



PHOTOQUIP

INDIA LTD.

Annual Report 2013 – 2014

BOARD OF DIRECTORS

JAYANT P. SONI – Chairman & Managing Director
DHAVAL J. SONI
VIMAL J. SONI
MOHIB N. KHERICHA
MOHAN M. JAYAKAR
DR. VISHNU J. ACHARYA

REGISTERED OFFICE

A 33, Royal Industrial Estate
Naigaon Cross Road,
Wadala, Mumbai - 400 031

CORPORATE OFFICE

A-33, Royal Industrial Estate,
Naigaon Cross Road,
Wadala, Mumbai – 400 031

AUDITORS

M/s. MAYANK SHAH & ASSOCIATES
Chartered Accountants

BANKERS

CITI BANK N.A. Mumbai
APNA SAHAKARI BANK LTD. Wadala Branch

SHARE TRANSFER AGENT

SHAREX DYNAMIC INDIA PVT. LTD.
Unit-1, Luthra Ind. Premises,
AndheriKurla Road, Safed Pool
Andheri (E), Mumbai 400 072

DESPOSITORY NO.

ISIN – INE 813B01016

NOTICE

NOTICE is hereby given that the Twenty-second Annual General Meeting of PHOTOQUIP INDIA LIMITED. will be held at A-33 Royal Industrial Estate, Naigaon Cross Road, Wadala (E), Mumbai 400 031 on 30th September 2014 at 11.00 a.m to transact the following business.

ORDINARY BUSINESS

- i) To receive , consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
- ii) To appoint a Director in place of Dr. Vishnu J. Acharya, who retires by rotation and being eligible, offers himself for re-appointment.
- iii) To appoint Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

- 4) To consider & if thought fit, to pass with or without modification the following Resolution as a Special Resolution for the re-appointment of Mr. Jayant P. Soni as Managing Director:

“RESOLVED THAT pursuant to the provisions of Schedule XIII and Section 198, 269, 309, 310, 311 and other applicable provision, if any, of the Companies Act, 1956, approval of the shareholders of the Company, be and is hereby accorded for the re-appointment of Mr. Jayant P Soni, as Chairman and Managing Director of the Company for the period of Three years with effect from 1st April, 2014 upto 31st March, 2017, on the terms and conditions, remuneration and perquisites, upto a maximum as may be permitted under Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof set out in annexure to this notice and the Board of Director be and is hereby authorized to alter or vary his terms of remuneration as may be agreed upon with Mr. Jayant P Soni subject to overall ceiling on remuneration specified in the said Schedule XIII and other applicable provisions of the said act, for the time being in force.”

- 5) To consider & if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution for the re-appointment of Mr. Dhaval J. Soni as Whole time Director:

“RESOLVED THAT pursuant to the provisions of Schedule XIII and Section 198, 269, 309, 310, 311 and other applicable provision, if any, of the Companies Act, 1956, approval of the shareholders of the Company, be and is hereby accorded for the re-appointment of Mr. Dhaval J Soni, as Whole Time Director of the Company for the period of Three years with effect from 1st April, 2014 upto 31st March, 2017 on the terms and conditions, remuneration and perquisites, upto a Maximum as may be permitted under Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof set out in annexure to this notice and the Board of Director be and is hereby authorized to alter or vary his terms of remuneration as may be agreed upon with Mr. Dhaval J Soni subject to overall ceiling on remuneration specified in the said Schedule XIII and other applicable provisions of the said act, for the time being in force.”

- 6) To consider & if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution for the re-appointment of Mr. Vimal J. Soni as Whole time Director:

“RESOLVED THAT pursuant to the provisions of Schedule XIII and Section 198, 269, 309, 310, 311 and other applicable provision, if any, of the Companies Act, 1956, approval of the shareholders of the Company, be and is hereby accorded for the re-appointment of Mr. Vimal J Soni, as Whole Time Director of the Company for the period of Three years with effect from 1st April, 2014 upto 31st March, 2017, on the terms and conditions, remuneration and perquisites, upto a Maximum as may be permitted under Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof set out in annexure to this notice and the Board of Director be and is hereby authorized to alter or vary his terms of remuneration as may be agreed upon with Mr. Vimal J Soni subject to overall ceiling on remuneration specified in the said Schedule XIII and other applicable provisions of the said act, for the time being in force.”

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS BEHALF ON A POLL ONLY, A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy form in order to be effective, should be duly completed, stamped, signed and must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.

- 2) The Register of Members and the Share Transfer Books of the Company will remain closed from 29th September, 2014 to 30th September, 2014 (both days inclusive).
- 3) Members / Proxies should bring the Attendance Slips duly completed for attending the Meeting.
- 4) Members should bring their copies of the Annual Report to the Annual General Meeting. No copies will be distributed at the Meeting as a measure of economy.
- 5) Members are requested to notify any change in their address immediately to the Company or to its Registrar and Share Transfer Agents.
- 6) In view of Clause 49 of the Listing agreement with Bombay Stock Exchange Limited, additional information pertaining to Directors proposed for appointment/re-appointment at the Annual General Meeting is annexed hereto.
- 7) Members who have not registered their e-mail addresses are requested to register their e-mail addresses so that they can receive Annual Reports and other communication from the Company electronically.
- 8) Section 109A of the Companies Act, 1956 provides for Nomination by individuals, who are shareholders of the Company in the prescribed Form No. 2B. Members who hold shares in the physical form can nominate a person in respect of all the shares held by them by filling the prescribed form. Blank forms will be supplied by the Company's Registrar and Share Transfer Agents, Sharex Dynamic India Pvt. Ltd. on request. Members holding shares in the dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
- 9) The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the Securities Market. Members holding shares in physical format are requested to submit photocopy of PAN card to the Company / RTA. Members holding shares in dematerialization mode are requested to submit their PAN card to their respective depository participants. SEBI has also mandated to furnish copy of PAN to the Company's RTA for registration of market transactions and off-market transactions involving transfer of shares in physical form of listed companies.
- 10) The electronic voting facility shall be opened from (for 3 days) 27th September 2014 at 10.00 a.m. to 29th September 2014 till 5.00 p.m., both days inclusive. Detailed instructions of Voting through Electronic Mode are being sent separately by Electronic Mode to all the Members whose email addresses are registered with the Company/Depository Participant(s). For Members who have not registered their email addresses, physical copies of the instructions of Voting through Electronic Mode are being sent by the permitted mode.
- 11) The Notice of the Meeting is being placed on the website of the Company viz., www.photoquip.com
- 12) Mrs. Heena .N. Shah, Company Secretary in Whole Time Practice, has been appointed as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 13) The resolutions placed for e-voting shall be deemed to be passed on the date of the Annual General Meeting of Members scheduled to be held on 30th September, 2014

By Order of the Board of Directors

Place : Mumbai
Date : 30th May 2014

Jayant P. Soni
Chairman & Managing Director

Registered Office:

A-33 Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai – 400 031.

Annexure to Notice

Explanatory Statement setting out material facts as required under section 102 of the Companies Act, 2013 in respect of items of Special Business as per the Notice.

ITEM NO. 4

The Board of Directors at their meeting held on 14th February 2014 approved the re-appointment of Mr. Jayant P. Soni as Managing Director of the Company subject to the approval of the Shareholders at the General Meeting.

The remuneration payable to Mr. Jayant P. Soni is as follows: -

- I) **Annual Remuneration**
 - A) Salary & Perquisites
 - i) Salary Rs. 15,00,000/-
 - ii) Perquisites
 - a) Reimbursement of Medical Expenses for self and family members upto Rs. 150,000/-
 - b) Leave Travel Allowance for self and family Rs. 360,000/-
 - c) Conveyance Rs. 150,000/- .
 - d) Entertainment – Rs. 75,000/-
 - e) Leave Encashment – Rs. 165,000/-

The total value of the above mentioned or any other perquisites which the Board of Directors is authorised to grant in its discretion and pay to Shri Jayant P. Soni shall not exceed the annual Salary.

II) Ceiling on Remuneration:

The remuneration and perquisites payable to Mr. Jayant P. Soni as provided for in the Agreement to be subject to the overall ceiling on managerial remuneration as provided by relevant Sections of the Act.

III) Minimum Remuneration

The above remuneration in I(A) and (B) above, being well within the limits prescribed under Section II of part II of Schedule XIII will be paid ad Minimum Remuneration in case of loss or inadequacy of profit.

III) Managing Directors will also be entitled to

Provision of Car with driver (or reimbursement of driver's Salary) for use on Company's business
Free telephone facility at residence
Reimbursement of expenses incurred bonafide in connection with the business of the Company.

The Board considers that the remuneration and perquisites proposed to be paid to Mr. Jayant P. Soni upon his appointment as Managing Director are commensurate with his duties and responsibilities as Managing Director and therefore recommends the resolution set out in Item No. 4 of the Notice. The approval of Members is being sought to Mr. Jayant Soni's appointment as Managing Director and to the above remuneration proposed to be paid to him. The above terms and conditions are and should be deemed to be an abstract of the terms between the Company and Mr. Jayant Soni pursuant to relevant Sections of the Act.

Mr. Jayant Soni, Mr Dhaval Soni and Mr. Vimal Soni are interested in the said appointment as Managing Director of the Company and to his remuneration respectively.

ITEM NO. 5

The Board of Directors at their meeting held on 14th February 2014 approved the re-appointment of Mr. Dhaval J. Soni as Whole Time Director of the Company subject to the approval of the Shareholders at the General Meeting.

The remuneration payable to Mr. Dhaval J. Soni is as follows: -

- I) **Annual Remuneration**
 - A) Salary & Perquisites
 - i) Salary Rs. 15,00,000/-
 - ii) Perquisites
 - a) Reimbursement of Medical Expenses for self and family members upto Rs. 120,000/-
 - b) Leave Travel Allowance for self and family Rs. 300,000/-
 - c) Conveyance Rs. 75,000/- .
 - d) Entertainment – Rs. 75,000/-
 - e) Leave Encashment – Rs. 1,20,000/-
 - f) Children's Education – Rs. 30,000/-
- Provident Fund – Rs. 1,80,000/-

The total value of the above mentioned or any other perquisites which the Board of Directors is authorised to grant in its discretion and pay to Shri Dhaval J Soni shall not exceed the annual Salary.

II) **Ceiling on Remuneration:**

The remuneration and perquisites payable to Mr. Shri Dhaval J Soni as provided for in the Agreement to be subject to the overall ceiling on managerial remuneration as provided by relevant Sections of the Act.

III) **Minimum Remuneration**

The above remuneration in I(A) and (B) above, being well within the limits prescribed under Section II of part II of Schedule XIII will be paid ad Minimum Remuneration in case of loss or inadequacy of profit.

III) **Whole Time Directors will also be entitled to**

Provision of Car with driver (or reimbursement of driver's Salary) for use on Company's business
Free telephone facility at residence
Reimbursement of expenses incurred bonafide in connection with the business of the Company.

The Board considers that the remuneration and perquisites proposed to be paid to Shri Dhaval J Soni upon his appointment as Whole Time Director are commensurate with his duties and responsibilities as Whole Time Director and therefore recommends the resolution set out in Item No. 5 of the Notice. The approval of Members is being sought to Mr. Shri Dhaval J Soni's appointment as Whole Time Director and to the above remuneration proposed to be paid to him. The above terms and conditions are and should be deemed to be an abstract of the terms between the Company and Shri Dhaval J Soni pursuant to relevant Sections of the Act.

