



DECO-MICA LIMITED

25th

Annual Report

2013-2014

**DECO-MICA LIMITED**

Board of Directors	: Shri Vijay kumar Agarwal	Chairman & Managing Director
	Shri Vishal V. Agarwal	Director
	Shri Udaybhan V. Tripathi	Director
	Shri Harishbhai Joshi	Director
Auditors	: J.T.Shah & Co. Chartered Accountants Ahmedabad	
Bankers	: State Bank of India Ahmedabad	
Registered Office	: 306, ISCON Mall, Star bazaar building, Jodhpur Char Rasta, Ahmedabad-15	
Factory	: Plot No. 1195, Rajpur, Chhatral-Mehsana Highway, Taluka-Kadi, Gujarat	

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of DECO MICA LIMITED will be held on Tuesday, the 30th September, 2014 at 9:00 A.M at 408-10, Milestone Building, Nr. Drive-In Cinema, Ahmedabad-54 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To appoint a Director in place of Shri Vishal V Agarwal who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration thereto.

SPECIAL BUSINESS

- 4 To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the proviso of Section 152(5) of the Companies Act, 2013 and having noted the statement given by the Board that in its opinion Shri Udaybhan V. Tripathi fulfils the conditions specified in the Companies Act, 2013 for such appointment, this meeting approves the appointment of Shri Udaybhan V. Tripathi as Independent Director for five years from 30th September, 2014.

5. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the proviso of Section 152(5) of the Companies Act, 2013 and having noted the statement given by the Board that in its opinion Shri Harishbhai Joshi fulfils the conditions specified in the Companies Act, 2013 for such appointment, this Meeting approves the appointment of Shri Harishbhai Joshi as Independent Director for five years from 30th September, 2014.

6. To consider and if thought fit to pass with or without modification following resolution as Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the General Meeting and pursuant to the Section 180(1) (c) of the Companies Act 2013, the Rules made there under and its related and applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as “the board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including External Commercial Borrowings in foreign denominated currencies from any foreign source/ countries as prescribed by guidelines, if any in this respect) from any one or more Company’s Bankers and/or from any one or more persons, firms, Body Corporate, Financial Institutes, Bank or other acceptable sources whether by way of advances, deposits, loans, debentures, bonds or other securities whether convertible into equity/

preference shares and/or securities with or without detachable warrants with a right acceptable by the warrant holder(s) to convert or subscribe for equity or preference shares to, Bank(s), Financial or other Institution(s), Mutual fund(s), non-resident Indians, Foreign Institutional Investors or any other person(s), Body(ies) Corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of money which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided such excess amount so borrowed by the Board shall not at any time exceed the limit of Rs. 100 crores (Rupees Hundred crores only)".

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient."

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects."

7. To consider and if thought fit to pass with or without modification following resolution as Special Resolution:

RESOLVED THAT in supersession of the Ordinary Resolution passed at the General Meeting and pursuant to the provisions of section 180(1)(a) of the Companies Act 2013, the Rules made there under and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the Board of Directors of the Company (hereinafter called " the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its power conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purpose) be and is hereby authorised to create such charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favor of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or Indian rupee) and/or working capital facilities and/or Securities issued/to be issued by the Company, from time to time, up to an aggregate of paid-up capital of the Company, its free reserves and an additional amount of Rs.100 Crore, together with interests, compound/additional interest, commitment charges, costs expenses and all other monies payable by the Company to the concerned lenders.

RESOLVED FURTHER THAT THE Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other

Officer(s) of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to above resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.

Date: 14/08/2014
Place: Ahmedabad

For, Deco Mica Limited,
Vijaykumar Agrawal
(DIN: 01869337)
Chairman & Managing Director

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 4 TO 7, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4 & 5

Shri Udaybhan V Tripathi and Shri Harishbhai Joshi are the Independent Directors both appointed on 30th September, 2014. In view of the provision of Section 149(4) of the Companies Act, 2013, the Company has to appoint an Independent Director for a term of 5 years. In view of the amendment in the Companies Act, these Directors are appointed in terms of the Section 149 of the Companies Act, 2013 for a period of 5 years, commencing from the date of Annual General Meeting i.e. 30th September, 2014. The office of these Directors shall not be determined for the purpose of calculating rotational Directors as well as the strength of the Board. Shri Harishkumar Dhanjibhai Joshi (DIN: 01871634) is in Medical Practice since about 20 years and is a Post Graduate in Medicine. Shri Udaibhan Bansdev Tripathi (DIN: 02571149) is a commerce graduate with experience of over 20 years in finance and industry. The Board is of the opinion that these Directors are person of integrity and possesses relevant expertise and experience. They have/had not any pecuniary relationship with Company and its associates except for getting sitting fees for attending Board and Committee meetings. The Board is of the view that their appointment will be in the interest of the Company.

Shri Vishal Vijaykumar Agarwal (DIN: 01763739) is commerce graduate with management degree and has vast experience of over 15 years in Industrial Finance.

During the last three years, Shri Udaibhan Bansdev Tripathi and Shri Harishkumar Dhanjibhai Joshi were not paid any remuneration for attending the Board and Committee meetings.

There is no pecuniary relationship of transactions of the non-executive Director's vis-à-vis the Company except as mentioned above. The Company has not granted any stock option to any of its Directors.

During 2013-14, the Company did not advance any loans to any of its Directors.

Sr. No.	Name of Directors	DIN	Directorship in other Companies
1.	Vishal Vijay Bhai Agarwal	01763739	Salasar laminates limited Heritage board limited Heritage ply board private limited Heritage industries private limited Salasar agropanel private limited
2.	Harishkumar Dhanjibhai Joshi	01871634	—
3.	Udaibhan Bansdev Tripathi	02571149	—

ITEM NO. 6 & 7

In order to meet the requirements of Section 180(1)(a) and 180(1)(c) of the Companies Act, 1956 the shareholders are proposed to pass Special Resolution in the ensuing Annual General Meeting for authorising the Company to borrow sums in excess of paid capital and free reserves of the Company subject to a ceiling of RS. 100 Crore (other than temporary borrowings).

Section 180 of the Companies Act, 2013 (notified on September 12, 2013) mandates that the aforementioned powers of the Board shall be exercised only through Special Resolution passed in the meeting of shareholders as compared to the requirement of ordinary resolution under the previous Act.

Consequently, the Board recommends to the shareholders to pass a special resolution under Section 180(1)(c) and Section 180 (1)(a) of the Companies Act, 2013, without altering the borrowing limits already approved by way of general resolution earlier.

The Company has sought for an increase of Working Capital from State Bank of India and its Consortium of Banks. The above Working Capital Limits are to be secured by a first charge by the Board of Directors by way of hypothecation and/ pledge of the borrower's current assets, namely stocks and spares not relating to plant and machinery (consumable stores & spares), Bills receivable & Book Debts and all other movables both present and future excluding such movables, and second charge on the immovable/ movable properties of the Company, present and future, as may be permitted by banks from time to time. Such creation of charge by way of hypothecation and pledge of the borrower's current assets, namely stocks and spares and spares not relating to plant and machinery (consumable stores & spares), Bills receivable & Book Debts and all other movables (not specifically offered/ charged to any other credit facility) both present and future excluding such movables and the immovable/ movable properties of the Company, as may be permitted by banks from time to time, to or in favor of State Bank of India and its Consortium of Banks may tantamount to disposal. Accordingly, the proposed resolution is placed before the shareholders for their approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Directorship held in the other Companies by the aforesaid Directors are as follows:

Date: 14/08/2014
Place: Ahmedabad

For, Deco Mica Limited,
Vijaykumar Agrawal
(DIN: 01869337)
Chairman & Managing Director

Certificate of Company with the Code of Conduct Policy

A provided under clause 49 of the listing agreement with the Bombay Stock Exchange Limited the Board members and the senior management personnel have confirmed compliance with the code of conduct and ethics for the year ended on 31 March 2014.

Date: 14-08-2014
Place: Ahmedabad

For, Deco Mica Ltd.

Vijay Agrawal
Managing Director

E-COMMUNICATION REGISTRATION FORM

To,

MCS Limitrd
101, Sathadal Complex,
Opposite Bata Showroom
Ahmedabad
Pin Code- 380009

Green initiative in Corporate Governance

I/We hereby exercise my/our option to receive all Communications from the Company such as Notice of General Meeting, Explanatory Statement, Audited Financial Statements, Balance Sheet, Profit & Loss Account, Directors Report, Auditors Report etc. in electronic mode pursuant to the 'Green Initiative in Corporate Governance' taken by the Ministry of Corporate Affairs vide circular no. 17/2011 dated 21st April, 2011. Please register my e-mail ID as given below, in your records, for sending the communications:

Folio No. / DP ID & Client ID No. : _____
Name of the 1st Registered Holder: _____
Name of Joint Holder(s), if any: _____
Registered Address of the Sole /
1st Registered Holder: _____
No. of shares held: _____
E-Mail ID: _____

Date:

Signature:

Notes:

On registration, all communication will be sent to the e-mail ID registered.

The form is also available on the website of Deco Mica Limited in under section 'Shareholders information' Shareholders are requested to keep the Company's Registrar MCS Limitrd as and when there is any change in the e-mail address.

DIRECTORS REPORT

To
The Shareholder,

Your Directors have pleasure in presenting their 25th Annual Report together with AUDITED ACCOUNTS for the year ended on 31st March 2014.

FINANCIAL RESULTS

PARTICULARS	Current Year (Rupees in Lacs) 2013-14	Previous Year (Rupees in Lacs) 2012-13
Sales(net)	<u>4363.2</u>	<u>3457.32</u>
Profit before Tax	<u>176.99</u>	<u>167.69</u>
Less:		
a. Current Tax	37.85	48.00
b. Fringe Benefit Tax	—	—
c. Deferred Tax	22.58	13.07
d. Short provision of Income Tax	<u>1.00</u>	<u>0.60</u>
Net Profit	<u><u>115.56</u></u>	<u><u>106.02</u></u>

DIVIDEND

To plough back the profit for the capital expansion your Directors do not propose any dividend for the financial year 2013-14

OPERATIONS

During the year under review, the Company's net sales increased to Rs. 4363.2 Lacs as compared to Rs. 3457.32Lacs during the previous year showing the growth of over 26.20 compared to previous year. Despite the steep price increase by the suppliers of the vital raw material on account of spiraling crude oil prices in the international prices, the efficient management of resources and cost controls exercised by the international prices, your Company has performed exceedingly well during the year and hopes to continue the growth momentum in the current year also.

PLANS AND PROSPECTS

Your Directors have a great sense of excitement at the unprecedented opportunities unfolding in the infrastructure sector and expect further boost to our industry as its future has been directly linked to the growth in the infrastructure and the related sectors.

On the whole, the business environment looks, encouraging, the demand for the Company's products continue to be robust in the home market.

Although your Directors are confident of maintaining the growth in the coming years, with new entrants and almost all manufactures enhancing their capacities, market will be fiercely competitive, there by margins are expected to be under some pressure.

DEPOSITORY SYSTEM

Your Company has entered into an agreement with the National Securities Depository Limited (NSDL) This enables you to hold your shares in a dematerialized form with either of these depositories.

Since this mode facilitates quick transfers and prevents forgery, those shareholders who have not opted for this facility are advised to dematerialize their shares in their own interest.

INSURANCE

All the assets of the Company have been adequately insured.

