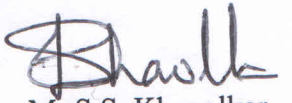


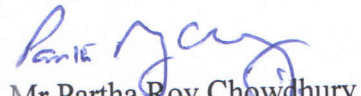
FORM A


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

1	Name of the Company	Navin Fluorine International Limited
2	Annual Standalone financial statements for the year ended	31 st March, 2015
3	Type of Audit observations	Unqualified
4	Frequency of observation	N.A

For NAVIN FLUORINE INTERNATIONAL LIMITED



Mr S.S. Khanolkar
Managing Director


Mr Partha Roy Chowdhury
Chief Financial Officer


Mr T.M.M. Nambiar
Audit Committee Chairman

Refer our Audit Report dated 28th April, 2015
on the standalone financial statements of the Company

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No 117364W)


R. Salivati


Partner
Membership No 34004
Mumbai, 28 April, 2015.

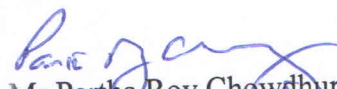
FORM A

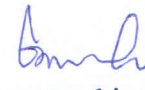
Format of covering letter of the annual audit report to be filed with the Stock Exchanges

1	Name of the Company	Navin Fluorine International Limited
2	Annual consolidated financial statements for the year ended	31 st March, 2015
3	Type of Audit observations	Unqualified
4	Frequency of observation	N.A

For NAVIN FLUORINE INTERNATIONAL LIMITED


Mr S.S. Khanolkar
Managing Director


Mr Partha Roy Chowdhury
Chief Financial Officer


Mr T.M.M. Nambiar
Audit Committee Chairman

Refer our Audit Report dated 28th April, 2015
on the consolidated financial statements of the Company

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No 117364W)



R. Salivati
Partner
Membership No 34004
Mumbai, 28 April, 2015.



Navin Fluorine International Limited

ANNUAL REPORT 2014-2015



Responsible Care®

SUSTAINABLE GROWTH



ARVIND MAFATLAL GROUP
The ethics of excellence



Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried, wherever possible to identify such statements by using words such as ‘anticipates’, ‘estimates’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri H. A. Mafatlal	Chairman
Shri T. M. M. Nambiar	Director
Shri P. N. Kapadia	Director
Shri S. S. Lalbhai	Director
Shri S. M. Kulkarni	Director
Shri V. P. Mafatlal	Director
Shri S. G. Mankad	Director
Shri H. H. Engineer	Director
Smt. R. V. Haribhakti	Director (w.e.f. 30.7.2014)
Shri A. K. Srivastava	Director (Finance Director upto 30.4.2015)
Shri S. S. Khanolkar	Managing Director

COMPANY SECRETARY

Shri N.B. Mankad

BANKERS

State Bank of Hyderabad
AXIS Bank Limited
HDFC Bank Limited

AUDITORS

Messrs. Deloitte Haskins & Sells,
Chartered Accountants

SOLICITORS

Vigil Juris

REGISTERED OFFICE

2nd Floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East) Mumbai 400057
Tel: 91 22 6650 9999, Fax: 91 22 6650 9800
E-mail: info@nfil.in
Website: www.nfil.in

UNITS

Navin Fluorine, Surat 395023 (Gujarat)
Navin Fluorine, Dewas 455022 (M.P.)
Navin Fluorine, Dahej 392130 (Gujarat)

REGISTRAR & SHARE TRANSFER AGENT

Sharepro Services (India) Pvt. Ltd.
Samhita Warehousing Complex, 2nd floor,
Gala No.52 to 56, Bldg. No.13A-B,
Near Sakinaka Telephone Exchange, Andheri-Kurla Road,
Sakinaka, Mumbai 400072
Tel: 91 22 6772 0300 / 0400, Fax: 91 22 2859 1568 /
2850 8927
E-mail: sharepro@shareproservices.com

INVESTOR RELATIONS CENTRE

Sharepro Services (India) Pvt. Ltd.

- | | |
|--|---|
| 1. 912, Raheja Centre,
Free Press Journal Road,
Nariman Point,
Mumbai 400021
Tel.: 91 22 6613 4700
Fax.:91 22 2282 5484 | 2. Devnandan Mega Mall,
Office No. 416-420,
4 th floor,
Opp. Sanyas Ashram,
Ahmedabad 380006
Tel.: 079 2658 2381 / 84 |
|--|---|
- E-mail: sharepro@shareproservices.com

17th ANNUAL GENERAL MEETING

On Monday, the 29th June, 2015,
At 3.00 p.m.

at Rama & Sundri Watumull Auditorium,
K. C. College, Dinshaw Wacha Road,
Churchgate, Mumbai 400020

- Shareholders intending to require information about accounts to be explained in the meeting, are requested to inform the Company at least seven days in advance of the Annual General Meeting.
- Shareholders are requested to bring their copy of Annual Report to the Meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
- The Listing Fees for the year 2015-16 have been paid by the Company to Mumbai, National Stock Exchange and Ahmedabad Stock Exchange where the shares of the Company are listed.

NOTICE

NOTICE IS HEREBY GIVEN THAT the 17th Annual General Meeting of the Members of the Company will be held on Monday, the 29th June, 2015 at 3.00 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To confirm the payment of Interim Dividend on equity shares for the year 2014-15 and to declare final dividend on equity shares for the year 2014-15.
3. To appoint a Director in place of Shri S.S. Khanolkar (holding DIN 02202839) who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Registration No.117364W), as Auditors of the Company, by resolution passed at the 16th Annual General Meeting of the Company, to hold office from the conclusion of the 16th Annual General Meeting until the conclusion of the 19th Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 17th Annual General Meeting until the conclusion of the 19th Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Smt. R.V. Haribhakti (holding DIN 02409519) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th July, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Article 127 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a

notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Shri A.K. Srivastava (holding DIN 00046776) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st May, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 127 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modifications, the following Resolution, as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, approval of the Company be and is hereby accorded to the re-appointment of Shri S.S. Khanolkar (holding DIN 02202839) as the Managing Director of the Company for a period of 5 years with effect from 1st January, 2016 on the terms and conditions and remuneration as set out in the draft letter of appointment laid before the Meeting, with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner, as the Board in its absolute discretion deems fit and is acceptable to Shri S.S. Khanolkar, within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf."

8. To consider and, if thought fit to pass with or without modifications, the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any of the Companies Act, 2013, payment of Remuneration of ₹

3.50 lacs (Rupees Three Lacs Fifty Thousand only) (apart from reimbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri I. V Jagtiani, Cost Auditor (Membership Number M-997) for conducting the audit of Cost Records relating to the chemical products manufactured by the Company for the year 1st April, 2015 to 31st March, 2016, be and is hereby approved and ratified."

Regd. Office:

2nd floor, Sunteck Centre,
37/40, Subhash Road,
Vile Parle (East),
Mumbai 400057.

By Order of the Board,

Place : Mumbai

N.B. Mankad

Dated : 28th April, 2015

Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER.

Instrument appointing a proxy duly completed in all respects should reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Numbers 5 to 8 mentioned in the above Notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 23rd June, 2015 to Friday, the 26th June, 2015 (both days inclusive) for the purpose of payment of dividend, if any.
4. The final dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on 1st July, 2015.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants.
- b) Shareholders holding shares in physical form are requested to provide the following details along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), Bank name, branch name, branch address, Account type and account number, IFSC code and MICR code and a copy of cancelled cheque.

5. Smt. R. V. Haribhakti, an Independent Director, seeking appointment at this Meeting does not hold any shares in the Company.
6. Members are requested to note that pursuant to the provisions of Section 205C of the Companies Act, 1956, the dividend remaining unclaimed / unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government. The Company has already transferred the unclaimed / unpaid dividend declared for the year 2007 to the said fund. Members who have so far not claimed the dividends declared for any subsequent financial year(s) are requested to make claim with the Company immediately as no claim shall lie against the fund or the company in respect of individual amounts once credited to the said fund.
7. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Company and has issued circulars allowing service of notices / documents including annual report by e-mail to its members. To support this green initiative of the government in full measure, members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar and Share Transfer Agent.
8. In terms of Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, e-voting facility is being provided to the Members. Details of the e-voting process and other relevant details are being sent to all the Members. along with the Notice.

ANNEXURE TO NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of Item Numbers 5 to 8:

In respect of Item No. 5:

Smt. R. V. Haribhakti, aged 57 Years, holds a Bachelor's Degree in Commerce and a Post Graduate Diploma in Management from IIM, Ahmedabad. She has varied experience of over 31 years in Commercial and Investment Banking with Bank of America, JM Morgan Stanley, DSP Merrill Lynch and RH Financial Services.

Smt. Haribhakti, was appointed as an Additional and Independent Director by the Board of Directors on 30th July, 2014 under Article 127 of the Articles of Association of the Company and Section 161(1) of the Companies Act, 2013. She is an Independent Director on the Board in accordance with Section 149 of the Companies Act, 2013 read with Schedule IV and the provisions of the Listing Agreement. Under the said Section 161(1), she will hold office as an additional director up to the ensuing Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Smt. Haribhakti, being eligible and who had offered herself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member of the Company along with requisite deposit, signifying his intention to propose Smt. Haribhakti as a candidate for the office of the Independent Director of the Company.

In the opinion of the Board, Smt. Haribhakti fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with the provisions of the Listing Agreement, for her appointment as an Independent Director of the Company and is independent of the management of the Company. Having regard to her qualifications, knowledge and experience, her appointment as an Independent Director will be in the interest of the Company.

A copy of the draft letter of appointment proposed to be issued to Smt. Haribhakti, as an Independent Director of the Company, setting out the terms and conditions of appointment, would be available for inspection without any fee by the members at the Registered Office of the

Company, during normal business hours on any working day, excluding Saturday. The Board recommends her appointment as an Independent Director in the interest of the Company.

None of the Directors, key managerial personnel and/or their relatives, except Smt. Haribhakti is concerned or interested in the Resolution.

In respect of Item No. 6:

Shri A.K. Srivastava, aged 63 years, is a Bachelor of Science and a Chartered Accountant having experience of more than 37 years in the areas of Finance, Accounts and Taxation in big corporates.

The term of office of Shri Srivastava as Finance Director expires on 30th April, 2015 and accordingly he will retire from the services of the Company. The Board of Directors at their Meeting held on 28th April, 2015, appointed him as an Additional Director with effect from 1st May, 2015 under Article 127 of the Articles of Association of the Company and Section 161 (1) of the Companies Act, 2013. He will hold office as an Additional Director up to the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member of the Company along with requisite deposit signifying his intention to propose Shri Srivastava as a candidate for the office of the Director of the Company, liable to retire by rotation.

Having regard to his qualifications, knowledge and experience, the appointment of Shri Srivastava as a Director will be in the interest of the Company. The Board recommends his appointment as a Director in the interest of the Company.

None of the Directors, key managerial personnel and/or their relatives, except Shri Srivastava is concerned or interested in the Resolution.

In respect of Item No. 7:

Shri S.S. Khanolkar is overall in-charge of the business of the Company. He is 47 years of age and is B.E. MMS, having experience of more than 23 years in various Indian and multinational organizations of repute within India, in the areas of production, marketing etc. He has also done Advanced Management Programme from Harvard Business School, USA.

The Members of the Company had, at the 13th Annual General Meeting held on 22nd June, 2011, accorded their approval for the terms of appointment of Shri Khanolkar as Managing Director, for a period of five years with effect

from 1st January, 2011. Accordingly, the present term of his office as Managing Director expires on 31st December, 2015. The Board of Directors of the Company at their Meeting held on 28th April, 2015, re-appointed Shri Khanolkar as Managing Director of the Company for a period of five years from 1st January, 2016, subject to consent of the Members of the Company, on the following terms and conditions:

Terms of Remuneration:

- I (a) Basic Salary: ₹ 99,00,000/- per annum.
- (b) Perquisites and Allowances, the aggregate monetary value of which shall not exceed ₹ 20,27,000/- per annum. These Perquisites and Allowances would be in addition to the items mentioned in clause 'c', 'd' and 'e' below;
- (c) Perquisites:
 - i) Fully furnished house or House Rent not exceeding ₹ 39,60,000/- per annum in lieu thereof;
 - ii) Mediciclaim Policy, Personal Accident Insurance, Leave Travel Concession and Club Fees as per the rules of the Company;

Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be valued at actual cost.
- (d) He will also be entitled to the following:
 - i) Contribution to provident fund or annuity fund to the extent these either singly or put together, are not taxable under the Income Tax Act, 1961 and contribution to Superannuation Fund;
 - ii) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service; and
 - iii) Encashment of leave at the end of the tenure.
- (e) Apart from remuneration, Shri S.S. Khanolkar will be entitled to:
 - i) Free use of the Company's car for the business of the Company with reimbursement of driver's salary;
 - ii) Free telephone facility at residence and use of mobile phone facility;
 - iii) Reimbursement of expenses actually and properly incurred by him for the business of the Company;

- II Commission, up to 1% of the net profit of the Company, at the discretion of the Board, at the end of each financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013 subject to the ceiling laid down in Sections 197 of the Companies Act, 2013 on the total remuneration.
- III. In the case of absence or inadequacy of profits in any financial year of the Company during 1st January, 2016 to 31st December, 2018, Shri Khanolkar will be entitled to salary, perquisites and other allowances as the minimum remuneration subject to the maximum limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013. The perquisites mentioned in para I (d) above shall not be included in the computation of the ceiling on minimum remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

The Board may alter or vary the above referred terms of appointment, salary and perquisites including minimum remuneration payable to him in such manner as the Board in its absolute discretion deems fit and acceptable to Shri Khanolkar, provided that such alterations are within the limits specified in Schedule V to the Companies Act, 2013 or any amendments, modifications or re-enactments thereof, from time to time.

Shri Khanolkar shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

A copy of the draft Letter of Appointment proposed to be issued to Shri Khanolkar recording the terms of his re-appointment for a period of five years from 1st January, 2016 as referred to in the said resolution is available for inspection by the Members at the Registered Office of the Company, during normal business hours on any working day excluding Saturday.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of the said Schedule V and also Clause 49 of Listing Agreement with the Stock Exchanges, are given in Annexure 'A' to this Explanatory Statement.

The Board of Directors recommend passing of the Special Resolution at Item Number 7 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives except Shri Khanolkar is concerned or interested in the resolution.

In respect of Item No. 8:

In accordance with the provisions of Section 148(2) and 148(3) read with The Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor for audit of Chemicals Products manufactured by the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Shri I. V. Jagtiani, as the Cost Auditor for Cost Audit of chemical products for the Year 1st April, 2015, to 31st March, 2016 on a remuneration of ₹ 3.50 lacs (Rupees Three lacs Fifty Thousand only) (apart from reimbursement of out-of-pocket expenses incurred for the purpose of Audit) subject to approval of remuneration by the Members.

Section 148(3) read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 prescribes that the remuneration

of the Cost Auditor shall be ratified by the Shareholders. Accordingly, this Ordinary Resolution is proposed for ratification by the Members.

The Board of Directors recommend passing of the Ordinary Resolution at Item Number 8 of the Notice.

None of the Directors, key managerial personnel and/or their relatives is concerned or interested in the Resolution.

Regd. Office:

2nd floor, Sunteck Centre,
37/40, Subhash Road,
Vile Parle (East),
Mumbai 400057.

By Order of the Board,

Place : Mumbai

N.B. Mankad

Dated : 28th April, 2015

Company Secretary

ANNEXURE 'A' TO THE EXPLANATORY STATEMENT

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of re-appointment of Shri S.S. Khanolkar.

I. GENERAL INFORMATION:**1. Nature of Industry:**

Chemical Industry

2. Date or expected date of commencement of commercial production:

2002-2003 was the first year of operationalization of the Company. Pursuant to the Rehabilitation Scheme of Mafatlal Industries Limited (MIL), sanctioned by the Hon'ble BIFR vide its Order dated 30th October, 2002, the Chemical Business of MIL vested, as a going concern, in the Company w.e.f. Appointed Date of 1st March 2002.

3. In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus:

N.A.

4. Financial performance based on given indicators:

(₹ in lacs)

	Current Year	Previous Year
Turnover (Net)	54,612.27	44,913.84
Profit after Tax	4,938.49	5,066.39

5. Foreign Investments or collaborations, if any: NIL**II. INFORMATION ABOUT THE APPOINTEE:****1. Background details:**

Shri S.S. Khanolkar is 47 years of age and is B.E. MMS, having experience of more than 23 years in various Indian and multi national organizations of repute within India, in the areas of production, marketing etc. He has also done Advanced Management Programme from Harvard Business School, USA.

2. Past remuneration:

Shri S. S. Khanolkar had a basic salary of ₹ 90,00,000/- per annum plus perquisites and allowances to the tune of ₹ 18,42,000/- per annum and house rent of ₹ 36,00,000/-. He was also paid commission of ₹ 33,50,000/-.

3. Recognition or Awards :

NIL

4. Job Profile and his suitability:

Shri S.S. Khanolkar is the Managing Director and overall in charge of the business of the Company. Looking at the overall exposure and experience of Shri S.S. Khanolkar in diversified areas and responsibilities to be shouldered by him, he is suitable for the position.

5. Remuneration proposed:

As mentioned in Explanatory Statement in respect of item Number 7 of the Notice convening the 17th Annual General Meeting.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin):

Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the proposed remuneration, Shri S.S. Khanolkar does not have any pecuniary relationship with the Company and its managerial personnel.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: N.A.
2. Steps taken or proposed to be taken for improvement: N.A.
3. Expected increase in productivity and profits in measurable terms: N.A.