Mr. Jayant Soni, Mr Dhaval Soni and Mr. Vimal Soni are interested in the said appointment as Whole Time Director of the Company and to his remuneration respectively.

ITEM NO. 6

The Board of Directors at their meeting held on 14th February 2014 approved the re-appointment of Mr. Vimal J. Soni as Whole Time Director of the Company subject to the approval of the Shareholders at the General Meeting.

The remuneration payable to Mr. Vimal J. Soni is as follows: -

- I) **Annual Remuneration**
 - A) Salary & Perquisites
 - i) Salary Rs. 15,00,000/-
 - ii) Perquisites
 - a) Reimbursement of Medical Expenses for self and family members upto Rs. 1,20,000/-
 - b) Leave Travel Allowance for self and family Rs. 300,000/-
 - c) Conveyance Rs. 75,000/- .
 - d) Entertainment – Rs. 75,000/-
 - e) Leave Encashment – Rs. 1,20,000/-

f) Children's Education – Rs. 30,000/-

Provident Fund – Rs. 1,80,000/-

The total value of the above mentioned or any other perquisites which the Board of Directors is authorised to grant in its discretion and pay to Shri Vimal J Soni shall not exceed the annual Salary.

II) **Ceiling on Remuneration:**

The remuneration and perquisites payable to Mr. Shri Vimal J Soni as provided for in the Agreement to be subject to the overall ceiling on managerial remuneration as provided by relevant Sections of the Act.

III) **Minimum Remuneration**

The above remuneration in I(A) and (B) above, being well within the limits prescribed under Section II of part II of Schedule XIII will be paid ad Minimum Remuneration in case of loss or inadequacy of profit.

III) **Whole Time Director will also be entitled to**

Provision of Car with driver (or reimbursement of driver's Salary) for use on Company's business
Free telephone facility at residence
Reimbursement of expenses incurred bonafide in connection with the business of the Company.

The Board considers that the remuneration and perquisites proposed to be paid to Shri Vimal J Soni upon his appointment as Managing Director are commensurate with his duties and responsibilities as Whole Time Director and therefore recommends the resolution set out in Item No. 6 of the Notice. The approval of Members is being sought to Mr. Shri Vimal J Soni's appointment as Whole Time Director and to the above remuneration proposed to be paid to him. The above terms and conditions are and should be deemed to be an abstract of the terms between the Company and Shri Vimal J Soni pursuant to relevant Sections of the Act.

Mr. Jayant Soni, Mr Dhaval Soni and Mr. Vimal Soni are interested in the said appointment as Whole Time Director of the Company and to his remuneration respectively.

Details of the Directors seeking Appointment/Re-appointment at the 22nd Annual General Meeting of the Company:

Particulars	Jayant P. Soni	Dhaval J. Soni	Vimal J. Soni	Vishnu J. Acharya
Designation	Chairman & Managing Director	Whole Time Directors	Whole Time Directors	Non-Executive Independent Director
Date of Birth	15.09.1929	13.12.1958	01.09.1961	10.03.1935
Qualifications	Diploma in Photography	B.Sc.	B.E. (Mechanical)	Master of Surgery, Fellowship of Institute of Cancer Surgeons
Present Employment	Chairman & Managing Director in Photoquip India Ltd	Whole Time Director in Photoquip India Ltd.	Whole Time Director in Photoquip India Ltd.	Non Executive Independent Directors in Photoquip India Ltd.
Last Employment	N.A.	N.A.	N.A.	N.A.
Nature of expertise	General Administration	Marketing	Product Design & Development	Oncologist
Directorship held in other Companies	NIL	NIL	NIL	NIL
Membership/ Chairmanship of committees of other public companies (includes only Audit Committee and Shareholders'/Investors' Grievance Committee)	NIL	NIL	NIL	NIL
AC – Audit Committee STIGC-Share Transfer & Investors' Grievance Committee IGC- Investors' Grievance Committee	NIL	NIL	NIL	NIL
Number of Shares held in the Company	9,03,342	5,31,400	6,54,277	27,594

DIRECTORS' REPORT

To,
The Members of
PHOTOQUIP INDIA LIMITED

Your Directors have pleasure in presenting the Twenty-second Annual Report of the Company and Audited Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS

	(Rs. In Lacs)	
	Year ended 31.03.2014	Year ended 31.03.2013
Turnover & Other Receipts	9,142.20	7,819.95
Profit before Interest, Depreciation & Tax	63.43	165.11
Less :		
Interest	217.98	102.35
Depreciation / Amortization	168.08	93.67
Profit / (Loss) before Tax	(323.35)	(30.91)
Deferred Tax Liability	(62.42)	(2.95)
Profit / (Loss) after Tax	(270.07)	(27.96)

FINANCIAL PERFORMANCE

During the year under review, your Company earned an income of Rs 9,142.20lacs as against Rs. 7,819.95lacs in the previous year. The Company made a Net Loss of Rs.270.07. as against Net Loss of Rs. 27.96lacs in the previous year.

OPERATIONS

The summarized key indicative figures are mentioned below.

	2013 – 2014	2012– 2013
Sales / Other Receipts	9,142.20	7,819.95
Exports	4,893.30	5,313.18
Net Profit / (Loss)	(270.08)	(27.96)

Your Company has commenced commercial operations of its General Lighting Division under the brand name of corvi with effect from 12.12.2012. The products have won prestigious national / international awards for their unique design and aesthetic appeal. Some of the notable awards are the red dot, if, Acetech Design Wall among others. The products have been referred for the green dot award at Japan. Your Company anticipates bright prospects for the new venture in the coming years.

In the overall context, the Studio Flash division has taken a slight hit on account of slow demand of exports coupled with a steep increase in input costs.

DIVIDEND

In the absence of profits your Company has not declared dividend for the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO: [Information under Section 217 (1) (e)]

Information pursuant to the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

a) Conservation of Energy

The Company is not a major user of energy. However, the measures taken by the Company have resulted in savings in energy consumption.

- i) Energy Conversion measures taken in the recent past: No new energy conservation measures were undertaken during the year 2013-14.
- ii) Additional investment and proposal for reduction of energy consumption being implemented : NIL
- iii) Impact of measure (i) and (ii) above for reduction of energy consumption and consequent impact on the cost of production of goods : NIL

b) Technology Absorption

c) Specific areas in which Research & Development carried out by the Company:

The Company carries out R & D activities in the following areas:

Product / Process improvement and development.

Import Substitution of various components and sub-assemblies used in Cameras & Flash units and Photographic Labs.

Product support by way of indigenising tooling and design support for vendor development

The Company has an ongoing R & D:

Improvement in existing product range / progressive indigenisation of new flash lights and components & accessories.

Absorption and adoption of technology for manufacture of photographic flash.

ci) Benefits derived as a result of R & D :

Considerable benefits have been derived by the Company from its Research & Development activities primarily by way of improvement in quality and time saving.

c) Foreign Exchange Earnings and Outgo

	(Rs. In Lacs)	
	2013 – 2014	2012 – 2013
Foreign Exchange Earnings	4,893.30	5,313.19
Foreign Exchange Outgo	3,057.45	2,432.53

PARTICULARS OF EMPLOYEES

The Company has no employee covered under section 217(2A) of the Companies Act, 1956.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. Vishnu Acharya retires by rotation and being eligible offer himself for re-appointment. Your Directors recommend his re-appointment.

MANAGEMENT DISCUSSION AND ANALYSIS

Your Company has strong Research and Development base and used cutting-edge technology in development of Digital Flash Lights, LED Lights and other products. There is a growing potential for LED products in the local as

well as international markets being highly energy-efficient and leading to substantial cost savings. Your Company enjoys a global presence for its Digital Studio Flash Lights and will leverage the same for its LED products. Your Company has ample opportunities in increasing its presence in the global arena and to penetrate unexplored local markets for the Company's products mainly the Digital Studio Flash Lights and LED products.

Considering the economic scenario, your Company has diversified its business in trading of LED lights which has bright prospects. The challenge to the business is decreasing export demand and declining value of the Indian Rupee. Your Company is in a nascent stage to penetrate its LED products in the local markets and is sparing no efforts with its turnaround strategy.

Since, presently the Company operates in only one segment of Photographic and Allied Products, the Management Discussion Analysis is not material and is included in the Directors' Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of sub-section (2AA) of Section 217 of the Companies Act, 1956, your Directors confirm:

- a) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed alongwith proper explanations relating to material departures;
- b) 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 as on 31st March, 2014 and of the loss of the Company for the year ended on that date;
- c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) that the Directors have prepared the annual accounts on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

Pursuant to Section 383A of the Companies Act, 1956, the Secretarial Compliance Certificate for the year under review as obtained from a practicing Company Secretary is annexed to the Report.

CERTIFICATION ON COST AUDIT

The Company has obtained Compliance Report pursuant to Rule 5 of (Cost Accounting Record) Rules, 2011.

CORPORATE GOVERNANCE

The report on corporate governance and the certificate on compliance with the conditions of corporate governance under Clause 49 of the Listing Agreement is annexed to this report.

The Company is listed on Bombay Stock Exchange (BSE) & on Ahmedabad Stock Exchange (ASE). The Company has paid listing fees to both the stock exchanges on time.

The Auditor's Report on Corporate Governance confirming the compliance with conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this Report.

AUDITORS

The Statutory Auditors, M/s. Mayank Shah & Associates, Chartered Accountants, Ahmedabad, retire at the conclusion of the forthcoming Annual General Meeting. The Company has received the requisite certificate pursuant to Section 224 (1B) of the Companies Act, 1956, from them regarding their eligibility for re-appointment as the Auditors of the Company. The Board recommends their reappointment

COMPLIANCE WITH THE CODE OF CONDUCT

The Company has put in place a code of conduct for its Board of Directors and senior management personnel. Declarations of compliance with the code of conduct have been received from all Board members and senior management personnel. A certificate to this effect from Mr. Jayant P. Soni, Chairman & Managing Director forms part of this Report.

PERSONNEL

The Directors wish to place on record their sincere appreciation for the dedicated services of all employees of your Company.

APPRECIATION

The Directors wish to place on record their sincere appreciation of the contribution made by the employees at all levels and for their dedication and commitment to the Company throughout the year. The Directors would also like to record their thanks to the Company's Shareholders, bankers, customers and vendors for their valuable support and co-operation.

For and on behalf of the Board of Directors

Jayant P. Soni

Chairman and Managing Director

Place : Mumbai

Date : 30th May 2014

HEENA SHAH
PRACTISING COMPANY SECRETARY

Address: C/801, Bldg 2, Bharat Apartments, Marve Road, Malad (West), Mumbai – 400 064
Tel : 2880 9714. Cell : 9004139991. Email : heenakapadia123@yahoo.co.in

COMPLIANCE CERTIFICATE

THE MEMBERS OF
PHOTOQUIP INDIA LIMITED

A-33, Royal Industrial Estate, Naigaon Cross Road,
Wadala, Mumbai – 400 031

We have examined the registers, records, books and papers of **PHOTOQUIP INDIA LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2014**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company is registered under CIN No. **L74940MH1992PLC067864** with the Registrar of Companies, Maharashtra and having its Registered Office at A-33 Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031 has kept and maintained all registers as stated in **Annexure `A`** to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns prescribed under the Act and the rules made there under as stated in **Annexure `B`** to this certificate with the Registrar of Companies, Maharashtra or other authorities within the time prescribed under the Act.
3. The Company, being a Public Limited Company has the minimum prescribed paid up capital, comments are not required.
4. The Board of Directors duly met (4) times on 30.05.2013, 14.08.2013, 14.11.2013 and 14.02.2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 29th September, 2013 to 30th September, 2013 and necessary compliance under section 154 has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 30th September, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes book of the Company.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loan to its Directors or persons or firms or companies referred to Section 295 of the Act.
9. The Company has not entered into contracts falling within the purview of Section 297 of the Act.
10. The Company has made prescribed entries in the register maintained under section 301 of the Act.
11. As there are no instances which are covered by the provisions of Section 314 of the Act the Company was not required to obtain any approval from the Board of Directors, Members and Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has:
 - (i) delivered all the certificates on lodgment thereof for transfer of securities in accordance with the provisions of the act and there was no allotments/transmission of securities during the financial year.