PERSONNEL

There were no employees drawing remuneration as mentioned under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

DIRECTORS

Shri Vishal V. Agarwal retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Shri Harishkumar Dhanjibhai Joshi (DIN: 01871634) and Shri Udaibhan Bansdev Tripathi (DIN: 02571149) are the independent Directors appointed on 15/03/2007 and 30/03/2005 respectively. In view of the provision of Section 149(4) of the Companies Act, 2013, the Company has to appoint an independent Director for a term of 5 years. In view of the amendment in the Companies Act, these Directors are appointed in terms of the Section 149 of the Companies Act, 2013 for a period of 5 years, commencing from the date of Annual General Meeting i.e. 30/09/2014 . The office of these Directors shall not be determined for the purpose of calculating rotational Directors as well as the strength of the Board.

The Board is of the opinion that these Directors are person of integrity and possesses relevant expertise and experience. They have/had not any pecuniary relationship with Company and its associates except for getting sitting fees for attending Board and Committee meetings. The Board is of the view that their appointment will be in the interest of the Company.

There is no pecuniary relationship of transactions of the non-executive Director's vis-à-vis the Company except as mentioned above. The Company has not granted any stock option to any of its Directors.

During 2013-14, the Company did not advance any loans to any of its Directors.

Directorship held in the other Companies by the aforesaid Directors are as follows:

Sr. No	Name of Directors	DIN	Directorship in other Companies
1.	Vishal VijayKumar Agarwal	01763739	Salasar laminates limited Heritage board limited Heritage ply board private limited Heritage industries private limited Salasar agropanel private limited
2.	Harishkumar Dhanjibhai Joshi	01871634	—
3.	Udaibhan Bansdev Tripathi	02571149	—

The Board therefore, recommends the appointment of Shri Harishkumar Dhanjibhai Joshi (DIN: 01871634) and Shri Udaibhan Bansdev Tripathi(DIN: 02571149) as an Independent Director in terms of Section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA)/ 134(3)(5) of the Companies Act, 1956/2013 with respect to Directors Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the accounts for the financial year ended 31st March 2014, the applicable accounting standards have been followed along with proper explanation relating to the material departures.
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review,
- (iii) 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,
- (iv) that the Directors have prepared the annual accounts on a 'going concern' basis.

LISTING AGREEMENT

Your Company is committed to good corporate governance practices. Under clause 49 of the listing agreement, your Directors are pleased to inform that your Company has implemented all the major stipulations prescribed under clause 49 of the listing agreement with the Stock Exchange(s) A certificate from the Statutory Auditors of the Company in line with clause 49 is annexed to and forms part of the Annual Report.

The Company has complied with all the Clauses of the Listing Agreement and has paid the Listing fees for the financial year 2013-14.

SECRETARIAL COMPLIANCE CERTIFICATE

Pursuant to the amendment made by The Companies (Amendment) Act, 2008 in Section 383 A of The Companies Act, 1956, Our Company is required to obtain Secretarial Compliance Certificate from a Practicing Company Secretary for the F.Y. 2013-14. The Shareholders have appointed M/s.D.N. Motwani & Co., Company Secretaries to issue the said certificate for the financial year 2013-14. Accordingly, the Certificate issued by M/s.D.N. Motwani & Co., Company Secretaries, in the format prescribed under the Companies (Compliance Certificate) Rules, 2001 in respect of the Compliance of the Provisions of the Companies Act, 1956 for the F.Y. 2013-14 is attached.

FIXED DEPOSITS

The Company has not accepted deposits from public.

AUDITORS

You are requested to appoint the auditors for the current year and to fix their remuneration. The retiring auditors J.T. Shah & Co., Chartered Accountants, are eligible and offer themselves for re-appointment. The Company has received a certificate from J.T. Shah & Co., to the effect that their re-appointment, if made, will be within the prescribed limits specified in Section 224(1-B) of the Companies Act, 1956/2013.

Cost Auditors

The Board Of Directors has reappointed,subject to the approval of the Central Government, M/s Ajay Jaisingh & Associates , Cost Accountants as the Cost Auditors of the Company under the section 233B of the Companies Act,1956. to audit the Cost Accounts of the Company For the Financial Year 2013-2014.

AUDITORS REPORT

The observations of the Auditors are explained wherever necessary in the appropriate notes annexed to the accounts. The explanations contained in the notes may be treated as information/explanations submitted by the Board as contemplated U/s.217(3)/134(2) of the Companies Act, 1956/2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pursuant to Section 217(1)(e)/134(3)(m) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure-1 forming part of this report.

ACKNOWLEDGEMENT

Your Directors wish to thank all the Employees and the bankers of the company for their support in the operations of the Company.

Date: 14/08/2014

Place: Ahmedabad

For, Deco Mica Limited,

Vijaykumar Agrawal

(DIN: 01869337)

Chairman & Managing Director

ANNEXURE - I

PARICULARS		2013-2014	2012-2013
I A - Electricity			
Purchased Units	Nos. (in Lacs)	9.69	9.62
Total Amount	(Rs.in lacs)	64.21	60.93
Rate Per Unit	Rs.	6.62	6.33
B - Own Generation Through			
Diesel Generator			
No. of units		13100	10693
Diesel Lts.		4220	3080
Units per Litre of Diesel oil	Nos.	3.10	3.33
Total Amount	(Rs.in lacs)	2.45	1.61
Cost per Unit	Rs.	18.69	15.05
II Consumption per unit of Production			
Electricity Unit Per sheet		0.106	01.21
Diesel Lts.per sheet		0.001	0.001

(B) Technology Absorption

The Company has updated some of the machineries which may impact by way of cost saving,eco friendly environment,quality improvement etc.

(c) FOREIGN EXCHANGE EARNINGS AND OUT GO

	2013-2014	2012-2013
Expenditure in Foreign Currency	186,626	606.76
Earning in Foreign Currency	Nil	Nil

VOTING THROUGH ELECTRONIC MEANS:

- a) PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, THE COMPANY IS PLEASED TO PROVIDE MEMBERS THE FACILITY TO EXERCISE THEIR RIGHT TO VOTE AT THE ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND THE BUSINESS MAY BE TRANSACTED THROUGH E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL).
- b) A MEMBER MAY EXERCISE HIS VOTE AT ANY GENERAL BY ELECTRONIC MEANS AND COMPANY MAY PASS ANY RESOLUTION BY ELECTRONIC VOTING SYSTEM IN ACCORDANCE WITH THE RULE 20 OF THE COMPANIES(MANAGEMENT AND ADMINISTRATION) RULES, 2014.
- c) DURING THE E-VOTING PERIOD, MEMBERS OF THE COMPANY, HOLDING SHARES EITHER IN PHYSICAL FORM OR DEMATERIALIZED FORM, AS ON THE CUT-OFF DATE I.E. 29.08.2014, MAY CAST THEIR VOTE ELECTRONICALLY.
- d) THE E-VOTING PERIOD COMMENCES AT 9:00 A.M. ON FRIDAY, 26th SEPTEMBER, 2014 AND ENDS AT 5:30 P.M ON SUNDAY, 28th SEPTEMBER, 2014. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.
- e) ONCE THE VOTE ON A RESOLUTION IS CAST BY THE SHAREHOLDER, THE SHAREHOLDER SHALL NOT BE ALLOWED TO CHANGE IT SUBSEQUENTLY.
- f) VOTING RIGHTS SHALL BE RECKONED ON THE PAID-UP VALUE OF SHARES REGISTERED IN THE NAME OF THE MEMBERS AS ON THE DATE OF DISPATCH OF NOTICE.
- g) THE BOARD OF DIRECTORS AT THEIR MEETING HAVE APPOINTED MR. D.N.MOTWANI, PRACTICING SECRETARY AS THE SCRUTINIZER TO SCRUTINIZE THE E-VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

IN CASE OF MEMBERS RECEIVING E-MAIL:

- (i) LOG ON TO THE E-VOTING WEBSITE WWW.EVOTINGINDIA.COM
- (ii) CLICK ON "SHAREHOLDERS" TAB.
- (iii) NOW, SELECT THE "_DECO MICA LTD_" FROM THE DROP DOWN MENU AND CLICK ON "SUBMIT"
- (iv) NOW ENTER YOUR USER ID
 - a. FOR CDSL: 16 DIGITS BENEFICIARY ID,
 - b. FOR NSDL: 8 CHARACTER DP ID FOLLOWED BY 8 DIGITS CLIENT ID,
 - c. MEMBERS HOLDING SHARES IN PHYSICAL FORM SHOULD ENTER FOLIO NUMBER REGISTERED WITH THE COMPANY.
- (v) NEXT ENTER THE IMAGE VERIFICATION AS DISPLAYED AND CLICK ON LOGIN.
- (vi) IF YOU ARE HOLDING SHARES IN DEMAT FORM AND HAD LOGGED ON TO WWW.EVOTINGINDIA.COM AND VOTED ON AN EARLIER VOTING OF ANY COMPANY, THEN YOUR EXISTING PASSWORD IS TO BE USED.
- (vii) IF YOU ARE A FIRST TIME USER FOLLOW THE STEPS GIVEN BELOW:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM

- PAN*** ENTER YOUR 10 DIGIT ALPHA-NUMERIC *PAN ISSUED BY INCOME TAX DEPARTMENT (APPLICABLE FOR BOTH DEMAT SHAREHOLDERS AS WELL AS PHYSICAL SHAREHOLDERS). MEMBERS WHO HAVE NOT UPDATED THEIR PAN WITH THE COMPANY/DEPOSITORY PARTICIPANT ARE REQUESTED TO USE THE FIRST TWO LETTERS OF THEIR NAME AND THE LAST 8 DIGITS OF THE DEMAT ACCOUNT/FOLIO NUMBER IN THE PAN FIELD. IN CASE THE FOLIO NUMBER IS LESS THAN 8 DIGITS ENTER THE APPLICABLE NUMBER OF 0'S BEFORE THE NUMBER AFTER THE FIRST TWO CHARACTERS OF THE NAME IN CAPITAL LETTERS. EG. IF YOUR NAME IS RAMESH KUMAR WITH FOLIO NUMBER 100 THEN ENTER RA00000100 IN THE PAN FIELD.
- DOB#** ENTER THE DATE OF BIRTH AS RECORDED IN YOUR DEMAT ACCOUNT OR IN THE COMPANY RECORDS FOR THE SAID DEMAT ACCOUNT OR FOLIO IN DD/MM/YYYY FORMAT.
- DIVIDEND BANK DETAILS#** ENTER THE DIVIDEND BANK DETAILS AS RECORDED IN YOUR DEMAT ACCOUNT OR IN THE COMPANY RECORDS FOR THE SAID DEMAT ACCOUNT OR FOLIO. PLEASE ENTER THE DOB OR

DIVIDEND BANK DETAILS IN ORDER TO LOGIN. IF THE DETAILS ARE NOT RECORDED WITH THE DEPOSITORY OR COMPANY PLEASE ENTER THE NUMBER OF SHARES HELD BY YOU AS ON THE CUT OFF DATE IN THE DIVIDEND BANK DETAILS FIELD.