Particulars of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Listing Agreement

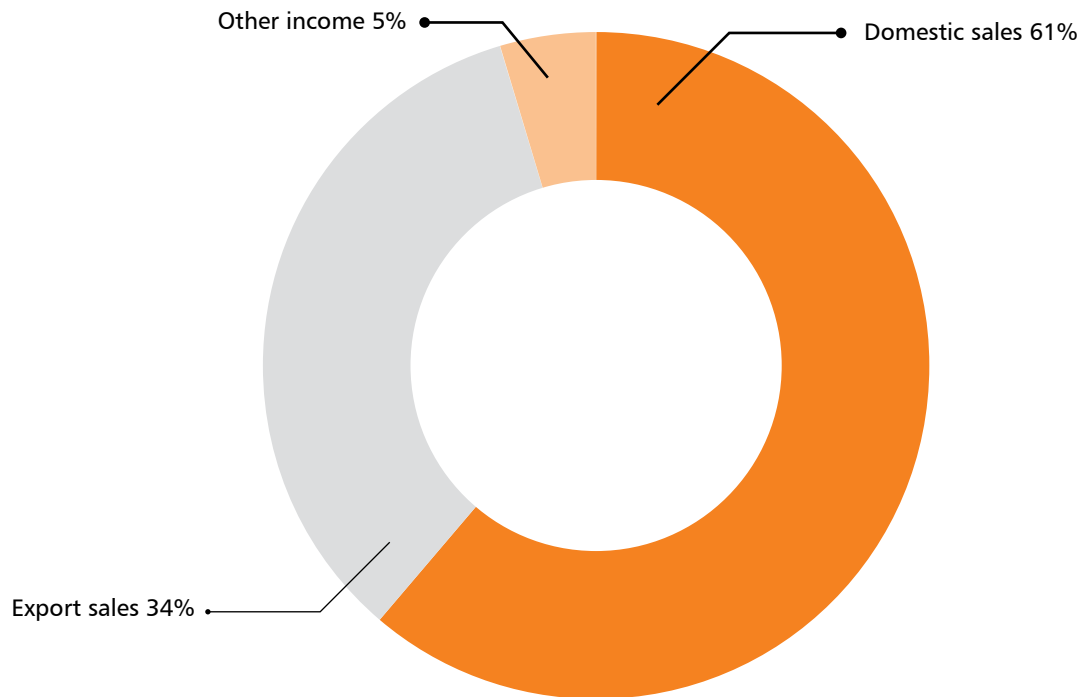
Name	Shri S. S. Khanolkar	Smt. R.V. Haribhakti	Shri A.K. Srivastava
Age	47 Years	57 Years	63 Years
Date of Appointment/ Reappointment	01.07.2008	30.07.2014	21.01.2003
Expertise in functional areas	He has 23 years of experience in various Indian and Multinational organizations of repute within India in the areas of production, marketing etc. He is overall in-charge of the business of the Company.	She has over 31 years of experience in commercial and investment banking having worked with Bank of America, JM Morgan Stanley, DSP Merrill Lynch and RH Financial Services.	He has over 37 years of experience in large corporate in area of Finance, Accounts and Taxation
Brief Resume	BE, MMS, AMP from Harvard Business School, USA	B. Com., PGDM (IIM Ahmedabad)	B.Sc. (Hons.), FCA.
Names of the Companies in which he/she holds Directorships/Committee Membership	Director in: Navin Fluorine International Ltd. Manchester Organics Ltd., UK Swarnim Gujarat Fluorspar Pvt. Ltd. Convergence Chemicals Pvt. Ltd.	Director in: Adani Ports and Special Economic Zone Ltd. EIH Associated Hotels Ltd. ICRA Ltd. ICRA Techno Analytics Ltd. Navin Fluorine International Ltd. Rain Industries Ltd. Vistaar Financial Services Pvt. Ltd. Committee Membership: Audit Committee: ICRA Ltd. - Member ICRA Techno Analytics Ltd.-Member Rain Industries Ltd.-Member Nomination and Remuneration Committee: ICRA Ltd.-Chairman ICRA Techno Analytics Ltd.-Member Rain Industries Ltd.-Member	Director in: Mafatlal Industries Ltd. Navin Fluorine International Ltd. Committee Membership: Stakeholders Relationship Committee: Navin Fluorine International Ltd.-Member

SUMMARISED FINANCIAL DATA

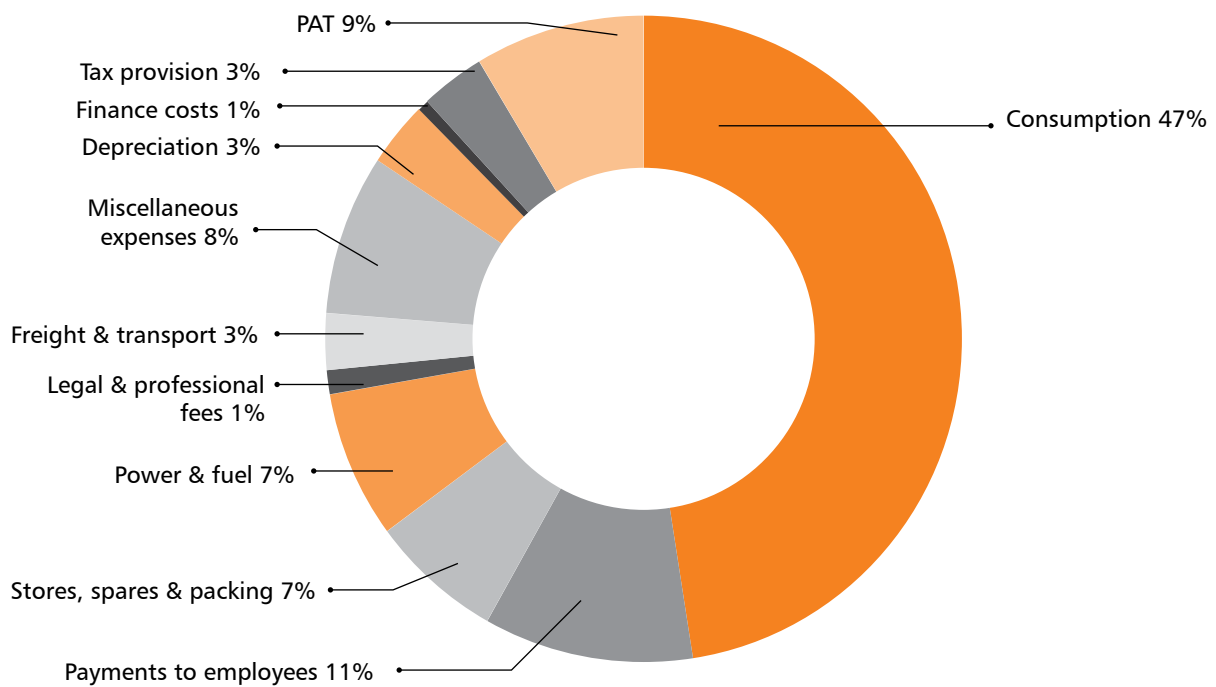
(₹ in lacs)

	2005 - 06	2006 - 07	2007 - 08	2008 - 09	2009 - 10	2010 - 11	2011 - 12	2012 - 13	2013 - 14	2014 - 15
STATEMENT OF PROFIT & LOSS										
1 Total income	23828	27392	29544	42262	43723	44113	79486	53855	47850	57276
2 Profit before depreciation, interest, exceptional items and tax	3483	4580	4058	10178	13589	12313	34071	9428	9007	8996
3 Exceptional items	(121)	(260)	(506)	(757)	-	-	-	-	-	-
4 Finance costs	(818)	(783)	(890)	(863)	(249)	(360)	(354)	(610)	(540)	(324)
5 Depreciation, amortization and impairment	(750)	(883)	(1148)	(1718)	(1107)	(1354)	(1773)	(1961)	(2055)	(1864)
6 Profit before tax	1794	2655	1514	7309	12233	10599	31944	6857	6413	6808
7 Profit after tax	855	1260	788	4529	7436	7164	23124	4316	5066	4938
8 Dividend (₹ per share)	3.00	4.00	4.00	10.00	14.00	15.00	75.00 *	15.00	16.00	16.00
* including special dividend of ₹ 60/-										
9 Earning per share (EPS) ₹	9.54	12.47	7.81	44.84	73.63	71.11	236.90	44.22	51.90	50.57
BALANCE SHEET										
10 Net fixed assets	14166	17252	18312	17396	17793	20491	24168	23918	23127	27029
11 Investments	2262	1743	1625	1625	85	4776	20494	24664	26294	23447
12 Current assets (net)	9963	9780	9942	10860	14455	14734	15873	13945	13779	14315
13 Capital employed	26391	28775	29879	29881	32333	40002	60536	62527	63201	64791
14 Borrowings	8807	9247	9175	5264	1136	4907	9334	8324	5700	4489
15 Net worth	17426	18567	19239	22902	29098	33180	48337	50946	54186	57113
16 Book value of share of ₹ 10/- each (15 / no. of shares)	172.54	183.84	190.48	226.75	288.10	339.92	495.20	521.93	555.12	584.59
17 Debt / equity ratio (14 / 15)	0.51	0.50	0.48	0.23	0.04	0.15	0.19	0.16	0.11	0.08
18 EBITDA (%) (2 / 1)	15%	17%	14%	25%	31%	28%	43%	18%	19%	16%
19 Profit after tax (%) (7 / 1)	4%	5%	3%	11%	17%	16%	29%	8%	11%	9%
20 Return on net worth (%) (PAT / Avg of opening & closing net worth)	5%	7%	4%	21%	29%	23%	57%	9%	10%	9%
21 Return on capital employed (%) (PBT + finance costs) / (Avg of opening & closing capital employed)	11%	12%	8%	27%	40%	30%	64%	12%	11%	11%

RUPEE EARNED (%)



RUPEE SPENT (%)



DIRECTORS' REPORT

To,
The Members,
Navin Fluorine International Limited

Your Directors are pleased to present the Seventeenth Annual Report together with the audited accounts for the year ended 31st March 2015.

1. FINANCIAL RESULTS

(₹ in lacs)

	Current Year	Previous Year
Operating income	54612	44914
Other income (including non-recurring income)	2664	2936
EBIDTA	8996	9007
<i>less:</i> Depreciation	1864	2055
Interest	324	540
Tax	1870	1346
Profit after tax	4938	5066
<i>add:</i> Surplus brought forward from the previous year	30427	27695
Amount available for appropriation	35200	32762
Appropriation:		
Transfer to general reserve	494	507
Interim dividend	733	732
Proposed final dividend	830	830
Corporate dividend tax	316	265
Surplus carried to Balance sheet	32827	30427

Note: Figures are regrouped wherever necessary to make the information comparable.

2. DIVIDEND

The Company paid an interim dividend of ₹ 7.50 per share on 97,69,797 equity shares of nominal value of ₹ 10/- each, aggregating to ₹ 732.73 lacs in the month of October 2014. The Board of Directors is pleased to recommend a final dividend for the year of ₹ 8.50 per share on 97,69,797 equity shares of nominal value of ₹ 10/- each, aggregating to ₹ 830.43 lacs.

3. YEAR IN RETROSPECT

Operating profits for the year increased by 20% over that of the previous year while the profit before tax (PBT) increased by 6% from ₹ 6,412 lacs (including a write-back of ₹ 380 lacs) in FY14 to ₹ 6,808 lacs during the year under review. Profit after tax (PAT) at ₹ 4,938 lacs in the current year marginally declined by 3% from ₹ 5,066 lacs in FY14.

The increase in operating profit has been mainly driven by deeper market penetration leading up to higher volumes and capacity utilisation. The marginal decline in PAT is primarily on account of recent changes in the tax laws. Until FY14 surpluses arising from certain class of investments maturing between one and three years could avail indexation benefits and a lower rate of long term capital gains tax. In the current fiscal these incomes have become taxable at the full marginal rate. The Company has a substantial income from this stream. Hence, the adverse change in taxation increased the effective tax rate for the Company in the current year thereby reducing the PAT.

During the year the Non-CER turnover reached an all-time high of ₹ 54,612 lacs, a growth of 22% over the previous year's ₹ 44,914 lacs driven by the refrigerant, specialty and the contract research and manufacturing services (CRAMS)

businesses. Inorganic fluorides registered a 7% decline in the top line. The details have been discussed in the management discussions & analysis section of this annual report.

Exports at ₹ 19,785 lacs, posted a healthy year-on-year growth of 45% over ₹ 13,518 lacs of the previous fiscal. Inorganic fluoride exports doubled during the year to reach up to 10% of the total inorganic fluoride sales and improve capacity utilisation. The domestic business grew at 12% as the robust growths in refrigerants and specialties were partially off-set by a muted inorganic fluorides sales.

The specialties and CRAMS are expected to be the growth drivers while refrigerant (HCFC 22) is already into its first year of phase-down under the Montreal Protocol.

During the year, the costs of key raw materials moved in mixed directions. The Company continued to use diverse sources for fluorspar (the most important raw material which is fully imported) and achieved an overall savings of 10% in comparison to the previous year's cost despite a steady decline in the value of Indian Rupee against the US Dollar. Sulphur and chloroform, the other critical raw materials experienced strong inflationary trends exerting stress on the margins across product-lines. Sulphur price witnessed a sharp 30% increase and price of Chloroform has more than doubled in comparison to FY14. The key raw materials will continue to remain expensive in the near future except for fluorspar which is expected to remain stable.

The energy cost at Surat, Gujarat has been 27% higher than that of the previous year. Natural gas cost for the Company increased by 11% in the current fiscal compared to that of the previous year despite weak global prices. The other adverse factor has been non-availability of exchange traded power from other states, in South Gujarat.

The new port at Hazira, 30 kms. from Surat, has been in operation since last year. Given the fact that 34% of the Company's turnover comes from exports and 66% of the raw material are imported, the nearness to an all weather port brings in a permanent cost advantage to the Company.

The Company is a net exporter. The INR to USD exchange moved in a bandwidth of 10% during the year with the Indian Rupee getting weaker which helped the export

realisations. However, INR gained against both the British Pound (GBP) and Euro during the year by ~ 10% and 20% respectively. The exchange loss of ₹ 95 lacs booked in other expenses is on account of timing differences between the actual foreign currency transactions and their realisation or re-statements.

As you are aware, during the previous fiscal, the Company implemented an aggressive plan to improve the operating efficiencies across its manufacturing and materials management functions which helped the Company improve its margins and get more aggressive in growing the volumes, both in the domestic and international markets. During the year, these initiatives were further consolidated. The top-line growth helped a better absorption of overheads contributing to the improvements in the operating margins.

A Capex of ₹ 6,000 lacs is underway at Dewas, MP which is the hub of our CRAMS activities. The facility will come on stream in the first half of the FY16. This is the largest dedicated contract manufacturing set-up of the Company, ready to manufacture a diversified range of fluorinated molecules for its CRAMS customers in a cGMP environment. So far more than 40 molecules have been worked on and delivered to more than 20 global pharma majors. It is also in the process of reaching out to markets in the US West coast, Western Europe and Japan by having direct representations in those geographies in addition to the strong presence of Manchester Organics Limited (MOL) in the UK. The NFIL-MOL integration has also worked well and helped gain a higher share in the CRAMS universe of fluorinated molecules.

Through the year the technology teams worked hard to improve productivity, quality and costs of various products to offer a competitive marketing edge to the businesses on one hand and flexibility of sourcing to the supply chain team on the other.

During the year, a conservative inventory policy for raw materials was followed in order to remain closer to the market prices of all the key raw materials and access the resultant movement in the finished product prices. There has been increase in receivables, inventories and payables. The overall net working capital increased by ₹ 916 lacs. The working capital remains an area of key management attention and the levels are well within acceptable industry norms.

The company maintained a good financial health with a sizeable treasury income. The Basel II rating of the Company is maintained at 'CARE AA-' (indicating high degree of safety regarding timely servicing of financial obligations and very low credit risk) for borrowings with a tenure of more than one year and fund-based facilities. The rating for short-term facilities (less than one year) has been maintained at 'CARE A1+' (indicating very strong degree of safety regarding timely servicing of financial obligations and lowest credit risk) for its non-fund based facilities. During the year the Company received a 'CARE A1+' rating for issuance of unsecured commercial papers to the extent of ₹ 2,000 lacs.

The Company is fully committed to its responsibilities in health, safety and environmental (HSE) management and has continued to make sizable investments in HSE during the year. The Company received 'Responsible Care' logo certification from the Indian Chemical Council. 'Responsible Care' is the chemical industry's unique global initiative that drives continuous improvement in HSE performance together with open and transparent communications with stakeholders. The logo is awarded in recognition of a company's commitment to sustainability. With this the Company joins an exclusive club of chemical companies in India who have been awarded the privilege to use this logo.

During the year the Company's facility at Surat received various HSE awards and recognitions and letters of appreciation from the Government of Gujarat, National Safety Council, etc. The Company run several in-house HSE awareness programmes at all its locations.

4. SUBSIDIARIES AND JOINT VENTURES

The Company has two subsidiaries and two Joint Ventures:

- (i) Sulakshana Securities Limited (SSL), created to settle dues of the term lenders of Mafatlal Industries Limited (MIL), continued to remain a wholly-owned subsidiary of the Company. After settling all the third-party dues, SSL now is left with 1,455 Sq. mtrs. of commercial floor space in Mafatlal Centre, Nariman Point, Mumbai and a significant portion of this property has been leased out on contemporary terms. SSL is utilizing its current cash flows to repay its debt to the Company. During the year ₹ 337.16 lacs has been repaid by SSL and its current outstanding to the Company is ₹ 2,200 lacs.

- (ii) The Company holds 51% of the ordinary voting shares of Manchester Organics Limited (MOL), a specialized chemicals research company in Runcorn, U.K. During the year MOL reported a turnover of ₹ 4,868 lacs and a profit before tax of ₹ 817 lacs and its accounts have been considered in the consolidated results of the Company.
- (iii) The Company has subscribed to 25% of the initial equity share capital of Swarnim Gujarat Fluorspar Private Limited. It is a Joint Venture (JV) with Gujarat Mineral Development Corporation Limited (GMDC) and Gujarat Fluorochemicals Limited (GFL) formed for the purpose of beneficiation of fluorspar ores to be supplied by GMDC from its mines. The entire quantity of the finished product viz. acid grade fluorspar will be bought out by the Company and GFL. This is a feedstock de-risking initiative for long term fluorspar supply assurance, the most critical raw material of the Company. The JV is yet to start its operations. Its final accounts for the year ended 31st March 2015 have been considered in the consolidated results of the Company.
- (iv) During the year, the Company entered into a Joint Venture (JV) agreement with Piramal Enterprises Limited (PEL) and accordingly a company by the name of Convergence Chemicals Private Limited (CCPL) has been formed to leverage the Company's rich legacy in fluorine chemistry and the deep outreach of the JV partner in the healthcare space. PEL holds 51% and the Company owns 49% of the equity share capital of CCPL. Its final accounts for the year ended 31st March 2015 have been considered in the consolidated results of the Company.

