would like to express their grateful appreciation for the assistance and support extended by all customers, government authorities, Bank of Maharashtra, shareholders, suppliers and other business associates.

**For and on behalf of the Board of Directors
SKYLINE MILLARS LIMITED**

sd/-
Anand J. Vashi
(Chairman)

Mumbai, August 12, 2014.



ANNEXURE TO THE DIRECTORS' REPORT

Particulars required under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY

The operations of the Company involve low energy consumption. Adequate measures have, however, been taken to conserve energy. The information required to be furnished as provided under Rule 2 of Companies Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, for conservation of energy in Form-A does not apply to the Company as it does not fall under the category of Industries listed in Schedule annexed to Form-A.

B. TECHNOLOGY ABSORPTION

Research and Development

1. The Company continues its efforts by internal upgradation program on Research & Development.
2. Computers are being used with latest software for design calculation in process engineering, drafting packages, etc.
3. Particulars of Imported Technology (imported during the last five years) - **NOT APPLICABLE**

C. FOREIGN EXCHANGE

The particulars of foreign exchange inflow and outflow are given in Note 40 of Notes to Financial Statements.

For and on behalf of the Board of Directors
SKYLINE MILLARS LIMITED
sd/-
Anand J. Vashi
(Chairman)

Mumbai, August 12, 2014.



MANAGEMENT DISCUSSION & ANALYSIS

A. Industry Structure & Development

Indian Economy

In the fiscal year 2013-14, the macro economic environment continued to remain challenging with high inflation, decline in GDP growth from 5% to 4.5%, significant increase in consumer prices leading to negative consumer sentiment. As a result, the economic slow down continued throughout the fiscal year.

B. Segment Wise Operational Performance

In the challenging times that the Indian Industry is currently passing through, with sagging demand, your Company has registered a decline in growth for the year under review. Your Company's Sales and Other income for the year under review are at ₹ 1,568 lacs as against ₹ 2,765 lacs in the previous year, a decline of 43%.

Revenue from Construction Equipment Division for the year under review was at ₹ 307 lacs as against ₹ 440 lacs for the previous year and Revenue from the Real Estate Division for the year under review was at ₹ 1,094 lacs as against ₹ 2,050 lacs for the previous year.

Your Company registered a Loss After Tax of ₹ 31 lacs during the year under review as compared to Profit After Tax of ₹ 337 lacs in the previous year mainly due to slow down in the manufacturing operations and impact of depreciation on account of substantial capital expenditure at Wada Unit.

C. Outlook, Opportunity and Threats

The previous two years were challenging for the Industry in general and also for your company and the factors that resulted in the poor performance are expected to subsist in the first half of the current financial year. The Company is hopeful that with a stable government at the center, there will be an improvement in the economy with measures being taken to encourage significant investments in infrastructure development.

Your Company is confident that the new Government's plans to set up 100 smart cities across the country providing modern amenities, education and employment opportunities will give the required boost for all the business segments of the Company.

Real Estate

Several factors such as continued economic growth, trend towards nuclear families, young working population, rising disposable incomes, increased urbanization etc. continue to act as strong drivers for long term sustainable real estate demand.

Further the Government's proposal to introduce Real Estate Investment Trusts (REITs) will help investors channelise their investments into India's realty sector through a regulated mechanism, which will immensely help the sector.

Inflation, higher interest rates, high risk weight-age for loans to companies operating in the sector, non-availability of low cost working capital, time lag during the project approval process, higher statutory levies etc. continue to remain as challenges faced by the sector as a whole.

Pre-caste Concrete Pipes and Manholes

Wada unit of pre-cast concrete pipes and manholes having state-of-art-technology has been operational from December 1, 2013 and the initial market response for pre-cast concrete pipes has



been encouraging. Further your Company plans to start production of manholes from second half of the financial year which has good market potential.

Thus there is a huge potential for Infrastructure developmental activities in water supply, drainage and sewerage schemes leading to good scope for many projects to be implemented and this augurs well for your Company's growth.

D. Internal Control Systems and their adequacy

Your Company has a proper and adequate system of Internal Controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposal and commercial transactions are authorized, recorded and reported correctly. The internal control is supplemented by an extensive program of internal audit and periodic review by the management. The system is designed to adequately ensure that financial and other records are reliable for presenting financial information and other data including maintenance of fixed assets. The Audit Committee reviews observations and recommendations contained in Internal Audit Reports at its periodic meetings where Internal Auditors also participate.

E. Human Resources and Industrial Relations

The Company considers its organizational structure to be evolving consistently over time while continuing with its efforts to follow good HR practices. Our Passion is to improve daily living and to create a workplace where every person can achieve his or her full potential.

We encourage individuals to go beyond the scope of their work, undertake voluntary projects that enable them to learn and contribute innovative ideas in meeting goals of the Company. The Company strongly believes that its intrinsic strength lies in the quality of its dedicated and motivated employees.

F. Cautionary Statement

This discussion and analysis contain forward looking statements that reflects our current views with respect to future events and financial performance. Our actual results may differ materially from those anticipated in the forward looking statements on account of many factors.



CORPORATE GOVERNANCE REPORT FOR THE YEAR 2013-2014

(As required under clause 49 of the Listing Agreement entered into with the Stock Exchanges)

CORPORATE GOVERNANCE PHILOSOPHY

The Company believes that good governance goes beyond working results and financial propriety and is a pre-requisite for attainment of excellence in performance. The Company seeks to focus on enhancement of long-term value creation for all stakeholders without compromising on integrity, social obligations and legal and regulatory compliance.

Given below are the Company's corporate governance policies and practices for 2013-14. As will be seen, Skyline Millars Limited corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements in accordance with the provisions of clause 49 of the listing agreement.

SEBI vide its circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014 has notified the revised clause 49 of the listing agreement to be applicable with effect from 1st October 2014. This Report therefore states compliance against the previous clause 49 of the listing agreement, applicable for the year 2013-14.

CODE OF CONDUCT

In compliance with the requirements of Clause 49 of the Listing Agreement, the Company has adopted a Code of Conduct for Directors as well as for Senior Management and posted on the website of the Company. All Directors and Senior Management Personnel have affirmed compliance with the code for 2013-14. A declaration to this effect signed by the Chairman is given in this Annual Report.

WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy to provide a mechanism to enable the employees to approach the Audit Committee of the Board of Directors for reporting the instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct, which may come to their knowledge.

It basically enables the employees to report their concerns which would be looked into and if found appropriate, would be fully investigated and acted upon.

BOARD OF DIRECTORS

Presently the Board consists of a total of 8 Directors, out of which 3 are Independent Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the Companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

The three Non-Executive Independent Directors are professionals with expertise and experience in general corporate management, finance, accounting and other allied fields.

Apart from drawing sitting fees, none of these Independent Directors have any other material pecuniary relationship or transactions with the Company, its Promoters and its Management, which in the judgment of the Board would affect the independence of the Directors.

The Company currently does not have a stock option program for any of its Directors.



Name of Director	Category of Directorship	No. of Meetings held up to 31.03.2014	No. of Meetings Attended	Directorship in other Public Companies	Chairmanship in Committee in other Public Companies	Attendance at last A.G.M
Mr. Anand J. Vashi Chairman	Independent Non-Executive Director	4	4	1	Nil	Yes
Mr. Ashok J. Patel	Promoter Non-Independent Non-Executive Director	4	3	4	Nil	Yes
Mr. Vinod N. Joshi	Independent Non-Executive Director	4	3	Nil	Nil	Yes
Mr. Tarak A. Patel	Promoter Non-Independent Non-Executive Director	4	2	2	Nil	Yes
Mr. Jatin V. Daisaria	Promoter Non-Independent Non-Executive Director	4	4	Nil	Nil	Yes
Mr. Upen M. Doshi	Independent Non-Executive Director	4	4	Nil	Nil	Yes
Mr. Shilpin K. Tater	Promoter Non-Independent Non-Executive Director	4	4	Nil	Nil	Yes
Mr. Maulik H. Dave	Promoter Whole Time Director (w.e.f 28.5.2014)	4	4	Nil	Nil	Yes

The Board of Directors met four times during the financial year 2013-14, Board Meetings were held on 29th May, 2013, 9th August, 2013, 23rd October, 2013 and 4th February, 2014.

The maximum time gap between any two meetings is much less as compared to the mandatory requirement of not more than four months as per Clause 49 of the Listing Agreement.

BOARD PROCEDURE

The Board of Directors oversees the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company management policies and their effectiveness and ensures that the long term interests of the stakeholders are being served. The Whole Time Director is assisted by the senior management personnel in overseeing the functional matters of the Company.

The Board Meetings of the Company are scheduled in advance and the notice of each such Board Meeting is given in writing to all the Directors. Detailed agenda together with the relevant annexure is also sent to the Directors in advance.

However, in special and exceptional circumstances, additional or supplementary items on the agenda are allowed to be considered with the permission of Chair. All the departments in the Company communicate with the Company Secretary in advance with regard to the matters requiring the approval of the Board to enable inclusion of the same in the agenda for the Board Meeting. The Members of the Board are also free to recommend inclusion of any matters in the agenda for discussion.

Whenever necessary, additional meeting are held, in case of business urgency of matters, resolutions are passed by circulation.

Important decisions are taken at the Board / Committee meetings are promptly communicated to the Concerned departments /divisions, Action taken report on the decision of the previous meeting (s) is placed at the immediate succeeding meeting of the Board / Committee(s) for information and review of the Board / Committee(s).



COMMITTEES OF DIRECTORS

a) AUDIT COMMITTEE

The composition of the Audit Committee along with the attendance of the members of the Audit Committee is as follows;

Name of the Director	Category	No. of Meetings held up to 31.03.2014	No. of Meetings Attended
Mr. Anand J.Vashi Chairman	Independent Non-Executive Director	4	4
Mr. Vinod N. Joshi	Independent Non-Executive Director	4	3
Mr. Upen M. Doshi	Independent Non-Executive Director	4	4
Mr. Maulik H. Dave	Promoter Whole Time Director (w.e.f 28.5.2014)	4	4

During the financial year 2013-2014 the Audit Committee met four times on 29th May, 2013, 9th August, 2013, 23rd October, 2013 and 4th February, 2014.

Financial Controller is permanent invitee to all Audit Committee meetings. The Statutory Auditors and Internal Auditors are also invited to attend the meetings. The Company Secretary acts as the Secretary to the Committee.