- (ii) not deposited any amount in separate Bank Account as no dividend was declared during the financial year.
 - (iii) not required to post warrants to any member of the Company as no dividend was declared during the financial year.
 - (iv) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
 15. The Company has not appointed any Managing Director/Whole-time Director/ Manager during the financial year.
 16. The Company has not appointed any sole-selling agents during the year.
 17. During the year the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies, Maharashtra or such other authorities as are prescribed under the various provisions of the Act.
 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The Company has not issued any shares/debentures/ other securities during the financial year.
 20. The Company has not bought back any shares during the financial year.
 21. The Company has no preferential Share capital nor has it issued any debentures, hence there was no redemption of preference shares or debentures during the financial year.
 22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of sections 58A during the financial year.
 24. The borrowings made by the Company during the financial year ended 31st March, 2014 is within the borrowing limits as prescribed under the Act.
 25. The Company has not made loans or advances or given guarantees or provided securities to other body corporate and consequently no entries have been made in the register kept for the purpose.
 26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
 27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.
 28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
 29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the Company during the year under scrutiny.
 30. The Company has not altered its Articles of Association during the financial year.
 31. There was no prosecution initiated against the Company nor were any show cause notices received by the Company and no fines or penalties or any other punishment has been imposed on the Company during the financial year for offences, if any, under the Act.
 32. The Company has not received any money as security from its employees during the financial year.
 33. As informed by the Management the Company does not maintain provident fund pursuant to Section 418 of the Act.

Place: Mumbai
Date: 30th May .2014

Sd/-
CS Heena Shah
Company Secretary
C. P. No - 7918

Annexure A

Annexed to the Compliance Certificate dated Registers as maintained by the Company

- 1 Application for and Allotment of Shares Register
- 2 Register of Members U/s. 150.
- 3 Register of Charges U/s.143
- 4 Register of Transfers
- 5 Register of Directors, Managing Directors etc. U/s. 303.
- 6 Register of Directors Shareholdings U/s. 307.
- 7 Attendance Register
- 8 Register of Contracts U/s. 301.
- 9 Register of Contracts, Companies and Firms in which Directors are interested U/s. 301(3).
- 10 Board Minutes Book and General Body Minutes Book under Section 193.
- 11 Books of Accounts U/s.209.
- 12 Register of Fixed Assets

Note :

The Company has not maintained the following registers as there were no entries / transactions to be recorded therein

1. Register of Investments under section 49(7)
2. Register of deposits under section 58A

Annexure B

Annexed to the Compliance Certificate dated

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2014.

1. Form No. 20B i.e., Annual Return filed under section 159 of the Companies Act, 1956 for the year ended 31st March, 2013 vide SRN Q26352252 dated 29/11/2013 within prescribed time without payment of additional fees.
2. Form No. 23AC and Form 23ACA XBRL i.e., Balance sheet filed under section 220 of the Companies Act, 1956 for the year ended 31st March, 2013 vide SRN Q20232872 dated 29.10.2013 within prescribed time without payment of additional fees.
3. Form No.66 ie, Compliance Certificate filed under section 383A(1) for the year ended 31st March, 2013 vide SRN Q14190284 dated 17/10/2013 within prescribed time without payment of additional fees.
4. Form 17 has been filed under section 135 vide SRN B88229372 dated 31.10.2013 has been filed within prescribed time without payment of additional fees.
5. Form 8 has been filed under section 135 vide SRN B90215484 dated 28.11.2013 has been filed within prescribed time without payment of additional fees.

Place: Mumbai
Date: 30th May .2014

Sd/-
CS Heena Shah
Company Secretary
C. P. No - 7918

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

I Jayant P. Soni, Chairman & Managing Director of the Company, hereby declare that the Company has adopted a code of conduct for its Board Members and senior management, at a meeting of the Board of Directors held on 29th September, 2005 and the Board Members and senior management have affirmed compliance with the Code of Conduct as applicable to them for the year ended 31st March, 2014.

For PHOTOQUIP INDIA LTD.

Jayant P. Soni
Chairman and Managing Director

Place : Mumbai
Date : 30th May 2014

CEO / CFO CERTIFICATION

Mr. Jayant P. Soni, Chairman and Managing Director and Mr. Dhaval J. Soni, Whole-Time Director and CFO have certified to the Board:

- a) That we have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee
 - i) significant changes in internal control over financial reporting during the year
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
 - iii) instances of significant fraud of which I 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 over financial reporting.

For PHOTOQUIP INDIA LTD.

Jayant P. Soni
Chairman and Managing Director

Place : Mumbai
Date : 30th May 2014

For PHOTOQUIP INDIA LTD.

Dhaval J. Soni
Whole-time Director and CFO

Place : Mumbai
Date : 30th May 2014

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company is committed to good Corporate Governance and transparency in all its dealings and places due emphasis on business ethics, responsible conduct, integrity and accountability in the functioning of the Company and the conduct of its business internally and externally. The Company strives to achieve business excellence in increasing long term shareholder value, keeping in view the needs and interests of all its stakeholders.

2. BOARD OF DIRECTORS:

The Board of Directors of the Company comprises of 6 Directors. The Company has Executive Chairman and the number of independent Director is 50% of the total number of the Directors. The number of non executive Directors is 50% of the total number of Directors. None of the Directors on the Board is a Member on more than 10 committees and Chairman of more than 5 committees (as specified on Clause 49 of the Listing Agreement), across all the companies in which he is a Director. The necessary disclosure regarding committee positions have been made by all the Directors. The constitution of the Board is given below:

Name	Category / Designation	No. of outside Directorship and Committee Membership / Chairmanship			
		Public Company	Private Company	Committee membership	Chairmanship
Mr. Jayant P. Soni	Chairman & Managing Director Promoter	Nil	Nil	Nil	Nil
Mr. Dhaval J. Soni	Whole time Director Promoter	Nil	Nil	Nil	Nil
Mr. Vimal J. Soni	Whole time Director Promoter	Nil	Nil	Nil	Nil
Mr. Mohib N. Khericha	Non Executive Independent Director	5	9	7	1
Mr. Mohan M. Jayakar	Non Executive Independent Director	5	4	1	1
Dr. Vishnu J. Acharya	Non Executive Independent Director	Nil	Nil	Nil	Nil

Four(4) Board Meetings were held during the financial year ended 31st March 2014 i.e. 30th May, 2013, 14th August 2013, 14th November, 2013 and 14th February, 2014. The Company placed before the Board the annual operating plans, budgets and performance of various divisions from time to time. The attendance of the Directors at the said Board Meetings and at the last Annual General Meeting is as under:

Director	No. of Meetings		Attendance at Last AGM
	Held	Attended	
Mr. Jayant P. Soni	4	4	Yes
Mr. Dhaval J. Soni	4	4	Yes
Mr. Vimal J. Soni	4	4	Yes
Mr. Mohib N. Khericha	4	4	Yes
Mr. Mohan M. Jayakar	4	4	No
Dr. Vishnu J. Acharya	4	4	Yes

3. AUDIT COMMITTEE:

Brief description of terms of reference

The terms of reference of the Audit Committee, as stipulated by the Board of Directors, in accordance with the items listed in Clause 49 II D of the Listing Agreement are as follows:

- (a) Overview of the Company's Financial Reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- (b) Reviewing with the Management, the quarterly, half yearly and annual financial statements before submission to the Board for approval, with particular reference to:
 - (i) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956.
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same.
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by management.
 - (iv) Significant adjustments made in the financial statements arising out of audit findings.
 - (v) Compliance with listing and other legal requirements relating to financial statements.
 - (vi) Disclosure of any related party transactions.
 - (vii) Qualifications in the draft audit report.
- (c) Reviewing the adequacy of Internal Audit function.
- (d) Reviewing with the Management, performance of Statutory & Internal Auditors, the adequacy of internal control systems & procedures.
- (e) Discussing with the Internal Auditors, any significant finding & follow-up on such issue.
- (f) Reviewing the findings of any internal investigations by the Internal Auditors in matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and then reporting such matters to the Board.
- (g) Discussing with statutory auditors before the Audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern.
- (h) Reviewing/recommending the appointment, re-appointment & replacement or removal of internal & statutory auditors of the Company, fixation of remuneration/audit fees & also approval for payments for any other services rendered by them.
- (i) Reviewing substantial defaults in the payment to the depositors and shareholders (in case of non-payment of declared dividends) and creditors.
- (j) Reviewing the Management discussion and analysis of financial condition and results of operations.
- (k) Reviewing the Statement of significant related party transactions submitted by the management.
- (l) Reviewing the risk assessment and minimization procedures to ensure that executive management controls risk through means of a properly defined framework.

The Audit Committee has been granted powers as prescribed under clause 49II C of the listing agreement.

Composition of Audit Committee

The audit committee of the company has been constituted with three Directors, Viz.,

1. Shri Mohib N. Khericha - Chairman
2. Shri Mohan M. Jayakar
3. Shri Vishnu J. Acharya

The Committee met 4 times during the year on 28th April, 2013, 31st July, 2013, 31st October, 2013, 31st January, 2014 and the attendance of members of the committee was as follows:

Director	No. of Meetings	
	Held	Attended
Shri Mohib N. Khericha	4	4
Shri Mohan M. Jayakar	4	4
Shri Vishnu J. Acharya	4	4

4. REMUNERATION COMMITTEE:

A remuneration committee has been constituted as a sub-committee of Board on 30th April, 2013 & 30th October, 2013. The Remuneration committee of the company has been constituted with three Directors, Viz.

1. Shri Dhaval J. Soni, Chairman
2. Shri Mohib N. Khericha
3. Shri Mohan M. Jayakar

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTOR:

Apart from prescribed Sitting Fees for attending Board Meetings and Committee Meetings the Non-executive Directors are not paid any remuneration.

The Managing Director's remuneration is also in conformity with the existing laws and regulations and approved by the shareholders.

Remuneration paid to Directors (excluding contribution to Gratuity Fund and provision for Leave Encashment on Retirement) during the year ended March 31, 2014

Sr.No.	Name	Designation	Sitting Fees	Salary & Perquisites	Commission	Total
1	Jayant P. Soni	Chairman and Managing Director	Nil	Rs. 24,00,000	Nil	Rs. 24,00,000
2.	Dhaval J. Soni	Whole-time Director	Nil	Rs. 24,00,000	Nil	Rs. 24,00,000
3.	Vimal J. Soni	Whole-time Director	Nil	Rs. 24,00,000	Nil	Rs. 24,00,000
4.	Mohib N. Khericha	Independent, Non-Executive Director	Rs. 9,000	Nil	Nil	Rs. 9,000
5.	Mohan M. Jayakar	Independent, Non-Executive Director	Rs. 13,750	Nil	Nil	Rs. 13,750
6.	Dr. Vishnu J. Acharya	Independent, Non-Executive Director	Rs.9,000	Nil	Nil	Rs. 9,000

Note. :

- a) The Salary and Perquisites include all fixed and variable elements of remuneration i.e. salary, performance linked incentive and other allowances and benefits.
- b) There were no other pecuniary relationships or transactions of non-executive directors vis-à-vis the Company. The Company has not issued any Stock Options to its Directors.
- c) Pursuant to the limits approved by the Board, all Non-Executive Directors are paid Sitting Fees of Rs. 2,250/- for attending such Board and Committee Meetings.