The financial position of each of the said four Companies is given in the Notes to Consolidated financial statements.

The Company does not have any material subsidiary. Policy on material subsidiary is available on weblink <http://www.nfil.in/policy/index.html>

The audited accounts of the subsidiary companies are placed on the Company's website and the same are open for inspection by any member at the Registered Office of the Company on any working day between 2.00 p.m. and 4.00 p.m. and the Company will make available a copy thereof to any member of the Company who may be interested in obtaining the same.

5. REPORTS ON MANAGEMENT DISCUSSION ANALYSIS AND CORPORATE GOVERNANCE

As required under the Listing Agreement with Stock Exchanges ("Listing Agreement"), management discussion and analysis and corporate governance report are annexed as **Annexure 1** and **Annexure 2** respectively to this Report.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR)

At Navin Fluorine International Ltd. (a part of Arvind Mafatlal Group), fulfilling CSR is a way of life. Arvind Mafatlal Group has been implementing a range of CSR activities over the last fifty years, in areas like poverty alleviation, healthcare, education, women's welfare in rural India, etc.

Pursuant to the provision of Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a CSR Committee. Shri H. A. Mafatlal is the Chairman of the Committee and Shri S. G. Mankad, Shri H.H. Engineer and Shri V. P. Mafatlal are the other members of the Committee. The Board of Directors, based on the recommendations of the Committee, formulated a CSR Policy encompassing the Group's and the Company's philosophy for describing its responsibility as a Corporate citizen, laying down the guidelines and mechanisms for undertaking socially relevant programmes for welfare and sustainable development of the community at large. CSR Policy is available on weblink <http://www.nfil.in/policy/index.html>

The amount required to be spent on CSR activities during the year under report in accordance with the provisions of Section 135 of the Act is ₹ 300.29 lacs and the Company has spent ₹ 131.73 lacs during the current financial year (as against ₹ 34.60 lacs during the previous year). The shortfall in the spend during the year under report is intended to be utilized in a phased manner in future, upon identification of suitable projects within the Company's CSR Policy. The requisite details on CSR activities pursuant to Section 135 of the Act and as per Annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 are annexed as **Annexure 3** to this Report.

7. INDUSTRIAL RELATIONS

The relationship with the workmen and staff remained cordial and harmonious during the year and the

management received full co-operation from the employees. During the year, a three years wage settlement was reached with the union at Bhestan, which came into effect from 1st April 2013.

During the year, extensive training and developmental activities were undertaken, both in-house and out-bound for the employees. Various efficiency and quality improvement initiatives, including some functional and behavioral training programs were undertaken. The total number of employees as on 31st March 2015 was 641.

8. INSURANCE

The properties and insurable assets and interests of the Company, like building, plant and machinery and stocks, among others, are adequately insured.

9. EMPLOYEE STOCK OPTION SCHEME 2007

During the year 86,700 Stock Options were granted to the employees out of the unallotted options under the employees Stock Option Scheme 2007. Pursuant to the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines 1999, as amended, the details of stock options as on 31st March, 2015 under the "Employee Stock Option Scheme 2007" are annexed as **Annexure 4** to this Report.

10. DIRECTORATE

Pursuant to the provisions of the Act, Shri S.S. Khanolkar retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment. Shri S.S. Khanolkar has been re-appointed as Managing Director for a period of five years with effect from 1st January, 2016, subject to approval of the Members at the ensuing Annual General Meeting.

The Board of Directors has appointed Smt. R.V. Haribhakti as an Additional Director w.e.f. 30th July, 2014. She will hold Office up to the ensuing Annual General Meeting, of the Company and being eligible, offers herself for re-appointment. Notice under Section 160 of the Act, has been received by the Company from a Member, signifying his intention to propose the candidature of Smt. R.V. Haribhakti as an Independent Director of the Company.

Shri A.K. Srivastava, retires as Finance Director with effect from 30th April, 2015. The Board wishes to place on record, its sincere appreciation for the services rendered by Shri A.K. Srivastava during his tenure as Finance Director of the

Company. The Board of Directors has appointed Shri A.K. Srivastava as an Additional Director w.e.f. 1st May, 2015. He will hold Office up to the ensuing Annual General Meeting of the Company, and being eligible, offers himself for re-appointment. Notice under Section 160 of the Act, has been received by the Company from a Member, signifying his intention to propose the candidature of Shri A.K. Srivastava as a Director of the Company.

11. EXTRACT OF THE ANNUAL RETURN

Extract of the Annual Return for the Financial Year ended on 31st March, 2015 as required by Section 92(3) of the Act is annexed as **Annexure 5** to this Report.

12. NUMBER OF BOARD MEETINGS

During the year the Board of Directors met seven times. The details of the Board Meetings are provided in the Corporate Governance Report.

13. DIRECTORS RESPONSIBILITY STATEMENT

As required under the provisions of Section 134 of the Act, your Directors report that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (b) 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 profits of the Company for that period.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the annual accounts on a going concern basis.
- (e) The Directors have laid down internal financial controls (as required by Explanation to Section 134(5)(e) of the Act) to be followed by the Company and such internal financial controls are adequate and are operating effectively.

- (f) The Directors have devised proper systems to ensure compliance with the provisions of applicable laws and such systems are adequate and operating effectively.

14. DECLARATION BY INDEPENDENT DIRECTORS

The following Directors are independent in terms of Section 149(6) of the Act and Clause 49 of the Listing Agreement:

- i) Shri T.M.M. Nambiar
- ii) Shri P.N. Kapadia
- iii) Shri S.S. Lalbhai
- iv) Shri S.M. Kulkarni
- v) Shri S.G. Mankad
- vi) Shri H.H. Engineer
- vii) Smt. R.V. Haribhakti

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

15. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 134(3)(e), Section 178(3) & (4) and Clause 49 of the Listing Agreement are annexed as **Annexure 6** to this Report.

16. AUDITORS REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their report on the Financial Statements of the Company for the Financial Year ended 31st March, 2015.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

Particulars of loans given and of the investments made by the Company as at 31st March, 2015 are given in the Notes forming part of the Financial Statements. During the Financial Year under review, the Company made investments by way of subscribing to equity shares of the face value of ₹ 10/- each at par as under:

- (a) 2,94,04,900 equity shares of ₹ 10/- each of Convergence Chemicals Pvt. Ltd.
- (b) 10,70,000 equity shares of ₹ 10/- each of Swarnim Gujarat Fluorspar Pvt. Ltd.

The Company also made investments in schemes of various mutual funds aggregating to ₹ 9,885.12 lacs and during this period realized ₹ 15,694.90 lacs on redemption of units of various mutual funds and debentures. During the year under review, no new loans were given by the Company.

18. SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31st March, 2015 given by Shri Manuprasad Patel, Practising Company Secretary is annexed as **Annexure 7** to this Report.

As regards the observations made in the said Secretarial Audit Report, regarding shortfall in the spend on CSR activities, explanation is given in this Directors' Report under the heading "Corporate Social Responsibility".

19. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the year under report were on an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company during the year. Related Party Transactions Policy is available on weblink <http://www.nfil.in/policy/index.html>

20. STATE OF COMPANY'S AFFAIRS

The state of the Company's affairs is given under the heading "Year in Retrospect" and various other headings in this Report and in Management Discussion and Analysis Report which is annexed to the Directors' Report.

21. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which the financial statements relate and the date of this Directors' Report.

22. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

Additional information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required, to be disclosed in terms of Section 134 of the Act, read with The Companies (Accounts) Rules, 2014, is annexed as **Annexure 8** to this Report.

23. RISK MANAGEMENT POLICY

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section.

24. ANNUAL PERFORMANCE EVALUATION

In compliance with the provisions of the Act and Clause 49 of the Listing Agreement, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Corporate Social Responsibility Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee, processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed thereunder and the Listing Agreement.

Individual Directors:

- (a) Independent Directors: In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.
- (b) Non-Independent Directors: The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership

25. DEPOSITS

The Company has not accepted or continued any public deposits as contemplated under Chapter V of the Act.

26. DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc. as stipulated under the above Rules are annexed as **Annexure 9** to this Report.

27. DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details relating to the remuneration of the specified employees covered under the above Rules are annexed as **Annexure 10** to this Report.

28. ORDERS BY REGULATORS, COURTS OR TRIBUNALS

No significant and/or material orders were passed by any regulator or court or tribunal impacting the going concern status and the Company's operations in future.

29. INTERNAL FINANCIAL CONTROLS

The existing internal financial controls are commensurate with the nature, size, complexity and the business processes followed the Company. They have been reviewed and found generally satisfactory by an independent expert on the following key control matrices:

- a. Entity level controls
- b. Financial controls and
- c. Operational controls

which included authority and organization matrix, standard operating procedures, risk management practices, compliance framework within the organization, ethics and fraud risk management, management information system, self assessment of control point, business continuity and disaster recovery planing, budgeting system, etc.

30. AUDITORS

At the 16th Annual General Meeting held on 25th June, 2014, the members approved appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Registration No.117364W) to hold office from the conclusion of the 16th Annual General Meeting until the conclusion of the 19th Annual General Meeting, (subject to ratification of the appointment by the Members, at every Annual General Meeting held after the 16th Annual General Meeting) on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

In accordance with Section 139 of the Act, Members are requested to ratify the appointment of the Auditors for

the balance term to hold office from the conclusion of the 17th Annual General Meeting till the conclusion of the 19th Annual General Meeting. The specific notes forming part of the accounts referred to in the Auditors' Report are self-explanatory and give complete information.

31. COST AUDITORS

As per the requirements of Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014, the Audit of the Cost Accounts relating to Chemical products is being carried out every year. The Board of Directors have, based on the recommendation of the Audit Committee, appointed Shri I.V. Jagtiani, Cost Auditor, Mumbai (Membership No. M-997) to audit the cost accounts of the Company for the year 2015-16 from 1st April 2015 to 31st March 2016 on a remuneration of ₹ 3.50 lacs. As required under the Act, necessary resolution seeking member's ratification for the remuneration

payable to Shri I.V. Jagtiani is included as item Number 8 of the Notice convening the 17th Annual General Meeting. The Cost Audit Report in respect of Financial Year 2014-15 will be filed on or before the due date i.e. 27th September 2015.

32. APPRECIATION

The Directors wish to place on record their appreciation of the devoted services of the employees, who have largely contributed to the efficient management of your company. The Directors also place on record their appreciation for the continued support from the shareholders, the lenders and other associates.

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

H.A. Mafatlal
Chairman

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC OVERVIEW

Global economy in 2014 struggled as developed countries managed their financial crisis and developing and emerging economies grew at a slower pace.

World GDP is estimated to grow at 3% in 2015 and 3.3% in 2016, supported by a gradual revival in developed countries and low crude prices helping the oil-importing developing countries to deploy more resources in social sector development projects. Factors like commodity prices, world trade, interest rates & monetary policies will play significant roles in shaping the growth ahead.

India is estimated to grow at 7.5% in 2015-16, according to the International Monetary Fund (IMF), becoming one of the fastest growing big emerging market economies in the world. India's economic growth will be augmented by easing monetary policy and pick-up in capital expenditure.

GLOBAL FLUOROchemicalS INDUSTRY

Global demand for Chemicals is expected to strengthen with the economic scenario improving the world over. Global chemical market is expected to grow by 3.6% in 2015. This growth will be mainly contributed by developing nations in Asia Pacific, Africa and the Middle East.

Fluorine containing compounds are part of many human-made materials, from the polymers used to coat flower pots to medicines, evidencing an increasing importance of fluorine in modern day life.

Global fluorochemicals market, estimated at 3.3 Million tons in 2013, is estimated to grow at a CAGR of 4% through 2018. China continues to be the largest and one of the fastest growing markets; however, India is expected to grow more rapidly.

Fluorocarbon demand will continue to increase at a healthy pace, reflecting strong demand for air conditioning and refrigeration equipment, especially in the developing world. Demand will also be augmented by newer feed-stock applications for fluorocarbons which will partially off-set the demand phase-out, led by the Montreal Protocol, for emissive usages.

GROWTH DRIVERS

GROWTH IN LIFESCIENCES, PHARMACEUTICALS AND AGROCHEMICALS INDUSTRY:

It is a well-established fact that performance of an active ingredient can be improved by introducing fluorine into the molecule. The past decade has seen a significant increase in the number of agrochemicals and pharmaceuticals containing fluorine.

Today, fluorinated compounds are being used in many active ingredients viz. anti-infectives, fungicides, insecticides, etc.

Economic development and changing demographic profiles like aging population, enhanced life expectancies, population growth, rising wealth etc. are resulting into aspirations for longer and higher quality lifestyles, are creating the foundation for growth in agrochemicals and life sciences sectors.

Global spending on medicines is forecasted to increase by 4 to 7% CAGR over 2014-2018 as the global economy continues to recover from a recessionary phase. Increasing population and rising affluence in emerging markets like China and India, is expected to translate into a rise in global health care and life sciences spending. Global pharmaceuticals sales are projected to increase at a CAGR of 6.9% over 2014-2018. R&D spend in life sciences is also expected to grow at a CAGR of 2.4% over 2013-2020.

Indian pharmaceutical industry, dominated by branded generic drugs, is estimated to grow at 10.3% over 2014-2018. This will be mainly on account of increasing number of treatment of chronic ailments, fuelled by ascending trend in the per capita income.

GROWTH IN REFRIGERANT MARKETS

Global refrigerant demand is expected to grow by 5.2% to reach 1.6 million metric tons by 2018. Growth will be mainly contributed by emerging countries witnessing growth in commercial & industrial segments looking for HVAC solutions and automotive & residential segments looking for cooling solutions.

Demand from retail segment for cooling products is driven by increasing per capita income and easy financing options made available to them. It is augmented by marketing efforts of the refrigerator and air-conditioner manufacturers to deepen penetration.

GROWTH IN AUTOMOBILES

Increased usage of aluminium and high performance fluoropolymers in automobiles will drive growth in inorganic and specialty fluorochemicals.

Global automobile industry is expected to grow at a CAGR of 4% over 2014-2017, with an increase in production in China, India and Mexico.

EXPANDING POSSIBILITIES OF FLUORINE THROUGH CRAMS

Fluorine Chemistry is attracting a lot of interest from domestic as well as overseas players. Fluorine has already made its impact felt in drug discovery & drug delivery mechanisms, in clinical and molecular imaging viz., PET, MRI.

Many researchers, along with industrial scientists, are taking keen interest in exploring the possibilities of using fluorine chemistry in creating new organic molecules used to develop pharmaceutical, agricultural and industrial materials.

Fluorochemicals industry continuously keeps evolving, facing environmental challenges and identifying new opportunities, in both, short term and long term.

The management, conscious of the developments in the business scenario, keeps identifying, monitoring and evaluating opportunities and threats to business, to act in a manner that will maximize value creation.

OPPORTUNITIES & THREATS

The Company is well poised to exploit the emerging market opportunities and is continuously driving its R&D and innovation initiatives which act as catalysts in realising its aspirations.

- The Company's positioning in the fluoro-specialities space; a niche segment with high entry barriers provides the necessary insulation from emerging competitive threats
- Strong reputation as a reliable provider of fluorinated chemicals and established presence among major pharmaceutical and agrochemical producers provides an additional edge
- Significant investments made in R&D, CRO and CRAMS provide the launching pad to synthesise value-added molecules alongside global innovator companies and participate in their growth
- High capacities of hydrofluoric acid, refrigerant gas and other organic and inorganic chemicals provide the necessary scale benefits

With host of opportunities, the company is also exposed to internal and external risks which are addressed appropriately through a formal risk management process.

The threats that are closely monitored by the company comprise of :

- a. Currency volatility
- b. Unpredictable pricing policies of Chinese competitors in some of the products
- c. Increasing urbanization around the plant at Surat
- d. Continued economic uncertainties in Euro zone and the US

OUR BUSINESS UNIT WISE PERFORMANCE: REFRIGERANTS:

Revenue in 2014-15: ₹ 18,743 lacs

The Company pioneered manufacturing of refrigerant gases in India in 1967, with one of the oldest refrigerant gas manufacturing facilities in Asia. Its Mafron brand is a generic name for refrigerant gases in the country and a preferred choice for original equipment manufacturers, service technicians and equipment owners. It has a network of ~120 strong distributors in India and abroad.

Revenue from refrigerants business grew by 21% over that of the previous year to reach ₹ 18,743 lacs in FY15. Growth was mainly on account of higher volumes in both domestic and export markets. It contributed 34% to the total sales of the Company, of which 42% was from exports and the rest was from domestic.

Under the Montreal protocol, phase down of HCFC 22 (R22) for emmisse purposes has begun from 1st January, 2015 in developing countries including India. There will be a complete phase down of HCFC 22 by 2030. However, demand for air-conditioners is on the rise, part of which will get catered to by R22 based air-conditioners. Also, usage of HCFC 22 in non-emmisse applications like feedstock for agro and pharma will continue and the company is witnessing traction in these applications.

In addition, Under the Ozone Depleting Substances (Regulations and Control) Amendment Rules, 2013, import of gas filled compressors for air-conditioners and refrigeration equipment is prohibited from 1st July, 2015. This will fuel a surge in demand for R22 from the domestic air-conditioner manufacturers.

The outlook for this segment is at least steady state in the near term with sustaining demand for air conditioners and cooling solutions, in domestic as well export markets in the middle-east and south-east Asia. This demand is augmented by focused marketing efforts and strong distributor network in India, south-east Asia and the middle-east.

INORGANIC FLUORIDES:

Revenue in 2014-15: ₹ 10,514 lacs

This Business unit offers a portfolio of products which find their applications in industries like stainless steel, glass, oil & gas, abrasives, electronics, pharma and agro.

In 2014-15, revenue from inorganic fluorides declined by 7% to ₹ 10,514 lacs, contributing 19% of the total sales. The decline was mainly due to weak domestic demand from the stainless steel industry and pricing pressures from cheaper imports.