The Audit Committee acts as a link between the Statutory and the Internal Auditors on the one side and the Board of Directors of the Company on the other side.

Terms of reference of the Audit Committee of the Board of Directors are as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Approve the Company's policy on materiality of related party transactions and also on dealing with related party transactions;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval;
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Review the functioning of the Whistle Blower Mechanism;
- Approval of appointment of CFO / Financial Controller after assessing the qualifications, experience and background etc. of the candidate;



The minutes of the Audit Committee were placed before the Board for record.

The Chairman of the Audit Committee, Mr. Anand J. Vashi was present at the last Annual General Meeting of the Company held on 27th September, 2013.

b) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition of the Stakeholders' Relationship Committee along with the attendance of the members is as follows;

Name of the Director	Category	No. of Meetings held up to 31.03.2014	No. of Meetings Attended
Mr. Anand J.Vashi Chairman	Independent Non-Executive Director	4	4
Mr. Vinod N. Joshi	Independent Non-Executive Director	4	3
Mr. Tarak A. Patel	Promoter Non-Independent Non-Executive Director	4	2
Mr. Jatin V. Daisaria	Promoter Non-Independent Non-Executive Director	4	4
Mr. Upen M. Doshi	Independent Non-Executive Director	4	4

During the financial year 2013-14, four Stakeholders' Relationship Committee Meetings were held on 29th May, 2013, 9th August, 2013, 23rd October, 2013 and 4th February, 2014.

Terms of reference of the Stakeholders' Relationship Committee of the Board of Directors are as under:

- To respond to the grievances in general and relating to transfer, transmission and transposition of shares, non-receipt of declared dividends, non-receipt of Balance Sheet, duplicate share certificate etc. of all shareholders in a time bound manner;
- To monitor and review the performance and service standards of the Registrar and Share Transfer Agent of the Company and provide continuous guidance to improve the service levels for shareholders;
- To ensure quick redressal of the complaints of all shareholders;
- To maintain cordial relations with the shareholders;
- To address such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee;
- To monitor the number of grievances received, resolved or pending at the end of the quarter.

The Company has received 8 complaints from Shareholders / Investors which have been resolved to the satisfaction of the complainants. None of the investors' complaints was pending unresolved as on March 31, 2014. The detail break-up of complaints received and responded and the status thereof during the financial year ended March 31, 2014 are given below;

Nature of Complaints	Received and replied during the financial year 2013-14.
Non - receipt of Share Certificate(s) lodged for transfer	—
Non - receipt of Dividend	8
Non - receipt of Exchange Certificate	—
Dematerialisation / Rematerialisation of Shares	—
Others	—
Total	8

The minutes of the Stakeholders' Relationship Committee were placed before the Board for record.



c) NOMINATION AND REMUNERATION COMMITTEE

The Stock Exchange Listing Agreement stipulates that the Nomination and Remuneration Committee should comprise of at least three Non Executive Directors accordingly the Company constituted the Nomination and Remuneration Committee. All the three members of the Committee are Non Executive Directors.

The Nomination and Remuneration Committee meetings were not held during the year.

The name and status of the attendance of the Meetings by the Members are as under:

Name of the Director	Category	No. of Meetings held up to 31.03.2014	No. of Meetings Attended
Mr. Anand J. Vashi Chairman	Independent Non-Executive Director	Nil	Nil
Mr. Shilpin K. Tater	Promoter Non-Independent Non-Executive Director	Nil	Nil
Mr. Jatin V. Daisaria	Promoter Non-Independent Non-Executive Director	Nil	Nil

The Company is not making any payments to its Directors by way of commission or otherwise except sitting fees for attending Meetings. Therefore, there was no meeting of the Nomination and Remuneration Committee during the financial year 2013-14.

During the financial year 2013-14, two Business review meetings were held.

The details of sitting fees paid to the Directors for attending the Board / Committee Meetings of the Company during the year under review are as follows:

Name of the Director	Board Meeting Sitting fees ₹	Audit Committee Sitting fees ₹	Shareholders Committee Sitting fees ₹	Business Review Meeting Sitting fees ₹	Total Sitting fees ₹	No. of Shares held
Anand J. Vashi	80,000	40,000	40,000	Nil	1,60,000	11,000
Ashok J. Patel	60,000	Nil	Nil	40,000	1,00,000	7,85,230
Vinod N. Joshi	60,000	30,000	30,000	40,000	1,60,000	1,000
Tarak A. Patel	40,000	Nil	20,000	40,000	1,00,000	73,000
Jatin V. Daisaira	80,000	Nil	40,000	40,000	1,60,000	Nil
Upen M. Doshi	80,000	40,000	40,000	Nil	1,60,000	100
Shilpin K. Tater	80,000	Nil	Nil	40,000	1,20,000	Nil
Maulik H. Dave	80,000	40,000	Nil	40,000	1,60,000	9,510

(The above sitting fees doesn't include statutory taxes, which were applicable at the time of payment)



GENERAL SHAREHOLDERS INFORMATION

1. a) Details of the last three Annual General Meetings are given below;

Financial Year	Date	Time	Venue	Special Resolution(s)
2012-13	27/09/2013	11.00 a.m.	Club House, Skyline Oasis, Premier Road , Near Vidyavihar Railway Station, Ghatkopar (West), Mumbai 400 086.	Nil
2011-12	18/09/2012	11.00 a.m.	Babasaheb Dahanukar Sabha Griha, 6 th Floor, Oricon House, 12 K Dubash Marg, (Rampart Row), Fort, Mumbai 400 023.	Nil
2010-11	27/09/2011	11.00 a.m.	Club House, Skyline Oasis, Premier Road , Near Vidyavihar Railway Station, Ghatkopar (West), Mumbai 400 086.	Nil

b) Extra-ordinary General Meeting.

No Extra Ordinary General Meeting of the Shareholder was held during the year 2013-2014.

c) Postal Ballot:

No Postal Ballot was conducted during the year 2013 -2014.

d) Special Resolutions.

No Special Resolution was passed by the Company in any of its previous three A.G.Ms.

2. The Financial year of the Company is from April to March and schedule for the financial year 2014-15 is given below;

First quarter results (30 th June)	2 nd week of August, 2014
Mailing of Annual Reports	4 th week of August, 2014
Annual General Meeting	24 th September, 2014
Second quarter results (30 th September)	2 nd week of November, 2014
Third quarter results (31 st December)	2 nd week of February, 2015
Fourth quarter Results	2 nd Week of May, 2015

3. **Date of Book Closure:** 15th September, 2014 to 24th September, 2014.

4. **Listing on Stock Exchange:** Bombay Stock Exchange Limited. (Code 505650)
Ahmedabad Stock Exchange Limited (Code 1310)

5. **Dematerialization:** ISIN Number INE178E01026

The shares of the Company are under demat trading. The Company has made necessary arrangements with CDSL and NSDL for demat facility and almost 90.04% of the Company's share capital is in demat form as on March 31, 2014.

**6. Market Price Data:**

Month	Bombay Stock Exchange(**)	
	High (₹)	Low (₹)
April, 2013	5.24	4.10
May, 2013	5.24	5.00
June, 2013	5.50	5.24
July, 2013	5.15	4.28
August, 2013	4.10	3.54
September, 2013	4.28	3.62
October, 2013	5.00	3.33
November, 2013	5.75	5.20
December, 2013	4.99	4.17
January, 2014	4.86	3.87
February, 2014	3.90	3.08
March, 2014	3.52	2.44

** (The above said information has been sourced from Bombay Stock Exchange Limited)

7. Registrar & Share Transfer Agent:

M/s. Link Intime India Private Limited acts as the Registrars and Share Transfer Agent of the Company. Share transfers, dividend payment, requests for duplicates, revalidation, transmission and other investor related requests are attended by **M/s. Link Intime India Private Limited** at its Registered Office situated at:

M/s. Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West). Mumbai - 400 078.
Tel no: -91-22- 2594 69 70 • Fax no: - 91-22-2594 69 69
Email: - rnt.helpdesk@linkintime.co.in
www.linkintime.co.in

8. Share Transfer System:

The entire share transfer requests lodged with the Registrar & Share Transfer Agent are processed within a maximum period of 15 days provided all the documents are submitted.



9. Shareholding Pattern as on March 31, 2014;

Category	No. of shares held	% of paid up capital
Promoters (Including persons acting in concert)	2,88,41,931	71.70
Indian Institutional Investors	Nil	Nil
Mutual funds & UTI	Nil	Nil
Banks / Financial Institutions & Insurance companies	1,000	0.00
Foreign Institutional Investors	Nil	Nil
General Public	1,00,94,868	25.10
Private Corporate Bodies	11,80,180	2.93
Others	1,06,271	0.27
Total	4,02,24,250	100.00

10. Distribution of shareholding as on March 31, 2014;

No. of Equity Shares Held. (Face Value of ₹ 1/- each)	No. of shareholders	Percentage of Shareholdings %	Total No. of Shares	Percentage of shares held %
1 - 500	1883	38.78	6,91,269	1.72
501 - 1000	1475	30.37	13,49,766	3.35
1001 - 2000	737	15.18	12,89,664	3.21
2001 - 3000	253	5.21	6,89,110	1.71
3001 - 4000	96	1.98	3,58,295	0.89
4001 - 5000	140	2.88	6,79,776	1.69
5001 - 10000	145	2.99	11,57,282	2.88
10001 - *****	127	2.61	34,00,90,88	84.55
Total	4,856	100.00	4,02,24,250	100.00

11. The Name & Address of the Compliance Officer;

Mr. Dhawal J. Vora - Dy. G.M. Finance & Company Secretary
 Skyline Millars Limited,
 Skyline Oasis Gate No. 2, 412-413, Skyline Wealthspace,
 Premier Road, Vidyavihar (W). Mumbai-400 086.
 email: shares@skylinemillarsltd.com

12. Company has not issued ESOP or any GDRs/ADRs/Warrants/Convertible Instrument.

13. Disclosures:

a) Related Party Transactions

The details of all transactions with related parties were placed before the Audit Committee and Board Meeting on quarterly basis.

b) Disclosure of Accounting Treatment

In preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

**c) Code of conduct**

The Company adopted the Code of Conduct for Directors and Senior Management Personnel. The code had been communicated to the Directors and Members of the Senior Management and the compliance of the same has been affirmed by them. A declaration to that effect has been enclosed in the Annual Report.