- (viii) AFTER ENTERING THESE DETAILS APPROPRIATELY, CLICK ON "SUBMIT" TAB.
- (ix) MEMBERS HOLDING SHARES IN PHYSICAL FORM WILL THEN REACH DIRECTLY THE COMPANY SELECTION SCREEN. HOWEVER, MEMBERS HOLDING SHARES IN DEMAT FORM WILL NOW REACH 'PASSWORD CREATION' MENU WHEREIN THEY ARE REQUIRED TO MANDATORILY ENTER THEIR LOGIN PASSWORD IN THE NEW PASSWORD FIELD. KINDLY NOTE THAT THIS PASSWORD IS TO BE ALSO USED BY THE DEMAT HOLDERS FOR VOTING FOR RESOLUTIONS OF ANY OTHER COMPANY ON WHICH THEY ARE ELIGIBLE TO VOTE, PROVIDED THAT COMPANY OPTS FOR E-VOTING THROUGH CDSL PLATFORM. IT IS STRONGLY RECOMMENDED NOT TO SHARE YOUR PASSWORD WITH ANY OTHER PERSON AND TAKE UTMOST CARE TO KEEP YOUR PASSWORD CONFIDENTIAL.
- (x) FOR MEMBERS HOLDING SHARES IN PHYSICAL FORM, THE DETAILS CAN BE USED ONLY FOR E-VOTING ON THE RESOLUTIONS CONTAINED IN THIS NOTICE.
- (xi) CLICK ON THE EVSN < 140906026_> FOR THE RELEVANT < DECO MICA LTD_> ON WHICH YOU CHOOSE TO VOTE.
- (xii) ON THE VOTING PAGE, YOU WILL SEE "RESOLUTION DESCRIPTION" AND AGAINST THE SAME THE OPTION "YES/NO" FOR VOTING. SELECT THE OPTION YES OR NO AS DESIRED. THE OPTION YES IMPLIES THAT YOU ASSENT TO THE RESOLUTION AND OPTION NO IMPLIES THAT YOU DISSENT TO THE RESOLUTION.
- (xiii) CLICK ON THE "RESOLUTIONS FILE LINK" IF YOU WISH TO VIEW THE ENTIRE RESOLUTION DETAILS.
- (xiv) AFTER SELECTING THE RESOLUTION YOU HAVE DECIDED TO VOTE ON, CLICK ON "SUBMIT". A CONFIRMATION BOX WILL BE DISPLAYED. IF YOU WISH TO CONFIRM YOUR VOTE, CLICK ON "OK", ELSE TO CHANGE YOUR VOTE, CLICK ON "CANCEL" AND ACCORDINGLY MODIFY YOUR VOTE.
- (xv) ONCE YOU "CONFIRM" YOUR VOTE ON THE RESOLUTION, YOU WILL NOT BE ALLOWED TO MODIFY YOUR VOTE.
- (xvi) YOU CAN ALSO TAKE OUT PRINT OF THE VOTING DONE BY YOU BY CLICKING ON "CLICK HERE TO PRINT" OPTION ON THE VOTING PAGE.
- (xvii) IF DEMAT ACCOUNT HOLDER HAS FORGOTTEN THE CHANGED PASSWORD THEN ENTER THE USER ID AND THE IMAGE VERIFICATION CODE AND CLICK ON FORGOT PASSWORD & ENTER THE DETAILS AS PROMPTED BY THE SYSTEM.
- INSTITUTIONAL SHAREHOLDERS (I.E. OTHER THAN INDIVIDUALS, HUF, NRI ETC.) ARE REQUIRED TO LOG ON TO <https://www.evotingindia.co.in> AND REGISTER THEMSELVES AS CORPORATES.
- THEY SHOULD SUBMIT A SCANNED COPY OF THE REGISTRATION FORM BEARING THE STAMP AND SIGN OF THE ENTITY TO helpdesk.evoting@cdslindia.com
- AFTER RECEIVING THE LOGIN DETAILS THEY HAVE TO CREATE A USER WHO WOULD BE ABLE TO LINK THE ACCOUNT(S) WHICH THEY WISH TO VOTE ON.
- THE LIST OF ACCOUNTS SHOULD BE MAILED TO HELPDESK.EVOTING@CDSLINDIA.COM AND ON APPROVAL OF THE ACCOUNTS THEY WOULD BE ABLE TO CAST THEIR VOTE.
- THEY SHOULD UPLOAD A SCANNED COPY OF THE BOARD RESOLUTION AND POWER OF ATTORNEY (POA) WHICH THEY HAVE ISSUED IN FAVOUR OF THE CUSTODIAN, IF ANY, IN PDF FORMAT IN THE SYSTEM FOR THE SCRUTINIZER TO VERIFY THE SAME.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- (A) PLEASE FOLLOW ALL STEPS FROM SL. NO. (I) TO SL. NO. (XVII) ABOVE TO CAST VOTE.
- (B) THE VOTING PERIOD COMMENCES AT 9:00 A.M. ON Friday 26th SEPTEMBER, 2014 AND ENDS AT 5:30 P.M ON Sunday 28th SEPTEMBER, 2014. DURING THIS PERIOD SHAREHOLDERS' OF THE COMPANY, HOLDING SHARES EITHER IN PHYSICAL FORM OR IN DEMATERIALIZED FORM, AS ON THE CUT-OFF DATE (RECORD DATE) OF < 29.08.2014_>, MAY CAST THEIR VOTE ELECTRONICALLY. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.

IN CASE YOU HAVE ANY QUERIES OR ISSUES REGARDING E-VOTING, YOU MAY REFER THE FREQUENTLY ASKED QUESTIONS ("FAQS") AND E-VOTING MANUAL AVAILABLE AT www.evotingindia.co.in UNDER HELP SECTION OR WRITE AN EMAIL TO helpdesk.evoting@cdslindia.com

CORPORATE GOVERNANCE

Your Company is committed to the highest standards of corporate governance in all its activities.

Company's Philosophy on code of governance:

The Company's Philosophy of corporate governance is aimed at assisting the top management of the company in the efficient conduct of its business and in meeting its obligation to stakeholders.

Board of Directors:
a) Composition

The Board of Directors of the Company consists of 4 Members comprising of.

- Two Promoters Directors who is in the Whole time employment of the Company and the other is Non-Executive Director.
- Two Independent Director.

b) Other Directorship / Committee memberships held.

Name of Director	Relation ship With Other Directors	Category	No. of Meetings Held	No. of Meetings Attended	Whether Attendance Last AGM	No. of Outside Director Ship of Public Companies	No. of Outside Director Ship of Private Companies
Vishal Agarwal	Son	Director	5	5	YES	2	3
Vijay Kumar Agarwal	Father	Maneging Director	5	5	YES	2	-
Harishbhai Joshi	-	Director	5	5	YES	-	-
Udaybhan V. Triputi	-	Director	5	5	YES	-	-

DIRECTORS SEEKING RE-APPOINTEMENT

Mr. Vishal V. Agarwal retires as Directors by rotation and being eligible has offers themselves for reappointment.

S. No.	Date of Board Meeting
1.	29-05-2013
2.	13-08-2013
3.	14-11-2013
4.	14-02-2014
5.	05-12-2013
6.	
7.	
8.	
9.	

d) Attendance of Directors at Board Meetings and Last Annual General Meeting :

Name of Director	Meetings Attended	Attendance at last AGM
Shri Vijaykumar Agarwal	5	Yes
Shri Vishal V. Agarwal	5	Yes
Shri Udaybhan V. Tripathi	5	Yes
Shri Harishbhai Joshi	5	Yes

Audit Committee

(a) Terms of Reference

The Audit Committee Provides the Board with additional Assurance as to the adequacy of the Company's internal control systems and financial disclosures. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors, and the Board of Directors. The Broad terms of reference of the Audit Committee are to review with the Management and / or Internal Auditors and / or Statutory Auditors in the following areas.

- i. Overview of Company's financial reporting process and financial information disclosures.
- ii. Review with Management, external and internal audits, the adequacy of internal control systems.
- iii. Review the adequacy and effectiveness of accounting and financial controls of the Company, compliance with the company's policies and applicable laws and regulations.
- iv. Review with Management, the Annual financial statement before submission to the Board.
- v. Recommending the appointment / removal of external and internal auditors, fixation of Audit fees.

NOTE: At present the Company has formed the Audit Committee consisting of Mr. Udaibhan B. Tripathi, Independent Director as Chairman and Mr. Vijay Kumar Agarwal as a member of the Committee.

(b) Composition, name of members and Chairman

The Audit Committee of the Company comprises two members. The names of the members of the Audit Committee are as follows.

1. Shri Udaibhan Tripathi
2. Shri Vijay Kumar Agarwal

Mr. Udaibhan Tripathi, the Chairman of Audit Committee.

Meetings and Attendance During the Year

Name of the Director	No. of Meetings Held	No. of Meetings Attended
Shri Udaybhan V. Tripathi	4	4
Shri Vijay Kumar Agarwal	4	4

Remuneration policy

The Company does not have a Remuneration Committee. The Remuneration payable to whole-time Directors and Non-executive Directors are decided by the Board of Directors, subject to the approval of the Members.

Details of Remuneration to Directors paid / payable for the Financial year 2013-14 is as follows.

a) Executive Directors (Amount in Rupees)

Particulars	Designation	Amount in Rs.
Shri Vijay Kumar Agarwal	Managing Director.	33,64,908

b) Non-Executive Directors

Non-Executive Directors are not paid sitting fees for attending Board and Committee Meetings.

Shareholders / Investors Grievance Committee

As a measure of Good corporate Governance and to focus on the shareholder's grievances and towards strengthening investor relations, an investor's Grievance Committee has been constituted as subcommittee of the Board.

a) The functions of the Committee include :

To specifically look into redressing investor's grievances pertaining to;

1. Transfer of shares
2. Dividend
3. Dematerialization of Shares
4. Replacement of lost / stolen / mutilated Share certificates.
5. Non-receipt of rights / bonus / split share certificates
6. Any other related issues

b) Constitution and composition

The committee was constituted with three directors under the Chairmanship of Non executive Director as follow.

Shri Harishbhai Joshi

Shri Vijay Agrawal

Investor Complaints Received and resolved during the year

Investor Complaints Received and resolved during the year

Nature of Complaints 2013-2014

Nil Nil

General Body Meetings

a) Particulars of last three Annual General Meetings:

Venue	Date	Time	No. of Special Resolutions
408-10, Milestone Building, Nr. Drive In Theater, Ahmedabad-54	27 September, 2013	9.00A.M.	
408-10, Milestone Building, Nr. Drive In Theater, Ahmedabad-54	28 September, 2012	9.00A.M.	
Company's Registered Office	30 th September, 2011	4.00 P.M.	

b) Particulars of last three Extraordinary General Meetings

Purpose	Venue	Date	Time
NO EXTRA ORDINARY GENERAL MEETING WAS HELD.			

Disclosures

- 1) The company has related party transactions in the ordinary course of business, which are not having any potential conflict with the interest of the company.
- 2) The company has complied with the requirements of regulatory authorities on capital markets and no penalties / strictures have been imposed against it in the last three years.

Share Transfer System

The Company has appointed MCS Limited as Register and Transfer Agent, for transfer. Of shares in Physical and Demate form.

Date, time and Venue of the 25th Annual General Meeting:

Friday, 30th September, 2014 at 09.00 A.M. at Milestone Building Nr. Drive-In Cinema, Drive-In Road, Ahmedabad-54

Dividend Payment Date

Not applicable.

Dematerialization of Shares:

The company has established connectivity with the NSDL. In the interest of shareholder the stakeholder are requested to hold their shares in electronic form.

Financial Calendar (tentative)

Financial reporting for the quarter ending June 30, 2014	14 th August, 2014
Financial reporting for the quarter/half year ending September 30, 2014.	15 th November, 2014
Financial reporting for the quarter ending December 31, 2014	15 th February, 2015
Financial reporting for the quarter ended March 31, 2015	29 st May 2015.