Details of Service Contract

Name	Date of Initial Appointment	Current Terms	From / To
Jayant P. Soni	1.11.1993	3 years	1.4.2014 to 31.3.2017
Dhaval J. Soni	1.8.1994	3 years	1.4.2014 to 31.3.2017
Vimal J. Soni	1.8.1994	3 years	1.4.2014 to 31.3.2017

For any termination of Service Contract, the Company or the Non-Executive Director is required to give a notice of 3 months or pay 3 months' salary in lieu thereof to the other party.

5. SHAREHOLDERS / INVESTORS' GRIEVANCE COMMITTEE:

As a measure of good Corporate Governance and to focus on the shareholders' grievances, if any, and towards strengthening investor relations, an Investors' Grievance Committee has been constituted as a committee of the Board, on 30th April, 2012 to redress / minimize the grievances, if any, of shareholders / investors.

The functions of the committee include:

The specifically look into redressing investors' grievances pertaining to:

- a) Transfer of shares
- b) Dividends
- c) Dematerialization of shares
- d) Replacement of lost / stolen / mutilated Share Certificates
- e) Any other related issues

The committee comprises of the following Directors:

- a. Shri Mohib N. Khericha - Chairman
- b. Shri Dhaval J. Soni
- c. Shri Mohan M. Jayakar

During the year the Company received three Communications pertaining to non-receipt of shares sent for transfer, non –receipt of Shares sent for transfer and non- receipt of credit or document sent for de-mat. All the Communications were satisfactorily replied. There are no shares pending for transfer for a period of transfer for a period of more than 21 days from the day of receipt, so long as the documents are clear in all respects.

6. GENERAL BODY MEETING:

The location and time of the Annual General Meeting held during the last three years is as follows:

Date	Venue	Time
September 30, 2013	A-33 Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031	9.30A.M.
September 29, 2012	A-33 Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031	3.00 P.M.
December 30, 2011	A-33 Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031	11.30 A.M.

7. DISCLOSURES:

- a. The independent directors do not have any material pecuniary relationship or transactions with the Company, its promoters, its management, their relatives or the Company's subsidiaries, which in the judgment of the Board affect the independence of judgment of the Directors or which may have a potential conflict with interests of the Company. During the year 2013-14, no transactions of material nature have been entered into by the Company with the promoters or directors or managers or their relatives their subsidiaries that may have potential conflict with the interests of the Company. Transactions with related parties are disclosed in the schedules to the Annual Accounts in the Annual Report.
- b. The Company has continued to comply with the requirement of Stock Exchanges, SEBI and other statutory authorities on all matter relating to capital markets during the last three years; no penalties, strictures have been imposed on the Company either by SEBI or stock exchanges or other statutory authorities relating to above.
- c. The Company is reviewing the existing risk based control system. During the year, an analysis of the Company's risks covering strategic (business), operational, financial and legal & compliance risks, as perceived by the Management had been made and control procedures and systems for mitigating these risks have also been identified.

- d. The Company has established procedures to enable its Board to periodically review compliances of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances.
- e. In the preparation of the financial statements, the Company has followed the Accounting Standards prescribed under the Companies (Accounting Standards) Rules, 2006 as applicable. The accounting policies followed by the Company, to the extent relevant, are set out in the Annual Report.
- f. The non-mandatory requirements of the Clause 49 of the listing agreement are neither necessary nor desirable and hence the Company does not consider the need to adopt them.
- g. The Company has adopted the Code of Conduct for the Directors and Senior Management Personnel have confirmed their compliance with the respective codes. The Code has been put up on the Company's website.
- h. The CEO and CFO certification pursuant to Clause 49 V of the Listing Agreement providing certifications on financial reporting and internal audit controls to the Board given by Mr. J.P. Soni, Chairman and Managing Directors forms a part of the Report.
- i. Pursuant to Clause 49 (IV)(E) the details of shareholding of the Non-Executive Directors as on March 31, 2014 is as under

Directors	No. of Shares held
Mohib N. Khericha	Nil
Mohan M. Jayakar	9,900
Dr. Vishnu J. Acharya	27,594

8. MEANS OF COMMUNICATION:

- a. The quarterly and half yearly results, published in the proforma prescribed by the Listing Agreement, are approved and taken on record by the Board of Directors of the company within 45 days of the close of the relevant quarter. The approved results are forthwith sent to the Stock Exchanges where the company's shares are listed. The results are also published within 48 hours in one English language and one Marathi language newspaper having wide circulation.
- b. The annual audited results are also communicated to the stock exchanges where the Company is listed, and published in the newspapers.
- c. The Company's website www.photoquip.com contains a separate section on Investor Relations. It contains a comprehensive database of financial results, shareholding pattern, annual reports and basic information pursuant to Clause 54 of the Listing Agreement and the same is updated regularly.
- d. Designated e-mail id- The Company has designated e-mail id grievance@photoquip.com exclusively for investor servicing.
- e. Presentation made to institutional Investors or to Analyst: No

9. GREEN INITIATIVE:

The Ministry of Corporate Affairs (MCA) vide Circular No. 17/2011 dated 21.04.2011 has taken 'Green Initiative' in the Corporate Governance by allowing paperless compliances by companies in terms of which the Company would have ensured compliance with the provisions of Section 53 of the Act, if service of documents has been made through electronic mode. The Company has welcomed the green initiative and accordingly has emailed to those members whose email ID's are available with the Registrar & Transfer Agent, the soft copy of the Annual Report for the year ended March 31, 2014.

General Information for Shareholders

- a) AGM - Date: 30th September, 2014
Time: 11.00 a.m.
Place: A-33, Royal Industrial Estate,
Naigaon Cross Road, Wadala (E)
Mumbai - 400 031
- b) The financial year of the company is from 1st April, 2013 to 31st March, 2014

- c) **Dates of Book Closure:** From 29th September, 2014 to 30th September, 2014 (In connection with the Annual General Meeting)
- d) The shares of the company are listed on Ahmedabad Stock Exchange and Bombay Stock Exchange. The listing fees for the year 2013-14 have been paid to all the stock exchanges where the shares of the company are listed.
- e) **Stock Code:** Bombay Stock Exchange: **526588** and Ahmedabad Stock Exchange is **44881**.
- f) **De-mat ISIN Number for NSDL and CDSL: ISIN – INE 813B01016**
- g) **Market Price Data:** High, low during each month in last financial year i.e. 1st April 2013 to 31st March 2014 at Bombay Stock Exchange.

Month	Highest Rate (Rs.)	Lowest Rate (Rs.)	Month	Highest Rate (Rs.)	Lowest Rate (Rs.)
April, 2013	49.90	38.80	October, 2013	39.60	35.20
May, 2013	46.00	40.50	November, 2013	46.30	37.10
June, 2013	42.00	36.55	December, 2013	44.50	39.00
July, 2013	40.15	30.25	January, 2014	39.00	30.05
August, 2013	39.60	36.15	February, 2014	38.50	28.00
September, 2013	36.00	32.60	March, 2014	41.20	31.50

- h) **Registrar and Transfer Agents for De-mat and Physical mode:** SHAREX DYNAMIC INDIA PVT. LTD., Unit-1, Luthra Ind. Premises, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai 400 072
- i) **Shares Transfer System:** Transfers of shares are processed by the Share Transfer Agent and approved by the Share Transfer Committee called as "Investors' / Shareholders' Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respects.
- ii) All the complaints received from Shareholders have been cleared within the financial year. The complaints are generally replied to within 10 days of their lodgment with the Company.
- j) **Shareholders Holding More than 1% of the Share as at 31st March 2014**

Sr. No.	Name of the Holder	No. of Shares	% to Share Capital
1.	Jayant P. Soni	9,03,342	18.816
2.	Dhaval J. Soni	5,31,400	11.069
3.	Vimal J. Soni	6,54,277	13.628
4.	Tara J. Soni	5,27,395	10.986
5.	Piri Systems Pvt. Ltd.	1,25,000	2.604
6.	Anju D. Soni	16,300	0.340
7.	Pulin D. Soni	8,400	0.175
8.	Jenita D. Soni	6,000	0.125
9.	Kruti H. Suttar	5,971	0.124
	Total Public [1% & Above]	27,78,085	57.867

- k) **Distribution of Shareholding as on 31st March, 2014**

Distribution of Shareholding as on 31 st March, 2014	No. of Shares	No. of Shareholders	% of Shareholders to No. of shares
1 To 5000	56,38,960	3,806	89.79
5001 To 10000	18,79,070	222	5.24
10001 To 20000	14,94,140	94	2.22
20001 To 30000	9,61,890	37	0.87
30001 To 40000	5,52,260	15	0.35

40001 To 50000	3,67,640	8	0.19
50001 To 100000	17,68,440	25	0.59
100001 & Above	3,53,45,600	32	0.75
Total	4,80,08,000	4,239	100.00

Category of shareholders as on 31st March, 2014

Shareholding Pattern As At March 31, 2014

Sr. No.	Category	No. of Shares	Total Shares	% to Share Holding
A	Based in India (Promoter)			
i.	Indian Ind/HUF & Relatives	26,53,085		55.263
ii.	Persons acting in concert	1,25,000	27,78,085	2.604
B	Public Holding (Institutions)			
i.	Mutual Funds	5,000		0.104
ii.	Venture Cap Fund	12,000		0.250
iii.	Foreign Ven. Cap. Inv.	1,300	18,300	0.027
C.	Non Institutions			
a.	Indian Corp Bodies / Trust / Partnership	47,623		0.992
b.	Individual Holding			
i.	Upto Rs. 1/- lac	11,07,866		23.077
ii.	Above Rs. 1/- lac	6,85,688	18,41,177	14.283
D.	Any Other Clearing Members	1,63,238	1,63,238	3.4000
	TOTAL	48,00,800	48,00,800	100.00

- l) Dematerialization of shares and liquidity **90.75%** of the paid up capital has been dematerialized as on 31st March, 2014 & **9.25%** of the paid up capital is in physical form.
- m) The company has not issued any GDRs / ADRs
- n) SEBI has directed that all issuer Companies shall obtain quarterly certificate regarding reconciliation of shares held in both depositories and in physical form. The said certificate is obtained from a practicing Company Secretary and submitted to the stock exchange within 30 days of the end of each quarter.

Compliance Officer

Mr. Vivek Divekar is the Compliance Officer of the Company responsible for complying with the various requirements.

Address for correspondence:

Shareholders' correspondence should be addressed to Photoquip India Ltd., A-33, Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031.

Independent Auditor's Report

To the Members of Photoquip India Ltd.

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The 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, 2013. 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.