d) Non-Compliance

There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any statutory authority for non-compliance of any matter related to the capital market during the last three years except in the financial year 2013-14, when SEBI had issued a show cause notice dated 28.11.2013 for alleged violation of Regulation 8(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The Company filed its reply. After hearing the Company, the adjudication officer of SEBI ordered dated 2nd June, 2014 imposed a penalty of ₹ 9,50,000/- against the Company for violation of the said Regulation 8(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The Company has filed appeal against the said order with the Securities Appellate Tribunal.

e) Whistle Blower Policy

The Company has adopted Whistle Blower Policy and it is fully implemented by Management. No personnel has been denied access to the Audit Committee.

f) Compliances with mandatory and non mandatory requirements of clause 49 of the listing agreement

The Company has complied with mandatory and non mandatory requirements of clause 49 of the listing agreement requiring it to obtain a certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in this clause and annex the certificate with the Directors' Report, which is sent annually to all the shareholders of the Company. We have obtained a certificate to this effect from the practicing company secretaries and the same is given as an annexure to the Directors' Report.

g) Financial Controller certificate as per clause 49 of the Listing Agreement

Financial Controller has duly submitted a certificate to the Board as required under Clause 49(V) of the Listing Agreement, which is appended herewith.

h) Management Discussion and Analysis

Management Discussion and Analysis Report forms part of this Annual Report and includes discussions on various matters specified under Clause 49 of the Listing Agreement.

i) Listing Fees

The Company has already made payment of listing fees to the Stock Exchanges where it is listed in compliance with the provisions of the Listing Agreement.

j) Implementation of Code of Conduct

Skyline Millars Limited has adopted Code of Conduct for Insider Trading, which is based on the SEBI framework and is stringent than the Model code recommended under the SEBI (prohibition of Insider Regulation), 1992 being enforced by the SEBI. Skyline Millars Limited follows strict guidelines in respect of insiders' stock trading and related disclosures. Periodic disclosures have been obtained from all the Directors and Designated Employees.

**k) Means of Communication**

- The Company has 4,856 shareholders as on March 31, 2014. The main channel of communication to the shareholders is through annual report which includes interalia, the Directors' Report, the Report on Corporate Governance and audited financial results.
- The website of the Company www.skylinemillarsltd.com acts as the primary source of information regarding the operations of the Company. Quarterly financial results are being displayed on the Company's website.
- The Annual General Meeting is the principal forum for face to face communication with shareholders, where the Board responds to the specific queries of the shareholders.
- Quarterly results are approved by the Board of Directors and submitted to the Stock Exchanges in terms of the requirements of clause 41 of the Listing Agreement.
- Quarterly results are published within 48 hours after the Board Meeting in any one of the prominent English publications such as the Business Standard / Free Press Journal and one of the prominent vernacular publications such as Tarun Bharat / Navshakti (Marathi).
- No presentation was made during the year either to the Institutional Investors or to the analysts.

14. Address for correspondence :

Shareholders may correspond all matters relating to transfer / dematerialisation of shares, payment of dividend and any other query relating to shares of the Company with the Registrar and Share Transfer Agent, at the address given below;

M/s Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai 400 078.

Tel no: -91-22- 2594 69 70 • Fax no :- 91-22-2594 69 69

Email: rnt.helpdesk@linkintime.co.in • www.linkintime.co.in

**For and on behalf of the Board of Directors
SKYLINE MILLARS LIMITED**

sd/-

**Anand J.Vashi
Chairman**

Mumbai, August 12, 2014.

Declaration

The Board has laid down the code of conduct for all Board Members and Senior Management personnel of the Company. The Board Members and Senior Management personnel have affirmed compliance with the code of conduct for and in respect of the financial year 2013-14.

**For and on behalf of the Board of Directors
SKYLINE MILLARS LIMITED**

sd/-

**Anand J.Vashi
Chairman**

Mumbai, August 12, 2014.



Annexure - I

Disclosures regarding Appointment / Re-appointment of Directors;

1) Profile of Mr. Maulik H. Dave

1.	Name of the Director	Mr. Maulik H. Dave
2.	Date of birth	8.11.1974
3.	Education qualification	B.Com
4.	Date of appointment on the Board	23.04.2010
5.	Category of Director	Promoter Director
6.	Areas of experience	Business experience in Real Estate Development.
7.	Names of other directorships in Public Limited Company	Nil
8.	Number of equity shares held	9,510
9.	Mode	Re-appointment as Whole Time Director

2) Profile of Mr. Shilpin K. Tater

1.	Name of the Director	Mr. Shilpin K. Tater
2.	Date of birth	5.05.1986
3.	Education qualification	B.E (VJTI, Mumbai). M.B.A - Institute Management Technology (IMT). Ghaziabad (Dubai Branch). Course on International Economics, Harvard University. USA.
4.	Date of appointment on the Board	14.10.2009
5.	Category of Director	Non-Executive Promoter Director
6.	Areas of experience	Business experience in Real Estate Development.
7.	Names of other directorships in Public Limited Company	Nil
8.	Number of equity shares held	Nil
9.	Mode	Re-appointment as Director

3) Profile of Mr. Anand J. Vashi

1.	Name of the Director	Mr. Anand J. Vashi
2.	Date of birth	6.04.1953
3.	Education qualification	B.Com (Hons), F.C.A
4.	Date of appointment on the Board	25.05.1993
5.	Category of Director	Non- Executive Independent Director
6.	Areas of experience	Practicing Chartered Accountant
7.	Names of other directorships in Public Limited Company	One
8.	Number of shares held	11,000
9.	Mode	Appointment as Independent Director



4) Profile of Mr. Vinod N. Joshi

1.	Name of the Director	Mr. Vinod N. Joshi
2.	Date of birth	12.11.1954
3.	Education qualification	Bachelor's degree in Mechanical Engineering.
4.	Date of appointment on the Board	25.07.1997
5.	Category of Director	Non-Executive Independent Director
6.	Areas of experience	Management Consultant.
7.	Names of other directorships in Public Limited Company	Nil
8.	Number of equity shares held	1,000
9.	Mode	Appointment as Independent Director

5) Profile of Mr. Upen M. Doshi

1.	Name of the Director	Mr. Upen M. Doshi
2.	Date of birth	30.07.1959
3.	Education qualification	B.Sc., PGDMMT, M.M.S
4.	Date of appointment on the Board	28.04.2009
5.	Category of Director	Non-Executive Independent Director
6.	Areas of experience	Investments & Wealth Management
7.	Names of other directorships in Public Limited Company	Nil
8.	Number of equity shares held	100
9.	Mode	Appointment as Independent Director

Annexure - II

Compliance Certificate from Company Secretary in Practice.

As required by clause 49 of the Listing Agreement, the certificate from Company Secretary in Practice of the Company is given as an Appendix to the report on Corporate Governance.

**For and on behalf of the Board of Directors
SKYLINE MILLARS LIMITED
sd/-
Anand J. Vashi
Chairman**

Mumbai, August 12, 2014.



REPORT ON CORPORATE GOVERNANCE BY COMPANY SECRETARY IN PRACTICE.

**TO THE MEMBERS OF
SKYLINE MILLARS LIMITED**

We have reviewed the implementation of Corporate Governance produced by the company during the year ended 31st March, 2014 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion of the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance stipulated in the Clause 49 of the Listing Agreement with the Stock Exchanges.

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

**FOR H S ASSOCIATES,
COMPANY SECRETARIES**

sd/-

HEMANT SHETYE
PARTNER
FCS - 2827
COP - 1483

Mumbai, August 7, 2014.

**CERTIFICATION BY THE FINANCIAL CONTROLLER OF THE COMPANY**

I, Shivakumar Aiyar (Financial Controller) to the best of my knowledge and belief, hereby certify that;

1. I have reviewed the Balance Sheet as at March 31, 2014, Profit and Loss Account for the financial year ended on that date along with all its schedules, notes to financial statements as well as cash flow statements and Directors' Report for the financial year and based on my knowledge and information confirm that:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. Based on my knowledge and information, there are no transactions entered into by the Company during the financial year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. I, along with the Company's other certifying officers, accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
4. The Company's other certifying officers and I am responsible for establishing and maintaining disclosure controls and procedures for the Company and I have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the Company, is made known to us by others within those entities, particularly during the financial year in which this report is being prepared; and
 - b) evaluated the effectiveness of the Company's disclosure, controls and procedures.
5. I along with the Company's other certifying officers, have indicated to the Auditors and the Audit Committee of the Company, the following:
 - a) significant changes in internal control during the financial year under review;
 - b) significant changes in accounting policies during the financial year under review and that the same have been disclosed in the notes to the financial statements; and
 - c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
6. I affirm that I have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and have provided protection to 'whistle blowers' from unfair termination and other unfair or prejudicial employment practices; and
7. I further declare that all Board members and senior managerial personnel have affirmed compliance with the Code of Conduct for the year under review.

Mumbai, May 28, 2014.

For Skyline Millars Limited
sd/-
Shivakumar Aiyar
Financial Controller



FIVE YEARS FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Description	2013-14	2012-13	2011-12	2010-11	2009-10
SALES & EARNINGS					
Sales & other income	1568.78	2765.79	2695.48	3062.92	2363.71
Profit Before Tax	22.08	488.36	422.12	492.29	510.20
Profit After Tax	(31.31)	337.25	281.37	310.29	423.50
Dividends	-	80.45	80.45	80.45	80.45
ASSETS					
Net Fixed Assets	1842.28	1577.34	850.73	539.16	189.74
Investments	3.08	28.13	28.13	28.11	26.29
Net Current assets	2779.80	2941.91	3023.77	3151.73	3250.75
REPRESENTED BY					
Share Capital	402.24	402.24	402.24	402.24	402.24
Reserves	3708.04	3712.64	3468.89	3281.02	3064.54
Borrowings	448.43	419.46	-	-	-
Deferred Tax Liability	66.45	13.06	31.50	35.74	-
Total Funds	4625.16	4547.40	3902.63	3719.00	3466.78

FUND FLOW STATEMENT

	2013-2014 (₹ in Lacs)	2012-2013 (₹ in Lacs)
SOURCES OF FUNDS		
PROFIT AFTER TAX	(31.31)	337.25
DEPRECIATION	37.20	19.36
INCREASE/ (DECREASE) IN DEFERRED TAX LIABILITY	53.39	(18.44)
	59.28	338.17
APPLICATION		
INCREASE IN FIXED ASSETS	302.13	634.97
INCREASE IN INVESTMENTS	(25.05)	0.02
DECREASE IN WORKING CAPITAL	(217.80)	(390.32)
DIVIDEND & DIVIDEND TAX	-	93.50
	59.28	338.17



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SKYLINE MILLARS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of SKYLINE MILLARS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial statements

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, 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.