With the object of creating a diverse geographic mix, the company focused on seeding the overseas markets this year.

These efforts yielded encouraging response. The revenues from export grew by 110% over that of the previous year, from ₹ 454 lacs in FY14 to ₹ 953 lacs in FY15 thereby improving overall capacity utilization and overheads dispersion.

The Company has undertaken R&D initiatives for building a strong inorganic fluorides portfolio by introducing new value-added products and penetrate newer geographies and customers.

SPECIALTY CHEMICALS:

Revenue in 2014-15: ₹ 21,512 lacs

This Business unit is engaged in manufacturing of niche fluorine-based molecules for applications in pharmaceuticals, agrochemicals and petrochemicals industries.

In 2014-15, Specialty Chemicals revenue grew by 38% over the previous year to ₹ 21,512 lacs, contributing 39% of the turnover of the Company. 37% of the specialties sales came from exports and the rest was from domestic. Growth was mainly driven by higher market penetration and improved demand from both domestic as well as overseas markets.

Through this segment, we partner with several pharmaceutical and agrochemical majors in India, the EU and the US, who consume fluorinated molecules as their feed-stock. Exports, in this segment grew by 42% over the previous year.

During the year, this division added more than 10 new compounds to the product basket and also entered new geographies like Japan.

With continuous support from a strong in-house R&D team, the company continues to work closely with the customers and introduce new products to widen its customer base and geographical reach.

CONTRACT RESEARCH AND MANUFACTURING :

Revenue in 2014-15: ₹ 3,099 lacs

Backed by knowledge of niche fluorination chemistry and a rich experience of almost five decades in the specialized world of fluorine, the Company seeded its CRAMS initiative in 2010 with an objective of going up the fluorine value chain by partnering with global innovator companies.

It is a pure play research and knowledge based offering, that consist of research work, laboratory synthesis, process development, scale up and small & large batch manufacturing. It is focused to service the rapid product development needs of global innovator companies in pharmaceutical and agrochemical segments.

The company is strengthening its presence across the American, European and Asia Pacific regions. It is already

well represented in the US, Western Europe and Japan in addition to MOL, a 51% subsidiary of the Company located in the UK.

MOL complements the efforts of the Company. It has a strong catalogue of specialized fluorinated compounds and a team of research scientists collaborating with the global innovator companies on one hand and the CRAMS team on the other.

Over a span of five years, the Company has worked with more than 20 global pharmaceutical companies on more than 40 fluorinated molecules at different stages of development.

In 2014-15, CRAMS revenue grew by 18% to reach ₹ 3,099 lacs. In addition, MOL clocked a high of ₹ 4,868 lacs in sales and ₹ 749 lacs in profits.

Encouraged by the positive responses from global innovator companies, the Company decided, in the previous year to set-up a cGMP compliant contract manufacturing set-up at Dewas capable of delivering ton level quantities. This set-up will be India's largest cGMP facility capable of running high pressure fluorination chemistries. This will entail an investment of ₹ 6,000 lacs. The new capacity is expected to come on-stream in the first half of FY16.

The company believes that Innovation will continue to drive growth in this segment. It is committed to continue investments in R&D of new molecules, new applications and newer and more efficient processing technologies. To this end it is also augmenting its managerial resources and bandwidth.

This year, the company agreed to form Convergence Chemicals Private Limited (CCPL), a Joint Venture with Piramal Enterprises Ltd (PEL) to develop, manufacture and sell specialty fluorochemicals for the healthcare industry. The strategic Joint venture leverages the Company's fluorination capabilities and PEL's strong market presence in healthcare space. In CCPL the Company holds 49% of the equity share capital and remaining 51% is held by PEL. In the first phase of development, CCPL is expected to invest ₹ 140 Crs, at Dahej, Gujarat, India. This project is expected to get operational by the second half of FY16.

During 2014-15, the company joined the prestigious club of a few chemical companies who are certified to use the "Responsible Care Company" logo. Responsible care is a chemical industry initiative which calls on companies to demonstrate their commitment to improve in all aspect of performances in relation to safety health and environment.

The Company is fully committed to its responsibilities in health, safety and environmental (HSE) management and has continued to make sizable investments in HSE during

the year. It clocked 83 lacs continuous accident free man-hours, until December 2014.

ANALYSIS OF FINANCIAL STATEMENTS

The significant financial highlights of the Company are mentioned below:

- Increase in revenues by 22% from ₹ 44,914 lacs in FY14 to ₹ 54,612 lacs in the current year on account of deeper market penetration and improved capacity utilizations across different businesses
- Increase in Profit Before Tax by 6% from ₹ 6,412 lacs in FY14 to ₹ 6,808 lacs in FY15
- Decrease in PAT by a marginal 3% from ₹ 5,066 lacs in FY14 to ₹ 4,938 lacs in FY15
- EPS was lower at ₹ 50.57 in the current year compared to ₹ 51.90 in the previous year
- ROCE at 11% was in line with the previous year
- ROE decreased to 9% in the current year compared to 10% in the previous year.

RISK MANAGEMENT

The Company is aware of the need to better understand, anticipate, evaluate and mitigate risks in order to minimize its impact on business. The risk management programme is aligned with the operating business processes and the risk inventory is taken into consideration at all times during the decision making process.

The company's fundamental approach to risk management remains the same:

- Forward looking approach to identify and measure risks
- In-depth knowledge of the business and competitors
- Flexibility in risk identification and management

The Company's structured risk management programme safeguards the organisation from various risks through adequate and timely actions. The objectives of the Company's risk management framework comprise of the following:

- To identify, assess, prioritize and manage existing as well as emerging risks in a planned and cohesive manner
- To increase the effectiveness of the internal and external reporting structures
- To develop a risk culture that encourages employees to identify risks and associated opportunities and to respond to them with appropriate timely actions.

The Company prioritizes risks and each risk is attached with a designated owner who monitors the likelihood of occurrence, the probable impact on the business and

implementation of mitigation programme. The progress is reviewed along with the regular management review process.

HUMAN RESOURCES

The Company has always considered the human resources as its key for success. Structured HR programmes are undertaken through the year wherein participation comes from all the tiers of employees across several functions. The Company has a structured process to identify young talents and nurture them to take on wider responsibilities. Key personnel are regularly sent for advanced behavioral and functional trainings. There is a balanced mix of both in and out bound programmes covering HSE, functional and general managerial trainings.

There were cordial and harmonious industrial relations during the year. The long term wage settlement with Worker's Union at Surat was renegotiated during the year.

The Company has 641 employees as on 31st March, 2015. It enjoyed full cooperation from all its employees during the year.

INTERNAL CONTROL SYSTEM

The internal control systems of the Company are effective and adequate for business processes with regards to size of the operations, compliance requirements with the applicable laws and regulations, financial reporting, etc. commensurate with the size and complexities of the operations.

All the Company's major business processes are currently run on SAP ECC 6. An independent firm of Chartered Accountants carries out the internal audit across the organization.

The internal auditors review the adequacy of control systems, including in particular, internal financial controls as required under the Companies Act, 2013 and suggest improvements. The internal auditors have expressed their satisfaction about the adequacy of the control systems and the manner in which the company is updating its systems and procedures to meet the challenging requirements of the business.

The internal auditors periodically interact with the Audit Committee of the Board of Directors to discuss the terms of reference and frequency of the audit, significant audit observations and their disposals and remedies, if any.

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

H.A. Mafatlal
Chairman

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The essence of Corporate Governance lies in its transparency, its efficiency lies in its ability to protect the stakeholders' interest. This is precisely what your Company's governance process and practice ventured to achieve; a transparency and professionalism in action as well as the implementation of policies and procedure to ensure high ethical standards as well as responsible management.

To enunciate the spirit behind the governance process, your Company listed out its various compliances with the statutory requirements of the day, as well as the spirit of the practice.

1. BOARD OF DIRECTORS :

As on 31st March, 2015, your Company's Board of Directors consisted of eleven Directors with varied experiences in different areas. Some of them are acknowledged as leading professionals in their respective fields. The composition of the Board is in conformity with the provisions of Clause 49 of the Listing Agreement(s). Shri H.A. Mafatlal, the Chairman of the Company, heads the Board. The Board comprises of one Executive Promoter Director, one Non-Executive Promoter Director, two Executive Professional Directors and seven Independent Non-Executive Directors.

Sr. No.	Names of Directors	Category (Executive / Non-Executive)	Number of Board Meetings attended	Whether last AGM held on 25 th June, 2014 attended	Other directorships held (including in private companies at the year-end)	\$ Number of Committee Membership / Chairmanship in other domestic companies as at the year end
1.	Shri H.A. Mafatlal	Promoter Executive	7	Yes	10*	2
2.	Shri T.M.M. Nambiar	Independent Non-Executive	6	Yes	2	1
3.	Shri P.N. Kapadia	Independent Non-Executive	7	Yes	10**	3
4.	Shri S.S. Lalbhai	Independent Non-Executive	7	Yes	5	1
5.	Shri S.M. Kulkarni	Independent Non-Executive	6	Yes	9***	9
6.	Shri V.P. Mafatlal	Promoter Non-Executive	7	Yes	18****	2
7.	Shri S.G. Mankad	Independent Non-Executive	7	Yes	9	6
8.	Shri H.H. Engineer	Independent Non-Executive	6	No	5*****	2
9.	Shri A.K. Srivastava	Professional Executive	7	Yes	1	--
10.	Shri S.S. Khanolkar	Professional Executive	7	Yes	3*****	--
11	Smt. R.V. Haribhakti (w.e.f. 30.7.2014)	Independent Non-Executive	5	NA	6*****	3

* In four Private Limited Companies and 1 Foreign Company

** In six Private Limited Companies

*** In two Private Limited Companies

**** In thirteen Private Limited Companies and one Foreign Company

***** In two Private Limited Companies

***** In two Private Limited Companies and one Foreign Company

***** In one Private Limited Company

\$ Under this column, membership / chairmanship of Audit Committee and Stakeholders Relationship Committee is considered.

Shri V.P. Mafatlal is the nephew of Shri H.A. Mafatlal, Chairman of the Company.

All the relevant information such as production, sales, exports, financial results, capital expenditure proposals and statutory dues, among others, are as a matter of routine, placed before the Board for its approval/information.

During the year 2014-15, seven meetings of the Board of Directors were held on 28th April, 2014, 25th June, 2014, 30th July, 2014, 20th October, 2014, 18th December, 2014, 20th January, 2015 and 20th March, 2015. The Company has thus observed the provisions of the Listing Agreement(s), allowing not more than four months gap between two such meetings.

Personal shareholding of Non-Executive Directors, in the Company as on 31st March, 2015 is as follows:

Name of the Directors	Number of equity shares of ₹ 10/- each, held
Shri T.M.M. Nambiar	1000
Shri P.N. Kapadia	1385
Shri S.S. Lalbhai	1000
Shri S.M. Kulkarni	NIL
Shri V.P. Mafatlal	187350
Shri S.G. Mankad	NIL
Shri H.H. Engineer	NIL
Smt. R.V. Haribhakti	NIL

2. AUDIT COMMITTEE :

As required under Section 177 of the Companies Act, 2013 ("the Act") read with the provisions of Clause 49 of the Listing Agreement(s), the Board has constituted an Audit Committee. Shri T.M.M. Nambiar is the Chairman of the Committee. Shri P. N. Kapadia, Shri S. S. Lalbhai and Shri S. M. Kulkarni are the other members. The terms of reference of the Audit Committee are as outlined in the Act, and the Listing Agreement(s).

During 2014-2015, four meetings of the Audit Committee were held on 28th April, 2014, 30th July, 2014, 20th October, 2014 and 20th January, 2015. The attendance of the members of the Audit Committee was as follows:

Sr. No.	Dates on which the Audit Committee Meetings were held	Attendance of Directors			
		Shri T.M.M. Nambiar	Shri P.N. Kapadia	Shri S.S. Lalbhai	Shri S.M. Kulkarni
1.	28 th April, 2014	Attended	Attended	Attended	Not Attended
2.	30 th July, 2014	Not Attended	Attended	Attended	Attended
3.	20 th October, 2014	Attended	Attended	Attended	Attended
4.	20 th January, 2015	Attended	Attended	Attended	Attended

Executive Chairman, Managing Director, Finance Director, Chief Financial Officer, Statutory Auditors, Internal Auditors and Cost Auditors are usually invited and attend the meetings, of the Audit Committee. The Company Secretary, Shri N.B. Mankad acts as the Secretary of the Audit Committee.

3. NOMINATION AND REMUNERATION COMMITTEE :

As required under Section 178(1) of the Act, read with the provisions of Clause 49 of the Listing Agreement(s), the Board has constituted the Nomination and Remuneration Committee. Shri S.S. Lalbhai is the Chairman of the Committee. Shri T. M. M. Nambiar and Shri S.M. Kulkarni are the other members of the Committee.

The Committee is, inter alia, authorized to identify persons who are qualified to become Directors and who may be appointed in Senior Management, evaluation of Directors performance, formulating criteria for determining qualifications, positive attributes and independence of a director and recommending policy relating to the remuneration for the Directors, key managerial personnel and other employees and granting of stock options to Senior Management Personnel. During the year, three meetings of the Committee were held on 28th April, 2014, 30th July, 2014 and 20th January, 2015. The details of attendance of the members of the Nomination and Remuneration Committee are as follows:

Sr. No.	Date on which the Nomination and Remuneration Committee Meetings were held	Attendance of Directors		
		Shri S.S. Lalbhai	Shri T.M.M. Nambiar	Shri S.M. Kulkarni
1.	28 th April, 2014	Attended	Attended	Not Attended
2	30 th July, 2014	Attended	Not Attended	Attended
3	20 th January, 2015	Attended	Attended	Attended

REMUNERATION POLICY:

In accordance with the provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee recommended the remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees which was approved and adopted by the Board and the same is annexed as Annexure 6 to the Directors' Report.

Details of remuneration to all the directors:

Remuneration paid to the Executive Directors and Non-Executive Directors:

(₹ in lacs)

Sr. No.	Director & Designation	Category	Salary and Perquisites	Commission*	Sitting Fees
1	Shri H.A. Mafatlal Executive Chairman	Promoter Executive	56.58	110.00	--
2	Shri T.M.M. Nambiar	Independent Non-Executive	--	7.00	3.08
3	Shri P.N. Kapadia	Independent Non-Executive	--	7.00	3.20
4	Shri S.S. Lalbhai	Independent Non-Executive	--	7.00	3.20
5	Shri S.M. Kulkarni	Independent Non-Executive	--	7.00	2.60
6	Shri V.P. Mafatlal	Promoter Non-Executive	--	7.00	1.80
7	Shri S.G. Mankad	Independent Non-Executive	--	7.00	2.20
8	Shri H.H. Engineer	Independent Non-Executive	--	7.00	1.80
9	Shri A.K. Srivastava Finance Director	Professional Executive	129.01	--	NIL
10	Shri S.S. Khanolkar Managing Director	Professional Executive	160.26	39.30	NIL
11	Smt. R.V. Haribhakti (w.e.f. 30-07-2014)	Independent Non-Executive	--	4.70	1.40

*Payable in financial year 2015-2016

The remuneration to Executive Directors includes Provident Fund, Superannuation Fund, perquisites and allowances etc. The details are specified in Annexure 5 to the Directors' Report.

The performance criteria for payment of remuneration is stated in the Remuneration Policy as specified in Annexure 6 to the Directors' Report.

Other service contracts, notice period and severance fees, among other – None.

In terms of the Company's "Employee Stock Option Scheme – 2007", approved by the shareholders at the 9th Annual General Meeting held on 20th July 2007, Shri A.K. Srivastava and Shri S.S. Khanolkar have been granted 8700 and 20200 stock options respectively. The relevant details required to be disclosed under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended are given in **Annexure - 4** to the Directors' Report. During the year under Report, Shri A.K. Srivastava exercised 8,700 options and accordingly 8,700 equity shares were allotted to him.

The Non-Executive Directors are paid remuneration in accordance with the prevalent practice in the industry and commensurate with their experience, time devoted to the Company and also taking into account profits of the Company.

Apart from the above remuneration, there is no other material pecuniary relationship or transactions by the Company with the Directors.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE :

As required under Section 178(5) of the Act, the Company has constituted Stakeholders Relationship Committee. Shri P.N. Kapadia is the Chairman of the Committee. Shri T. M. M. Nambiar and Shri A.K. Srivastava are the other members of the Committee. The Committee inter alia, looks into redressing the grievances of the Security holders of the Company viz. non-receipt of transferred shares and non-receipt of dividend, among others. During 2014-2015, three meetings of the Stakeholders' Relationship Committee were held on 28th April, 2014, 16th October, 2014 and 16th March, 2015, and the same were attended by all the members of the Committee.

Shri N. B. Mankad, Company Secretary of the Company is the Compliance Officer of the Company and also acts as Secretary to the Committee.

The other relevant details are as under:

a)	Number of complaints received from shareholders from 1 st April, 2014 to 31 st March, 2015	5
b)	Number of complaints resolved	5
c)	Number of complaints pending at the end of the year	0
d)	Number of pending transfers as on 31 st March, 2015 due to certain defects:	
	i) Fully Paid Shares	NIL
	ii) Partly Paid Shares	NIL

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE :

As required under Section 135(1) of the Act, the Board has constituted Corporate Social Responsibility Committee. Shri H.A. Mafatlal is the Chairman of the Committee and Shri S.G. Mankad, Shri H.H. Engineer and Shri V.P. Mafatlal are the other Members of the Committee.

The Committee is inter alia authorized to formulate and recommend to the Board a CSR Policy, the amount of expenditure to be incurred on the permissible activities and monitoring the CSR Policy.

During the year, two meetings of the Committee were held on 16th April, 2014 and 20th October, 2014 and the same were attended by all the member of the Committee.