Auditor's 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 internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, 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 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 March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 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(3) 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 appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and 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, 2013; and
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For **MayankShah & Associates**
Chartered Accountants
Firm Registration No: 106109W

Mumbai
May 30, 2014

F.S. SHAH
Partner
Membership No. 133589

Annexure to the Independent Auditors' Report

(Referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

1. In respect of its fixed assets :
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
 - b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - c) Fixed assets disposed off during the year were not substantial and therefore do not affect the going concern assumption.
2. In respect of its inventories :
 - a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
 - b) The procedures of physical verification of inventories 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 has maintained proper records of inventory. The discrepancies noticed on verification between physical stocks and book records were not material.
3. The Company has neither granted nor taken any loans, secured or unsecured to or from companies, firms or other parties covered in the register maintained under section 301 of the act. Therefore, Provisions of Clauses (iii)(b), (iii)(c), (iii)(d), (iii) (e), (iii)(f) and (iii)(g) of the said order are not applicable to the Company. However company had granted the interest free unsecured deposits for leased premises taken by Company of Rs.68,71,156/- and advances of Rs.12,61,618/- for Capital Assets to concern in which Directors are interested.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
5. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Act, to the best of our knowledge and belief and according to the information and explanations given to us, there were no contracts or arrangements that needed to be entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956.

6. According to the information and explanation given to us, the company has not accepted any deposit from public. Therefore, the provisions of Clause (vi) of Paragraph 4 of the order are not applicable to the company.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
9.
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues were in arrears as at 31st March, 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 have not been deposited by the Company on account of disputes.

Name of the Statute	Nature of the Dues	Amount (in Rs)	Period to which amount relates	Forum where dispute is pending
Bombay Sales Tax Act, 1959	Sales Tax	3,49,620	A.Y. 2002-03	Assistant Commissioner of Sales Tax, Mumbai
	Sales Tax	10,75,138	A.Y. 2001-02	Assistant Commissioner of Sales Tax, Mumbai
	Sales Tax	7,85,185	A.Y. 2000-01	Assistant Commissioner of Sales Tax, Mumbai
Income Tax Act, 1961.	Income Tax	74,05,260	A.Y. 2008-09	Commissioner of Income Tax (Appeals)
	Income Tax	79,35,000	A.Y. 2006-07	Commissioner of Income Tax (Appeals)

10. The Company does not have accumulated losses at the end of financial year. It has incurred cash losses during the Current financial year; however the company has not incurred cash losses in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a bank. Further, in our opinion and according to information and explanations given to us, the Company did not have any amount outstanding to financial institutions or debenture holders.
12. According to the information and explanation 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. As the provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company, the provisions of Clause (xiii) of paragraph 4 of the Order is 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 shares, securities and debentures. Therefore, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution. Therefore, the provisions of clause 4(xv) of the Order are not applicable to the Company.
16. In our opinion and according to the information and explanations given to us, the term loans taken by the company have been applied for the purpose for which they were raised.
17. According to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we are of the opinion that funds raised on short-term basis have not been used for long-term investment.
18. The Company has not made any preferential allotment of shares to companies / firms / parties covered in the register maintained under Section 301 of the Act during the year.
- 19 The Company did not have any outstanding debentures during the year.
- 20 During the year covered by our report, the Company has not raised any money by way of public issue.
- 21 During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For **Mayank Shah & Associates**
Chartered Accountants
Firm Registration No: 106109W

Mumbai
May 30, 2014

F.S. SHAH
Partner
Membership No. 133589

PHOTOQUIP INDIA LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2014

Amount (In Rs.)

PARTICULARS	NOTES	As at 31st March, 2014	As at 31st March, 2013
EQUITY AND LIABILITIES			
1 Shareholder's funds			
Share Capital	2	4,80,08,000	4,80,08,000
Reserves & Surplus	3	24,60,69,543	27,30,78,099
2 Non-current liabilities			
Long term Borrowings	4	4,75,78,173	5,95,11,425
Deferred Tax Liabilities (Net)	5	-	32,58,839
3 Current liabilities			
Short-term Borrowings	6	4,88,32,550	9,24,61,810
Trade Payables	7	11,38,97,461	10,28,92,496
Other Current Liabilities	8	1,54,95,226	1,34,01,129
Short-term Provisions	9	1,02,90,659	76,02,897
TOTAL		53,01,71,613	60,02,14,696
ASSETS			
1 Non-current Assets			
Fixed Assets	10		
Tangible Assets		11,63,73,506	9,11,62,236
Intangible Assets		1,49,88,142	66,26,742
Non-current Investments	11	2,86,300	2,86,300
Deferred Tax Assets (Net)	12	29,83,450	-
Long-term Loans and Advances	13	11,03,22,784	14,34,03,667
Other Non Current Assets	14	2,69,64,441	3,36,62,617
2 Current Assets			
Inventories	15	7,90,64,800	10,02,97,280
Trade Receivables	16	4,21,23,789	2,94,54,063
Cash and Bank Balances	17	3,38,41,381	4,68,69,108
Short-term Loans and Advances	18	10,32,23,020	14,84,52,683
TOTAL		53,01,71,613	60,02,14,696
Summary of Significant Accounting Policies	1		
The notes are an integral part of the financial statements			

As per our report of even date attached

For MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 106109W

(F.S.SHAH)
PARTNER
Membership No. 133589

Mumbai
May 30, 2014

For AND ON BEHALF OF THE BOARD

Jayant P. Soni
Chairman & Managing Director

Dhaval J. Soni
Whole-time Director

Vimal J. Soni
Whole-time Director

Mumbai
May 30, 2014

PHOTOQUIP INDIA LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31 MARCH 2014

Amount (In Rs.)

PARTICULARS	NOTES	Year 2013-14	Year 2012-13
<u>INCOME</u>			
Revenue from Operations	19	91,42,19,654	77,59,50,124
Other Income	20	50,77,050	60,45,103
Total Revenue		91,92,96,703	78,19,95,227
<u>EXPENDITURE</u>			
Cost of Material Consumed	21	38,01,39,414	42,56,98,592
Purchase of Stock in Trade	22	36,10,08,160	25,53,86,898
Changes in Inventories	23	48,54,740	(2,10,53,171)
Employee Benefit Expenses	24	5,69,05,290	4,91,98,108
Finance Costs	25	2,17,98,158	1,02,35,680
Depreciation and Amortisation Expense	26	1,68,80,444	93,67,961
Other Expenses	27	11,00,47,305	5,62,53,016
Total Expenses		95,16,33,511	78,50,87,084
Profit/(Loss) Before Tax		(3,23,36,808)	(30,91,856)
Tax Expenses			
Current Tax			-
Deferred Tax		(62,42,289)	(2,95,573)
Tax in respect of Earlier Years		9,14,037	-
		(53,28,252)	(2,95,573)
Profit / (Loss) for the year		(2,70,08,556)	(27,96,283)
Basic as well as Diluted Earning per Equity Share of face value of Rs. 10 each(in Rs.)		(5.63)	(0.58)
Summary of Significant Accounting Policies	1		
The notes are an integral part of the financial statements			

As per our report of even date attached

For MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 106109W

(F.S.SHAH)
PARTNER
Membership No. 133589

For AND ON BEHALF OF THE BOARD

Jayant P. Soni
Chairman & Managing Director

Dhaval J. Soni
Whole-time Director

Vimal J. Soni
Whole-time Director

Mumbai
May 30, 2014

Mumbai
May 30, 2014

1. Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements

a) Basis of Accounting

The financial statements of the Company are prepared under the historical cost convention as a going concern on accrual basis and to comply in all material aspects with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, the relevant provisions of the Companies Act, 1956 ("the Act") which as per clarification issued by the Ministry of Corporate Affairs continue to apply under Section 133 of the Companies Act, 2013 (which has superseded Section 211(3C) of the Act w.e.f 12th September 2013) and other accounting principles generally accepted in India, to the extent applicable.

b) Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any revisions to accounting estimates are recognised prospectively in current and future periods.

c) Current / Non Current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI of the Companies Act, 1956. Based on the nature of products and services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

1.2 Fixed Assets and Depreciation / Amortization

a) Tangible Fixed Assets

Fixed Assets are stated at cost of acquisition/construction (net of recoverable taxes) less Accumulated Depreciation and impairment loss if any. Cost of acquisition includes non refundable taxes, duties, freight and other costs that are directly attributable to bringing assets to their working condition for their intended use. All costs, including financing costs till the asset is put to use and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

Depreciation on fixed assets is provided on straight line method on pro-rata basis at rates and in manner specified in Schedule XIV of the Companies Act, 1956.

b) Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortization and accumulated impairment loss, if any.

Costs incurred on acquisition of intangible assets are capitalized and amortized on a straight-line basis over their technically assessed useful lives, as mentioned below :

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

Intangible Assets	Estimated Useful Lives (Years)
Trade Mark	5
Website	5

c) Impairment of Assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognised as income in the statement of profit and loss.

1.3 Investments

Investments are classified into current and long-term investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long term investments which are expected to be realized within twelve months from Balance Sheet date is also presented under "Current Assets" under "Current portion of long term investments" in consonance with the current / non-current classification of revised Schedule VI to the Companies Act, 1956.

Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

Long-term investments are stated at cost. A 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.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is recognised in the Statement of Profit and Loss.

1.4 Inventories

Finished goods (including for trade), work-in-process, semi-finished goods for trade, Raw materials, Stores are valued at cost or net realizable value whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company. The cost formula used for determination of cost is 'First in First Out'.

1.5 Transactions in Foreign Currency:

a) Initial recognition:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss.

b) Measurement of foreign currency items at the Balance Sheet date:

PHOTOQUIP INDIA LTD.

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

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

1.6 Revenue Recognition

a) Sales

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership to the buyer. The amount recognised as sale is exclusive of sales tax/VAT and is net of returns & discounts. Sales are stated gross of excise duty as well as net of excise duty; excise duty being the amount included in the amount of gross turnover.

b) Other Income

Dividend Income is recognised when the right to receive the dividend is established.

Interest income is recognised on the time proportion basis.

Other incomes are accounted on accrual basis.

1.7 Employee Benefits

a) Short Term Employees Benefit

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, ex-gratia, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

b) Post Employment Benefit

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme and Employees' State Insurance Corporation (ESIC) which are a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance sheet date.

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

The Company recognizes all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss. The Company recognizes gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

The Company has funded its gratuity liability with Life Insurance Corporation of India (LIC) under the Employees Group Gratuity and ASS. Scheme.

c) Compensated Absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

1.8 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

1.9 Provisions and Contingencies

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

1.10 Taxes on Income

Income tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

Provision for current tax is based on the results for the year ended 31st March, in accordance with the provisions of the Income Tax Act, 1961.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future, however when there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

PHOTOQUIP INDIA LTD.

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

Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

Minimum Alternative Tax (MAT) under the provisions of the Income Tax Act, 1961 is recognized as current tax. The credit available under the said act in respect of MAT is recognized as an asset only when there is certainty that the company will pay income tax in future periods and MAT credit can be carried forward to set-off against the normal tax liability. MAT credit recognized as an asset is reviewed at each Balance sheet date and written down to the extent the aforesaid certainty no longer exists.

1.11 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the year.

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

1.12 Segment Accounting

Segment accounting policies are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

- (i) Segment revenue includes sales and other income directly identifiable with/ allocable to the segment.
- (ii) Expenses that are directly identifiable with/ allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under "Un-allocable Corporate Expenditure".
- (iii) Income which relates to the Company as a whole and not allocable to segments is included in "Un-allocable Corporate Income".
- (iv) Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable Corporate Assets and Liabilities represent the assets and liabilities that relate to the Company as whole and not allocable to any segment.

1.13 Research and Development Expenditure

Expenditure on Research and Development of revenue nature incurred by the Company are charged to Profit and Loss Account, while those of capital nature are treated as Fixed Assets.

1.14 Deferred Revenue Expenditure

Expenditure Incurred on Promotion of new Products are shown as Deferred Revenue Expenditure. Deferred Revenue Expenditure has been amortized over a period of Five year.