Opinion

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

- a) In the case of the Balance Sheet of the State of affairs of the company as at 31st March, 2014.
- b) In the case of the Statement of Profit and Loss of the "LOSS" of the company for the year ended on that date and
- c) In the case of the Cash Flow Statement of the cash flows of the Company for the year ended on that date;

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003, ("the Order") as amended, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227 of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 1956.
 - e) On the basis of the written representations received from the Directors as on 31st March 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Act.

Mumbai, May 28, 2014.

FOR SHAH & CO.,
Chartered Accountants
FRN 109430W

ASHISH SHAH
Partner
Membership No: 103750



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Para 1 under "Report on other Legal and Regulatory Requirements Section of our Report of even date)

- 1 a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) As informed, there is a regular program of physical verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.
c) Fixed assets disposed of during the year were not substantial and therefore do not affect the going concern assumption.
- 2 a) The Stock of finished goods, stores, spares and raw materials have been physically verified by the Management at the end of the year or after the close of the year.
b) The procedure of physical verification of stocks followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of stocks as compared to books records were not material and the same have been properly dealt with in the books of accounts.
- 3 a) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore the provisions of clause 4 (iii) (b) to (d) of the Companies (Auditors' Report) Order, 2003 are not applicable for the year under report.
b) The company has not taken any loans secured/unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, the provisions of clause 4 (iii) (f) and (g) of the Companies (Auditors' Report) order, 2003 are not applicable for the year under report.
4. In our opinion and according to the Information and explanations given to us, there is an adequate Internal control procedure commensurate with the size of the Company and the nature of its business for the purchase of stores, raw materials including components and fixed assets and with regard to the sale of goods and services. During the course of our audit no major weakness has been noticed in the internal control system.
- 5 a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
b) In our opinion and having regard to the explanation that in few cases of purchase where the items are of a special nature for which no comparable quotations are available, transactions made in pursuance of contracts or arrangements entered in the register, maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.
6. The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under. To the best of our knowledge and according to the information and explanation given to us, no order has been passed by the Company Law Board.
7. The Company has an internal audit system which in our opinion is commensurate with the size of the Company and the nature of its business.
8. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



- 9 a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, service tax, wealth tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts, payable in respect of income tax, wealth tax, sales tax, service tax, customs duty, excise duty and cess were in arrears as at March 31, 2014 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, the following dues are not deposited on account of disputes at various Forums

Name of the Statue	Nature of Dues	F.Y.	Amount	Forum where dispute is pending
Income tax	Assessment Dues	2010-11	34,62,376	CIT (Appeals)
Sales tax	Assessment Dues	2003-04	47,42,810	Appellate Authority
		2004-05	1,63,61,947	-do-
		2009-10	1,24,55,235	-do-
		2008-09	7,13,049	Tribunal

- 10. The Company has no accumulated losses at the end of the financial year and has not incurred any cash losses in the financial year under report, or in the immediately preceding financial year.
- 11. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions/banks. The Company has not issued any debentures.
- 12. According to the information explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- 14. In our opinion and, according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4 (xiv) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- 15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 16. In our opinion and, according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.
- 17. According to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, there are no funds raised on short-term basis which have been used for long-term investment.
- 18. During the year under report, the Company has not made any preferential allotment of shares to any party covered in the register maintained under Section 301 of the Companies Ad, 1956.
- 19. The Company has not issued any debentures during the year.
- 20. The Company has not raised any money by way of public issue during the year.



21. According to the information and explanation given to us, no fraud on or by the company was noticed or reported during the year.

Mumbai, May 28, 2014.

FOR SHAH & CO.,
Chartered Accountants
FRN 109430W

ASHISH SHAH
Partner
Membership No: 103750



BALANCE SHEET AS AT 31st MARCH, 2014

(Amount in ₹)

	Note No.	AS AT 31.03.2014	AS AT 31.03.2013
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	4,02,24,250	4,02,24,250
Reserves and Surplus	3	37,08,03,918	37,12,63,541
NON-CURRENT LIABILITIES			
Long-Term Borrowings	4	3,95,72,512	3,14,06,454
Deferred Tax liabilities (Net)	5	66,44,925	13,05,962
Other Long Term Liabilities	6	24,41,878	68,30,686
Long Term Provisions	7	9,48,775	16,10,090
CURRENT LIABILITIES			
Trade Payables	8	1,93,68,502	1,56,13,773
Other Current Liabilities	9	1,94,85,017	9,71,34,692
Short-Term Provisions	10	1,15,77,886	21,007,883
Total		51,10,67,663	58,63,97,331
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible Assets	11	18,42,27,768	5,25,01,408
Capital Work-In-Progress	11	-	10,52,32,809
		18,42,27,768	15,77,34,217
Non-Current Investments	12	3,08,008	28,14,548
Long Term Loans And Advances	13	2,36,59,463	2,05,87,809
Other Non-Current Assets	14	14,43,67,726	20,93,64,010
CURRENT ASSETS			
Inventories	15	6,53,67,273	6,17,21,448
Trade Receivables	16	2,88,07,698	2,70,67,598
Cash and Bank Balances	17	4,34,82,717	4,78,12,110
Short-term Loans and Advances	18	35,06,397	88,67,737
Other Current Assets	19	1,73,40,613	5,04,27,854
Total		51,10,67,663	58,63,97,331

Significant Accounting Policies 1
Notes are integral part of the Financial Statements.

As per our Report of even date

For **SHAH & CO,**
Chartered Accountants
FRN 109430W

ASHISH SHAH
Partner
Membership No. 103750
Mumbai, May 28, 2014.

For and on behalf of the Board

Tarak A. Patel
Director

Shilpin K. Tater
Director

Shivakumar Aiyar
Financial Controller

Dhawal J. Vora
Dy. G. M. Finance &
Company Secretary

Mumbai, May 28, 2014.

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2014**

(Amount in ₹)

	Note No.	Year 2013-2014	Year 2012-2013
INCOME			
Revenue from operations (Gross)	20	14,79,13,303	25,59,48,192
Less: Excise Duty		(36,02,466)	(49,17,584)
Revenue from operations (Net of excise duty)		14,43,10,837	25,10,30,608
Other Income	21	1,25,66,825	2,55,48,773
Total Income		15,68,77,662	27,65,79,381
EXPENSES			
Cost of Materials Consumed	22	1,94,72,276	2,99,13,394
Purchase of Stock-in-Trade	23	26,90,636	5,02,58,431
Changes in Inventories of Finished Goods, Work-In-Process and Stock-in-Trade	24	(23,67,757)	(5,16,20,075)
Cost of Flats Transferred		9,20,03,912	15,98,18,989
Employee Benefits Expenses	25	1,23,69,830	1,47,69,586
Other Expenses	26	2,42,67,900	2,18,57,520
Total Expenses		14,84,36,797	22,49,97,845
EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION (EBITDA)		84,40,865	5,15,81,536
Depreciation and Amortization Expense	11	37,19,550	19,35,801
Finance Costs	27	25,13,313	9,492
PROFIT BEFORE EXTRAORDINARY & EXCEPTIONAL ITEMS		22,08,002	4,96,36,243
Extraordinary/Exceptional Items			
Prior Period Items	28	-	8,00,398
PROFIT BEFORE TAX		22,08,002	4,88,35,845
Less: Tax expense			
Current tax		5,73,369	1,69,55,000
MAT Credit Entitlement		(5,73,369)	
Deferred tax		53,38,963	(18,43,961)
PROFIT AFTER TAX		(31,30,961)	3,37,24,806
Earning per share Basic and diluted (Face value of ₹1 each)	37	(0.08)	0.84

Significant Accounting Policies 1
Notes are integral part of the Financial Statements.

As per our Report of even date

For **SHAH & CO,**
Chartered Accountants
FRN 109430W

ASHISH SHAH
Partner
Membership No. 103750
Mumbai, May 28, 2014.

For and on behalf of the Board

Tarak A. Patel
Director

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Dhawal J. Vora
Dy. G. M. Finance &
Company Secretary

Mumbai, May 28, 2014.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

1) SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis for preparation of financial statements

(a) Basis of Preparation:

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India and presented under the historical cost convention on accrual basis of accounting to comply with the accounting standards prescribed in the Companies (Accounting standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956.

(b) Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period.

1.2 Summary of Significant Accounting policies

(a) Revenue Recognition

Manufacturing Division:

- i) Sales are exclusive of duties and taxes and after adjustment for liquidated damages.
- ii) Sales and Services are accounted on dispatch of goods and services rendered to customers only when it can be reliably measured and it is reasonable to expect ultimate collection.

Realty Division

- i) Sales of flats representing Book Value of Ghatkopar & Karjat Projects in Note 14 are accounted only after receiving full consideration.
- ii) Other Projects

The Company is following the "Percentage of Completion Method" of accounting. As per this method, revenue from sale of properties is recognized in the Statement of Profit and Loss in proportion to the actual cost incurred as against the total estimated cost of projects under execution with the Company on transfer of significant risk and rewards to the buyer. If the actual project cost incurred is less than 20% of the total estimated project cost, no income is recognized in respect of that project in the relevant period. Determination of revenues under the percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognized in the financial statements for the period in which such changes are determined. Losses, if any, are fully provided for immediately.

Other Income

- i) Interest income is accounted on accrual basis.
- ii) Dividend Income is accounted for when the right to receive income is established.

(b) Lease Accounting

Assets taken on operating Lease

Lease rentals on assets taken on operating lease are recognized as expenses in the statement of profit & loss on an accrual basis over the lease term.

**(c) Fixed Assets & Depreciation**

- i) Fixed assets are stated at cost less accumulated depreciation. Cost includes all expenses related to the acquisition and installation of fixed assets.
- ii) Depreciation has been provided on straight line method at the rates specified in Schedule XIV of the Companies Act, 1956.
- iii) Assets of individual value upto Rs. 5,000/- at 100%

(d) Impairment of Asset

The Company reviews the carrying values of tangible assets for any possible impairment at each balance sheet date. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value based on appropriate discount rates.

(e) Investments

Long term Investments are carried at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. Long term Investments being Mutual Funds of DSP Merill Lynch were redeemed during the current year & the resulting surplus on the same has been credited to Revenue. Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

(f) Inventories**Manufacturing Division:**

- i) Raw Materials, Components, Stores and Spare Parts are valued at lower of cost and net realizable value. Work-in-Process of the Construction Machinery is valued at estimated cost.
- ii) Finished Goods are valued at lower of estimated cost or market value.