6. INDEPENDENT DIRECTORS MEETING:

Schedule IV to the Act, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of the non-independent directors and members of the management. During the year, two meetings of independent directors were held on 30th July, 2014 and 18th December, 2014. Shri S. S. Lalbhai was unanimously elected as the Chairman of the Meetings of the Independent Directors. At the meetings, the Independent Directors reviewed the performance of the non-independent directors (including the chairperson) and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The details of attendance at the meetings of the Independent Directors are as follows:

Sr. No.	Dates of the Independent Directors Meeting	Shri S.S. Lalbhai	Shri P.N. Kapadia	Shri T.M.M. Nambiar	Shri S.S. Kulkarni	Shri H.H. Engineer	Shri S.G. Mankad	Smt. R.V. Haribhakti
1	30 th July, 2014	Attended	Attended	Not Attended	Attended	Attended	Attended	Attended
2	18 th December, 2014	Attended	Attended	Attended	Attended	Attended	Attended	Attended

7. GENERAL BODY MEETING :

Location and time where the last three Annual General Meetings (AGM) were held:

AGM	Year	Venue	Date	Time	No. of Special Resolutions passed
16 th	2013-14	Rama Watumull Auditorium K.C. College, DinshawWacha Road, Churchgate, Mumbai 400020	25 th June 2014	3.00 p.m.	1
15 th	2012-13	Rama Watumull Auditorium K.C. College, DinshawWacha Road Churchgate, Mumbai 400020	24 th June 2013	3.00 p.m.	3
14 th	2011-12	Rama Watumull Auditorium K.C. College, DinshawWacha Road Churchgate, Mumbai 400020	18 th June 2012	3.00 p.m.	-

During the last year i.e. 2013-14, the Company had not passed any special resolution through postal ballot. No resolution is proposed to be conducted through postal ballot.

8. DISCLOSURES :

- i) Disclosure on materially significant related party transaction, that may have potential conflict with the interest of the Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company.

- ii) Details of non-compliance by the Company, penalties, strictures imposed by stock exchanges / SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

None

- iii) Whistle Blower Policy

In accordance with the requirements of the Act, read with Clause 49 of the Listing Agreement(s), the Company has a Whistle Blower Policy approved by the Board of Directors. The objectives of the policy are:

- To provide a mechanism for employees and directors of the Company and other persons dealing with the Company to report to the Audit Committee; any instances of unethical behavior, actual or suspected fraud or violation of the Company's Ethics Policy and
- To safeguard the confidentiality and interest of such employees/directors/other persons dealing with the Company against victimization, who notice and report any unethical or improper practices.
- To appropriately communicate the existence of such mechanism, within the organization and to outsiders. Whistle Blower Policy is available on weblink <http://www.nfil.in/policy/index.html>

The Company confirms that no personnel has been denied access to the audit committee pursuant to the whistle blower mechanism.

- iv) Disclosure under The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.
- The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. During the year no complaints of sexual harassment were received.
- v) The Company has complied with all the mandatory requirements of clause 49 in respect of corporate governance.
- The following non-mandatory requirements have been adopted by the Company:
- (a) Auditor's Report does not contain any qualifications.
 - (b) The Company has appointed separate persons to the posts of Chairman and Managing Director.
 - (c) The Internal Auditors report directly to the Audit Committee.

9. MEANS OF COMMUNICATION :

The financial results of the Company are reported as mentioned below:

Quarterly results normally published/proposed to be published in Newspapers	In English– Economic Times In Marathi –Maharashtra Times
Details of Company Website where results are displayed	www.nfil.in
Whether it displays official news release and the presentations, if any made to institutional investors or to the analysts.	Yes

10. GENERAL SHAREHOLDERS INFORMATION :

A.	17 th Annual General Meeting	
	Date	29 th June, 2015
	Time	3.00 p.m.
	Venue	Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020
B.	Financial Calendar	1 st April, 2015 to 31 st March, 2016 (tentative)
	First quarterly results	End of July 2015
	Second quarterly results	End of October 2015
	Third quarterly results	End of January 2016
	Audited yearly results	End of May 2016
C.	Date of Book Closure (both days inclusive)	23 rd June, 2015 to 26 th June, 2015
D.	Dividend payment date	1 st July, 2015
E.	Listing	BSE Ltd. (BSE) Ahmedabad Stock Exchange Ltd. (ASE) National Stock Exchange of India Ltd.(NSE)
F.	Stock Code	BSE - 532504 ASE - 45433 NSE - NAVINFLUOR EQ
G.	ISIN Number	INE 048 G 01018

H. MONTHLY HIGH AND LOW DURING EACH MONTH OF THE FINANCIAL YEAR :

Bombay Stock Exchange

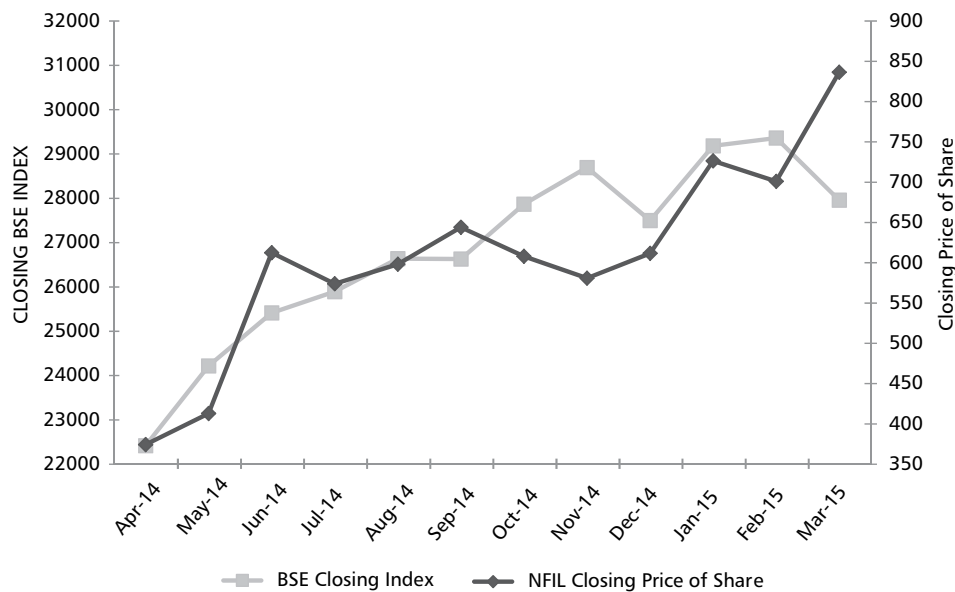
Month	Highest	Lowest	BSE Sensex Highest	BSE Sensex Lowest	Number of shares traded
April 2014	403.00	335.00	22939.31	22197.51	226472
May 2014	436.95	362.00	25375.63	22277.04	189019
June 2014	659.70	410.55	25725.12	24270.20	579059
July 2014	614.95	524.50	26300.17	24892.00	74470
August 2014	629.00	550.00	26674.38	25232.82	158751
September 2014	715.00	597.00	27354.99	26220.49	209610
October 2014	656.00	572.10	27894.32	25910.77	29769
November 2014	625.00	568.40	28822.37	27739.56	39093
December 2014	659.25	501.00	28809.64	26469.42	54959
January 2015	784.40	615.10	29844.16	26776.12	337434
February 2015	745.00	646.00	29560.32	28044.49	57320
March 2015	881.75	704.00	30024.74	27889.02	151270

National Stock Exchange:

Month	Highest	Lowest	NSE NIFTY Highest	NSE NIFTY Lowest	Number of shares traded
April 2014	404.00	335.50	6869.85	6650.40	526948
May 2014	437.80	357.00	7563.50	6638.55	479785
June 2014	660.00	407.70	7700.05	7239.50	1206010
July 2014	622.60	524.25	7840.95	7422.15	144954
August 2014	629.00	552.15	7968.25	7540.10	331154
September 2014	715.00	590.25	8180.20	7841.80	546819
October 2014	661.00	560.10	8330.75	7723.85	84678
November 2014	640.00	561.95	8617.00	8290.25	106495
December 2014	622.50	562.00	8626.95	7961.35	124129
January 2015	783.70	616.00	8996.60	8065.45	794099
February 2015	746.80	641.00	8941.10	8470.50	172622
March 2015	882.30	703.45	9119.20	8269.15	393080

Performance in comparison to broad based indices :

Company Share price and BSE Sensex



I. REGISTRAR AND SHARE TRANSFER AGENTS :

Sharepro Services (India) Pvt. Ltd.
 Samhita Warehousing Complex,
 2nd floor, Gala No.52 to 56,
 Building No.13A-B, Near Sakinaka Telephone Exchange,
 Andheri-Kurla Road, Sakinaka, Andheri (East),
 Mumbai 400072
 Tel: 91 22 6772 0300 / 6772 0400
 Fax: 91 22 2859 1568 / 2850 8927
 E-mail: sharepro@shareproservices.com

Investor Relations Centre :

Sharepro Services (India) Pvt. Ltd.

1. 912 Raheja Centre,
 Free Press Journal Road,
 Nariman Point,
 Mumbai 400021
 Tel: 91 22 6613 4700
 Fax: 91 22 2282 5484
 E-mail: sharepro@shareproservices.com
2. Devnandan Mega Mall,
 Office No.416-420, 4th floor,
 Opp. Sanyas Ashram,
 Ashram Road,
 Ahmedabad 380006
 Tel: 079 26582381 / 84

J. Share Transfer System :

All the share related work is being undertaken by our R&T Agent, Sharepro Services (India) Pvt. Ltd., Mumbai. A Share Transfer Committee of three Directors approves the share transfer, transmission, split and consolidation, among others, of the shares. The share transfers are registered and returned within 15 days from the date of receipt if relevant document are complete in all respects. The shareholders'/investors' grievances are also taken up by our R&T Agent.

K. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015 :

Slab	Total number of shareholders	%	Number of Shares	% of total share capital
Less than 500	93085	98.96	1520294	15.56
501-1000	554	0.59	420368	4.30
1001-2000	192	0.21	290144	2.97
2001-3000	68	0.07	170137	1.74
3001-4000	37	0.04	130509	1.34
4001-5000	23	0.02	108289	1.11
5001-10000	44	0.05	322386	3.30
10001-above	58	0.06	6807670	69.68
Total	94061	100.00	9769797	100.00

L. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2015 :

Sr. No.	Category	Number of shares held	% of holding
1.	Promoters' holding	3790494	38.80
2.	Mutual Funds and UTI	1279931	13.10
3.	Bank, Financial institutions, insurance companies, central / state government institutions	6834	0.07
4.	FII's (Foreign Institutional Investors)	781608	8.00
5.	Private Corporate Bodies	512282	5.24
6.	Indian Public	3338320	34.17
7.	NRIs / OCBs	60328	0.62
8.	Any other (please specify)	0	0.00
	Total	9769797	100.00

M. DEMATERIALIZATION DETAILS :

As on 31st March, 2015, 25,975 shareholders were holding 93,58,770 equity shares in demat form which constitutes 95.79% of the total share capital of the company.

N. Outstanding GDR / ADR : N.A.

O. Plants / factories:

1. Navin Fluorine, Bhestan, Surat – 395023
2. Navin Fluorine, Dewas, M.P. - 455002
3. Navin Fluorine, Dahej, Gujarat - 392130

P. Address for correspondence :

Navin Fluorine International Limited

a) Registered Office 2 nd floor Sunteck Centre, 37/40, Subhash Road, Vile Parle (East), Mumbai 400057. Tel: 91 22 6650 9999 Fax 91 22 6650 9800 Website: www.nfil.in E-mail: mankad@mafatlals.com	b) Mafatlal House 4 th floor, Backbay Reclamation, Mumbai 400020. Tel: 91 22 6617 3636 Fax: 91 22 6635 7633	c) Kaledonia Office No.3, 6 th floor, Opp. Vijay Nagar Society, Sahar Road, Andheri (E), Mumbai 400069. Tel: 91 22 6771 3800 Fax: 91 22 6771 3924
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11. The Company has laid down procedures to inform the Board Members about the risk assessment and risk mitigation mechanism, which is periodically reviewed and reported to the Board of Directors by senior executives.

12. Disclosure of accounting treatment different from accounting standards:

None

13. Familiarization programme for Independent Directors:

The Company has a detailed familiarization programme for Independent Directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc. The details of such programme are available on the weblink <http://www.nfil.in/about us/bod.html>

14. Code of Conduct for Board Members and Senior Management :

The Board of Directors, has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website – www.nfil.in. A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report.

Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions, that may have a potential conflict with the interest of the Company at large.

15. CEO / CFO Certification :

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results to the Board in terms of Clause 41 of the Listing Agreement.

ANNEXURE TO CORPORATE GOVERNANCE REPORT OF NAVIN FLUORINE INTERNATIONAL LIMITED

Declaration regarding Affirmation of Code of Conduct

In terms of the requirement of Clause 49 of the Listing Agreement, this is to confirm that all members of the Board and the senior management personnel have affirmed compliance with Code of Conduct for the year ended 31st March, 2015.

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

S.S. Khanolkar
Managing Director

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

H.A. Mafatlal
Chairman

AUDITOR'S CERTIFICATE

To

The Members of

Navin Fluorine International Limited

We have examined the compliance of conditions of corporate governance by Navin Fluorine International Limited for the year ended on 31st March, 2015, as stipulated in 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 has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations 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 above mentioned Listing Agreements.

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

For Deloitte Haskins & Sells
Chartered Accountants
Registration No.117364W

Place: Mumbai
Dated: 28th April, 2015

R. Salivati
Partner
Membership No.34004

ANNEXURE - 3

ANNUAL REPORT ON CSR INITIATIVES

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:

The Company has framed a CSR Policy in compliance with the provisions of The Companies Act, 2013 and the same is available on the weblink <http://www.nfil.in/policy/index/html>. The CSR Policy, inter alia, covers the concept (CSR philosophy, snapshot of activities undertaken by the group and applicability, scope (area / localities to be covered and activities), resources, identification and approval process (resources / fund allocation, identification process and approval process) modalities of execution and implementation and monitoring.

2. The Composition of the CSR Committee:

Shri H.A. Mafatlal – Chairman

Shri S.G. Mankad – Member

Shri H.H. Engineer – Member

Shri V.P. Mafatlal - Member

3. Average net profit of the company for last three financial years:

₹ 15,014.29 lacs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):

₹ 300.29 lacs

5. Details of CSR spend during the financial year:

- (a) Total amount to be spent for the financial year:

₹ 300.29 lacs

- (b) Amount unspent, if any

₹ 168.56 lacs

- (c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr.No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise ₹	Amount spent on the projects or programs sub-heads (1) Direct expenditure on projects or programmes (2)Overheads ₹	Cumulative expenditure upto the reporting period ₹	Amount spent: Direct or through implementing agency*
1	Water Resources Development Projects Construction of Community Check Dam Projects, Construction of Community Lift Irrigation Project	Rural Development Projects	Jhalawar and Banswara in Rajasthan and Dahod in Gujarat	50,00,000/-	--- *	---- *	Through N.M. Sadguru Water and Development Foundation
2	Expansion of Eye Care Services by adding 26 modular operation theatres	Health Care	Janki Kund, Chitrakoot, Satna, MP	20,00,000/-	20,00,000/-	20,00,000/-	Through Shri Sadguru Seva Sangh Trust
3	Eye Care and Cancer Care for poor people	Health Care	Mira Road, Dist. Thane, Maharashtra	20,00,000/-	20,00,000/-	20,00,000/-	Through Sri Chaitanya Seva Trust

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr.No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise ₹	Amount spent on the projects or programs sub-heads (1) Direct expenditure on projects or programmes (2)Overheads ₹	Cumulative expenditure upto the reporting period ₹	Amount spent: Direct or through implementing agency*
4	Mobile Health Services in villages for medical care including routine check-up and medicines	Health Care	Villages around Bhestan, Surat in Gujarat	14,95,602/-	14,95,602/-	14,95,602/-	Directly
5	Mobile Health Services in villages for medical care including routine check-up and medicines	Health Care	Villages around Dewas in M.P.	12,86,354/-	** 12,86,354/-	** 12,86,354/-	Directly
6	Provision of Artificial Limbs to specially abled persons	Health Care	Mumbai and Ahmedabad	11,00,000/-	--- *	--- *	Through Bhagwan Mahaveer Viklang Sahayta Samiti
7	Eye Camps	Health Care	Areas around Bhestan, Surat in Gujarat and Dewas in M.P.	91,574/-	91,574/-	91,574/-	Directly
8	Provision of water cooler and filter in the proposed Mosom High School	Safe Drinking water	Village Bhatia, Surat in Gujarat.	87,629/-	87,629/-	87,629/-	Directly
9	Educational Trips and Pathshala Pravesh Mahotsav	Education	Villages near Surat in Gujarat.	61,562	61,562	61,562	Directly
10	Animal Welfare – rescue of injured birds and reptiles and breeding deer and releasing them in forest to maintain ecosystem	Animal Welfare	Surat, Gujarat	25,000/-	25,000/-	25,000/-	Through Nature Club, Surat, Gujarat
11	Animal Welfare - Bird Rescue and Rehabilitation during the festival of Uttarayan	Animal Welfare	Surat, Gujarat	25,000/-	25,000/-	25,000/-	Through Prayas Team Environment Charitable Trust, Surat
	TOTAL			1,31,72,721/-	70,72,721/-	70,72,721/-	1,31,72,721/-

*Amounts donated in March 2015 and will be spent during the year 2015-16.

** The provision of mobile health services will commence from 2015-16.

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

As mentioned in the Directors Report, the shortfall in the spend during the year under report is intended to be utilized in a phased manner in future upon identification of suitable projects within the Company's CSR Policy.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company:

The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company.