Means of Communication

Quarterly/ Annual Results published in Western Times & English & Gujarati Edition

Distribution of shareholding (as on 31 March, 2014)
A) On the basis of Share held

No of Shares	No. of Shareholders	% of Share holders	No. of Shares held	% of Total
Up to 500	858	76.68	225600	05.37
501-1000	108	9.65	92100	02.19
1001-2000	56	05.00	86600	02.06
2001-3000	16	01.42	41800	01.00
3001-4000	16	01.42	50800	01.38
4001-5000	18	01.61	79800	01.90
5001-10,000	14	01.25	98500	02.35
10,001-50000	22	01.70	538500	12.82
50001-100000	08	0.71	561900	13.38
100001 & above	06	0.54	2258500	57.55
Total	1119	100	4200000	100

On the basis of Category

Category	No. of shares held	Voting strength (%)
(A) Promoters, Relatives & Associate Companies	29, 41,900	70.05
(B) Public	-	-
NRI/ FII's/ OCB's	-	-
Banks and Mutual Funds	27,100	0.64
Domestic Companies	12,31,000	29.31
Others	-	-
Total (A+B)	42, 00,000	100

Listing on Stock Exchange at :

The Ahmedabad Stock Exchange, Kamdhenu Complex, Panjarapole, Opp. Sahajanand College Ahmedabad.

The Bombay Stock Exchange, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 023.

Listing Fees for the year 2014-15 has been paid to the Stock Exchanges

Stock Code

A.S.E. Code :- 13251

B.S.E. Code :- 531227

Registered Office & Shareholders Correspondence address

306, 3rd Floor, Iscon Mall, Star Bazaar Building, Nr. Jodhpur Char Rasta, Ahmedabad-15

Factory:

Plot No. 1195, Rajpur, Chhatral-Mehsana Highway, Taluka-Kadi, Gujarat

For and on behalf of the Board

Place : Ahmedabad

Date : 23-05-2014

Vijay kumar Agarwal
Chairman & Managing Director

DECLARATION

I hereby declare that all the members of the Board & the Senior Management Personnel of the Company have affirmed Compliance with the code of conduct.

It is further, declare that the Board of Directors of the Company had at its meetings held on 23-05-2014 taken note of the CEO/CFO Certificate.

For and on behalf of the Board

Place : Ahmedabad

Date : 23-05-2014

Vijay kumar Agarwal
(DIN : 01869337)
Chairman & Managing Director

COMPLIANCE CERTIFICATE FOR THE FINANCIAL YEAR ENDED 31-03-2014

To,

**The Members,
DECO MICA LIMITED
Ahmedabad**

We have examined the registers, records, books and papers of Deco Mica Limited. CIN L20299GJ1988 PLC010807 as required to be maintained under The Companies Act, 1956 and 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 our examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of aforesaid financial year. However, there is Non Compliance in filing of Return of Deposits and Statement in lieu of Advertisement.

01. The Company has kept and maintained all registers as stated in "Annexure A" to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded
02. The Company has duly filed the forms and returns as stated in "Annexure B" to this certificate, with the Registrar of Companies or other authorities within prescribed time under the Act and the rules made there under.
03. The Company being public limited company it is not required to give number of members.
04. The Board of Directors duly met Five times (5) on 29.05.2013, 13.08.2013, 14.11.2013, 05.12.2013, and 14.02.2014, in respect of which meetings, proper notices were given and proceedings were properly recorded and signed.
05. The Company has closed the Register of Members and Complied with Provision of Section 154 of the Companies Act, 1956.
06. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 27th September, 2013 after giving due notice to the members of the company and the resolutions passed there at were duly recorded in the minutes book maintained for the purpose.
07. No Extra Ordinary General Meeting were held as under during the year.
08. The Company has not advanced any loans to its directors and /or persons or firms or Companies referred in the section 295 of the Act.
09. The Company has complied with Provisions of Section 297 of the Act in respect contracts specified in the section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. No Salary is drawn by Director (s) of the company is within the purview of Section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company:

- (i) has delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act and also intimated the registrar for crediting the shares to holders in electronic form.
 - (ii) was not required to deposit any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) was not required to post dividend warrants as no dividend was declared during the financial year.
 - (iv) was not required to deposit unpaid dividend, application money due for refund matured deposit, matured debentures and interest accrued thereon to Investor Education and Protection Fund as there were no such outstanding amount for a period of seven years or more.
 - (v) has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted.
15. The Salary drawn by the Director is as per the appointment made under Section 269 of the Companies Act, 1956. Salary paid to Vijaykumar Agarwal is as per the limit prescribed in Schedule XIII.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of Central Government, Company Law Board and Regional Director.
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 shares during the financial year.
20. The Company has not bought back any securities during the financial year.
21. The Company has no preference shares.
22. There were no transaction necessitating the company to keep in abeyance the rights to dividends, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted any deposits under section 58 of the Act from Public.
- However, no Return of deposit and statement in lieu of Advertisement is filed in respect of deposit from Shareholder and Relative of Directors.
24. The company has not borrowed any sum attracting the provisions of Section 293(1) (d) of the Act.
25. The Company has not made loans and investments, or given guarantees or provided securities to bodies corporate.
26. The Company has not altered the provisions of the memorandum 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 with respect to objects of the company during the year under scrutiny.

28. The Company has not altered the provisions of the memorandum with respect to the name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum 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. No prosecution initiated against or notices received by the company for any offences under the Act.
32. The Company has not received any security from its employees during the year under certification.
33. The provisions of section 418 of the Act is not applicable.

Date: 23-05-2014
Place: Ahmedabad

For, D.N. Motwani & Company
Company Secretaries

D.N. Motwani
(Proprietor
C.P.No.2431

MANAGEMENT DISCUSSION AND ANALYSIS**1. Overall Review :**

The overall performance during the financial year 2013-2014 has been satisfactory.

2. Financial Review :

Total turnover for the year ended 31st March, 2014 was Rs. 4363 crores. This increase was mainly on account of improvement in manufacturing process and sales promotion drive, Better working capital management was also one of the emphasis on which proper weightage was laid upon.

3. Internal Control System and their adequacy ;

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition,

4. Business Environment ;

The Performance of the company for the year under review was satisfactory,

5. Risk and Concern :

The building, plant and machinery, vehicle and stocks of the company are adequately insured.

6. Cautionary Statement :

Statements in this report on management Discussion and analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a different to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations,

The Company assumes no responsibilities in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of event

BY ORDER OF THE BOARD OF DIRECTORS

Place: Ahmedabad

Date : 23.05.2014

For Deco Mica Limited

Mr. Vijaykumar Agarwal

Chairman

CERTIFICATION BY MANAGING DIRECTOR TO THE BOARD

I, Mr. Vijaykumar Agrawal, Managing Director of M/S Deco Mica Limited certify that:

1. I have reviewed the financial statements for the year and that to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading,
 - b. These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. These are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. I accept overall responsibility for the company's internal control system and financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all the levels of management and statutory auditors and reports significant issues to the Audit Committee of the Board, The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. I indicate to the auditors and to the audit committee:
 - a. Significant changes in internal control over financial reporting during the year,
 - b. Significant changes in accounting policies during the year;
 - c. Instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the company's internal control system over financial reporting,

However, during the year there were no such changes or instances.

Date : 23.05.2014

Place : Ahrnedabad

sd/-

Managing Director

Certificate on Corporate Governance

To
The Members of
DECO MICA LIMITED
AHMEDABAD

We have examined the compliance of conditions of Corporate Governance by Deco Mica Limited, for the year ended on March 31, 2014 as stipulated clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

As per the records of the Company and certificate issued by registrar, no investor grievances are pending for a period exceeding one month against the Company.

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

**For, J.T. SHAH & CO
CHARTERED ACCOUNTANTS**

**(J.T. SHAH)
Proprietor**

**Date: 23.05.2014
Place: Ahmedabad**

Independent Auditors' Report

The Members of
DECO-MICA LIMITED
Ahmedabad

1. Report on the Financial Statements

We have audited the accompanying financial statements of **DECO-MICA 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 (herein after referred to as financial statements), and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") ("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.

3. Auditors' Responsibility

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

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

4. 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:

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- ii. In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") 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.
- ii. 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 subsection (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.
 - 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, 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 Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For, J. T. Shah & Co.
Chartered Accountants,
[Firm Registration No. 109616w]

Place : Ahmedabad
Date : 23/05/2014

[J. T. Shah]
Partner
[M. No. 3983]

ANNEXURE

Referred to in paragraph 5(i) of our report of even date for the year ended 31st March 2014.

1 In respect of Fixed Assets:

- a. The present register of Fixed Assets requires completion in certain respects & we have been informed that the work is in progress.
- b. All the fixed assets of the Company have not been physically verified by the management during the year but there is a regular phased programme of physical verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its fixed assets. No material discrepancies were noticed on such verification.
- c. During the year, the Company has not disposed off any major/substantial part of the fixed assets.

2 In respect of its Inventories:

- a. As explained to us, physical verification of the inventory was carried out at reasonable intervals by the management.
- b. In our opinion, and according to the information and explanation given to us, the procedure of physical verification of inventory followed by the management, are reasonable and adequate in relation to the size of the Company and nature of its business.
- c. In our opinion, and according to the information and explanation given to us, the Company has maintained proper records of its inventory, and the discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.

3 In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

- a. The Company has not granted any loans, secured or unsecured, to the companies, firms or other parties covered in the register, maintained under section 301 of the Companies Act, 1956, and therefore the paragraphs 4(iii)(a), (b), (c) and (d) of The Companies (Auditor's Report) Order, 2003 are not applicable.
- b. The Company has taken loan from Companies and parties covered in the register maintained under section 301 of the Companies Act, 1956. There are fourteen parties covered in the register maintained under section 301 of the Companies Act, 1956 from whom the company has taken loans. The maximum amount involved during the year was Rs. 231.87 Lacs and the year end balance of loans taken from such parties was Rs. 230.20 Lacs.
- c. In our opinion and according to the information and explanation given to us, in case of loans taken during the year, the rates of interest, wherever applicable and other terms and conditions are prime facie not prejudicial to the interest of the Company.
- d. There are no stipulated terms of repayment of loans taken thereon by the company from the companies/firms/parties listed in the register maintained under section 301 of

the Companies Act, 1956. Hence we are not able to give comment on Para 4(iii) (g) of the Companies (Auditor's Report) Order, 2003.

- 4 In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
- 5 **In respect of contracts or arrangements covered under Section 301 of the Companies Act, 1956:**
- a. Based on the audit procedures applied by us and according to the information and explanations provided by management, we are of the opinion that the contracts or arrangements that need to be entered into the register maintained under section 301 have been so entered.
- b. In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the registers maintained under section 301 in respect of any parties during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6 In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA and any other relevant provisions of the Companies Act, 1956 and the rules framed there under are applicable.
- 7 In our opinion, the internal audit functions carried out during the year by an entity of Chartered Accountants appointed by the management have been commensurate with the size and nature of its business.
- 8 We have broadly reviewed the books of accounts relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 and we 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 records with a view to determine whether they are accurate or complete.
- 9 **In respect of Statutory Dues:**
- a. According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-Tax, VAT, CST, Wealth-Tax, Service Tax, Custom Duty, Excise-Duty, Cess and other statutory dues applicable to it except there were delay in few cases of TDS, VAT, CST, Professional Tax, Service Tax, Provident Fund and there is short fall in payment of Advance Tax.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Service Tax, Custom Duty And Excise Duty were outstanding, as at 31st March, 2014 for a period of more than six months from the date they became payable except advance tax of Rs. 22.58 Lacs.