Realty Division:

- i) Work In Progress
Construction Work In Progress includes cost of land, Transfer of Development Rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Company.

(g) Employees' Benefits

- i) The Company's contribution to Provident Fund and ESIC are charged to the Statement of Profit And Loss.
- ii) Liability for Payment of gratuity to employees is covered through the Group Gratuity Schemes of Life Insurance Corporation of India. Gratuity is accounted on the basis of the premium paid to Life Insurance Corporation of India under the Group Gratuity Scheme.
- iii) Provision for Leave Encashment is determined on basis of actuarial valuation.

(h) Foreign Exchange Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign currency transactions settled during the year are recognized in the Statement of Profit And Loss of the year.

Monetary assets and liabilities denominated in foreign currencies, which are outstanding as at the year end are translated at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit And Loss.

**(i) Taxation**

Income tax comprises current tax and deferred tax. Provisions for income tax are made in accordance with the Income Tax Act, 1961.

Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted at the Balance Sheet date.

(j) Earnings Per Share

Basic earning per share [EPS] are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(k) Borrowing Cost

Borrowing costs that are directly attributable to long term projects / development activities are treated as part of the respective project cost and added to the stock in trade upto the date when such projects / development activities are completed. Other borrowing costs are charged as an expense in the year in which they are incurred.

(l) Contingencies / Provisions

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may arise, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow or resources is remote, no provision or disclosure is made.

(m) Measurement of EBITDA

The Company has elected to present earning before interest (finance cost), tax, depreciation and amortization (EBITDA) as a separate line item on the face of Statement of Profit and Loss for the year. The Company measures EBITDA on the basis of profit / (loss) from continuing operations.



2) SHARE CAPITAL	(Amount in ₹)	
	AS AT 31.03.2014	AS AT 31.03.2013
Authorised :-		
10,00,00,000 (Previous year 10,00,00,000)	10,00,00,000	10,00,00,000
Equity Shares of ₹ 1/- each		
Issued Subscribed and Paid up :-		
4,02,24,250 (Previous year 4,02,24,250)	4,02,24,250	4,02,24,250
Equity Shares of ₹ 1/- each		
	4,02,24,250	4,02,24,250

a) Reconciliation of number of shares outstanding at the beginning and at the end of the year :	As at 31.03.2014		As at 31.03.2013	
	No of Equity Shares	Amount in ₹	No of Equity Shares	Amount in ₹
Equity Shares				
At the beginning of the year	4,02,24,250	4,02,24,250	4,02,24,250	4,02,24,250
Add: Issued during the year	-	-	-	-
Less: Cancelled / Bought Back	-	-	-	-
Outstanding at the end of the year	4,02,24,250	4,02,24,250	4,02,24,250	4,02,24,250

b) Details of Shareholders holding more than 5% Equity Shares in the Company	As at 31.03.2014		As at 31.03.2013	
	No of Equity Shares	Percentage of Holding %	No of Equity Shares	Percentage of Holding %
Equity Shares of ₹ 1/- each				
Dave Builders Pvt. Ltd.	57,20,910	14.22	57,20,910	14.22
Jatin Daisaria Realtors Pvt. Ltd.	57,20,910	14.22	57,20,910	14.22
Skyline Vision Pvt. Ltd.	57,20,900	14.22	57,20,900	14.22
Millars Machinery Company Pvt. Ltd.	53,97,770	13.42	53,97,770	13.42

c) Terms/Rights attached to Equity Shares

The Company has only one class of shares referred to as Equity Shares having a par value of ₹1/- per share. Each holder of Equity Shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. Payment of Dividend is also made in foreign currency to shareholders outside India. The Dividend (if any) proposed by the Board of Directors is subject to the approval of the share holders at the Annual General Meeting, except in the case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.



		(Amount in ₹)	
		AS AT 31.03.2014	AS AT 31.03.2013
3)	RESERVES AND SURPLUS		
a)	Capital Reserve		
	As per last Balance Sheet	27,85,361	
	Add: Changes in the current year	—	
	Closing balance	27,85,361	27,85,361
b)	Preference Shares Redemption Reserve		
	As per last Balance Sheet	57,37,100	
	Add: Changes in the current year	—	
	Closing balance	57,37,100	57,37,100
c)	Securities Premium Account		
	As per last Balance Sheet	12,94,37,050	
	Add: Changes in the current year	—	
	Closing balance	12,94,37,050	12,94,37,050
d)	General Reserve		
	As per last Balance Sheet	2,81,00,000	2,36,00,000
	Add: Transfer from Statement of Profit and Loss	—	45,00,000
	Closing balance	2,81,00,000	2,81,00,000
e)	Surplus in Statement of Profit and Loss		
	As per last Balance Sheet	20,52,04,030	18,53,29,150
	Add: Mat Credit Entitlement	26,71,338	
	Add: Net profit after tax transferred from Statement of Profit and Loss	(31,30,961)	3,37,24,806
		20,47,44,407	21,90,53,956
	Less: Appropriations:		
	Transfer to General Reserve	—	(45,00,000)
	Proposed Dividend	—	(80,44,850)
	Income Tax on Proposed Dividend	—	(13,05,076)
	Closing balance	20,47,44,407	20,52,04,030
		37,08,03,918	37,12,63,541
4)	LONG-TERM BORROWINGS		
	Term Loan (for Wada Unit)	4,48,42,512	4,19,46,454
	(From Bank of Maharashtra)		
	Utilized ₹ 588 Lacs out of sanctioned amount of ₹ 605.94 Lacs secured against mortgage of Land & Building and hypothecation of Plant & Machinery of Wada Unit; out of this ₹ 140 Lacs is paid during the year		
	Rate of interest 15.20% p.a. (approx)		
	Less : Current maturities of Long term borrowing (refer Note No.9)	52,70,000	1,05,40,000
		3,95,72,512	3,14,06,454



	AS AT 31.03.2014	(Amount in ₹) AS AT 31.03.2013
5) DEFERRED TAX LIABILITIES (NET)		
Deferred tax liabilities		
Difference between the Written Down Value / Capital Work in progress of fixed assets as per the books of Account and Income Tax Act, 1961	73,62,572	19,23,432
Provision for Doubtful Debts	(3,99,252)	(11,028)
Deferred tax Assets		
Expenses allowed for tax purpose on payment basis	(3,18,395)	(6,06,442)
Net deferred tax (liability)	66,44,925	13,05,962
6) OTHER LONG TERM LIABILITIES		
Trade Payable	-	42,22,135
Excise Payable	3,15,962	3,15,962
Others	21,25,916	22,92,589
	24,41,878	68,30,686
7) LONG TERM PROVISIONS		
Provisions for Employees Benefits Leave Travel Assistance / Provisions for Compensated Absences	9,48,775	16,10,090
	9,48,775	16,10,090
8) TRADE PAYABLES		
Trade Payables (Refer Note 34 for details of dues to Micro, Small and Medium Enterprises)	1,93,68,502	1,56,13,773
	1,93,68,502	1,56,13,773
9) OTHERS CURRENT LIABILITIES		
Current Maturities of Long term Borrowings (Term Loan for Wada Unit - refer Note No. 4)	52,70,000	1,05,40,000
Unclaimed Dividends	17,99,475	17,99,475
Advance Against sale of Flats	16,80,830	7,42,86,675
Statutory Dues	46,72,510	35,37,185
Payable to Employees	14,29,996	11,90,185
Advance Received from Debtors	16,89,317	15,50,200
Others	29,42,889	42,30,972
	1,94,85,017	9,71,34,692



10) SHORT TERM PROVISIONS

Proposed Dividend
 Provision for Income tax on Proposed Dividend
 Provision for Income Tax (Net)
 Other Provisions
 Provisions for Employees Benefits

	AS AT 31.03.2014	(Amount in ₹) AS AT 31.03.2013
	—	80,44,850
	—	13,05,076
	1,06,82,618	1,09,85,888
	2,62,302	4,13,022
	6,32,966	2,59,047
	1,15,77,886	2,10,07,883

11) FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2013	ADDITIONS DURING THE YEAR	DEDUCTIONS/ ADJUSTMENTS	AS AT 31.03.2014	UPTO 01.04.2013	FOR THE YEAR	DEDUCTIONS/ ADJUSTMENTS	TOTAL UPTO 31.03.2014	AS ON 31.03.2014	AS ON 31.03.2013
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
LAND (FREE HOLD)	2,78,79,000	—	—	2,78,79,000	—	—	—	—	2,78,79,000	2,78,79,000
BUILDING & ELE. FITTINGS	76,60,037	4,45,38,653	—	5,21,98,690	13,42,719	7,24,939	—	20,67,658	5,01,31,032	63,17,318
RESIDENTIAL QUARTERS	14,429	—	—	14,429	9,359	235	—	9,594	4,834	5,069
PLANT & MACHINERY	2,18,29,272	8,87,95,434	—	11,06,24,706	76,34,557	23,27,984	—	99,62,541	10,06,62,163	1,41,94,714
FURN. FIXT.	13,88,065	13,28,085	—	27,16,150	3,10,173	1,69,322	—	4,79,495	22,36,655	10,77,892
OFFICE EQUIPMENT	7,60,830	6,50,985	—	14,11,815	1,99,916	57,938	—	2,57,854	11,53,961	5,60,914
COMPUTERS	14,77,969	2,66,748	1,33,997	16,10,720	10,75,795	1,27,073	—	12,02,868	4,07,852	4,02,174
VEHICLES	33,19,778	—	—	33,19,778	12,55,450	3,12,058	—	15,67,508	17,52,269	20,64,327
TOTAL	6,43,29,380	13,55,79,905	1,33,997	19,97,75,288	1,18,27,970	37,19,550	—	1,55,47,518	18,42,27,768	5,25,01,408
CAPITAL WIP										
- WADA	9,32,47,033	—	9,32,47,033	—	—	—	—	—	—	9,32,47,033
- MUMBAI	1,19,85,776	—	1,19,85,776	—	—	—	—	—	—	1,19,85,776
CAPITAL WIP - TOTAL	10,52,32,809	—	10,52,32,809	—	—	—	—	—	—	10,52,32,809
GROSS TOTAL	16,95,62,188	13,55,79,905	10,53,66,806	19,97,75,287	1,18,27,970	37,19,550	—	1,55,47,519	18,42,27,768	15,77,34,217
PRIVIOUS YEAR	10,60,65,391	10,29,69,144	4,09,14,026	16,95,62,188	2,09,92,564	19,35,801	1,11,00,395	1,18,27,970	15,77,34,217	—