H.A. MAFATLAL
CHAIRMAN-CSR COMMITTEE

S.S. KHANOLKAR
MANAGING DIRECTOR

Place : Mumbai

Dated : 28th April, 2015

ANNEXURE - 4

DISCLOSURE RELATING TO EMPLOYEES STOCK OPTION SCHEME AS ON 31.3.2015

Information to be disclosed under the Securities and Exchange Board of India (Employees Stock Options Scheme and Employees Stock Purchase Scheme) Guidelines, 1999

a. Options in force at the beginning of the year	30200
b. Options granted	86700
c. Options vested	Nil
d. Options exercised	8700
e. Options lapsed / surrendered	1300
f. Total number of shares arising as a result of exercise of options	8700
g. Total number of options in force at the end of the year	106900
h. Money realised by exercise of options	₹ 32.56
i. The pricing formula: Market price on the days preceeding the dates of grants	
j. Variation in terms of option:	Nil
k. Employees wise details of options granted	
i. given herein below ①	
ii. any other employee who receives a grant in any one year of option amounting to 5 % or more of options granted during that year	given herein below ②
iii. Identified employees who were granted option, during any one year, equal to or exceeding 1 % of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil
l. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with [Accounting Standard (AS) 20 'Earnings Per Share']	Nil
m. Impact of employee compensation cost calculated as difference between intrinsic value and fair market value in accordance with SEBI Guidelines on ESOP	₹ 45.26 lacs
n. Weighted average exercise prices and weighted average fair values of options disclosed seperately for options	
(1) Weighted average exercise price	₹ 389/- per share
(2) Weighted average fair value (Black Scholes model)	₹ 131/- per share
o. a description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted average information	
(1) Risk free interest rate	8.97%
(2) Expected life	7 years
(3) Expected volatility	36.18%
(4) Expected dividend	5.55%
(5) The price of the underlying share in market at the time of options granted	₹ 374/-, ₹ 407/- and ₹ 386/-

① **Employee wise details of options granted / in force at the end of the year (Names and Number of Options)**

1. Shekhar Khanolkar 20200; 2. Partha Roy Chowdhury 7900; 3. Sunil Tandon 2200; 4. Niraj Mankad 6500; 5. Ketan Sablok 1400; 6. Manoj Pandya 1600; 7. Laxminarayan Ravi 1500; 8. Roshan Adhikari 2700; 9. Sateesh Yadav 300; 10. Nirav Desai 300; 11. Yash Patel 300; 12. Omprakash Songara 400; 13. Supriya Pandit 500; 14. Sanjay Mungi 500; 15. Yogesh Patel 600; 16. Madan Kumar Singh 600; 17. Vaishali More 600; 18. Appasaheb Gajabar 700; 19. Amit Arya 700; 20. Madhusudan Sarwate 800; 21. Biren Desai 800; 22. Shailendra Chaudhari 800; 23. Sandeepkumar Sharma 800; 24. Kishore Dasari 900; 25. Ankit Gupta 900; 26. Tejas Desai 900; 27. Dhirajsingh Yadav 1000; 28. Suhas Patel 1200; 29. Ashok Kumar Sinha 1200; 30. Laxmikant Pisolkar 1200; 31. Kamlesh Dandiwala 1200; 32. Vinod Kumar Jha 1300; 33. Jalindar Totre 1400; 34. A Subba Reddy 1400; 35. Anil Birari 2600; 36. Ninad Pongde 2900; 37. Manoj Patil 1200; 38. Vivek Mhatre 3200; 39. Piyush Vashi 3200; 40. Satya Tandon 3900; 41. T N Nandakumar 4800; 42. Gyanchand Jain 6000; 43. Ashis Mukherjee 10000; 44. Charusheela Kumar 3800.

Total number of Options in force at the end of the year 106900

② **Details of employee who receives a grant in any one year of option amounting to 5 % or more of options granted during that year**

1. Shekhar Khanolkar 12200; 2. Ashis Mukherjee 10000; 3. Gyanchand Jain 6000; 4. T N Nandakumar 4800; 5. Niraj Mankad 4600.

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

H.A. Mafatlal
Chairman

FORM NO. MGT 9

ANNEXURE - 5

EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

CIN	L24110MH1998PLC115499
Registration Date	25/06/1998
Name of the Company	NAVIN FLUORINE INTERNATIONAL LIMITED
Category/Sub-category of the Company	Public Company Limited by shares
Address of the Registered office & contact details	2 nd Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai,- 400057 Ph. 022 66509999 Fax: 022 66509800 Email: info@nfil.in
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharepro Services (India) Private Limited. Samhita Warehousing Complex, 2 nd Floor, Gate No.52 to 56, Bldg. No 13A-B, Nr Sakinaka Telephone Exchange, Andheri Kurla Road, Sakinaka, MUMBAI-400072 Ph: 022 67720300/ 0400, Fax: 022 28591568 Email: sharepro@shareproservices.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Hydrofluoric acid and other fluorine chemicals	2411	60%
2	Synthetic cryolite, aluminium fluoride, fluorocarbon gases	2411	32%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Sulakshana Securities Limited Mafatlal House, Backbay Reclamation, Mumbai 400 020	U67120MH1995PTC085469	WHOLLY- OWNED SUBSIDIARY	100%	2(87)
2	Manchester Organics Limited The Health Business and Technical Park, Runcorn Cheshire, WA 74QX, U.K.	-	SUBSIDIARY	51%	2(87)
3	Convergence Chemicals Private Limited Plot No D- 2/11/A G.I.D.C., Phase-II Dahej Tal Vagra, Dahej-392130	U24100GJ2014PTC081290	JOINT VENTURE	49%	2(6)
4	Swarnim Gujarat Fluorspar Private Limited 7 th Floor, Khanij Bhavan, Nr Gujarat University Ground, 132ft Ring Road, Vastrapur, Ahmedabad -380052	U24119GJ2012PTC070801	JOINT VENTURE	49.43%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/ HUF	484841	-	484841	4.97	484841	-	484841	4.96	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	3240508	-	3240508	33.20	3240508	-	3240508	33.17	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other Trust	65145	-	65145	0.67	65145	-	65145	0.67	0.00
Sub-total (A)(1)	3790494	-	3790494	38.83	3790494	-	3790494	38.80	(0.03)
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	3790494	-	3790494	38.83	3790494	-	3790494	38.80	(0.03)
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	281113	11166	292279	2.99	1269007	10924	1279931	13.10	10.11
b) Banks / FI	4272	860	5132	0.05	5974	860	6834	0.07	0.02
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	785010	-	785010	8.04	781608	-	781608	8.00	-0.04
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	1070395	12026	1082421	11.09	2056589	11784	2068373	21.17	10.08
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	745745	1653	747398	7.66	510664	1618	512282	5.24	-2.41
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2922229	406261	3328490	34.10	2196715	396532	2593247	26.54	-7.56
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	720748	-	720748	7.38	745035	-	745035	7.63	0.24
c) Others (specify)									
Non Resident Indians	89597	1111	90708	0.93	59235	1093	60328	0.62	-0.31
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	838	-	838	0.01	38	-	38	0.00	-0.01
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	4479157	409025	4888182	50.08	3511687	399243	3910930	40.03	-10.05
Total Public Shareholding (B)=(B)(1)+(B)(2)	5549552	421051	5970603	61.17	5568276	411027	5979303	61.20	0.03
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9340046	421051	9761097	100	9358770	411027	9769797	100	-

(ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mafatlal Impex Pvt. Ltd.	1095448	11.23	-	1095448	11.21	-	-
2	Suremi Trading Pvt. Ltd.	983960	10.08	3.22	983960	10.07	3.21	-
3	NOCIL Limited	566340	5.80	-	566340	5.80	-	-
4	Mafatlal Exim Pvt. Ltd.	324484	3.32	2.81	324484	3.32	2.81	-
5	Mafatlal Industries Limited	189964	1.95	-	189964	1.95	-	-
6	Gayatri Pestichem Mfg Pvt Ltd	44610	0.46	-	44610	0.46	-	-
7	Arvi Associates Pvt Ltd	25672	0.26	-	25672	0.26	-	-
8	Pamil Investments Pvt. Ltd.	6486	0.07	-	6486	0.07	-	-
9	Sushripada Investments Pvt. Ltd.	3414	0.03	-	3414	0.03	-	-
10	Sumil Holding Pvt. Ltd.	20	-	-	20	-	-	-
11	Milap Texchem Pvt. Ltd.	20	-	-	20	-	-	-
12	Milekha Texchem Company Pvt. Ltd.	20	-	-	20	-	-	-
13	Shamir Texchem Pvt. Ltd.	20	-	-	20	-	-	-
14	Shripad Associates Pvt Ltd	50	-	-	50	-	-	-
15	Hrshikesh Arvind Mafatlal	263434	2.70	-	263434	2.70	-	-
16	Vishad Padmanabh Mafatlal	186440	1.91	-	186440	1.91	-	-
17	Vishad P. Mafatlal PAM HUF1 P Mafatlal	910	0.01	-	910	0.01	-	-
18	Sheth Mafatlal Gagalbhai Foundation Trust No. 2 To 22	16506	0.17	-	16506	0.17	-	-
19	Shri Hrshikesh Arvind Mafatlal Public Charitable Trust No. 1-6	4716	0.05	-	4716	0.05	-	-
20	Shri Arvind N Mafatlal Public Charitable Trust	6288	0.06	-	6288	0.06	-	-
21	Shri Padmanabh Arvind Mafatlal Public Charitable Trust No.1-6	4716	0.05	-	4716	0.05	-	-
22	Navinchandra Mafatlal Charity Trust No 1-15	11004	0.11	-	11004	0.11	-	-
23	Shri Pransukhlal Charity Trust No 1-6	4716	0.05	-	4716	0.05	-	-
24	Mrs Sushila Arvind Mafatlal Public Charitable Trust No.1-5	3120	0.03	-	3120	0.03	-	-
25	Vishad Padmanabh Mafatlal Public Charitable Trust No.1-4	2496	0.03	-	2496	0.03	-	-
26	Mrs Rekha Hrshikesh Mafatlal Public Charitable Trust No.1-5	3120	0.03	-	3120	0.03	-	-
27	Mrs Miloni Padmanabh Mafatlal Public Charitable Trust No.1-5	2692	0.03	-	2692	0.03	-	-
28	Shri Padmakesh Public Charity Trust No1- 4	2168	0.02	-	2168	0.02	-	-
29	Shri Rishipad Public Charity Trust NO 1-4	2168	0.02	-	2168	0.02	-	-
30	Mrs.Vijayalaxmi Navinchandra Mafatlal Public Charit Trust No.16	1179	0.01	-	1179	0.01	-	-
31	Maithiliben N Desai	3559	0.04	-	3559	0.04	-	-

SN	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
32	A.N. Mafatlal Karta of A.N.M. HUF 4 Mafatlal	11170	0.11	-	11170	0.11	-	-
33	Aarti Hrishikesh Mafatlal	5024	0.05	-	5024	0.05	-	-
34	Rekha Hrishikesh Mafatlal	3772	0.04	-	3772	0.04	-	-
35	P.A.Mafatlal as Karta of P.A.M. HUF 1 Mafatlal	2910	0.03	-	2910	0.03	-	-
36	Anjali Hrishikesh Mafatlal	1998	0.02	-	1998	0.02	-	-
37	Aarti Manish Chadha	1830	0.02	-	1830	0.02	-	-
38	Anjali Kunal Agarwal	1830	0.02	-	1830	0.02	-	-
39	Priyavrat Hrishikesh Mafatlal	2017	0.02	-	2017	0.02	-	-
40	Chetna Padmanabh Mafatlal	203	0.00	-	203	0.00	-	-
TOTAL		3790494	38.83	-	3790494	38.80*	-	-

* Please see (iii) 2 below.

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	3790494	38.83	3790494	38.83
2.	The number of shares held by promoters have remained unchanged. Due to allotment of 8700 equity share on 24 th September, 2014 to a non-promoter director, the percentage shareholding has reduced.	-	(0.03)	-	(0.03)
3.	At the end of the year	3790494	38.80	3790494	38.80

(iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2014)		Shareholding at the end of the year (31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Atyant Capital Management Limited	405751	4.16	298088	3.05
2	Reliance Capital Trustee Co. Ltd.	279651	2.86	304831	3.12
3	Ajay Shivnarain Upadhyaya	200000	2.05	200000	2.05
4	GHI LTP Ltd	170150	1.74	170150	1.74
5	Bluebell Clothing Pvt. Ltd.	154070	1.58	154070	1.58
6	Gautam Rasiklal Ashra	69106	0.71	70606	0.72
7	GHI JBD Ltd.	67380	0.69	67380	0.69
8	Finquest Financial Solutions Pvt. Ltd.	56000	0.57	-	-
9	Sarvamangala Holdings Private Limited	50322	0.52	50322	0.52
10	GHI HSP Ltd.	45808	0.47	45808	0.47
11	DSP Blackrock Micro Cap Fund	-	-	446712	4.57
12	Ashish Kacholia	-	-	242215	2.48
13	Sundaram Mutual Fund A/C Sundaram Smile Fund	-	-	207503	2.12
14	Premier Investment Fund Limited	-	-	146435	1.50
15	Minal B. Patel	-	-	40514	1.03

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Hrshikesh Arvind Mafatlal-Chairman At the beginning of the year	263434	2.70	263434	2.70
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	263434	2.70	263434	2.70
2	Vishad Padmanabh Mafatlal-Director At the beginning of the year	187350	1.91	187350	1.91
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	187350	1.91	187350	1.91
3	Atul Kumar Srivastava- Whole-time director At the beginning of the year	3000	0.03	3000	0.03
	Allotment of 8700 equity share on 24 th September, 2014	8700	0.09	8700	0.09
	Sale of 1000 equity share on 14 th February, 2015	(1000)	(0.01)	(1000)	(0.01)
	Sale of 200 equity share on 13 th March, 2015	(2000)	(0.02)	(2000)	(0.02)
	At the end of the year	8700	0.09	8700	0.09
4	Thekkekara Meloth Mohan Nambiar- Director At the beginning of the year	1000	0.01	1000	0.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	1000	0.01	1000	0.01
5	Pradip Narotam Kapadia- Director At the beginning of the year	1385	0.01	1385	0.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	1385	0.01	1385	0.01
6	SUNILBHAI SIDDHARTH BHAI LALBHAI- Director At the beginning of the year	1000	0.01	1000	0.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	1000	0.01	1000	0.01

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,791.04	1,908.53	-	5,699.57
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,791.04	1,908.53	-	5,699.57
Change in Indebtedness during the financial year				
* Addition	-	62.04	-	62.04
* Reduction	1,830.59	-	-	1,830.59
Net Change	1,830.59	62.04	-	1,768.55
Indebtedness at the end of the financial year				
i) Principal Amount	1,960.45	1,970.57	-	3,931.02
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,960.45	1,970.57	-	3,931.02

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in lacs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
		Shri Hrishikesh Mafatlal - Chairman	Shri Shekhar Khanolkar – Managing Director	Shri A K Srivastava - Finance Director		
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	50.80	133.50	107.25	-	291.55
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0.40	2.13	2.05	-	4.58
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	20,200	8700 (All exercised during the year)	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	1.5%	0.53%	-	-	149.30
	- others, specify...	110.00	39.30	-	-	
5	Others, please specify					
	a) Company's contribution to the Provident Fund	2.27	10.80	8.64	-	21.71
	b) Company's contribution to the Superannuation scheme	2.84	13.50	10.80	-	27.14
	c) Medical Allowance	-	0.15	-	-	0.15
	d) Medi-claim & Accident Insurance	0.27	0.18	0.27	-	0.72
	Total (A)	166.58	199.56	129.01	-	495.15
	Ceiling as per the Act	-	-	-	-	736.53

B. Remuneration to other directors

(₹ in lacs)

Sr. No.	Particulars of Remuneration	Names of Directors							Total Amount
		Shri T.M.M. Nambiar	Shri P.N. Kapadia	Shri S.S. Lalbhai	Shri S. M. Kulkarni	Shri S. G. Mankad	Shri H.H. Engineer	Smt R. V. Haribhakti (w.e.f. 30th July 2014)	
1.	Independent Directors								
	• Fee for attending board committee meetings	3.08	3.20	3.20	2.60	2.20	1.80	1.40	17.48
	• Commission	7.00	7.00	7.00	7.00	7.00	7.00	4.70	46.70
	• Others, please specify								
	Total (1)	10.08	10.20	10.20	9.60	9.20	8.80	6.10	64.18
2.	Other Non-Executive Directors	Shri V.P. Mafatlal							
	• Fee for attending board committee meetings	1.80	-	-	-	-	-	-	1.80
	• Commission	7.00	-	-	-	-	-	-	7.00
	• Others, please specify								
	Total (2)	8.80	-	-	-	-	-	-	8.80
	Total (B)=(1 + 2)	-	-	-	-	-	-	-	72.98
	Total Managerial Remuneration (A)+(B)	-	-	-	-	-	-	-	568.13
	Overall Ceiling as per the Act	-	-	-	-	-	-	-	810.18

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

Sl. no.	Particulars of Remuneration	Company Secretary – Niraj Mankad	CFO Partha Roy Chowdhury	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	49.52	45.31	94.83
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.32	0.40	0.72
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	6500	7900	-
3.	Sweat Equity			
4.	Commission			
	- as % of profit	-	-	-
	- others, specify...			
5.	Others, please Specify			
	a) Company's contribution to the Provident Fund	2.39	2.42	4.81
	b) Company's contribution to the Superannuation scheme	2.99	3.02	6.01
	c) Medical Allowance	0.15	0.45	0.60
	d) Medi-claim & Accident	0.17	0.18	0.35
	e) Club Fees	-	0.03	0.03
	f) Variable Pay	-	7.96	7.96
	Total	55.54	59.77	115.31

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment			- NONE -		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			- NONE -		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			- NONE -		
Compounding					

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

H.A. Mafatlal
Chairman

ANNEXURE - 6

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

REMUNERATION POLICY:

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees, which was approved and adopted by the Board.

I. PREAMBLE:

This Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013, read with the applicable Rules thereto and Clause 49 of the Listing Agreement entered into by the Company with Stock Exchanges, as amended from time to time. This Policy has been formulated by the Nomination and Remuneration Committee (NRC) and has been approved by the Board of Directors based on the recommendations of the NRC.

II. OBJECTIVE:

The objective of the Policy is to ensure that:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

III. COMPLIANCE WITH APPLICABLE LAWS:

The procedure and limits for payment of remuneration under this policy shall be in accordance with provisions of (a) the Companies Act, 2013 read with Rules framed thereunder, (b) Listing Agreement with Stock Exchanges, (c) Articles of Association of the Company and (d) any other applicable law or regulations. In the absence of any of the above provisions, the procedure and limits shall be governed by the prevailing HR Policy of the Company.