- c. According to the records of the Company, there are no dues of sales tax, income tax, Wealth-tax, Service tax, custom duty, excise duty, cess which have not been deposited on account of disputes except following:

Financial Year	Nature of Transaction	Amounts (Rs.)	Forum where pending
2009-10	Value Added Tax	6,409	Commissioner of Commercial Tax
2009-10	Central Sales Tax	6,07,372	Commissioner of Commercial Tax

- 10 In our opinion, the accumulated losses of the Company are not more than fifty percent of its net worth. The Company has not incurred any cash losses during the year under audit and in the immediately preceding financial year.
- 11 Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to Banks.
- 12 Based on our examination of documents and records and information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13 The provisions of any special statute applicable to Chit Fund, Nidhi or Mutual benefit Fund / Societies are not applicable to the Company.
- 14 The Company is not dealing or trading in Shares, Securities, debentures and other investments and hence clause 4(xiv) of Companies (Auditors Report) Order, 2003 is not applicable to the Company.
- 15 In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- 16 The Company has utilized the term loan for the purpose for which it obtains.
- 17 On the basis of an overall examination of the Balance Sheet and Cash Flow Statement of the Company, in our opinion and according to the information and explanations given to us, no funds raised on a short term basis have been used for long-term purposes.
- 18 In our opinion, and according to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 19 The Company has not issued any Debentures and therefore the question of creating the securities in respect thereof does not arise.
- 20 During the year, the Company has not raised any money by way of Public issue.
- 21 Based upon the audit procedures performed and information and explanations given by the management, there is no fraud on or by the Company has been noticed or reported during the course of our audit.

For, J T Shah & Company
Chartered Accountants
[Firm Regd. No. 109616w]

Place: Ahmedabad
Date: 23.05.2014

[J. T. Shah]
Partner
[M. No. 3983]

Balance Sheet As At 31st March 2014

Particulars	Note No.	31/03/2014 Rs.	31/03/2013 Rs.
EQUITY AND LIABILITIES			
[1] Shareholders' Funds :			
[a] Share Capital	1	42,000,000	42,000,000
[b] Reserves & Surplus	2	<u>56,444,777</u>	<u>44,888,860</u>
		<u>98,444,777</u>	<u>86,888,860</u>
[2] Non-Current Liabilities :			
[a] Long Term Borrowings	3	17,788,506	9,693,333
[b] Deferred Tax Liabilities (Net)	4	<u>7,549,911</u>	<u>5,291,617</u>
		<u>25,338,417</u>	<u>14,984,950</u>
[3] Current Liabilities			
[a] Short Term Borrowings	5	73,111,542	44,468,837
[b] Trade Payables	6	119,437,104	90,804,607
[c] Other Current liabilities	7	30,706,073	17,615,232
[d] Short Term Provisions	8	<u>5,072,256</u>	<u>2,703,266</u>
		<u>228,326,974</u>	<u>155,591,942</u>
Total		<u>352,110,168</u>	<u>257,465,752</u>
ASSETS :			
[1] Non-Current Assets			
[a] Fixed Assets :			
(i) Tangible Assets	9	79,536,104	56,732,202
(ii) Work in Progress		5,154,147	-
[b] Non-Current Investments	10	6,625	6,625
[c] Long-term loans and Advances	11	<u>4,848,989</u>	<u>4,140,528</u>
		<u>89,545,865</u>	<u>60,879,355</u>
[2] Current Assets			
[a] Inventories	12	77,755,937	58,777,860
[b] Trade receivables	13	170,532,234	129,010,356
[c] Cash & Bank Balances	14	7,675,195	4,628,028
[d] Short term Loans and advances	11	<u>6,600,937</u>	<u>4,170,153</u>
		<u>262,564,303</u>	<u>196,586,397</u>
Total		<u>352,110,168</u>	<u>257,465,752</u>

Significant Accounting Policies and
Notes to Financial Statement

24 to 34

As per our report of even date attached herewith
For, J.T. Shah & Company
Chartered Accountants
(FRN No. 109616W)

[J. T. Shah]
Partner
(M. No. 3983)
Place : Ahmedabad
Date: 23.05.2014

For, Decomica Limited

Chairman & Managing Director
Director

Director

Director

Statement of Profit and Loss for the year ended 31st March 2014

Particulars	Note No.	31/03/2014 Rs.	31/03/2013 Rs.
Income			
Income			
Revenue from Operations	15	489,634,649	385,680,724
Less: Excise Duty		53,313,829	39,948,280
		<u>436,320,820</u>	<u>345,732,444</u>
Other Income	16	1,077,636	1,012,509
Total Revenue		<u>437,398,456</u>	<u>346,744,953</u>
Expenditure			
Cost of Materials Consumed	17	334,669,532	267,964,425
Purchase of Stock in Trade	18	1,187,330	-
Changes in Inventories of Finished Goods Work in Progress and Stock in Trade	19	(1,670,376)	(10,555,337)
Employee Benefits Expense	20	19,752,338	15,876,467
Finance Costs	21	9,017,737	6,495,504
Depreciation and Amortisation expense	22	4,190,019	3,331,279
Other Expenses	23	52,552,647	46,863,423
Total Expenses		<u>419,699,227</u>	<u>329,975,762</u>
Profit Before Tax		17,699,228	16,769,191
Less : Tax expenses			
- Current Tax		3,785,000	4,800,000
- Short provision of income tax		100,017	60,486
- Deferred Tax Liability/ (Assets)	4	2,258,294	1,306,425
Profit After Tax		<u>11,555,917</u>	<u>10,602,281</u>
Basic & Diluted Earnings Per Share of Rs. 10 Each.	26	2.75	2.52
Significant Accounting Policies and Notes to Financial Statement			
	24 to 34		

As per our report of even date attached herewith
For, J.T. Shah & Company
Chartered Accountants
(FRN No. 109616W)

[J. T. Shah]
Partner
(M. No. 3983)
Place : Ahmedabad
Date: 23.05.2014

For, Decomica Limited
Chairman & Managing Director
Director
Director

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of Deco-Mica Ltd. : for the year ended 31st March, 2014. The statement has been prepared by the company in accordance with the requirements of Listing agreement clause 32 with Stock Exchanges and is based.

For, J.T. SHAH & CO.
CHARTERED ACCOUNTANTS
(FRN No. 109616W)

Date: 23.05.2014
Place: Ahmedabad

(J.T. SHAH)
Partner
(M No. 3983)

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

Particulars	2013-14		2012-13	
	Rs.	Rs.	Rs.	Rs.
A: Cash from Operating Activities :				
Net Profit before Taxation		17,699,228		16,769,191
Adjustment For :				
Depreciation	4,190,019		3,331,279	
Interest Paid	9,017,737		6,495,504	
Interest Income	(901,275)		(427,048)	
		12,306,481		9,399,735
Operating Profit Before Working Capital Changes :		30,005,710		26,168,927
Adjustment For :				
Increase/(decrease) in long-term Provision				
Increase/(decrease) in short-term Provision	427,981		(1,143,549)	
Increase/(decrease) in other current liability	11,028,990		4,408,628	
Decrease/(increase) in Trade Payable	28,632,497		34,407,949	
Decrease/(increase) in Trade Receivable	(41,521,878)		(17,596,653)	
Decrease/(increase) in inventories	(18,978,077)		(26,142,989)	
Decrease/(increase) in long term loans and advances	(708,461)		(1,074,821)	
Decrease/(increase) in short term loans and advances	(2,430,784)		2,837,467	
		(23,549,733)		(4,303,968)
Cash Generated From Operations		6,455,977		21,864,959
Income Tax Paid	(2,359,008)		(6,588,545)	
Interest Paid	(8,602,737)		(6,235,504)	
		(10,961,745)		(12,824,049)
Net Cash From Operating Activities (A)		(4,505,768)		9,040,909
B: Cash Flow From Investment Activities :				
Purchase of Fixed Assets	(32,148,069)		(26,690,473)	
Interest Income	901,275		427,048	
Decrease/(increase) in other Bank Deposit	(2,292,285)		702,354	
Net Cash from Investment Activities (B)		(33,539,079)		(25,561,071)
C: Cash Flow From Financing Activities :				
Proceeds from Long Term Borrowings	13,382,066		12,170,745	
Repayments of Long Term Borrowings	(3,225,040)		(1,546,591)	
Repayments of Short Term Borrowings	8,922,216		(705,500)	
proceeds from Short Term Borrowings	19,720,489		6,141,964	
Net Cash from Financing Activities (C)		38,799,730		16,060,619
Net Increase in Cash & Cash Equivalents		754,883		(459,543)
Cash & Cash Equivalents at the Beginning		1,117,836		1,577,380
Cash & Cash Equivalents at the End		1,872,718		1,117,836

As per our report of even date attached herewith
For, J.T. Shah & Company
Chartered Accountants
(FRN No. 109616W)
[J. T. Shah]
Partner
(M. No. 3983)
Place : Ahmedabad
Date: 23-05-2014

For, Decomica Limited
Chairman & Managing Director
Director
Director
Director

SIGNIFICANT ACCOUNTING POLICIES:**a. Basis of preparation**

The financial statements have been prepared to comply with the Accounting Standards referred to in the Companies (Accounting Standards) Rule, 2006 issued by the Central Government in exercise of the power conferred under sub-section (1) (a) of section 642 and the relevant provisions of the Companies Act, 1956 (the 'Act'). The financial statements have been prepared under the historical cost convention on the accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b. Use of estimates

In preparing the Company's financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

c. Fixed Assets :

Fixed Assets is stated at cost of acquisition (net of CENVAT, wherever applicable) as reduced by accumulated depreciation. The cost of assets includes other direct/indirect and incidental cost incurred to bring them into their working condition.

When assets are disposed or retired, their cost is removed from the financial statements. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss for the relevant financial year.

d. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization. All costs, including financing costs in respect of qualifying assets till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

Intangible assets are amortised on a straight – line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed than years from the date when the asset is available for use is considered by the management. The amortization period and the amortization method are reviewed at least at each reporting date. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

The gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised as income or expenses in the Statement of Profit and Loss in the year of disposal.

e. Depreciation:

The Company has provided depreciation on "Straight Line Method" on all Fixed Assets on Pro-rata basis as per Rates specified in schedule XIV of the Companies Act, 1956.

When assets are disposed or retired, their accumulated depreciation is removed from the

financial statements. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss for the relevant financial year.

f. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or subsequently enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realized in future.

g. Revenue Recognition:

i. Sales of goods are net off trade discounts, return and inclusive of Excise Duty but excluded sales tax and state value added tax.

Revenue is recognised when practically all risk and rights connected with ownership have been transferred to the buyer. This usually occurs upon dispatch, after the price has been determined and collection of the sales proceeds is reasonable certain.

ii. Interest Income

Interest Income is recognized on accrual basis.

h. Foreign Currency Transactions

i) Transactions in foreign currencies are recorded in Indian rupees using the rates of exchange prevailing on the date of the transactions. At each balance sheet date, monetary balances are reported in Indian Rupees at the rates of exchange prevailing at the Balance Sheet date. All realized or unrealized exchange adjustment gains or losses are dealt with in the Statement of Profit and Loss.

ii) In order to hedge exposure to foreign exchange risks arising from export or import foreign currency, bank borrowings and trade receivables, the company enters into forward contracts. In case of forward exchange contract, the cost of the contracts is amortised over the period of the contract, any profit or loss arising on the cancellation or renewal of a forward exchange contract is recognised as income or expenses for the year.

iii) Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the report period and the corresponding foreign currency amount translated at the later of the dates of inception of the forward exchange contract and the last reporting date. Such exchange difference rate recognised in the Statement of profit and loss in the reporting period in which the exchange rates change.

iv) **Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.**

i. Derivative instruments

The Company has entered cross currency interest rate swap contracts with a view to hedge the risks of foreign currency borrowings. The notional amounts of instruments outstanding as

at the year end, are restated at closing rates an unrealized transaction difference are included in the Statement of Profit and Loss. The net interest accruing is recorded in the Statement of Profit and loss over the period of the instruments, changes in fair value of other derivative instruments that do not qualify for hedge accounting are recognised in the Statement of Profit and Loss as they are arise.

j. Borrowing cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost such assets, whenever applicable, till the assets are ready for their intended use. A qualifying asset is one which necessary takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue accounts. Capitalization of borrowing cost is suspended when active development is interrupted.

k. Inventories:

Inventories are valued at "Lower of cost or net realisable value". Cost in respect of Raw Materials is computed on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make sale.