	AS AT 31.03.2014	(Amount in ₹) AS AT 31.03.2013
12) NON-CURRENT INVESTMENTS		
I. UNQUOTED NON-TRADE		
A. IN GOVERNMENT SECURITIES :		
6 Years National Savings Certificates of the face value of ₹ 2,000/- Deposited with Orissa State Sales Tax Authorities.	2,000	2,000
B. IN SHARES :		
10 Shares of The Sanskar Co-Operative Premises Society Ltd., of the Face Value ₹ 50 each, Fully Paid Up.	500	500
10 Shares of Panchamahal Development Co-Operative Society Limited of the Face Value of ₹ 100/- each, Fully Paid Up.	1,000	1,000
500 Equity Shares of Beclawat of India Ltd., of the Face Value of ₹ 100/- each, Fully Paid Up. (Under Liquidation)	50,000	50,000
1,60,000 Equity Shares of Pune Readymix Concrete Industries Ltd., of the Face Value of ₹ 10/- each, Fully Paid Up.	16,00,000	16,00,000
10 Preference Shares of Mukand Ltd., of the Face Value of ₹ 10 each, Fully Paid Up.	540	540
TOTAL UNQUOTED INVESTMENTS	16,54,040	16,54,040
II. QUOTED		
A. IN SHARES, DEBENTURES OR BONDS :		
4,010 Equity Shares (including 1,335 Bonus Shares) of GMM Pfaudler Ltd., of the Face Value of ₹ 2/- each, Fully Paid Up. Market Value ₹ 4,20,649/- (Previous Year ₹ 3,47,467/-)	5,860	5,860
100 Equity Shares of Hyderabad Industries Ltd. of the Face Value of ₹ 10/- each Fully Paid Up. Market Value ₹ 30,205/- (Previous Year ₹ 37,335/-)	9,700	9,700
100 Equity Shares of Cranex Ltd., of the face Value of ₹ 10/- each, Fully Paid Up. Market Value ₹ 355/- (Previous Year ₹ 613/-)	1,100	1,100



	AS AT 31.03.2014	(Amount in ₹) AS AT 31.03.2013
250 Equity Shares of Greaves Ltd., of the Face Value of ₹ 2/- each, Fully Paid Up. Market Value ₹ 20,213/- (Previous Year ₹ 15,913/-)	2,600	2,600
264 Equity Shares of Reliance Power Ltd. (including 99 Bonus Shares) of the Face Value of ₹ 10/- each Fully Paid Up. Market Value ₹ 18,572/- (Previous Year ₹ 16,249/-)	74,250	74,250
750 Equity Shares of Coal India Ltd. of the Face Value of ₹ 10/- each Fully Paid Up. Market Value ₹ 2,15,925/- (Previous Year ₹ 2,31,863/-)	181,125	181,125
40 Equity Shares of Mukand Ltd., of the Face Value of ₹ 10/- each, Fully Paid Up. Market Value ₹ 940/- (Previous Year ₹ 1,082/-)	2,160	2,160
B. MUTUAL FUNDS		
Dsp Merrill Lynch Savings Plan Aggressive-growth 1,87,491.027 Units of the Face Value of ₹ 10/- Market Value ₹ Nil (Previous Year ₹ 42,40,860/-)	-	25,05,974
ICICI Prudential Liquid Plan-weekly dividend reinvestment 234.106 Units (Previous Year ₹ 197.500 Units Face Value of ₹ 10/- Market Value ₹ 27,173/- (Previous Year ₹ 27,739/-)	27,173	27,739
TOTAL QUOTED INVESTMENTS	3,03,968	28,10,508
TOTAL I + II	19,58,008	44,64,548
LESS: Diminution in the Value of Investments	16,50,000	16,50,000
TOTAL	3,08,008	28,14,548

	As at 31.03.2014		As at 31.03.2013	
	BOOK VALUE	MARKET VALUE	BOOK VALUE	MARKET VALUE
AGGREGATE VALUE OF SECURITIES				
Quoted Investments	3,03,968	7,34,032	28,10,508	49,19,119
Unquoted Investments	16,54,040	-	16,54,040	-
	19,58,008	7,34,032	44,64,548	49,19,119



	AS AT 31.03.2014	(Amount in ₹) AS AT 31.03.2013
13) LONG TERM LOANS AND ADVANCES		
Unsecured and Considered Good :		
Advances Recoverable in Cash or in Kind or for value to be received subject to confirmations.	2,09,00,000	1,70,25,618
Advances to staff	16,618	-
Security Deposits	27,42,845	35,62,191
	2,36,59,463	2,05,87,809
14) OTHER NON CURRENT ASSETS		
Unsecured and Considered Good :		
Karjat Riverside Building - Work In Progress (Refer Note 36(b))	3,51,01,698	4,76,52,229
Transferable Development Rights	2,93,80,340	2,93,80,340
Karjat Property - Plot No. 86	4,94,82,984	4,88,77,691
Book Value of Ghatkopar Project	2,59,60,831	2,59,60,831
Deposits	10,57,919	-
Fixed Deposit with Banks	-	5,63,55,599
Others	1,04,386	11,02,458
Mat Credit Receivable	32,44,706	-
Wealth Tax Receivable	34,862	34,862
	14,43,67,726	20,93,64,010
15) INVENTORIES		
Raw Materials	60,65,762	48,00,967
Work-In-Process	21,48,990	29,57,346
Finished Goods	55,42,290	54,21,635
Stock In Trade - Commercial & Residential Units	5,16,10,231	4,85,41,500
	6,53,67,273	6,17,21,448
16) TRADE RECEIVABLES		
Unsecured		
a) Outstanding for more than six months from the due date of payment		
Considered Good	56,84,864	66,44,185
Considered Doubtful	13,26,070	33,991
Less: Provision for Doubtful Debts	13,26,070	33,991
(Refer Note given below)**		
b) Other Debts-Considered Good	2,31,22,834	2,04,23,413
	2,88,07,698	2,70,67,598
**Note		
Opening: Provision for Doubtful Debts	33,991	6,12,267
Less - Bad Debts	-	5,94,609
Balance Provision for Doubtful Debts	33,991	17,658
Add: Current year Provision For Doubtful Debts	12,92,079	16,333
Closing Provision for Doubtful Debts	13,26,070	33,991
(The above includes the amount due from Associate Company)	2,21,493	50,000



	AS AT 31.03.2014	(Amount in ₹) AS AT 31.03.2013
17) CASH AND BANK BALANCES		
A) Cash and Cash Equivalents		
a) Cash on Hand	64,860	61,124
b) Balance with Banks		
Current Accounts	15,35,285	26,54,950
Cash Credit Account	-	3,22,173
Cheques, Drafts on hand	-	5,79,100
B) Other Bank Balances		
Margin Deposit	1,96,540	1,47,02,281
Unclaimed Dividend	17,99,475	17,99,475
Fixed Deposit with Banks		2,76,93,007
Fixed Deposit with Maturity of more than 12 months	3,98,86,557	-
	4,34,82,717	4,78,12,110
18) SHORT TERM LOANS AND ADVANCES		
Unsecured and considered Good :		
Advances to Officers / Staff	6,39,980	8,07,444
Others	-	1,17,661
Advance Paid to Creditors	28,66,417	79,42,632
	35,06,397	88,67,737
19) OTHER CURRENT ASSETS		
Building No. 4 Work In Progress (Refer Note 36(a))	-	2,89,08,184
Cenvat Credit receivable	87,90,083	72,38,618
VAT Credit receivable	6,49,384	1,05,265
Others	4,02,923	1,15,14,556
Prepaid Exps.	3,43,605	2,76,026
Interest Receivable	1,95,558	8,29,074
Sales tax / Service Tax Receivable	69,59,060	15,56,131
	1,73,40,613	5,04,27,854
20) REVENUE FROM OPERATIONS	2013-2014	2012-2013
a) Revenue From Sales		
Sale of Products	3,38,47,407	4,33,04,545
Sale of Flats / Commercial Units	10,94,11,457	20,49,98,671
Sale of Trading Goods	37,75,189	49,51,191
b) Revenue From Services		
Erection and Service Charges	8,79,250	15,31,254
c) Other Operating Revenue		
Sale of Scrap	-	11,62,531
	14,79,13,303	25,59,48,192



	2013-2014	(Amount in ₹) 2012-2013
21) OTHER INCOME		
Interest Income		
From Fixed Deposits	61,02,430	98,34,847
Others	46,622	3,30,610
Dividend Income from Non-current Investments	39,489	23,063
Rent Income	-	24,36,000
Sundry Credit Balances Written Back	33,96,013	56,144
Net Gain on Foreign Currency Transactions	1,91,116	26,586
Miscellaneous Income	7,99,970	13,83,970
Profit on sale of fixed assets	-	1,14,57,553
Profit on redemption of Mutual Funds	19,91,185	-
	1,25,66,825	2,55,48,773
22) COST OF MATERIALS CONSUMED		
Raw Materials Consumed		
Opening stock	48,00,967	79,83,921
Add: Purchases	2,07,37,071	2,67,30,440
Less: Closing stock	60,65,762	48,00,967
Total Cost of Materials Consumed	1,94,72,276	2,99,13,394
23) PURCHASE OF STOCK-IN-TRADE		
Purchase of Stock-in-trade	26,90,636	5,02,58,431
	26,90,636	5,02,58,431
24) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS AND STOCK IN TRADE		
Stock at the beginning of the year		
Finished Goods	54,21,635	3,58,109
Work-In-Process	29,57,346	43,45,898
Stock In Trade - Commercial Units	4,85,41,500	-
	5,69,20,481	47,04,007
Less: Stock at the end of the year		
Finished Goods	55,42,290	54,21,635
Work-In-Process	21,48,990	29,57,346
Stock In Trade - Commercial & Residential Units	5,16,10,231	4,85,41,500
	5,93,01,511	5,69,20,481
	(23,81,030)	(5,22,16,474)
Increase / (Decrease) in Excise duty on finished goods	13,273	5,96,399
Changes in inventories of Finished Goods, Work-In-Process and Stock in trade	(23,67,757)	(5,16,20,075)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS



	(Amount in ₹)	
	2013-2014	2012-2013
25) EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	1,14,48,092	1,38,65,476
Contribution to Provident Fund and Other Funds	5,68,800	6,19,988
Staff Welfare Expenses	3,52,938	2,84,122
	<u>1,23,69,830</u>	<u>1,47,69,586</u>
26) OTHER EXPENSES		
Consumption of Stores and Spare Parts	6,17,450	7,33,372
Power and Fuel	9,06,557	7,28,167
Sub-Contract & Machining Charges	25,35,254	32,37,789
Freight and Forwarding	10,19,297	6,04,421
Other Manufacturing Expenses	55,120	24,145
Auditors' remuneration (Refer Note 32)	3,54,708	3,65,282
Rent	7,59,000	7,20,000
Repairs and Maintenance - Building	-	4,06,002
Repairs and Maintenance - Machinery	1,30,595	83,052
Insurance	2,02,970	1,36,048
Rates and Taxes	70,131	10,36,818
Legal and Professional Fees	39,92,141	28,83,221
Directors' Sitting Fees	11,20,000	4,09,886
Service Charges	13,36,267	25,92,164
Provision for Doubtful Debts	12,92,079	16,333
Travelling & Conveyance	14,16,381	-
Sundry Balance W/off. (Net)	21,88,150	-
Donation	25,000	-
Other Expenses	62,46,800	78,80,820
	<u>2,42,67,900</u>	<u>2,18,57,520</u>
27) FINANCE COST		
Interest to others	3,60,444	9,492
Interest to BANK	21,52,869	-
	<u>25,13,313</u>	<u>9,492</u>
28) PRIOR PERIOD ITEMS		
Prior Period Expenses		
Old disallowed VAT Balances Written Off	-	7,83,448
Repairs & Maintenance	-	16,950
	<u>-</u>	<u>8,00,398</u>
29) CONTINGENT LIABILITIES AND COMMITMENTS		
	AS AT 31.03.2014 ₹	AS AT 31.03.2013 ₹
a) Contingent Liabilities		
i) Claims against the Company not acknowledged as debts	3,14,72,636	3,14,72,636
ii) Bank Guarantees given	-	1,74,987
b) Commitments		
Estimated amount of Contracts remaining to be executed on Capital account and not provided for	-	5,38,04,942



- 30) (a) Sales Tax Assessments of Mumbai Division are completed upto the year 2002-03 and of Karamsad (Gujarat) Division upto year 2009-10. The Company does not expect any liability for the pending assessments.
- (b) Income Tax Assessments are completed upto the Assessment year 2010-11 in terms of order issued under section 143 (3) of the Income Tax Act, 1961. The company does not expect any liability for the pending assessments.

31) In terms of the Development Agreement dated 31.12.2003 and Supplementary Agreements dated 30.01.2004 and 01.03.2004 respectively entered into with Skyline Residency Pvt. Ltd. for development of the Company's land at Kurla-Kirol Road, Ghatkopar (W), admeasuring 35,577.89 Sq. Mtrs. The Company was entitled to upfront consideration of Rs. 1,440 Lacs and 74,446 Sq. ft. saleable area.

The Company has accounted for the said amount of Rs. 1,440 Lacs towards the upfront consideration during the financial year ended 31st March, 2004. The details of entitlement of the Company of 74, 446 Sq. ft. saleable area is as under:

i) Area under construction to be handed over by Skyline Residency Pvt. Ltd. to the Company	74,446 Sq. ft.
ii) Area handed over, sold and accounted for, during Financial year 2006-07	23,594 Sq. ft.
iii) Area handed over, sold and accounted for, during Financial year 2007-08	21.034 Sq. ft.
iv) Area handed over, sold and accounted for, during Financial year 2008-09	12,246 Sq. ft.
v) Area handed over, sold and accounted for, during Financial year 2009-10	1,390 Sq. ft.
vi) Total area handed over, sold and accounted upto 31.03.2014	58,264 Sq. ft.
Balance additional saleable area to be allotted by Skyline Residency Pvt. Ltd.	16,182 Sq. ft.
Total	<u>74,446 Sq.ft.</u>

32) **AUDITORS' REMUNERATION**

	2013-2014	2012-2013
Statutory audit fee	1,50,000	1,68,025
Taxation matters	36,000	56,995
Certification fees and other services	1,68,708	1,40,262
Total	<u>3,54,708</u>	<u>3,65,282</u>

33) Company has filed a suit on Nesco Ltd. (Formerly known as New Standard Engineering Co. Ltd) for the recovery of its Security Deposit of Rs. 15,00,000/- along with interest.

34) **Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') are provided as under for the year 2013-14, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.**

- (i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year-end - Rs. NIL (Previous year Rs. 54,426/-).
- (ii) Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.
- (iii) No provision has been made in the Accounts for interest, as no amount has been claimed from the Company under the interest on delayed payments by micro and small scale enterprises.



35) EMPLOYEE BENEFITS

i) Short Term employee benefits:

The liability towards short term employee benefits for the year ended 31st March 2014 has been recognized in the Statement of Profit and Loss.

ii) Post-employment benefits:

The following disclosures are made in accordance with AS-15(Revised) pertaining to Defined Benefit Plans

A) Gratuity

(Amount in ₹)

	2013-2014	2012-2013
Defined Benefit Obligation	27,44,199	26,55,395
Amount not recognized in the Balance Sheet	(23,40,057)	(20,19,783)
Present value of funded obligations	27,44,199	26,55,395
Fair value of plan assets	50,84,256	46,75,178
Present value of unfunded obligations	-	-
Unrecognised past service cost	-	-
Net Liability / (Asset)	(23,40,057)	(20,19,783)

B) Leave Encashment

	2013-2014	2012-2013
Defined Benefit Obligation	9,48,775	18,69,137
Amount not recognized in the Balance Sheet	-	-
Present value of funded obligations	-	-
Fair value of plan assets	-	-
Present value of unfunded obligations	9,48,775	18,69,137
Unrecognised past service cost	-	-
Net Liability / (Asset)	9,48,775	18,69,137
Amounts in the Balance Sheet :		
Liabilities	9,48,775	18,69,137
Assets	-	-
Net liability / (Asset) recognised in the Balance Sheet	9,48,775	18,69,137



36) a) Details of Building No. 4 CAPITAL WORK IN PROGRESS are as under up Break of major costs incurred		(Amount in ₹)	
Particulars	AS AT 31.03.2014	AS AT 31.03.2013	
Opening Work In Progress	2,89,08,184	9,49,72,731	
Add: Expenses during the Year			
Statutory Payments	3,50,859	4,02,155	
Development Expenses	2,50,82,717	6,10,99,750	
Less : Cost of Flats Transferred	5,43,41,760	12,75,66,452	
Closing Work In Progress	<u>Nil</u>	<u>2,89,08,184</u>	
b) Details of Karjat Project - CAPITAL WORK IN PROGRESS are as under Break up of major costs incurred			
Opening Work In Progress	4,76,52,229	5,36,35,780	
Add: Expenses during the Year			
Cost of Land	-	-	
Statutory Payments	12,92,974	1,40,359	
Development Expenses	2,38,18,647	2,61,28,627	
Less : Cost of Flats Transferred	3,76,62,152	3,22,52,537	
Closing Work In Progress	<u>3,51,01,698</u>	<u>4,76,52,229</u>	
37) Earnings Per Share (EPS)			
		2013-2014	2012-2013
Face value per share	₹	1/-	1/-
Net profit for the year	₹	(31,30,961)	3,37,24,806
a) Basic EPS			
Weighted average number of Equity Share outstanding	Nos.	4,02,24,250	4,02,24,250
Basic EPS	₹	(0.08)	0.84
b) Diluted EPS			
Weighted average number of Equity Share outstanding	Nos.	4,02,24,250	4,02,24,250
Diluted EPS	₹	(0.08)	0.84

NOTES FORMING PART OF THE FINANCIAL STATEMENTS



38. RELATED PARTY DISCLOSURES

Associates Parties with whom transactions have been taken place during the year.

Names	Nature of relation
a) GMM Pfaudler Ltd.	Associate
b) Millars Concrete Technologies Pvt. Ltd.	Associate
c) Glass Lined Equipment Co. Ltd.	Associate
d) Skyline Residency Pvt. Ltd.	Associate
e) Dietrich Engg Consultant India Pvt. Ltd.	Associate
f) Symphony	Associate

Key Management Personnel

Mr. Ashok J Patel	Promoter - Non Executive Director
Mr. Tarak A. Patel	Promoter - Non Executive Director
Mr. Jatin V. Daisaria	Promoter - Non Executive Director
Mr. Shilpin K. Tater	Promoter - Non Executive Director
Mr. Maulik H. Dave	Promoter - Non Executive Director
Mr. Nilesh M. Kaul	Chief Operating Officer
Mr. Shivakumar Aiyar	Financial Controller (w.e.f. Dec. 6, 2013)
Mr. Dhawal J. Vora	Dy. G. M. Finance & Company Secretary

Transactions with Related Parties	2013-2014 Associates	(Amount in ₹) 2012-2013 Associates
i) Sales		
a) Sales of Goods (includes Erection & other charges)	4,53,399	1,73,273
b) Sales of Fixed Assets (to M/s. Ready Mix Concrete Ltd. through tendering process)	-	2,23,00,000
ii) a) Purchase of Commercial Units from Symphony (Stock-in-Trade)	-	4,54,79,500
b) Purchase of Commercial Units from Symphony (Capital Work In Process)	-	92,18,000
iii) Purchase of Goods and Machinery (from M/s. Millars Concrete Technologies Pvt. Ltd.)	48,79,647	80,56,328
iv) Dividend received	11,228	11,228
v) Rent received (from M/s. GMM Pfaudler Ltd.)	-	24,36,000
vi) Rent paid (to Glass Lined Equipment Co. Ltd.)	7,20,000	7,20,000
vii) Outstanding Balance		
Receivable	14,96,637	26,28,545
Payable	16,84,031	57,36,185
viii) Power & Fuel Expenses - Paid	13,84,335	18,27,842
ix) Power & Fuel Expenses - Received (from M/s. GMM Pfaudler Ltd.)	40,76,969	36,47,189
x) Re-imburement of Expenses - Recovered	67,030	2,74,000
xi) Re-imburement of Expenses - Paid	7,02,577	
xii) Sitting Fees Paid to Non-Executive Directors	11,20,000	10,00,000
xiii) Security deposit paid (to Symphony)	1,30,000	-
xiv) Office Maintenance paid (to Symphony)	1,79,989	-

**39) DISCLOSURE OF SEGMENT INFORMATION AS REQUIRED BY AS 17 'SEGMENT REPORTING'.**

SEGMENTWISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE YEAR ENDED 31st MARCH, 2014.