IV. REMUNERATION TO NON-EXECUTIVE DIRECTORS:

- (i) Sitting fees within the limits prescribed under the Companies Act, 2013 and rules framed thereunder for attending meetings of the Board and Committees thereof

- (ii) Commission up to 1% of net profit as may be decided by the Board
- (iii) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.

V. REMUNERATION TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:**i) Components:**

Basic salary
Allowances
In kind (car, house, etc.)
Retirals
Reimbursements
Variable Pay
Stock Options

ii) Factors for determining and changing remuneration:**Factors:**

Existing compensation
Qualification
Experience
Salary bands
Individual performance
Market benchmark

iii) Variable incentive pay (including Stock Options)**Factors:**

Individual Performance	Business/Company Performance
Grade	Return on Assets
Performance rating	EBIDTA
Comparative performance within KMPs	Operational Revenue (YOY /Budget)
	Return on Investments
	HSE

Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

VI. REMUNERATION TO OTHER EMPLOYEES:

Components:

Basic Salary, Allowances, Retiral Benefits, such other perquisites and/or incentives and/or bonus and/or Variable Incentive Pay (including ESOP) based on factors as above, as may be decided by the Management from time to time as per HR Policy.

CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT:

In accordance with the provisions of Section 178(3) of the Act read with Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purpose are as under:

Criteria for determining qualifications, positive attributes and independence of a director:

I. QUALIFICATIONS:

- (a) He/She should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.
- (b) Such qualifications as may be prescribed under the Companies Act, 2013 read with rules framed thereunder and the Listing Agreement with Stock Exchanges.

II. POSITIVE ATTRIBUTES:

- (a) He/She should be a person of integrity, with high ethical standard.
- (b) He/She should be able to commit to his/her responsibilities and devote sufficient time and attention to his/her professional obligation as a director.
- (c) He/She should be having courtesy, humility and positive thinking.
- (d) He/She should be knowledgeable and diligent in updating his/her knowledge.
- (e) He/She should have skills, experience and expertise by which the Company can benefit.
- (f) In respect of Executive/Whole time Director/Managing Director, in addition to I (a) & (b) and II (a) to (e) above, he/she should have strong quality of leadership and team mentoring, recognition, management skills, vision, ability to steer the organization even in adverse conditions, innovative thinking, result oriented and ability to enhance reputation of the organization.

III. INDEPENDENCE:

In respect of an Independent director, in addition to I (a) & (b) and II (a) to (e) above, he/she should fulfill the criteria for being appointed as an Independent Director prescribed under Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and the provisions of Clause 49 of the Listing Agreement as amended from time to time.

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

H.A. Mafatlal
Chairman

SECRETARIAL AUDIT REPORT

FORM NO. MR-3

ANNEXURE - 7

For the financial year ended on 31st March, 2015

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

To,
The Members,
Navin Fluorine International Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Navin Fluorine International Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Navin Fluorine International Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31 March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (vii) Employees State Insurance Act, 1948
- (viii) Employers Liability Act, 1938
- (ix) Environment Protection Act, 1986 and other environmental laws.
- (x) Equal Remuneration Act, 1976
- (xi) Factories Act, 1948
- (xii) Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rules, 2003
- (xiii) Indian Contract Act, 1872
- (xiv) Income Tax Act, 1961 and Indirect Tax Laws
- (xv) Indian Stamp Act, 1999
- (xvi) Industrial Dispute Act, 1947
- (xvii) Maternity Benefit Act, 1961
- (xviii) Minimum Wages Act, 1948
- (xix) Negotiable Instrument Act, 1881
- (xx) Payment of Bonus Act, 1965
- (xxi) Payment of Gratuity Act, 1972
- (xxii) Payment of Wages Act, 1936 and other applicable Labour laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited, National Stock Exchange of India Limited and Ahmedabad Stock Exchange Limited.

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

The Company has complied with the provisions of Section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility except Section 135(5). The Company has informed that the shortfall of ₹ 168.56 lacs in the amount spent during the year under report is intended to be utilized in a phased manner in future upon identification of suitable projects within the Company's CSR Policy.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/sweat equity except Allotment of 8700 equity shares to Finance Director under the prevailing ESOS of the Company.
- (ii) Redemption/buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger/ amalgamation/ reconstruction etc.
- (v) Foreign technical collaborations.

Place : Ahmedabad
Dated : 27th April, 2015

Manuprasad Patel
FCS: 2588 C P No.:6357

ANNEXURE - 8

1. CONSERVATION OF ENERGY

A. Energy Conservation measures taken:

- a. Power saving was achieved by reduction in batch cycle time of two key products.
- b. The process of switching over to LED lamps from the conventional light bulbs and fluorescent tubes have been initiated during the year which will be completed in the next fiscal resulting into handsome savings in power consumption.
- c. During the year the sections of the old steam network in Surat plant have been modernized. This initiative resulted in savings of approximately 5 MT of steam per day.
- d. Recycle of flue gases in NG burner in a spray dryer was completed and implemented resulting into savings in natural gas consumption.

B. Additional investment and proposal, if any being implemented for reduction in consumption of energy:

- a. A scheme for reduction of steam consumption for production of oleum 65% is underway. When implemented, it is expected to maximize heat recovery from steam and condensate which in turn will reduce the cooling tower load. The scheme is under implementation.
- b. A major change in the basic architecture of cooling water circuit is planned for one cooling tower. When implemented, it is expected to reduce energy consumption in the cooling tower significantly.

C. Impact of the measures at (A) and (B) above for the reduction of energy consumption and consequent impact on the cost of production of goods:

- a. The power consumption of two products have shown improvements.
- b. Oleum 65% production will use less steam/ MT of Oleum 65% after the modification, and will result into saving in natural gas consumption for steam.
- c. Cooling tower rearrangement will result in savings in power.

- d. Changing over completely to LED lightening will result into significant savings in power.
- e. Recycle of flue gases has resulted into considerable savings in consumption of natural gas

D. Total energy consumption and energy consumption per unit of production:

The particulars are furnished in the prescribed Form A annexed hereto.

2. TECHNOLOGY ABSORPTION

Efforts made in technology absorption are furnished in prescribed Form B annexed hereto.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Activities relating to export initiatives taken to increase exports, developments to new export markets for products and services and export plans

Growing the exports business remains a priority for the Company. During the year exports grew by 45% over the previous year. The Company follows a broad strategy of global sourcing and in order to remain foreign exchange positive, it continuously looks for growing its export basket. The overseas presence is regularly reinforced by attending international science conferences, pharma / agro / specialty chemicals exhibitions, etc. Inquiries generated from these events are taken up by the marketing, R&D and manufacturing teams suitably. Dedicated business development teams have also been deployed in different geographies to cater to the needs of the global pharma and agro majors.

B. TOTAL FOREIGN EXCHANGE USED AND EARNED

(₹ in lacs)

	Current Year	Previous Year
Total Foreign exchange used	18,313.54	12,349.42
Total foreign exchange earned	19,325.22	13,280.34

FORM A

Form for Disclosure of Particulars with respect to Conservation of Energy

	Current Year	Previous Year
(A) POWER & FUEL CONSUMPTION		
(1) Electricity		
(a) Purchased		
Units (in Kwh)	33,376,163	25,462,900
Total Cost (₹)	251,594,555	135,533,942
Rate/Unit (₹)	7.54	5.32
(b) Own Generation		
Through Captive Power Plant		
Units (in Kwh)	166,155	4,655,612
Unit per M3 of Natural Gas (Kwh)	4.56	3.43
Cost/Unit (₹)	13.80	11.14
(2) Others		
(a) High Speed Diesel (HSD)		
Quantity (K.Ltrs)	176	249
Total Cost (₹)	10,268,869	14,233,640
Rate/Unit (Per K.Ltr.)	58,441	57,071
(b) Natural Gas		
Quantity (Cub. Mtrs.)	4,149,454	5,390,771
Total Cost (₹)	155,633,579	191,364,651
Rate (₹ /Cub Mtrs.)	37.51	35.50
(c) Water		
Quantity (K. Ltrs.)	733,926	760,091
Total Cost (₹)	7,541,281	5,357,071
Rate (₹ /K.Ltrs)	10.28	7.05
(d) Light Diesel Oil (L.D.O.)		
Quantity (K. Ltrs.)	0.23	464
Total Cost (₹)	10,208	20,416
Rate (₹ /K.Ltrs)	44.38	44.00
(B) CONSUMPTION PER UNIT OF PRODUCTION:		
(1) Electricity (Kwh/Mt.)	1,062	1,106
(2) Natural Gas (Cub.Mtrs/Mt.)	131	198
(3) Others (K Ltrs/Mt.)	23	28
Production	MT	MT
Synthetic Cryolite,Aluminium Fluoride & Fluorocarbon Gases	8,851	7,492
Misc. Fluorides	22,736	19,732
Total	31,587	27,225

FORM B

A) RESEARCH & DEVELOPMENT

1 Specific areas in which R & D is carried out by your Company:

The R&D efforts of the company are directed towards the following:

- To work on synthesis of new cost effective, environmentally friendly fluorinated chemical entities to meet the market demand;
- To work on strategic projects for converting in-house by products to value added downstream products.
- Work with the technical services and manufacturing teams to resolve process issues, to improve process norms, product quality and minimize waste generation;
- To work on vapor phase chemistries in halogenation, ammoxidation and other related transformations to enhance the specialty chemicals basket,
- To work on new generation, alternative refrigerant gases to cater to the future market requirements;

2. Benefits derived as a result of the above R & D:

Following benefits are derived from the above R&D activities:

- Contributed to the manufacturing of new organic and inorganic chemicals to create greater business opportunities for the specialty fluoro-chemicals business
- Developed alternate cost effective routes for the existing inorganic fluoro chemicals using in-house by products
- Developed various fluorinating agents such as in a cost effective and environmentally benign ways;
- Created opportunities and technical platforms for a successful strategic partnership for a new large volume product by developing cost effective processes;

3. Future plan of action:

The R&D center continues to drive innovation by developing new molecules, technologies and investing in R&D projects, supporting the requirements of internal needs and expanding its activities through collaborations with external agencies to strengthen its innovative capability and support the Company to achieve all round growth.

In order to promote an innovation based culture R&D is planning to enhance its efforts to build a team of outstanding scientists capable of value creation by collaborating with external partners.

4. Expenditure on R&D:

(₹ in lacs)

	Current Year	Previous Year
Capital Expenditure	91.89	21.58
Recurring Expenditure	1,145.14	1,005.00
Total Expenditure	1,237.03	1,026.58
Total R & D expenditure as a % of total turnover	2.27%	2.29%

B) TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION

- Efforts in brief were made towards technology absorption, adaptation & innovation:

The R&D continues to focus its wide knowledge base and diverse technical capabilities towards newer use of reagents, especially in fluorination to create a niche area of expertise. The R&D team uses modern tools and advanced online literatures to work on techniques to introduce fluorine atoms in desired positions in more than one way in selected chemical entities. This unique and niche capability is expected to create more business opportunities and strategic collaborations in the future.

- Benefits derived as a result of the above efforts:

The benefits for such efforts as mentioned above shall lead to:

- Contribution to increase in revenue for all business units of the Company and to gain a status of strategic supplier and partner of choice for its customers;
- Help in enhancing confidence and ability to get involved with customer pipeline at an early stage of development;
- Create long term partnership and collaboration opportunities and ensure sustainable value creation for the company
- Information regarding technology imported during the last five years:

NIL.

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

H.A. Mafatlal
Chairman

ANNEXURE - 9

Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31 March, 2015

Sr. No.	Director	Remuneration (₹ In lacs)	Median Remuneration (₹ In lacs)	Ratio
1	Shri H. A. Mafatlal, Chairman	166.58	4.51	37
2	Shri T. M. M. Nambiar	10.08	4.51	2
3	Shri P. N. Kapadia	10.20	4.51	2
4	Shri S. S. Lalbhai	10.34	4.51	2
5	Shri S. M. Kulkarni	9.60	4.51	2
6	Shri V. P. Mafatlal	8.80	4.51	2
7	Shri S. G. Mankad	9.60	4.51	2
8	Shri H. H. Engineer	8.80	4.51	2
9	Shri A. K. Srivastava, Finance Director	129.02	4.51	29
10	Shri S. S. Khanolkar, Managing Director	199.56	4.51	44
11	Smt. R.V. Haribhakti (w.e.f.30.7.2014)	6.10	4.51	1

- The Percentage increase in remuneration of each Director, CFO, Company Secretary in the financial year

Sr. No.	Director	% increase
1	Shri H.A. Mafatlal, Chairman	14%
2	Shri T.M.M. Nambiar	5%
3	Shri P.N. Kapadia	9%
4	Shri S.S. Lalbhai	10%
5	Shri S.M. Kulkarni	2%
6	Shri V.P. Mafatlal	5%
7	Shri S.G. Mankad	11%
8	Shri H.H. Engineer (part of the year in 2013-14)	105%
9	Shri A.K. Srivastava, Finance Director	8%
10	Shri S.S. Khanolkar, Managing Director	11%
11	Smt. R.V. Haribhakti (appointed w.e.f. 30.7.2014)	---
Company Secretary & CFO		
1	Shri N.B. Mankad, Company Secretary	9%
2	Shri Partha Roy Chowdhury, CFO	9%

- Percentage increase in median remuneration of employees in the financial year – 10%
- The number of permanent employees on the rolls of the company as on 31 March, 2015 - 641
- The explanation on the relationship between average increase in remuneration and company performance

	(₹ in lacs)	
	2014-15	2013-14
Total Income (₹ in lacs)	57,276	47,850
EBIDTA (₹ in lacs)	8,996	9,008
EBIDTA as % of Total Income	16%	19%
PBT (₹ in lacs)	6,808	6,413
PBT as % of Total Income	12%	13%

Average increase of 11% in the remuneration of employees is in line with the current year's performance, market dynamics and as a measure to motivate the employees for better future performance to achieve organization's growth expectations.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.

Average increase in remuneration of key managerial personnel is 11% and is based on individual performances, company's performance and as measure to motivate them for better future performance to achieve organisation's growth expectations.

7. Variations in the market capitalization of the company as at the closing date of the current financial year and the previous financial year:

(i) The market capitalization as on 31.3.2015 was ₹ 81,724 lacs and as on 31.3.2014 was ₹ 33,895 lacs.

(ii) Variation in price earnings ratio as at the closing date of the current financial year and the previous financial year:

Price earnings ratio as on 31.3.2015 was 16.55 and as on 31.3.2014 was 6.68.

(iii) Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:

Not applicable since the Company has never come out with any public offer.

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average increase for non-managerial grade is 18% for a period of 3 years (6% per annum); Non managerial employees also get increase in Dearness Allowance as per Consumer Price Index; therefore average increase in total remuneration is approximately 9-10% which is in line with increase in average managerial remuneration.

9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.

(₹ in lacs)

	2014-15	2013-14
Total Income (₹ in lacs)	57,276	47,850
EBIDTA (₹ in lacs)	8,996	9,008
EBIDTA as % of Total Income	16%	19%
PBT (₹ in lacs)	6,808	6,413
PBT as % of Total Income	12%	13%

Increase in remuneration of Key Managerial Personnel – H.A. Mafatlal, Chairman– 14%, S.S. Khanolkar, MD– 11%, A.K. Srivastava, Finance Director – 8%, Partha Roy Chowdhury, CFO – 9%, N.B. Mankad, Company Secretary – 9%.

10. The key parameters for any variable component of remuneration availed by the directors:

Please refer to the remuneration policy given as Annexure - 6 to the Directors' Report.

11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

None

12. It is affirmed that the remuneration paid is as per the remuneration policy of the company.

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

H.A. Mafatlal
Chairman

ANNEXURE - 10

Disclosure under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (A) The following details are given hereunder in respect of employees employed throughout the year and were in receipt of remuneration of not less than ₹ 60 lacs per annum:

Name & age (years), designation/nature of duties, remuneration (rupees), qualification & experience (years), date of commencement of employment, last employment held (name of employer, post held and period (years))

1. Shri Ashis Mukherjee (50), President - CRO & CTO, 1,57,81,039/-, Ph.D, Org. Chemistry Class: First (23), 24.08.2009, PI Industries Ltd., Gurgaon, Chief Technology Officer & Head Fine Chemicals (2 years). 2. Shri A.K. Srivastava (63), Finance Director, 1,29,00,972/-, B.Sc. (Hons.), FCA (38), 01.05.2003, Mafatlal Industries Ltd., Sr.V.P.-Finance (5 years). 3. Shri Gyanchand Jain (55), President-Operations, 93,16,803/-, A.M.I.E. (Chemical Engg.), Advance Diploma in Management (35), 26.09.2011, Finolex Industries Limited, President Operations (1 year 10 months). 4. Shri H.A. Mafatlal (60), Chairman, 1,66,58,394/-, B.Com. (Hons.) (39), 01.05.2003, The Mafatlal Fine Spg. & Mfg. Co. Ltd., Vice-Chairman (17 Years). He is also the Non-Executive Chairman of Mafatlal Industries Ltd. and NOCIL Ltd. 5. Shri P. S. Haridas (57), Vice-President-SCM, 79,84,416/-, BA (Economics), MBA in Materials Management (38), 14.7.2008, Jubilant Organosys Ltd., Associate Vice President (23 Years). 6. Shri Radhesh R. Welling (42), President-Mkg. & Corp. Stgy., 1,03,81,309/-, BE (Mech.), Masters in International Bus. MBA (18), 16.9.2013, VVFF Ltd., President-Oleo Chemicals (2 years). 7. Shri Shekhar Khanolkar (47), Managing Director, 1,99,56,098/-, B.E., MMS (23), 16.11.2007, BASF India Ltd., Chief Executive (Functional Polymers) (7 years). 8. Shri Sudhir Mohan (52), Vice President-Projects, 66,05,057/-, M.Tech. in Chemical Engineering (28), 7.10.2013, VVFF Ltd., Head-Centre of Excellence (6 months).

- (B) Names of employees employed for part of the year and were in receipt of remuneration of not less than ₹ 5 lacs per month – None
- (C) The percentage of equity shares held by the employee in the Company within the meaning of Clause (iii) of sub rule (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 - N.A.