1.15 Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

1.16 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2014

Amount (In Rs.)

PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
2 Share Capital		
<u>Authorized:</u>		
15,000,000 (P.Y. 15,000,000) Equity Shares of Rs.10/- each	15,00,00,000	15,00,00,000
TOTAL RS.	15,00,00,000	15,00,00,000
<u>Issued, Subscribed & Fully Paid-up:</u>		
4,800,800 (P.Y. 4,800,800) Equity Shares of Rs. 10/- each	4,80,08,000	4,80,08,000
TOTAL RS.	4,80,08,000	4,80,08,000

2.1 Reconciliation of the number of shares.

PARTICULARS	As at 31 March 2014	As at 31 March 2013
	No. of Shares	No. of Shares
Equity Shares		
At the beginning of the period	48,00,800	48,00,800
Issued during the period	-	-
Outstanding at the end of the period	48,00,800	48,00,800

2.2 Rights, preferences and restrictions attached to Equity shares

The company has one class of Equity shares having a par value of Rs. 10 per share. Each share holder of equity shares is entitled to one vote per share. 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.

2.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholder	As at 31 march 2014		As at 31 march 2013	
	No. of Shares	% held	No. of Shares	% held
Equity Shares				
Mr. Jayant Purshottam Soni	9,03,342	18.82%	8,73,342	18.19%
Mr. Vimal Jayant Soni	6,54,277	13.63%	5,99,277	12.48%
Mr. Dhaval Jayant Soni	5,31,400	11.07%	5,01,400	10.44%
Mrs. Tara Jayant Soni	5,27,395	10.99%	4,93,395	10.28%

PHOTOQUIP INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2014

Amount (In Rs.)

PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
3 Reserves & Surplus		
a) Capital Reserves		
At the commencement and at the end of the year	2,30,00,000	2,30,00,000
b) General Reserves		
At the commencement and at the end of the year	1,33,95,462	1,33,95,462
c) Surplus in the Statement of Profit and Loss		
At the commencement of the year	23,66,82,637	23,94,78,920
Add / (Less) : Surplus / (deficit) during the year	(2,70,08,556)	(27,96,283)
At the end of the year	20,96,74,081	23,66,82,637
TOTAL RS.	24,60,69,543	27,30,78,099

Amount (In Rs.)

PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
4 Long-term borrowings		
a) Secured Loan		
Term Loans		
From Banks	4,75,78,173	5,95,11,425
TOTAL RS.	4,75,78,173	5,95,11,425

Current Maturities of Long Term Borrowings *14,211,688 *11,525,319
*Amount disclosed under other current liabilities

4.1 Nature of Security and terms of repayment for Long Term secured borrowings

4.1.1 Term Loan of Rs.596.60 Lacs (P.Y. Rs.702.58 Lac) is primarily secured by way of Equitable Mortgage of Property Situated at C.S No.10/116, Salt Pan Division, Antop Hill, Mumbai. And further Secured by Personal Guarantees of Promoter Directors of company repayable in 60 Monthly Installments starting From April, 2013. Last Installment due in March, 2018. Rate of Interest 13.5% p.a. (Last Year 13.5% p.a.) at year end.

4.1.2 Term Loan of Rs.18.00 Lacs (P.Y. Rs.Nil) is secured by Hypothecation of the specific Vehicle of the company repayable in 36 Monthly Installments starting From April, 2014. Last Installment due in March, 2017. Rate of Interest 10.5% p.a. at year end.

4.1.3 Term Loan of Rs.3.29 Lacs (P.Y. Rs.7.78 lacs) is secured by Hypothecation of the specific Vehicle of the company repayable in 36 Monthly Installments starting From December, 2011. Last Installment due in October, 2014. Rate of Interest 12.26% p.a.. (Last Year 12.26% p.a.) at year end.

4.2 Installments falling due in respect of all the above Loans upto 31/03/2015 have been grouped under "Current maturities of long-term debt".

PHOTOQUIP INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2014

Amount (In Rs.)

PARTICULARS	As at 31st March,2014	As at 31st March,2013
5 Deferred Tax Liabilities (Net)		
Deferred Tax Liability		
Difference between book depreciation and tax depreciation	-	43,76,151
Deffered Rev. Exp	-	1,01,41,707
Deferred Tax Assets		
Employee Benefits	-	(11,85,946)
Carried Forward Loss/Unabsorbed Depreication	-	(1,00,73,073)
TOTAL RS.	-	32,58,839

Amount (In Rs.)

PARTICULARS	As at 31st March,2014	As at 31st March,2013
6 Short-term Borrowings		
Secured		
Cash Credit Facility	4,88,32,550	-
Packing Credit Facility	-	9,24,61,810
TOTAL RS.	4,88,32,550	9,24,61,810

6.1 Cash Credit facility is primarily secured by stock and book debts, present and future and further collaterally secured by sole charge on Gala Nos C-23,A-29 and A-33 located at Royal Industrial Estate,Naigaon Cross Road, Wadala, Mumbai and property situated at 10/116, Salt Pan Division, Antop Hill, Mumbai. It is further collaterely secured by Personal Guarantees of Promotor Directors and secured by Lien marked Fixed Deposit of Rs.60,00,000 & Interest Accrued thereon.

Amount (In Rs.)

PARTICULARS	As at 31st March,2014	As at 31st March,2013
7 Trade Payable		
For Goods	7,56,76,113	8,45,76,162
For Other	3,82,21,348	1,83,16,335
TOTAL RS.	11,38,97,461	10,28,92,496

7.1 Other Trade Payable represents amount payable to various parties for expenses

7.2 The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid payable if any under this Act have not been given.

Amount (In Rs.)

PARTICULARS	As at 31st March,2014	As at 31st March,2013
8 Other Current Liabilities		
Current Maturities of Long Term Debt	1,42,11,688	1,15,25,319
Statutory Liabilities \$	12,83,538	18,75,811
\$Statutory liabilities represent amounts payable towards TDS, Service Tax etc.		
TOTAL RS.	1,54,95,226	1,34,01,129

Amount (In Rs.)

PARTICULARS	As at 31st March,2014	As at 31st March,2013
9 Short-term Provisions		
Provision for Employee Benefits	1,02,90,659	76,02,897
TOTAL RS.	1,02,90,659	76,02,897

PHOTOQUIP INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2014

10 Fixed Assets

Description	Gross Block				Depreciation/Amortisation				Net Block	
	As at 01.04.2013	Additions during the Year	Deductions during the Year	As at 31.03.2014	As at 01.04.2013	During the Year	Deduction / Adjustment	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
Tangible Assets										
Land	4,50,39,530	-	-	4,50,39,530	-	-	-	-	4,50,39,530	4,50,39,530
Office Building	33,61,184	-	-	33,61,184	12,72,374	54,787	-	13,27,161	20,34,023	20,88,810
Factory Building	2,32,18,982	-	-	2,32,18,982	36,99,584	7,75,514	-	44,75,098	1,87,43,884	1,95,19,398
Machinery	65,66,258	-	22,58,869	43,07,389	16,04,106	2,04,601	1,34,120	16,74,587	26,32,802	49,62,152
Lab Tools/Equipment	4,92,272	-	-	4,92,272	3,90,045	43,023	-	4,33,068	59,204	1,02,227
Dies & Moulds	3,26,41,865	3,13,28,294	-	6,39,70,159	2,60,92,959	41,70,861	-	3,02,63,820	3,37,06,339	65,48,906
Electrical Fittings	7,60,365	-	-	7,60,365	3,64,122	32,883	-	3,97,005	3,63,360	3,96,243
Office Equipment	15,90,606	4,51,051	-	20,41,657	8,67,695	1,10,752	-	9,78,447	10,63,210	7,22,911
Air Conditioner	16,56,767	-	-	16,56,767	6,95,820	1,04,873	-	8,00,693	8,56,074	9,60,947
Computers	94,78,855	1,35,804	-	96,14,659	75,87,010	6,48,945	-	82,35,955	13,78,704	18,91,845
Typewriter	8,000	-	-	8,000	7,340	506	-	7,846	154	660
Sign Board	9,33,671	-	-	9,33,671	6,80,179	59,101	-	7,39,280	1,94,391	2,53,492
Furniture & Fixtures	72,37,166	2,16,110	-	74,53,276	43,16,316	3,63,800	-	46,80,116	27,73,160	29,20,850
Motor Car	81,28,045	23,68,198	-	1,04,96,243	23,73,780	5,93,792	-	29,67,572	75,28,671	57,54,265
Total Tangible Assets	14,11,13,566	3,44,99,457	22,58,869	17,33,54,154	4,99,51,330	71,63,438	1,34,120	5,69,80,648	11,63,73,506	9,11,62,237
Intangible Assets										
Trade Mark	58,94,429	24,55,924	-	83,50,353	11,78,886	15,46,913	-	27,25,799	56,24,554	47,15,543
Web Site	23,88,999	89,24,306	-	1,13,13,305	4,77,800	14,71,917	-	19,49,717	93,63,588	19,11,199
Total Intangible Assets	82,83,428	1,13,80,230	-	1,96,63,658	16,56,686	30,18,830	-	46,75,516	1,49,88,142	66,26,742
Total Fixed Assets	14,93,96,994	4,58,79,687	22,58,869	19,30,17,812	5,16,08,016	1,01,82,268	1,34,120	6,16,56,164	13,13,61,648	9,77,88,979
Previous Year	13,82,67,486	1,17,41,324	6,11,816	14,93,96,994	4,46,89,347	71,35,236	2,16,567	5,16,08,016	9,77,88,978	9,62,16,345

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2014

		Amount (In Rs.)	
PARTICULARS	As at 31 March 2014	As at 31 March 2013	
11 Non-current Investments			
Long Term Investment			
Trade Investment(Unquoted)			
4000 (P.Y. 4000) Equity Shares of Apna Sahakari Bank Ltd. of Rs. 25/- Each Fully Paid Up	1,00,000	1,00,000	
Total Of Trade Investments	1,00,000	1,00,000	
Other Non Current Investments (Quoted)			
9000 (P.Y. 9000) Equity Shares of Chartered Capital Investment Ltd of Rs. 10/- Each Fully Paid Up	1,80,000	1,80,000	
175 (P.Y. 175) Equity Shares of NHPC Ltd. of Rs. 10/- Each Fully Paid Up	6,300	6,300	
Total Of Other Non-Current Investments	1,86,300	1,86,300	
TOTAL OF NON-CURRENT INVESTMENTS	2,86,300	2,86,300	
Aggregate of Quoted Investments:			
At Book value	1,86,300	1,86,300	
At Market Price	3,53,443	3,81,483	
Aggregate of Unquoted Investments:	1,00,000	1,00,000	

		Amount (In Rs.)	
PARTICULARS	As at 31 March 2014	As at 31 March 2013	
12 Deferred Tax Assets (Net)			
Deferred Tax Liability			
Difference between book depreciation and tax depreciation	(89,13,734)	-	
Deffered Rev. Exp	(79,68,484)	-	
Deferred Tax Assets			
Employee Benefits	18,08,814	-	
Carried Forward Loss/Unabsorbed Depreication	1,80,56,853	-	
TOTAL RS.	29,83,450	-	