	(Amount in ₹)	
	2013-2014	2012-2013
Primary Segment Information :		
A. Segment Revenue		
1) Construction Equipment (including Erection Charges)	3,06,71,361	4,40,49,129
2) Pre-Cast Pipes	42,28,019	19,82,808
3) Real Estate Development	10,94,11,457	20,49,98,671
Total Net Sales/income from operations	14,43,10,837	25,10,30,608
B. Segment Results		
Profit / loss before Tax and interest for each segment		
1) Construction Equipment	(1,36,06,403)	(1,60,67,125)
2) Pre-Cast Pipes	(1,00,56,342)	(57,63,903)
3) Real Estate Development	1,58,17,235	4,51,43,935
Total	(78,45,510)	2,33,12,907
Add: 1) Profit on Sale of Fixed Assets	-	1,14,57,542
2) Other Income	1,25,66,825	1,40,91,220
Total	47,21,315	4,88,61,669
Less: 1) Interest	25,13,313	9,492
2) Provision for Doubtful Debts	-	16,333
Profit/(Loss) before tax	22,08,002	4,88,35,844
Provision for Tax	53,38,963	1,51,11,039
Profit / (Loss) after tax	(31,30,961)	3,37,24,805
C. Capital Employed		
(Segment Assets - Segment Liabilities)		
1) Construction Equipment	13,68,91,366	15,96,48,000
2) Pre-Cast Pipes	17,27,12,771	1,38,95,000
2) Real Estate Development	15,57,60,255	26,93,51,000
TOTAL	46,53,64,392	44,28,94,000



40) ADDITIONAL INFORMATION

(Amount in ₹)

		2013-2014	2012-2013
i) ANALYSIS OF RAW MATERIAL CONSUMED		Value in ₹	Value in ₹
CASTINGS		2,39,196	5,04,339
STEEL		21,96,372	85,96,004
OIL ENGINES & ELECTRIC MOTORS		3,84,562	4,48,067
OTHERS		1,66,52,146	2,03,64,984
TOTAL		1,94,72,276	2,99,13,394
ii) VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS CONSUMED		Value in ₹	% of Total Consumption
IMPORTED	2013-14 (2012-13)	- (7,74,394)	- (2.59)
INDIGENOUS	2013-14 (2012-13)	1,94,72,276 (2,91,38,999)	100 (97.41)
Total	2013-14 (2012-13)	1,94,72,276 (2,99,13,394)	100 (100.00)
iii) STORES & SPARES CONSUMED			
IMPORTED	2013-14 (2012-13)	- (-)	- (-)
INDIGENOUS	2013-14 (2012-13)	6,71,450 (7,33,372)	100.00 (100.00)
Total	2013-14 (2012-13)	6,71,450 (7,33,372)	100.00 (100.00)
iv) VALUE OF IMPORTS ON C.I.F BASIS		2013-2014 Value in ₹	2012-2013 Value in ₹
RAW MATERIALS (Including Components)		-	6,62,239
v) (A) EARNINGS IN FOREIGN EXCHANGE			
FOB VALUE OF EXPORT		84,028	9,19,296



41) Previous year's figures have been rearranged and regrouped wherever necessary to correspond with the figures of the current year.

As per our Report of even date

For and on behalf of the Board

For **SHAH & CO,**
Chartered Accountants
FRN 109430W

Tarak A. Patel
Director

Shilpin K. Tater
Director

ASHISH SHAH
Partner
Membership No. 103750

Shivakumar Aiyar
Financial Controller

Dhawal J. Vora
Dy. G. M. Finance &
Company Secretary

Mumbai, May 28, 2014.

Mumbai, May 28, 2014.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(Amount in ₹)

	2013-2014	2012-2013
A. Cash Flow From Operating Activities		
Net Profit before tax	22,08,002	4,88,35,845
Add Back:		
Depreciation charges	37,19,550	1,935,801
Provision for Doubtful Debts	12,92,079	16,333
Exchange Gain	—	(26,586)
Interest charges	25,13,313	9,492
Provision for Leave Encashment	—	—
Dividend Income	(39,489)	(23,063)
Interest on Staff Loan	(27,233)	(66,530)
Profit on sale of fixed assets	(19,91,185)	(1,14,35,388)
Miscellaneous Adjustments	—	—
Operating Profit before working capital changes	76,75,037	3,92,45,904
Adjustments for:		
Building No. 4 Work In Process	2,89,08,184	6,60,64,547
Karjat Work - Work in Process	1,25,50,531	59,83,551
Trade and Other receivables	(30,32,178)	1,03,72,591
Inventories	(36,45,825)	(4,90,33,520)
Loans And Advances	22,89,687	87,67,673
Other Current Assets	5,98,69,515	(6,583)
Trade and other Payables	(7,95,98,509)	(6,74,48,781)
Cash generated from operations	2,50,16,442	1,39,45,382
Income Tax paid	—	(97,25,000)
Net Cash flow from Operating Activities	2,50,16,442	42,20,382
B. Cash flow from Investing Activities		
Purchase of Fixed Assets	(13,54,45,910)	(13,27,660)
Sale of Fixed Assets	—	2,15,98,095
Decrease / (Increase) in Capital WIP	10,52,32,809	(8,34,32,238)
Decrease / (Increase) in Investment	44,97,725	(1,660)
Dividend received	39,489	23,063
Net Cash Flow from Investing Activities	(2,56,75,887)	(6,31,40,400)
C. Cash flow from Financing Activities		
Dividend for F.Y.2011-12	—	(80,44,850)
Dividend for F.Y.2012-13	(80,44,850)	—
Dividend Tax	(13,05,076)	(13,05,076)
Interest paid	(25,13,313)	(9,492)
Interest on Staff Loan	27,233	66,530
Loan from Bank of Maharashtra (for Wada Unit)	81,66,057	4,19,46,454
Net Cash flow from Financing Activities	(36,69,949)	3,26,53,566
Net Increase / (Decrease) in Cash and Cash Equivalent	(43,29,394)	(2,62,66,452)
Cash and Cash Equivalent as at 01.04.2013	4,78,12,110	11,87,43,982
Cash and Cash Equivalent as at 31.03.2014	4,34,82,716	4,78,12,110

As per our Report of even date

For and on behalf of the Board

For **SHAH & CO,**
Chartered Accountants
FRN 109430W

ASHISH SHAH
Partner
Membership No. 103750
Mumbai, May 28, 2014.

Tarak A. Patel
Director

Shivakumar Aiyar
Financial Controller

Shilpin K. Tater
Director

Dhawal J. Vora
Dy. G. M. Finance &
Company Secretary

Mumbai, May 28, 2014.



Form Of Proxy

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SKYLINE MILLARS LIMITED Registered Office: Skyline Oasis, Gate No 2, C/2 , 412-413 Skyline Wealthspace, Premier Road,Vidyavihar (West), Mumbai - 400 086. CIN : L63020MH1919PLC000640			
Name of the member(s)			
Registered address			
E-mail ID			
Folio No./Client ID		DP ID	



I/We, being the Member(s) of shares of SKYLINE MILLARS LIMITED hereby appoint:

- 1) of having e-mail id or failing him
- 2) of having e-mail id or failing him
- 3) of having e-mail id or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote(on a poll) for me/us on my / our behalf at the 94th ANNUAL GENERAL MEETING of the Company to be held at Babasaheb Dahanukar Sabha Griha, 6th floor, Oricon House , 12 K Dubash Marg (Rampat Row) Fort . Mumbai - 400 001, on Wednesday, 24th September, 2014 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.

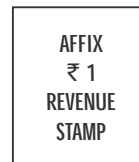
FORM OF PROXY



** I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
1.	Adoption of Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.		
2.	To appoint Mr.Maulik H. Dave as a Director liable to retire by rotation.		
3.	To appoint Mr.Shilpin K. Tater as a Director liable to retire by rotation.		
4.	Appointment of M/s Manubhai & Shah, Chartered Accountants as Statutory Auditors.		
5.	Appointment of Mr. Anand J. Vashi as an Independent Director.		
6.	Appointment of Mr. Vinod N. Joshi as an Independent Director.		
7.	Appointment of Mr. Upen M. Doshi as an Independent Director.		
8.	Appointment of Mr. Maulik H. Dave as Whole Time Director.		
9.	Appointment of M/s N.P.S Associates as Cost Auditors for F.Y. 2014-15.		

Signed this day 2014



Signature

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Note:

- 1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- 2) **A Proxy need not be a member of the Company.**
- 3) A person can act as a proxy on behalf of members, not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- **4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- 6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

**Attendance Slip**

SKYLINE MILLARS LIMITED Registered Office: Skyline Oasis, Gate No 2, C/2 , 412-413 Skyline Wealthspace, Premier Road, Vidyavihar (West), Mumbai – 400 086. CIN : L63020MH1919PLC000640		
D.P. Id		Name & address of the Registered Shareholder.
Client Id / Folio No.		
No. of shares		



I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 94th ANNUAL GENERAL MEETING of the Company at Babasaheb Dahanukar Sabha Griha, 6th floor, Oricon House, 12 K Dubash Marg (Rampat Row) Fort. Mumbai - 400 001, on **Wednesday, 24th September, 2014 at 11.00 a.m.**

Signature

Note : Please complete this and hand it over at the entrance of the hall.

ATTENDANCE SLIP



Registered & Corporate Office :

Skyline Oasis Gate No. 2, 412-413,
Skyline Wealthspace, Premier Road,
Vidyavihar (W). Mumbai-400 086.

CIN: L63020MH1919PLC000640

Tel. No.: (022) 25027708 / 09

Fax No.: (022) 25027705

www.skylinemillarsltd.com

Plant Locations :

Umreth - Ode Road, Near Railway Crossing,
Umreth-388 220, Dist. Anand (Gujarat)
Tel.: (02692) 276171, 276250

Survey No. 63-64-65, Wada- Manor Road,
Village: Sapne Khurd, Taluka: Wada,
Dist. Thane (Maharashtra)
Tel: (02526) 212168

Regional Marketing Office :

210, Pragati Tower, 26, Rajendra Place,
New Delhi - 110 008.

Tel.: (011) 2572 1566, 2581 4913

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SKYLINE MILLARS LIMITED

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