Cost in respect of process and finished goods are computed on weighted average basis method. Finished goods and process stock includes cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.

l. Investments:

Long Term Investments are stated at cost. Provision is only made to recognize a decline other than temporary, in the value of investments. However, where quotation as on 31st March, 2014 was not available, last available quotation was considered.

m. Employee's Benefits:

- a. The Employee and Company make monthly fixed Contribution to Government of India Employee's Provident Fund equal to a specified percentage of the Covered employee's salary, Provision for the same is made in the year in which services are rendered by the employee.
- b. The Liability for Gratuity to employees, which is a defined benefit plan. The Company's Scheme is administered by LIC. The liability is determined by based on Projected Unit Credit method. Actuarial gain / loss in respect of the same are charged to the Statement of profit and loss.
- c. The Company does not allow carry forward of unavailed leave and hence unavailed leaves are encashed in the current year itself.
- d. Short Term benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

n. Segment Information:

Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by accounting standard notified by Companies (Accounting Standard) Rules, 2008, the company is mainly engaged in the business of Decorative Laminated Sheets and all other activity surrounded with main business of the company hence there is no reportable segment.

o. Impairment

The management periodically assesses, using external and internal sources whether there is an indication that an asset may be impaired. If an asset is impaired, the company recognizes an impairment loss as the excess of the carrying amount of the asset over the recoverable amount. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amounts.

p. Earnings per Share

Basic earnings per share is calculated by dividing net profit after tax for the year attributable to Equity Shareholders of the company by the weighted average number of Equity Shares issued during the year. Diluted earnings per share is calculated by dividing net profit attributable to equity Shareholders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding during the year.

q. Lease:

The company's significant leasing arrangements are in respect of operating lease for premises that cancelable are in nature. The lease rentals paid under such agreements are charge to the Statement of Profit and Loss.

r. Provision, Contingent Liabilities and Contingent Assets :

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources.

Contingent Assets are neither recognized nor disclosed in the financial statements.

s. Excise Duty, VAT & CENVAT:

CENVAT / VAT credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and CENVAT / VAT credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The CENVAT credits so taken are utilized for payment of excise duty on goods manufactured. The unutilized CENVAT credit is carried forward in the books. The VAT credits so taken are utilized for payment of sales tax on goods sold. The unutilized VAT credit is carried forward in the books.

t. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

Notes to financial Statement for the year ended on 31.03.2014

1 Share Capital	31/03/2014	31/03/2013
	Rs.	Rs.
[i] Authorised :		
5000000 (Previous Year 5000000) equity shares of Rs.10/- each at par value.	50,000,000	50,000,000
[ii] Issued, Subscribed & Paid-up Capital :		
4200000 (Pr. Year 4200000) Equity Shares of Rs. 10/- each fully paid up at par value .	<u>42,000,000</u>	<u>42,000,000</u>
Total	<u>42,000,000</u>	<u>42,000,000</u>

- 1.1 The company has only one class of shares referred to as Equity shares having face value of Rs. 10/-. Each Holder of equity share is entitled to 1 vote per share.
- 1.2 In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company , after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholder.
- 1.3 Reconciliation of the number of shares outstanding and the amount of share capital as at 31/03/2014 & 31/03/2013 is set out below.

Particulars	31/03/2014		31/03/2013	
	No. of Shares	Amt (Rs.)	No. of Shares	Amt (Rs.)
Shares at the beginning	4,200,000	42,000,000	4,200,000	42,000,000
Addition	Nil	Nil	Nil	Nil
Deletion	Nil	Nil	Nil	Nil
Shares at the end	<u>4,200,000</u>	<u>42,000,000</u>	<u>4,200,000</u>	<u>42,000,000</u>

- 1.4 The details of shareholders holding more than 5% shares is set out below.

Name of Shareholder No. of Shares	31/03/2014		31/03/2013	
	% held	No. of Shares	% held	No. of Shares
Mr. Vijay Agarwal	1,576,100	37.53%	1,576,100	37.53%
Smt. Santoshdevi Agarwal	247,000	5.88%	237,000	5.64%

2 Reserves & Surplus

	Current	
	31/03/2014	31/03/2013
	Rs.	Rs.
General Reserve		
Balance as per last financial Statement	2,463,191	2,463,191
Surplus in the Statement of Profit and Loss		
Balance as per last financial Statement	42,425,669	31,823,388
Add : Profit for the year	<u>11,555,917</u>	<u>10,602,281</u>
Net Surplus in the statement of profit and loss	<u>53,981,586</u>	<u>42,425,669</u>
Total	<u>56,444,777</u>	<u>44,888,860</u>

- 2.1 **Particulars** **Nature and purpose of**
- General Reserve The reserve is created out of profit in accordance with Companies (Transfer of Profit to Reserve) Rule, 1975 and is distributable in accordance with Companies (Distribution of dividend out of Reserve) Rules 1975.

Notes to financial Statement for the year ended on 31.03.2014

3 Long Term Borrowings (Rs.)	31.03.2014 (Rs.)		31.03.2013 (Rs.)	
	Non Current	Current	Non Current	Current
Term Loan - From Bank - Secured	17,767,032	4,842,096	9,531,681	2,797,695
Term Loan - From other - Secured	<u>21,474</u>	<u>136,955</u>	<u>161,652</u>	<u>119,504</u>
Total	17,788,506	4,979,051	9,693,333	2,917,199
Less : Amount disclosed under head Other Current Liabilities (Note 7)	<u>4,979,051</u>	<u>-</u>	<u>2,917,199</u>	<u>-</u>
Total	17,788,506	-	9,693,333	-

3.1 Secured Loan

Name of Lender	Securities Details	Interest	Terms
HDFC Bank Ltd.- Vehicle elantra	Secured Against Hypothecation of Vehicle	10.28%	Rate of Repayment Repayable in 36 Monthly Equal instalments
HDFC Bank Ltd.- Vehicle Verna		10.37%	Repayable in 36 Monthly Equal instalments
HDFC Bank Ltd.- Tempo		13.52%	Repayable in 36 Monthly Equal instalment
HDFC Bank Ltd.- Building	Secured Against Hypothecation of building	12.30%	Repayable in 60 Monthly Equal instalment
SBI Term Loan - Plant & Machinery	Primary Security against Hypothecation of Plant & Machinery and other Misc fixed assets of the Company. Collateral Security against Factory Building Commercial Office and Personal Gurantee of Mr. Vijaykumar Agarwal, Mr. Vishal Agarwal and third party gurantee of Shri Vikash V Agrawal.	13.90%	Repayable in 60 Monthly Equal instalments

Notes to financial Statement for the year ended on 31.03.2014

4 Deffered Tax	Current	
	31/03/2014	31/03/2013
	(Rs.)	(Rs.)
Deferred Tax Assets arising out of timing difference relating to :		
Dimunition in value of investment -that are deducted for tax purpose when written off	49,876	49,876
Provision of doubtful debts that are deducted for tax purpose when written off	73,820	73,820
Provision for gratuity -that are deducted for tax purpose when paid	222,415	83,535
Total Deferred Tax Assets	<u>346,111</u>	<u>207,231</u>
Deferred Tax Liability arising out of timing difference relating to :		
Difference of Depreciation as per Tax Provision and Company Law	7,896,021	5,498,848
Total Deferred Tax Liability	<u>7,896,021</u>	<u>5,498,848</u>
Net Deferred Tax Liability	<u>7,549,911</u>	<u>5,291,617</u>

5 Short Term Borrowing	Current	
	31/03/2014	31/03/2013
	(Rs.)	(Rs.)
Cash Credit from Bank	18,536,692	9,614,476
Buyers Credit	31,555,314	13,044,622
Unsecured Loan		
Loan from Relatives	23,019,536	21,809,739
Total	<u>73,111,542</u>	<u>44,468,837</u>

Name of Lender	Securities Details	Interest Rate
C C Account - State Bank of India	Primary Security against Hypothecation of Inventory, Receivables an other Current Assets of the Company. Collateral Security against Hypothecation of Plant and Machinery,Factory Building and Commercial Office. Personal Gurantee of Mr. Vijaykumar Agarwal and Mr. Vishal Agarwal	13.55 % P.a.
Buyers Credit - State Bank of India		4 to 6 % p.a.
Loans from Relatives	—	15 % p.a.

Notes to financial Statement for the year ended on 31.03.2014

6 Trade payables	Current	
	31/03/2014 Rs.	31/03/2013 Rs.
Trade payable	119,437,104	90,804,607
Total	119,437,104	90,804,607

6.1 The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at year end together with interest paid / payable under this Act has not been given.

7 Other Current Liabilities	Current	
	31/03/2014 Rs.	31/03/2013 Rs.
Current Maturity of Long Term Borrowing (Note- 3)	4,979,051	2,917,199
Forward Cover	1,165,997	412,240.00
Advance received from customers	1,695,529	736,339
Other Statutory dues	3,726,621	3,948,782
TDS Payable	523,506	493,099
Unpaid Expenses	779,993	890,947
Interest Accrued and Due	219,437	184,425
Other Payables	17,615,940	8,032,201
Total	30,706,073	17,615,232

8 Provisions	31.03.2014		31.03.2013	
	Non Current Rs.	Current Rs.	Non Current Rs.	Current Rs.
Provision for Gratuity (Net)	-	685,409	-	257,428
Provision For Income Tax	-	9,260,000	-	11,060,000
Less : Advance Payment Of Income Tax	-	(4,873,153)	-	(8,614,162)
Total	-	5,072,256	-	2,703,266

Note No - 9										
TANGIBLE ASSETS										
Cost of Valuation	LAND LEAS HOLD FREE HOLD	Office BUILDING	FACTORY BUILDING S	PLANT & MACHINERY	OFFICE EQUIPMENT	FURNITURE & FIXTURE ES	VEHICLES	COMPUTERS	TOTAL	INTENGIBEL ASSETS
01.04.2012	203,370	-	8,783,192	36,058,445	356,706	386,325	9,213,338	504,917	55,506,293	-
Addition	-	12,259,420	800,443	9,532,082	143,115	961,410	2,968,203	25,800	26,690,473	-
Disposal	-	-	-	-	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-
At 31.03.2013	203,370	12,259,420	9,583,635	45,590,527	499,821	1,347,735	12,181,541	530,717	82,196,766	-
Addition	-	-	83,760	26,502,368	18,560	252,634	-	111,600	26,968,922	25,000
Disposal	-	-	-	-	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-
At 31.03.2014	203,370	12,259,420	9,667,395	72,092,895	518,381	1,600,369	12,181,541	642,317	109,165,688	25,000