		Amount (In Rs.)	
PARTICULARS	As at 31 March 2014	As at 31 March 2013	
13 Long Term Loans and Advances (Unsecured and considered Good)			
Capital Advances	3,18,45,178	4,20,07,439	
Security Deposit	17,97,490	9,72,490	
Advance Tax(net of Provision)	8,17,736	16,33,761	
Balance With Statutory Authorities	6,60,46,844	8,50,66,177	
Staff Advances	-	10,70,877	
Other Advances	98,15,537	1,26,52,924	
TOTAL Rs.	11,03,22,784	14,34,03,667	

		Amount (In Rs.)	
PARTICULARS	As at 31 March 2014	As at 31 March 2013	
14 Other Non-Current Assets (Unsecured and considered Good)			
Deffered Revenue Expenditure	3,12,58,152	3,34,90,877	
Less : Transferred to Statement of Profit & Loss	66,98,176	22,32,725	
	2,45,59,976	3,12,58,152	
MAT Credit Entitlement	24,04,465	24,04,465	
TOTAL Rs.	2,69,64,441	3,36,62,617	

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2014

		Amount (In Rs.)	
PARTICULARS	As at 31 March 2014	As at 31 March 2013	
15 Inventories (Valued at the lower of cost and net realisable value)			
Raw Materials	3,98,66,874	5,67,44,564	
Stock In Trade	3,91,97,976	4,40,52,716	
Total Rs.	7,90,64,800	10,02,97,280	
15.1 Detail of Raw Materials			
Particulars	As at 31 March 2014	As at 31 March 2013	
Electronic Sub-assemblies	80,96,320	1,30,21,750	
Flash Capacitors	1,72,124	1,31,096	
Flash Tube	44,57,311	17,03,606	
Components & Photographic Accessories	2,71,41,069	4,13,88,112	
Total Rs.	3,98,66,824	5,62,44,564	
15.2 Detail of Stock In Trade			
Particulars	As at 31 March 2014	As at 31 March 2013	
Digital Studio Flash Lights	5,20,176	46,24,755	
Components & Photographic Accessories	3,86,77,800	3,94,27,961	
Total Rs.	3,91,97,976	4,40,52,716	

		Amount (In Rs.)	
PARTICULARS	As at 31 March 2014	As at 31 March 2013	
16 Trade Receivables (Unsecured, considered good)			
Trade receivables outstanding for a period exceeding six months from the due date for payment	7,05,009	53,32,848	
Trade receivables outstanding for a period less than six months from the due date for payment	4,14,18,780	2,41,21,216	
TOTAL Rs.	4,21,23,789	2,94,54,063	

		Amount (In Rs.)	
PARTICULARS	As at 31 March 2014	As at 31 March 2013	
17 Cash and Bank Balances			
Cash and Cash Equivalents			
Cash on Hand	49,21,335	29,94,212	
Balance with Banks	1,66,92,961	3,17,55,073	
	2,16,14,296	3,47,49,285	
Other Bank Balances			
Term Deposits with original maturity of more than three months but less than twelve months	1,22,27,085	1,21,19,823	
TOTAL Rs.	3,38,41,381	4,68,69,108	

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2014

PARTICULARS	Amount (In Rs.)	
	As at 31 March 2014	As at 31 March 2013
18 Short Term Loans and Advances		
(Unsecured & considered good)		
Advance Receivable in cash or kind		
Advance to Suppliers For Goods	8,76,73,815	13,70,03,069
Staff Advances	22,57,871	12,91,282
Other Advances *	1,32,91,334	1,01,58,333
*Other Advances includes prepaid expenses and insurance claim		
TOTAL Rs.	10,32,23,020	14,84,52,683

PARTICULARS	Amount (In Rs.)	
	2013-14	2012-13
19 Revenue from Operations		
Sale of Products	49,54,79,746	53,79,41,354
Less : Excise Duty	61,49,612	66,22,686
Sale of Products (Net)	48,93,30,134	53,13,18,668
Sale of Stock in Trade	42,48,89,520	24,46,31,456
TOTAL Rs.	91,42,19,654	77,59,50,124
19.1 Details of Sales of Products		
Components & Photographic Accessories	14,74,12,764	14,84,13,201
Digital Studio Flash Lights	34,19,17,370	38,29,05,467
Total Rs.	48,93,30,134	53,13,18,668
19.2 Details of Sale of Stock In Trade		
Components & Photographic Accessories	8,19,23,796	7,78,38,804
Digital Studio Flash Lights	15,64,84,483	14,17,58,166
LED Lights	18,64,81,241	2,50,34,486
Total Rs.	42,48,89,520	24,46,31,456

PARTICULARS	Amount (In Rs.)	
	2013-14	2012-13
20 Other Income		
Dividend	15,105	15,000
Interest Income	23,99,377	11,44,124
Other Income	26,62,568	48,85,979
TOTAL Rs.	50,77,050	60,45,103

PHOTOQUIP INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2014

PARTICULARS		Amount (In Rs.)			
		2013-14	2012-13		
21	Cost of Materials Consumed				
	Opening Stock	5,62,44,564	12,05,14,147		
	Add. Purchases during the year	36,37,61,674	36,14,29,009		
		42,00,06,238	48,19,43,156		
	Less : Closing Stock	3,98,66,824	5,62,44,564		
	TOTAL Rs.	38,01,39,414	42,56,98,592		
21.1	Major Raw Material Consumed				
	Electronic Sub-assemblies	19,30,79,409	13,37,72,508		
	Flash Tubes	3,81,46,027	2,91,03,686		
	Flash Capacitors	1,82,44,661	1,07,77,734		
	Other Electronic / Plastic Moulded Components	13,06,69,317	25,20,44,665		
	Total Rs.	38,01,39,414	42,56,98,592		
21.2	Composition of Raw Material Consumed				
	Particular	2013-14		2012-13	
		%	Amount	%	Amount
	Imported	66.28	25,19,46,004	51.91	22,09,92,624
	Indigenous	33.72	12,81,93,410	48.09	20,47,05,968
	TOTAL Rs.	100.00	38,01,39,414	100.00	42,56,98,592

PARTICULARS		Amount (In Rs.)			
		2013-14	2012-13		
22	Purchase of Stock In Trade				
	Purchase of Stock in Trade	36,10,08,160	25,53,86,898		
	TOTAL Rs.	36,10,08,160	25,53,86,898		
22.1	Details of Purchase of Stock In Trade				
	Digital Studio Flash Lights	13,19,38,660	12,74,14,983		
	LED Lights	18,68,47,145	2,81,07,990		
	Components & Photographic Accessories	4,22,22,356	9,98,63,925		
	Total Rs.	36,10,08,161	25,53,86,898		
22.2	Composition of Purchase of Stock In Trade				
	Raw Material	2013-14		2012-13	
		%	Amount	%	Amount
	Imported	14.25	5,14,56,600	11.57	2,95,40,159
	Indigenous	85.75	30,95,51,561	88.43	22,58,46,739
	TOTAL Rs.	100.00	36,10,08,161	100.00	25,53,86,898

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2014

		Amount (In Rs.)	
PARTICULARS		2013-14	2012-13
23	Changes In Inventories Of Stock In Trade		
	Opening Stock - in Trade	4,40,52,716	2,29,99,545
	Less : Closing Stock - in Trade	3,91,97,976	4,40,52,716
	TOTAL Rs.	48,54,740	(2,10,53,171)

		Amount (In Rs.)	
PARTICULARS		2013-14	2012-13
24	Employee Benefit Expenses		
	Salaries, Wages and Bonus	5,26,29,864	4,55,40,252
	Contribution to Provident and other funds	33,23,528	29,81,811
	Staff welfare expenses	9,51,898	6,76,045
	TOTAL Rs.	5,69,05,290	4,91,98,108

		Amount (In Rs.)	
PARTICULARS		2013-14	2012-13
25	Finance Cost		
	Interest Expenses	1,80,78,370	61,33,710
	Other Borrowing Cost	37,19,788	41,01,971
	TOTAL Rs.	2,17,98,158	1,02,35,680

		Amount (In Rs.)	
PARTICULARS		2013-14	2012-13
26	Depreciation/Amortisation		
	Depreciation on Tangible Assets	71,63,438	54,78,550
	Amortisation on Intangible Assets	30,18,830	16,56,686
	Amortisation of Deferred Revenue Exp.	66,98,176	22,32,725
	TOTAL Rs.	1,68,80,444	93,67,961

		Amount (In Rs.)	
PARTICULARS		2013-14	2012-13
27	Other Expenses		
	Manufacturing Expenses		
	Designing & Development	27,50,499	4,27,930
	Loading & Unloading	3,93,162	2,94,805
	Electricity	5,92,247	7,31,298
	Repair Maintaiance	29,22,484	18,49,597
	Adminsitratve & General Expenses		
	Legal & Professional fees \$	48,53,085	28,20,846
	Bad Debts	1,16,10,465	-
	Printing & Stationary	45,23,785	20,85,102
	Rent & Taxes	15,24,599	13,15,593
	Repairs & Maintenance	14,61,505	9,87,959
	Insurance	23,03,017	25,35,213
	Telephone	17,92,302	13,46,365
	Travelling exps.	88,28,756	73,55,348
	Loss on Sale of Investment/Assests	8,24,749	1,64,138
	Foreign exchange fluctuation	1,47,58,416	42,69,411
	R & D Expenses	17,89,831	22,16,123
	Miscellaneous Expenses	87,51,978	78,44,307
	Selling & Distribution Expenses		
	Advertisement & Sales Promotion	2,35,03,067	1,28,90,069
	Freight Charges	96,53,150	16,82,469
	Packing Expenses	5,23,700	4,71,676
	Exhibition Expenses	66,86,508	49,64,766
	TOTAL Rs.	11,00,47,305	5,62,53,016

\$Includes Payment to Statutory Auditor's

Particulars	2013-14	2012-13
i) Audit Fees	3,08,990	3,03,372
ii) Other Services	1,40,450	1,40,450

PHOTOQUIP INDIA LIMITED

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

28. Contingent Liabilities and Commitments (to the extent not provided for)

	Amount (Rs.)	
	2013-14	2012-13
Contingent Liabilities		
a) Disputed matters in appeals/contested in respect of:		
I) Income Tax	1,53,40,260	1,53,40,260
II) Sales Tax	22,09,943	22,09,943
b) Bonds/Undertakings given by the Company under Concessional duty/ exemption to Customs/Excise Authorities(Net of redemption applied for)	2,50,00,000	2,50,00,000

29. Foreign Currency Exposure

a. Details of unhedged foreign currency exposure as on 31-03-2014.

Particulars	Currency	Amount in Rs.	
		Foreign Value	Foreign Currency Value (In Rs.)
Debtors	USD	6,225 (-)	3,74,121 (-)
Debtors	CHF	5,50,440 (3,22,935)	3,73,04,203 (1,84,53,462)
Debtors	EURO	- (1,370)	- (95,309)
Advance to Supplier of Goods	USD	3,53,278 (4,81,234)	2,12,31,953 (2,61,74,015)
Advance to Supplier of Goods	EURO	11,250 (-)	9,28,986 (-)
Creditors for Goods	CHF	5,224 (29,673)	3,54,069 (16,95,615)
Creditors for Goods (Net)	USD	2,78,095 (14,728)	1,67,13,480 (8,01,064)
Creditors for Goods	EURO	- (5,712)	- (3,96,659)
Creditors for Goods	JPY	- (6,85,440)	- (3,95,224)
Packing Credit Loan	USD	- (17,00,000)	- (9,24,61,810)

30. The Company has developed general LED Lights under the brand name "CORVI" for which Trade Mark and Designs has been registered in many countries. The Company has started commercial operations of LED Division from 12th December,2012. Expenses Incurred on Promotion of New Products are shown as Deferred Revenue Expenditure. Deferred Revenue Expenditure is written off proportionately over period of five year.