Depreciation	LAND LEAS HOLD	Office BUILDING	FACTORY BUILDING	PLANT & MACHINERY	OFFICE EQUIPMENT	FURNITURE & FIXTURE	VEHICLES	COMPUTERS	TOTAL	INTENGIBEL
01.04.2012	-	-	3,361,073	14,457,248	188072	343,068	3,352,014	431,811	22,133,286	-
Charge for the year	-	37,776	295,702	1,889,504	19350	26,508	1,012,677	49,762	3,331,279	-
Disposal	-	-	-	-	0	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-
At 31.03.2013	-	37,776	3,656,775	16,346,752	207,422	369,576	4,364,691	481,573	25,464,565	-
Charge for the year	-	199,829	321,051	2,377,753	24,372	99,642	1,152,108	10,264	4,185,019	5,000
Disposal	-	-	-	-	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-
At 31.03.2014	-	237,604	3,977,827	18,724,505	231,794	469,218	5,516,799	491,837	29,649,584	5,000
NET BLOCK	-	-	-	-	-	-	-	-	-	-
AS AT 31.3.2013	203,370	12,221,644	5,926,860	29,243,775	292,399	978,159	7,816,849	49,144	56,732,201	-
AS AT 31.3.2014	203,370	12,021,816	5,689,569	53,368,390	286,587	1,131,151	6,664,741	150,480	79,516,104	20,000

10. Non-Current Investments
Non Current

Investments In Shares (Quoted) :	31/03/2014	31/03/2013
Non Trade		
(Valued at Cost)		
26,500 (P.Y. 26,500) Equity Shares of Welcome Coir Industries Ltd. of Rs. 10/- each	160,325	160,325
Less: Provision for Dimunition in value of Investment)	(153,700)	(153,700)
	6,625	6,625
Total	6,625	6,625
Market Value of Investment	6,625	6,625
Amount of Quoted investment	160,325	160,325

11 Loans and Advances (Unsecured, Considered Good)	31.03.2014		31.03.2013	
	Non Current Rs.	Current Rs.	Non Current Rs.	Current Rs.
Security Deposits	2,047,926	-	1,149,698	-
Advance to Suppliers	2,801,063	2,177,587	2,990,830	834,866
Balance With Govt Authorities	-	2,842,760	-	2,397,336
Employee Advance	-	75,000	-	13,090
Prepaid Expense	-	1,145,727	-	677,793
Interest Receivable	-	359,863	-	247,068
	4,848,989	6,600,937	4,140,528	4,170,153

12 Inventories (Valued at Lower of Cost and net realisable Value)	Current	
	31/03/2014 Rs.	31/03/2013 Rs.
Raw materials	52,340,215	34,130,496
Work-in-Process	397,320	226,281
Finished Stock	24,785,576	23,286,239
Goods in Transit	189,076	1,003,966
Power and Fuel	43,750	130,878
Total	77,755,937	58,777,860

13 Trade receivables	Current	
	31/03/2014 Rs.	31/03/2013 Rs.
Trade Receivables (Unsecured)		
Outstanding for a period exceeding Six Months from the date they are due for Payment		
Considered Good	19,429,072	5,143,158
Considered Doubtful	227,488	227,488
	19,656,560	5,370,646
Less:Provision for doubtful receivable	227,488	227,488
	19,429,072	5,143,158
Other Receivables		
Others - Considered Good	151,103,162	123,867,198
Others - Considered Doubtful	Nil	Nil
	151,103,162	123,867,198
Less : Provision for doubtful receivable	Nil	Nil
	151,103,162	123,867,198
Total	170,532,234	129,010,356

Notes to financial Statement for the year ended on 31.03.2014

14 Cash & Bank Balance

	31.03.2014		31.03.2013	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
Cash and cash equivalents				
Cash on hand	Nil	551,265	Nil	51,067
Balance With Banks	Nil	1,321,452	Nil	1,066,769
Total	Nil	1,872,718	Nil	1,117,836
Other Bank balance				
Deposits with Original maturity for more than 12 months	-	5,802,477	-	3,510,192
	Nil	5,802,477	Nil	3,510,192
Total	Nil	7,675,195	Nil	4,628,028

15 Revenue from operation

	(Amounts In Rs.)	
	<u>31/03/2014</u>	<u>31/03/2013</u>
<u>Sale of Product</u>		
Finished Goods	486,845,517	384,027,183
Other Operating Revenue		
Scrap Sales	2,789,132	1,653,541
Total	489,634,649	385,680,724
Details of products sold		
Finished Goods Sold		
Laminated Sheets	472,621,780	380,275,733
Industrial Insulation	12,552,737	3,751,450
MDF	1,671,000	-
Total	486,845,517	384,027,183

16 Other Income

	(Amounts In Rs.)	
	<u>31/03/2014</u>	<u>31/03/2013</u>
Interest Income from current investments	901,275	427,048
Sundry Balance W/back	176,361	585,461
Total	1,077,636	1,012,509

17 Cost of Raw Material Consumed

	(Amounts In Rs.)	
	<u>31/03/2014</u>	<u>31/03/2013</u>
Inventory at the beginning of the year	34,130,496	18,811,223
Add: Purchase	380,500,758	294,332,699
Less: Inventory at the end of the year (Incl. GIT)	(52,340,215)	(34,130,496)
Less: Raw material Sold during the year	(27,621,507)	(11,049,001)
Cost of Raw Material Consumed	334,669,532	267,964,425

Notes to financial Statement for the year ended on 31.03.2014

(Amounts In Rs.)

	31/03/2014	31/03/2013
Details of Raw Material Consumed		
Design Paper	70,483,047	74,621,848
Kraft Paper	65,227,313	55,820,223
Phenol	73,540,650	61,556,187
Methanol	36,212,917	25,944,279
Others	89,205,605	50,021,888
Total	<u>334,669,532</u>	<u>267,964,425</u>

Details of Inventories		
Design Paper	40,820,535	24,911,514
Kraft Paper	3,363,105	2,973,846
Phenol	1,974,744	1,816,833
Methanol	1,086,251	563,182
Other Raw material	5,095,580	3,865,121
Total	52,340,215	34,130,496

17.1 Details of Imported and Indigenous Raw Materials Consumption

Particulars	31/03/2014	31/03/2014	31/03/2013	31/03/2013
	Rs.	%	Rs.	%
Indigenous Raw Materials	280,198,372	83.72%	215,255,622	80.33%
Imported Raw Materials	54,471,160	16.28%	52,708,803	19.67%
Total	334,669,531	100.00%	267,964,425	100.00%

18. Purchase of Traded Goods

(Amounts In Rs.)

	31/03/2014	31/03/2013
Traded Goods	1,187,330	0
Total	1,187,330	0
Details of Products Sold		
Traded Goods Sold		
MDF	1,187,330	0
	1,187,330	0

Notes to financial Statement for the year ended on 31.03.2014

19 Change In Inventories Of Finished Goods, Work In Progress And Stock In Trade	(Amounts In Rs.)	
	3/31/2014	3/31/2013
Inventory at the beginning of the year		
Work-in-process	226,281	196,086
Finished Stock	23,286,239	12,761,097
	23,512,520	12,957,183
Inventory at the end of the year		
Work-in-process	397,320	226,281
Finished Stock	24,785,576	23,286,239
	25,182,896	23,512,520
Decretion / (Accretion) to Stock	(1,670,376)	(10,555,337)
Details of Inventory		
Finished Goods		
Laminated Sheets	23,423,113	22,224,504
Industrial Insulation	1,362,463	1,061,735
Total	24,785,576	23,286,239
Work in Progress		
Laminated Sheets	397,320	226,281
Total	397,320	226,281

20 Employee Benefit Expense	(Amounts In Rs.)	
	31/03/2014	31/03/2013
Salary, Wages & Bonus	13,912,172	11,083,072
Managerial Remuneration	3,364,908	3,353,088
Contribution to Provident Fund, Gratuity & Other Funds	2,475,258	1,440,307
Total	19,752,338	15,876,467

20.1 The Disclosure requirement as required by Accounting Standard 15 "Employee Benefits" of Actuarial Valuation in Respect of Gratuity Liability as at 31st March 2014 are given below.

	(Amounts In Rs.)	
Particulars	31/03/2014	31/03/2013
Assumption		
Discount Rate	8%	8%
Salary Escalation Rate	7%	7%

Table Showing Changes in the Present Value of Obligation as on 31.03.2014

PV of Obligation at the beginning of the year (01.04.2013)	2,516,190	2,165,528
Interest Cost (8%)	201,295	173,242
Current Service Cost (31.03.2013)	213,476	202,303

(Amounts in Rs.)

Perticulars	31/03/2014	31/03/2013
(Benefits Paid)	(640,384)	-
Actuarial (Gain) / Loss on Obligation (Netting Figure)	833,844	(24,883)
Pv of Obligation at the end of the year (31.03.2014)	3,124,421	2,516,190

Table Showing Changes in the Fair Value of Plan Asset as on 31.03.2014

Fair Value of Plan Asset at the beginning of the year (01.04.2013)	2,247,762	753,551
Expected Return on Plan Asset	229,773	120,735
Contributions	585,861	1,373,476
(Benefits Paid)	(640,384)	-
Actuarial gain / (Loss) on Plan Asset	-	-
Fair Value of Plan Asset at the end of the year (31.03.2014)	2,423,012	2,247,762

Table Showing the Fair Value of Plan Asset

Fair Value of Plan Asset at the beginning of the Year (01.04.2013)	2,247,762	753,551
Actual Return on Plan Asset	229,773	120,735
Contributions	585,861	1,373,476
(Benefits paid)	(640,384)	-
Fair Value of Plan Asset at the end of the Year (31.03.2014)	2,423,012	2,247,762
Fund Status	(701,409)	(268,428)

Actuarial Gain / Loss Recognized

Actuarial (Gain) / Loss on Obligation	833,844	(24,883)
Actuarial (Gain) / Loss for the year on Plan Asset	-	-
Total (Gain) / Loss for the Year	833,844	(24,883)
Actuarial (gain) / loss recognized in the year.	833,844	(24,883)
The Amount to be recognized in Balance Sheet and Profit & Loss Statement		
PV of Obligation at the end of the year.	3,124,421	2,516,190
Fair Value of Plan Asset at the end of the year.	2,423,012	2,247,762
Fund Status	(701,409)	(268,428)

Net asset / (Liability) recognized in the Balance Sheet

Expenses Recognized in the Profit & Loss Statement		
Current Service Cost	213,476	202,303
Interest Cost	201,295	173,242
(Expected Return on Plan Asset)	229,773	120,735
Net Actuarial (gain) / Loss recognized in the year	833,844	(24,883)
Expenses recognized in Profit & Loss Account (Netting Figure)	1,018,842	229,927

Experience adjustment - Gratuity

Particulars	31.3.14	31.3.13	31.3.12	31.3.11 & 31.3.10
Defined Benefit Obligation	3,124,421	2,516,190	-	-
Plan Assets	2,423,012	2,247,762	-	-
Unrecognised past service Cost	-	-	-	-
Deficit	-	-	-	-
Experience adjustments on plan liabilities	-	-	-	-
Experience adjustments on plan assets	(701,409)	(268,428)	-	-

G. Contribution expects to be paid during the year ending March,31, 2014 Rs. 4,00,000/-

21 Finance Cost

(Amounts In Rs.)

Perticulars	31/03/2014	31/03/2013
Interest to Bank	3,526,178	2,245,436
Interest to Others	3,797,313	3,256,771
Other Borrowing Cost	1,694,246	993,297
Total	9,017,737	6,495,504

22 Depreciation And Amortisation Expense

(Amounts In Rs.)