PHOTOQUIP INDIA LIMITED.

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

31. Employees' Benefits

a) Defined Benefit Plan

Gratuity:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with LIC in the form of qualifying insurance policy.

The following table sets out the funded status of the gratuity plan and the amounts recognised in the company's financial statements based on actuarial valuations being carried out as at 31st March 2014.

Change in present value of obligations	As at 31st March, 2014	As at 31st March, 2013
Present value of obligations as at beginning of year	42,65,154	35,70,654
Interest cost	3,41,212	2,85,652
Current Service Cost	3,06,660	2,68,013
Benefits Paid	(2,41,120)	(4,44,304)
Actuarial (gain)/Loss on obligations	2,26,853	5,85,139
Present value of obligations as at end of year	48,98,759	42,65,154

Change in the fair value of plan assets	As at 31st March, 2014	As at 31st March, 2013
Fair value of plan assets at beginning of year	8,14,055	11,36,530
Expected return on plan assets	55,253	94,541
Employers Contributions	24,049	27,288
Benefits paid	(2,41,120)	(4,44,304)
Actuarial (gain)/Loss on plan assets	Nil	Nil
Fair value of plan assets at the end of year	6,52,237	8,14,055

Net Gratuity Cost	As at 31st March, 2014	As at 31st March, 2013
Current Service cost	3,06,660	2,68,013
Interest Cost	3,41,212	2,85,652
Expected return on plan assets	(55,253)	(94,541)
Net Actuarial (gain)/Loss recognised in the year	2,26,853	5,85,139
Net Gratuity Cost	8,19,472	10,44,263

Actual Return on Plan Assets	As at 31st March, 2014	As at 31st March, 2013
Expected return on plan assets	55,253	94,541
Actuarial Gain/(Loss) on plan assets	Nil	Nil
Actual return on plan assets	55,253	94,541

Balance Sheet Reconciliation	As at 31st March, 2014	As at 31st March, 2013
Net Liability/(Asset), beginning of the year	34,51,099	24,34,124
Gratuity Cost as above	8,19,472	10,44,263
Employers Contribution	(24,049)	(27,288)

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

Amount recognised in the Balance Sheet-Current	42,46,522	34,51,099
	As at 31st March, 2014	As at 31st March, 2013
Category of Assets		
Insurer Managed Funds (100%)	6,52,237	8,14,055
	As at 31st March, 2014	As at 31st March, 2013
Assumptions		
Discount Rate	8%	8%
Salary Escalation	5%	5%

The estimated future salary increases take account of inflation, seniority, promotion and other retirement factors such as supply and demand in the employment markets.

Amount recognised in current year and previous four years

Particulars	As at 31 st March				
	2014	2013	2012	2011	2010
Defined Benefit Obligation	48,98,759	42,65,154	35,70,654	26,67,729	21,68,148
Fair Value of Plan Assets	6,52,237	8,14,055	11,36,530	10,47,031	11,62,788
(Surplus) / Deficit in the plan	42,46,522	34,51,099	24,34,124	16,20,698	10,05,360
Actuarial (gain) / loss on plan obligation	(2,26,853)	5,85,139	4,98,237	3,65,234	1,56,651
Actuarial (gain) / loss on plan assets	Nil	Nil	Nil	Nil	Nil

The expected contributions for Defined Benefit Plan for the next financial year will be in line with F.Y. 2013-14

a) Defined Contribution Plan

The company has recognized the following amount in profit and loss account which is included under contribution to funds.

Particulars	2013-14	2012-13
Employer's Contribution to Provident Fund	31,38,568	27,56,849
Employer's Contribution to E.S.I.C.	1,79,059	2,12,168

32. Related Party Disclosure

a) Names of related parties and nature of relationship

I. Key Management Personnel and their relatives (KMP)

- | | |
|------------------------|------------------------------|
| 1. Shri Jayant P. Soni | Chairman & Managing Director |
| 2. Shri Dhaval J. Soni | Whole Time Director |
| 3. Shri Vimal J. Soni | Whole Time Director |
| 4. Smt. Tara J. Soni | Relative of Director |
| 5. Shri. Pulin D. Soni | Relative of Director |

PHOTOQUIP INDIA LIMITED.

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

II. Enterprise under significant influence of key management personnel(Enterprise)

- (i) Piri Systems Pvt. Ltd.
- (ii) Vijay Studio System
- (iii) Photoquip

b. Transactions with related parties

Related party disclosure	Relationship	For the year 31/03/2014	For the year 31/03/2013
Remuneration (Including Perquisites)			
Shri Jayant Soni	KMP	24,54,719	3,061,769
Shri Dhaval Soni	KMP	24,00,000	24,00,000
Shri Vimal Soni	KMP	24,00,000	24,00,000
Smt. Tara Soni	KMP	840,000	8,40,000
Shri Pulin Soni	KMP	840,028	8,40,028
Rent paid			
Piri Systems Pvt. Ltd.	Enterprise	252,000	252,000
Amounts Payable			
Piri Systems Pvt. Ltd.	Enterprise	5,47,180	3,31,149
Shri Pulin Soni	KMP	1,23,311	1,23,311
Smt. Tara Soni	KMP	3,90,584	3,90,484
Shri Dhaval Soni	KMP	5,95,105	7,73,572
Shri Jayant Soni	KMP	24,34,134	23,51,494
Shri Vimal Soni	KMP	5,58,628	29,521
Amounts Receivable			
Photo quip	Enterprise	3,535,774	3,535,774
Vijay Studio System	Enterprise	4,597,000	4,597,000

Notes:-

- (i) No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.

33. Segment Reporting: Primary Segment

Amount in Rs.

(Figures for P.Y. are given in brackets)

	Digital Studio Lights and Photographic Accessories	LED Lights	Unallocated	Total
Revenue From Operations	72,77,38,413 (75,09,15,639)	18,64,81,241 (2,50,34,486)	- (-)	91,42,19,654 (77,59,50,124)
Total Segment Revenue	72,77,38,413 (75,09,15,639)	18,64,81,241 (2,50,34,486)	- (-)	91,42,19,654 (77,59,50,124)
Results				
Segment Result	2,94,60,149 (92,33,910)	-4,50,74,249 (-80,80,402)	- (-)	-1,56,14,100 (11,53,508)
Operating Profit/(Loss)	2,94,58,549 (92,33,910)	-4,50,74,249 (-80,80,402)	- (-54,787)	-1,56,15,700 (10,98,721)
Less : Finance Cost	- (-)	- (-)	-2,17,98,158 (-1,02,35,680)	-2,17,98,158 (-1,02,35,680)
Add :Other Income	- (-)	- (-)	50,77,050 (60,45,103)	50,77,050 (60,45,103)
Less :Income Tax (including Deferred Tax)	- (-)	- (-)	53,28,252 (2,95,573)	53,28,252 (2,95,573)

PHOTOQUIP INDIA LIMITED.

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

Net Profit/(Loss)	2,94,58,549 (92,33,910)	-4,50,74,249 (-80,80,402)	-1,13,92,856 (-39,49,791)	-2,70,08,556 (-27,96,283)
Segment Assets	39,17,42,256 (54,90,48,740)	6,58,90,563 (4,87,90,847)	7,25,38,794 (23,75,110)	53,01,71,613 (60,02,14,697)
Segment Liabilities	18,72,32,359 (22,48,96,613)	4,75,78,173 (5,09,73,146)	12,83,538 (32,58,839)	23,60,94,070 (27,91,31,598)
Capital Expenditure	2,65,91,743 (34,57,896)	1,92,87,944 (82,83,428)	-	4,58,79,687 (1,17,41,324)
Depreciation & Amortization	70,14,908 (54,78,550)	31,67,360 (16,56,686)	-	1,01,82,268 (71,35,236)
Non-Cash Expenditure (excluding Depreciation)	-	66,98,176 (22,32,725)	-	66,98,176 (22,32,725)

Notes:

(1) The Company has disclosed business segment as primary segment. Segments have been identified and reported taking into account the nature of the products the different risks and returns the organization structure and the internal reporting systems. The main business segments are (i) Digital Studio Lights and Photographic Accessories (ii) LED Lights.

a) Secondary Segment (By Geographical segment)

In respect of secondary segment information the Company has identified its geographical segments as (i) India and (ii) Outside India. The secondary segment information has been disclosed accordingly:

Particulars	Amount (Rs.)	
	2013-14	2012-13
a) Sales and Operating Income:-		
India	42,48,89,520	24,46,31,456
Outside India	48,93,30,134	53,13,18,668
Total	91,42,19,654	77,59,50,124
b) Carrying Amount of Segment Assets		
India	49,24,93,288	58,16,65,925
Outside India	3,76,78,325	1,85,48,771
Total	53,01,71,613	60,02,14,696
c) Segment Capital Expenditure		
India	4,58,79,687	1,17,41,324
Outside India	-	-
Total	4,58,79,687	1,17,41,324

34. Earnings per Equity Share

	Amount (Rs.)	
	2013-14	2012-13
Net (Loss) / Profit after Tax	(270,08,556)	(27,96,284)
Weighted average number of Equity Shares for basic and diluted EPS	48,00,800	48,00,800
Basic and Diluted Earnings per Share	(5.63)	(0.58)
Nominal Value per Share	10	10

PHOTOQUIP INDIA LIMITED.**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014.**

	2013-14	2012-13
35. Value Of Import CIF Basis	Rs. 29,93,69,987	Rs. 23,63,67,220
36. Earning In Foreign Currency		
F.O.B. Value of Exports	Rs. 48,93,30,134	Rs. 53,13,18,668
37. Expenditure in Foreign Currency		
Travelling	Rs. 55,71,535	Rs. 68,86,180
Consultancy Charges	Rs 8,03,471	Nil

38. Previous year's figures have been rearranged and reclassified wherever necessary.

Signature to Notes 1 to 38

As Per Our Report of even date attached

For Mayank Shah & Associates
Chartered Accountants
(Firm Registration No. 106109W)

(F.S. Shah)
Partner
Membership No. 133589

For and on behalf of the Board

(Jayant P. Soni)
Chairman & Managing Director

(Dhaval J. Soni)
Whole Time Director

(Vimal J. Soni)
Whole Time Director

Mumbai
May 30, 2014

Mumbai
May 30, 2014

PROXY

PHOTOQUIP INDIA LIMITED

Reg. Office : A-33 Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031

I/We.....
of.....being a member / members of
Photoquip India Limited hereby appoint.....
of or
failing him of
..... as my /
our proxy to vote of me / us and on my / our behalf at the Twenty-second Annual General Meeting of
the Company to be held on 30th September, 2014.

Signed this day of 2014

Signature of Shareholder/s

Affix
1 Rupee
Revenue
Stamp

Note : This form duly completed should be deposited at the Registered Office of the Company at
Mumbai 48 hours before the meeting.

-----TEAR HERE -----

ATTENDANCE SLIP

PHOTOQUIP INDIA LIMITED

Reg. Office : A-33 Royal Indl. Estate, Naigaon Cross Road, Wadala, Mumbai 400 031

Please sign this attendance slip and hand it over at the entrance of the hall to facilitate registration formalities at the Meeting place.

I hereby record and confirm my presence at the Twenty-second Annual General Meeting of the Company held at A 33, Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031.

Client I.D.

D.P.I.D.

FULL NAME
(In Block Letters)

SIGNATURE

.....

i) Member

.....

ii) Proxy

.....

L.F.No.

.....