	31/03/2014	31/03/2013
Depreciation of Tangible Assets	4,185,019	3,331,279
Depreciation of Intangible Assets	5,000	-
Total	4,190,019	3,331,279

23 Other Costs

(Amounts In Rs.)

	31/03/2014	31/03/2013
Stores & Spares consumed	3,871,409	3,051,938
Packing material consumed	285,159	555,122
Electricity & Fuel charges	20,294,380	19,747,968
Repairs To:		
Building	-	23220
Machinery	611,875	1,353,431
Other	167,658	183,967
Total	779,533	1,560,618
Insurance Expense	702,420	591,906
Bank Commission and Other Charges	364,524	385,259
Rents, Rates & Taxes	999,745	621,840
Stationery & Printing	523,756	477,858
Advertisement & Sales Promotion Expense	9,589,621	7,132,088
Telephone & Postage	634,361	587,096
Traveling & Conveyance Expense	2,423,865	1,616,404
Professional Fees	705,270	491,182
Freight & Delivery charges	7,337,972	5,638,982
Increase/(decrease) of excise duty on inventory	164,933	1,157,803
Auditor'S Remuneration:		
For Audit Fees	100,000	100,000
For Tax Audit	50,000	50,000
For Vat Audit	15,000	15,000
For Other Capacity	36,000	95,618
Total	201,000	260,618

(Amounts In Rs.)

	31/03/2014	31/03/2013
Donation	450,000	900,000
Loss on Foreign Exchange Fluctuation	475,021	426,752
Security Charges	1,001,046	626,271
General Charges (including License Fees, Office & Misc.Expenses Admn. Charges, Service and water charges services)	1,748,633	1,033,718
Total	52,552,647	46,863,423

23.1 Details of Imported and Indigenous Stores & Spares Consumption

Particulars	31/03/2014 Rs.	31/03/2014 %	31/03/2013 Rs.	31/03/2013 %
Indigenous Stores & Spares	3,871,409	100.00%	3,051,938	100.00%
Imported Stores & Spares	-	-	-	-
Total	3,871,409	100.00%	3,051,938	100.00%

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014
24. Contingent liabilities not provided for:

Demand of Value Added Tax of Rs. 6,409 - (P. Y. Nil)

Demand of Central Sales Tax of Rs. 6, 07,372 - (P. Y. Nil)

25. Related Party Disclosures :

List of Related Parties with whom transactions have taken place during the year:

A) Key Management Personnel

Shri Vijaykumar D. Agarwal

B) Relatives of Key Management Personnel's
Name of Party
Related Party Relationship

Smt. Santoshdevi V. Agarwal

Wife of Key Management Personnel

Mrs. Ruchira V. Agarwal

Daughter in law of Key Management Personnel

Vanita V Agarwal

Daughter of Key Management Personnel

Mr. Vijay Kumar D. Agarwal (HUF)

Key Management personnel is Karta

Mr. Vikas V Agarwal

Son of Key Management Personnel

Mr. Vishal V Agarwal

Son of Key Management Personnel

Mrs. Shraddha V. Agarwal

Daughter in law of Key Management Personnel

Minor Aarya V. Agarwal

Grandson of Key Management Personnel

Minor Khwaish V. Agarwal

Granddaughter of Key Management Personnel

Minor Aditi V. Agarwal	Granddaughter of Key Management Personnel
V.K.A. Finance & Investment Co.	Key Management personnel is Partner
Multi Shaper Pvt. Ltd.	Relatives are Directors
Salasar Laminates Ltd.	Key Management Personnel is Director
Heritage Board Ltd.	Directors are Director in the Company
Heritage Industries Pvt. Ltd	Directors are Director in the Company
Par Export	Key Management Personnel is partner
V K Foundation	Directors are trustee
Krishna Decor Pvt. Ltd.	Directors and their relatives are holding more than 20% shares in the company
Hidesign Innovation	Director's HUF is Proprietor.

Details of Transactions are as follows:
Amount in Rs.

Sr. No.	Nature of Transactions	Key Management Personnel	Relatives of Key Management Personnel	Total	
1	Expenses				
	Remuneration & Perquisites	33,64,908 (3,353,088)	NIL (5,20,000)	33,64,908 (3,873,088)	
	Interest Expenses	Nil (Nil)	3,257,236 (29,03,447)	3,257,236 (29,03,447)	
	Job work charge	Nil (Nil)	68933 (104462)	68933 (104462)	
	Rent, Reimbursement of Municipal Tax and Other Charges	Nil (Nil)	877000 (626077)	877000 (626077)	
	Purchases	Nil (Nil)	45733670 (1,2636893)	44262599 (1,2636893)	
	Donation	Nil (Nil)	4,50,000 (9,00,000)	4,50,000 (9,00,000)	
	2	Unsecured Loan			
		Loan taken by company during the year	Nil (Nil)	35,00,000 (5,50,000)	35,00,000 (5,50,000)
		Loan Repaid by the company during the year	1,462 (Nil)	55,45,977 (15,00,939)	5547439 (15,00,939)
Balance out standing at 31/03/2014		Nil (1462)	230,19,536 (21808277)	230,19,536 (21809739)	
3	Sales & Other Income	Nil (Nil)	49926710 (34553064)	30115621 (34553064)	

List of Transactions, out of the transaction reported in the above table, where the transaction entered into with single party exceeds 10 % of the total related party transactions of similar nature are as under:

Nature of Payment	Related Party	2013-14 Rs.	2012-13 Rs.
Interest	V K A Finance and Investment Co.	29,11,217	2,527,113
Jobwork	Multishaper (India) Pvt Ltd	68,933	104,462
Purchase	Salasar Laminates Pvt. Ltd	4,42,62,599	12,636,893
Reimbursement of Rent, Municipal Tax and Other Charges	V K A Finance and Investment Co. Vikas V Agarwal Vishal V Agarwal	360,000 90,000 90,000	360,000 90,000 90,000
Remuneration	Santoshdevi V Agarwal	-	325,000
Remuneration	Shraddha Vishalkumar Agarwal	-	195,000
Remuneration	Vijaykumar -Director	33,64,908	3,353,088
Sales	Salasar Laminates Pvt. Ltd	2,22,94,533	11,029,106
Sales	Heritage Industries Pvt Ltd	70,65,880	22,656,290
Sales	Hidesign Innovations	1,68,94,481	Nil
Unsecured Loan			
Taken	V K A Fin. and Investment Co. Aarya Vikashkumar Agarwal (Minor) Khwaish Vishalkumar Agarwal (Minor)	35,00,000 Nil Nil	5,50,000 2,77,750 2,27,310
Repaid	Santoshdevi V Agarwal Vijaykumar D Agarwal - HUF Vikashkumar V Agarwal V K A Fin. and Investment Co.	Nil Nil Nil 53,45,482	69,488 844 1,018 902711

26. Earnings per Share Particular	Unit	31.03.2014	31.03.2013
Numerator used for calculating Basic and Diluted Earning per Share (Profit after Tax)	Rs.	1,15,55,917	1,06,02,281
Weighted average No. of shares used as denominator for calculating Basic and Diluted	No. of Shares	42,00,000	42,00,000
Face Value of Share	Rs.	10	10
Basic and Diluted Earning per Share	Rs.	2.75	2.52

27. Remuneration to directors :

Sr. No.	Particulars	2013-2014 (Rs.)	2012-13 (Rs.)
1.	Salary & Bonus	30,00,000	30,00,000
2.	Contribution to Provident Fund	3,57,048	3,53,088
3.	Reimbursement of Electricity	7,860	Nil
6.	Other Perquisites	Nil	46,122
	Total	33,64,908	33,53,088

28. Information pursuant to provision of paragraphs 3 and 4 of part II of Schedule VI of the Companies Act, 1956. (As certified by Director):
A) C.I.F. Value of Imports :

Sr. No.	Particulars	Amounts (Rs.)
1	Raw Materials	9,20,11,104 (6,81,46,688)
2	Components & Spare Parts	Nil (Nil)
3	Capital Goods	77,14,023 (41,86,903)

A)	Expenditure in Foreign Exchange:	Rs.	186,627 (Nil)
B)	Earning in Foreign Exchange:	Rs.	Nil (Nil)
C)	F O B Value of Export:	Rs.	Nil (Nil)

29. The difference between excise duty on opening and closing stock of finished goods is recognized separately in the Statement of Profit & Loss.
30. Borrowing costs attributable to the acquisition or construction of Qualifying Assets amounting to Rs. Nil (P. Y. Rs. Nil)
31. During the year, the company has impaired the assets to the tune of Rs. Nil (P.Y. Rs. Nil).
32. Lease:
The Company has entered into certain rent agreements and amounts of Rs. 7.80 Lacs (P.Y. Rs. 5.60 Lacs) paid under such agreements have been charged to the Statement of profit and Loss. These rents agreements are generally not non-

- cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by such agreements.
33. The Company has not received information from vendors regarding their status under the Micro, Small & Medium Enterprise Development Act, 2006 and hence disclosure relating to amount unpaid as at year end together with interest paid/payable under this act has been not given.
34. Balances are subject to confirmation.
35. Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

Notes: Previous year's figures have been shown in brackets.

Signature to notes "1" to "35"

As per our report of even date attached herewith
For, J.T. Shah & Company
Chartered Accountants
(FRN No. 109616W)

[J. T. Shah]
Partner
(M. No. 3983)
Place : Ahmedabad
Date: 23.05.2014

For, Decomica Limited
Chairman & Managing Director
Director
Director



DECO – MICA LIMITED

306, 3RD FLOOR, ISCON MALL, STAR BAZAR BUILDING, JODHPUR CHAR RASTE, SATELLITE AHMEDABAD

PROXY FORM

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

Name of the member(s):	
Registered address:	
E-mail id:	
Folio No./DP ID & Client Id*:	

*Applicable in case shares are held in electronic form

I/We, being the holder(s) of _____ shares of Deco-mica Ltd. hereby appoint:

Name:	
Address:	
E-mail id:	or failing him:

Name:	
Address:	
E-mail id:	or failing him:

Name:	
Address:	
E-mail id:	or failing him:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company, to be held on the 30th day of September, 2014 at 9:00 a.m. at 408, 10 Mile Stone Building, Nr. Drive-In Theatre, Ahmedabad, and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
1.	To receive, consider and adopt Audited Balance Sheet as at 31 st March, 2014 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.		
2.	To appoint a Director in place of Shri Vishal V Agarwal who retires by rotation and being eligible offers himself for reappointment.		
3.	To appoint Auditors and to fix their remuneration thereto.		
SPECIAL BUSINESS			
4.	Ordinary Resolution for appointment of Shri Udaybhan V. Tripathi as Independent Director for five years from 30 th September, 2014.		
5.	Ordinary Resolution for appointment of Shri Harishbhai Joshi as Independent Director for five years from 30 th September, 2014.		
6.	Special Resolution passed at the General Meeting and pursuant to the Section 180(1) (c) of the Companies Act 2013 for the purpose of borrowing.		
7.	Special Resolution passed at the General Meeting and pursuant to the provisions of section 180(1)(a) of the Companies Act 2013 for the purpose of creation of charge.		

Signed this _____ day of 2014

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. The Form should be signed across the stamp as per specimen signature registered with the Company.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting
3. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
4. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. A proxy need not be a member of the Company.

Book-Post

If undelivered please return to :
DECO-MICA LIMITED
306, ISCON Mall, Star bazaar building,
Jodhpur Char Rasta, Ahmedabad-15

IMAGE : 9825007085