NOTES:

1. Remuneration, as above, includes, salary, Company's contribution to Provident Fund and Superannuation Schemes, Leave Encashment, Holiday Travel Benefits, Reimbursement of Medical Expenses, Medical Insurance Premium, House Rent Allowances, Additional House Rent Allowance, Compensatory Allowances, Personal Allowance, Voluntary Retirement Benefit, Commission wherever applicable, Personal Accident Insurance, monetary value of perquisites calculated in accordance with provision of Income tax Act, 1961 and rules made thereunder in respect of Housing, Company's furniture and equipments etc. but does not include Company's contribution to Gratuity Fund.
2. The nature of employment is contractual for all the above employees.
3. None of the Company's employees is related to any Director of the Company except Shri Hrishikesh A. Mafatlal (Chairman of the Company) and Shri Vishad P. Mafatlal (Director of the Company) who are related to each other.

For and on behalf of the Board,

Place : Mumbai
Dated : 28th April, 2015

H.A. Mafatlal
Chairman

FINANCIAL SECTION

STANDALONE

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
NAVIN FLUORINE INTERNATIONAL LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 38 to the Financial Statements:
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses:
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No.117364W)

(R.Salivati)
(Partner)

Mumbai, 28 April, 2015

(Membership No. 34004)

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

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

Having regard to the nature of the company's business / activities / result, clauses (v) and (viii) of the Order are not applicable to the Company for the year.

(i) In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(ii) In respect of its inventories:

- (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, having regard to the

explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.

(v) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vi) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31 March, 2015 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31 March, 2015 on account of disputes are given below:

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (₹ In lakhs)
Income Tax Act, 1961	Income Tax	CIT, Appeals, VII, Mumbai	2005-06	36.13
Income Tax Act, 1961	Income Tax	CIT, Appeals, VII, Mumbai	2006-07	226.33
Income Tax Act, 1961	Income Tax	ITAT, Mumbai	2007-08	70.42
Income Tax Act, 1961	Income Tax	CIT(Appeals)- 13, Mumbai	2010-11	0.35
Income Tax Act, 1961	Income Tax	CIT(Appeals)- 13, Mumbai	2011-12	121.31
Central Excise Act	Excise Duty	High Court	1993-94 to 2005-06	90.33
Central Excise Act	Excise Duty	Commissioner of Central Excise	2005-06 & 2006-07	0.17
Central Excise Act	Excise Duty	Assistant Commissioner of Central Excise	1994-95	0.76
Central Excise Act	Excise Duty	Commissioner of Central Excise	2007-08	36.25
The West Bengal Value Added Tax Act	Value Added Tax	Deputy Commissioner Appeals	2000-01 to 2004-05	11.87
The West Bengal Value Added Tax Act	Value Added Tax	Deputy Commissioner Appeals	2005-06	2.70
The West Bengal Value Added Tax Act	Value Added Tax	Appellate Revisional Board	1994-95	1.08
M.P. Commercial Tax Act 1994	Commercial Tax	Assistant Commissioner of Commercial Taxes	1992-93, 1994-95 to 1996-97	8.30
M.P. Commercial Tax Act	Commercial Tax	Madhya Pradesh High Court	1990-91 to 1995-96	28.51
M.P. Sales Tax Act	C.S.T. & Entry Tax	Appellate Board	1996-97 & 2005-06	18.52
U.P. VAT Act	Value Added Tax	Sales Tax Appellate Tribunal	2001-02	1.68
U.P. VAT Act	Value Added Tax	Allahabad High Court	1998-99 to 2000-01	69.14

(d) The Company has been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.

(vii) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company has not issued any debentures.

(ix) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the

purposes for which they were obtained, other than temporary deployment pending application.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No. 117364W)

(R. Salivati)
(Partner)

Mumbai, 28 April, 2015

(Membership No. 34004)

Balance Sheet as at 31 March, 2015

(₹ in lacs)

	Note no.	As at 31 March, 2015	As at 31 March, 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	976.83	975.72
Reserves and surplus	4	56,136.25	53,209.80
		57,113.08	54,185.52
Non-current liabilities			
Long-term borrowings	5	1,178.09	-
Deferred tax liabilities (net)	6	3,188.88	3,315.58
Other long term liabilities	7	2,106.98	2,305.51
Long-term provisions	8	526.57	384.49
		7,000.52	6,005.58
Current liabilities			
Short-term borrowings	9	3,311.05	5,699.57
Trade payables	10	8,836.90	5,823.58
Other current liabilities	11	1,468.08	1,351.29
Short-term provisions	12	1,466.52	1,154.02
		15,082.55	14,028.46
Total		79,196.15	74,219.56
ASSETS			
Non-current assets			
Fixed assets	13		
Tangible assets		21,201.01	22,520.05
Intangible assets		69.93	76.16
Capital work-in-progress		5,758.46	531.18
		27,029.40	23,127.39
Non-current investments	14	17,916.48	13,449.35
Long-term loans and advances	15	6,753.88	5,521.44
		51,699.76	42,098.18
Current assets			
Current investments	16	5,530.11	12,844.82
Inventories	17	6,583.59	5,726.62
Trade receivables	18	11,022.81	8,287.01
Cash and cash equivalents	19	1,376.25	2,528.03
Short-term loans and advances	20	2,720.91	2,545.84
Other current assets	21	262.72	189.06
		27,496.39	32,121.38
Total		79,196.15	74,219.56
Significant accounting policies	2		
The accompanying notes are an integral part of the financial statements			

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117364W

R. Salivati
Partner
Membership No. 34004

H. A. Mafatlal
Chairman

S. S. Khanolkar
Managing Director

T.M.M. Nambiar
S. S. Lalbhai
P. N. Kapadia
S. M. Kulkarni
R. V. Haribhakti

V. P. Mafatlal
A. K. Srivastava
S. G. Mankad
H. H. Engineer

Directors

Mumbai, dated, 28 April, 2015

P. Roy Chowdhury
Chief Financial Officer

N. B. Mankad
Company Secretary

■ Statement of Profit and Loss for the year ended 31 March, 2015 (₹ in lacs)

	Note no.	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Revenue from operations (gross)	22	58,427.16	48,341.68
<i>less:</i> excise duty		3,814.89	3,427.84
Revenue from operations (net)		54,612.27	44,913.84
Other income	23	2,664.14	2,936.23
Total		57,276.41	47,850.07
Expenses			
Cost of materials consumed	24	26,005.82	20,858.89
Purchases of stock-in-trade	24	1,094.19	442.65
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	118.20	(68.33)
Employee benefits expense	26	6,091.05	4,827.19
Finance costs	27	323.73	539.63
Depreciation and amortization expense	28	1,863.77	2,055.07
Other expenses	29	14,971.57	12,782.46
Total		50,468.33	41,437.56
Profit before tax		6,808.08	6,412.51
Tax expense			
Current tax		1,963.00	1,287.00
Deferred tax		(93.41)	59.12
		1,869.59	1,346.12
Profit for the year		4,938.49	5,066.39
Earnings per share (of ₹ 10/- each)			
Basic	30	50.57	51.90
Diluted	30	50.35	51.90
Significant accounting policies	2		
The accompanying notes are an integral part of the financial statements			

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117364W

R. Salivati
Partner
Membership No. 34004

H. A. Mafatlal
Chairman

S. S. Khanolkar
Managing Director

T.M.M. Nambiar
S. S. Lalbhai
P. N. Kapadia
S. M. Kulkarni
R. V. Haribhakti

V. P. Mafatlal
A. K. Srivastava
S. G. Mankad
H. H. Engineer

Directors

Mumbai, dated, 28 April, 2015

P. Roy Chowdhury
Chief Financial Officer

N. B. Mankad
Company Secretary

Cash Flow Statement for the year ended 31 March, 2015

(₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	6,808.08	6,412.51
adjustments for,		
Depreciation / amortization	1,863.77	2,055.07
Loss on sale / write off of fixed assets (net)	10.17	29.14
Profit on sale of current investments	(939.37)	(1,085.95)
Provision for doubtful debts / advances written back	(12.06)	(391.16)
Interest expense	323.73	539.63
Interest income	(350.75)	(148.47)
Net (gain) / loss on foreign currency translations	(2.70)	18.85
Share of profit in the partnership firm where the Company is a partner	(0.31)	(1.07)
Dividend on investments (non-trade)	(171.07)	(142.34)
Bad debts written off	-	1.80
Excess provision of earlier years written back	(0.79)	(1.87)
Provision for doubtful debts / advances	1.41	1.57
Operating profit before working capital changes	7,530.11	7,287.71
(Increase) / decrease in trade receivables	(2,722.88)	(1,263.28)
(Increase) / decrease in inventories	(856.97)	1,466.60
(Increase) / decrease in loans and advances	(432.49)	(1,928.03)
Increase / (decrease) in trade and other payables	3,096.23	1,292.90
	(916.11)	(431.81)
Cash generated from operations	6,614.00	6,855.90
Net income tax paid	(1,731.75)	(1,054.92)
Net cash flow from operating activities	4,882.25	5,800.98
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(7,304.70)	(1,577.97)
Amounts refunded by partnership firm where Company is a partner (current)	24.43	-
Capital contribution in partnership firm where Company is a partner (current)	-	1.07
Share of profit in the partnership firm where the Company is a partner	0.31	1.07
Bank balances not considered as cash and cash equivalents	(34.85)	(39.93)
Amounts refunded by Sulakshana Securities Ltd., a subsidiary	337.16	394.97
Redemption of investments in preference shares	-	3,000.00
Purchase of investments	(9,885.12)	(25,902.49)
Amount invested in joint venture	(3,047.49)	-
Sale of fixed assets	12.39	72.96
Sale of investments	16,634.29	22,569.80
Dividend income	171.07	142.34
Interest income	356.85	137.18
Net cash flow (used in) / from investing activities	(2,735.66)	(1,201.00)

Cash Flow Statement for the year ended 31 March, 2015

(₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Calls in arrears received during the year (including securities premium)	1.48	-
Proceeds from allotment of ESOP	32.56	-
Proceeds from long term borrowings	1,178.09	-
Repayments of other borrowings (net)	(2,388.52)	(2,624.35)
Dividend paid (including dividend distribution tax)	(1,833.10)	(1,694.69)
Interest expense	(323.73)	(539.63)
Net cash (used in) / from financing activities	(3,333.22)	(4,858.67)
Net increase / (decrease) in cash and cash equivalents	(1,186.63)	(258.69)
Cash and cash equivalents at the beginning of the year	2,170.48	2,429.17
Cash and cash equivalents at the end of the year	983.85	2,170.48
Note,		
Reconciliation of cash and cash equivalents		
As per Balance sheet - note 19	983.85	2,170.48
As per Cash flow statement	983.85	2,170.48

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants

Registration No. 117364W

R. Salivati
Partner
Membership No. 34004

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} Directors

Mumbai, dated, 28 April, 2015

P. Roy Chowdhury
Chief Financial Officer

N. B. Mankad
Company Secretary

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 1 CORPORATE INFORMATION

Navin Fluorine International Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the Bombay, Ahmedabad and National stock exchanges. The Company belongs to the reputed Arvind Mafatlal Group in India. Established in 1967, it has the largest integrated fluorochemicals complex in India. The Company primarily focuses on fluorine chemistry, producing refrigeration gases, some basic building block fluorides and specialty organofluorines. Its manufacturing facilities are located at Surat, Gujarat and Dewas, Madhya Pradesh.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation of Financial Statements

The financial statements are prepared under historical cost convention on accrual basis of accounting and in accordance with generally accepted accounting principles.

b. Use of estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialise or are known.

c. Tangible fixed assets

Fixed assets are recorded at cost of acquisition or construction. They are stated at historical cost less accumulated depreciation, amortisation and impairment loss, if any.

d. Depreciation on tangible fixed assets

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

e. Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortisation. Computer Software which are capitalised, are amortised over a period of 3 years on straight-line basis.

f. Impairment of tangible and intangible assets

Impairment loss is provided to the extent that the carrying amount(s) of assets exceed their recoverable amount(s). Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash-flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable willing parties, less the costs of disposal.

g. Investments

Long-term investments are carried at cost. Provision is made to recognize a diminution, other than temporary, in the carrying amounts of long-term investments. Current investments are carried individually, at the lower of cost and fair value.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Fixed assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.

h. Inventories

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost is determined on the following basis:

Raw materials, traded goods, stores and spares - Weighted average

Process stocks and finished goods - At material cost plus appropriate value of overheads

i. Retirement and other employee benefits

i. The Company contributes towards provident fund, family pension fund and superannuation fund which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution required to be made under the statutes / rules.

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (Contd.)

- ii. Gratuity liability, a defined benefit scheme, and provision for compensated absences is accrued and provided for on the basis of actuarial valuations made at the year end.

j. Foreign currency transactions

Transactions in foreign currency are recorded at the rates of exchange in force at the time the transactions are effected. At the year-end, monetary items denominated in foreign currency and forward exchange contracts are reported using closing rates of exchange. Exchange differences arising thereon and on realization / payment of foreign exchange are accounted, in the relevant year, as income or expense.

In case of forward exchange contracts, or other financial instruments that are in substance forward exchange contracts, the premium or discount arising at the inception of the contracts is amortized as expense or income over the life of the contracts. Gains / losses on settlement of transactions arising on cancellation / renewal of forward exchange contracts are recognized as income or expense.

k. Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

l. Operating lease

Lease arrangements where the risks and rewards incidental to the ownership of an asset substantially vest with the lesser are recognized as Operating lease. Operating lease receipts and payments are recognized as income or expense, as the case may be, in the Statement of Profit and loss on a straight-line basis over the lease term.

m. Revenue recognition

Revenue (income) is recognized when no significant uncertainty as to its determination or realization exists. Revenue from operations includes carbon credits which are recognized on delivery thereof or sale of rights therein as the case may be, in terms of the contracts with the respective buyers.

n. Taxes on income

Tax expense comprises of both current and deferred tax at the applicable enacted / substantively enacted rates. Current tax represents the amount of income-tax payable / recoverable in respect of the taxable income / loss for the reporting period. Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

o. Provisions and contingencies

A provision is recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when the Company has a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.

p. Employee stock option

Measurement and disclosure of the employee share-based payment plans is done in accordance with the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India. Compensation expense is amortized over the vesting period of the option on a straight line basis. The Company measures compensation cost relating to employee stock options using the intrinsic value method.

q. Research and development expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and loss. Development costs of products are also charged to the Statement of Profit and loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 3 SHARE CAPITAL		
Authorised shares		
35,000,000 equity shares of ₹10/- each	3,500.00	3,500.00
Issued, subscribed and fully paid shares		
9,769,797 (as at 31 March, 2014, 9,761,097) equity shares of ₹ 10/- each, fully paid-up	976.98	976.11
less: Calls in arrears (refer note 3f)	0.15	0.39
Total	976.83	975.72

- a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :

Particulars	Opening balance	Buyback	ESOP	Closing balance
Equity shares with voting rights				
Year ended 31 March, 2015				
- Number of shares	9,761,097	-	8,700	9,769,797
- Amount (₹ in lacs)	976.11	-	0.87	976.98
Year ended 31 March, 2014				
- Number of shares	9,761,097	-	-	9,761,097
- Amount (₹ in lacs)	976.11	-	-	976.11

- b. Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting.

During the year ended 31 March, 2015, the amount of dividend, per share, recognized as distributions to equity shareholders is ₹ 16/- (year ended 31 March, 2014, ₹ 16/-)

- c. Details of shareholders holding more than 5% shares in the Company:

Equity shares of ₹ 10/- each fully paid	31 March, 2015		31 March, 2014	
Name	Nos.	% holding	Nos.	% holding
Mafatlal Impex Private Limited	1,085,193	11.11	1,085,193	11.12
Suremi Trading Private Limited	646,081	6.61	646,081	6.62
NOCIL Limited	566,340	5.80	566,340	5.80

- d. For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, please refer note 32.
- e. During the period of five years immediately preceding the reporting date:

	As at 31 March, 2015	As at 31 March, 2014	As at 31 March, 2013	As at 31 March, 2012	As at 31 March, 2011
Equity shares bought back by the Company	-	-	-	-	338,792

Pursuant to the decision of the Board of Directors of the Company taken in its meeting dated 24 September, 2010, the Company bought back 338,792 equity shares of nominal value of ₹ 10/- each at a price of ₹ 400/- per share for an aggregate value of ₹ 1,355.17 lacs during 2010-11 under Section 77A of the Companies Act, 1956 through tender offer by utilising the Securities premium account to the extent of ₹ 1,321.29 lacs. The Capital redemption reserve was created out of General reserve for ₹ 33.88 lacs being the nominal value of shares thus bought back. All the equity shares bought back were extinguished by 5 March, 2011.

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 3 SHARE CAPITAL (Contd.)

f. Calls unpaid (by other than officers and directors) (₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
2,956 (previous year 7,871) equity shares of ₹ 10/- each, ₹ 5/- called up but unpaid	0.15	0.39

g. Out of the rights issue made in 2004-05, 109 equity shares could not be offered on rights basis due to the non-availability of details of beneficial holders from depositories. The same are kept in abeyance.

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 4 RESERVES AND SURPLUS		
Capital reserve no. 1		
Balance of excess of assets over liabilities and reserves taken over pursuant to the scheme of demerger of MIL		
As per last Balance sheet	8,035.17	8,035.17
	8,035.17	8,035.17
Capital reserve no. 2		
Compensation received pursuant to the Montreal Protocol for phasing out production of ozone depleting substances		
As per last Balance sheet	6,823.20	6,823.20
	6,823.20	6,823.20
Capital redemption reserve		
As per last Balance sheet	33.88	33.88
	33.88	33.88
Securities premium account		
As per last Balance sheet	1,052.79	1,052.79
add: Received during the year	31.70	-
less: amount in arrears (net of receipts during the year, ₹ 1.23 lacs; as at 31 March, 2014, ₹ nil)	0.74	1.97
	1,083.75	1,050.82
Contingency reserve		
Reserve created in terms of a corporate guarantee given		
As per last Balance sheet	-	1,000.00
less: transferred to General reserve	-	1,000.00
	-	-
General reserve		
As per last Balance sheet	6,839.34	5,332.34
add: transferred from Contingency reserve	-	1,000.00
add: transferred from surplus in Statement of Profit and loss	494.00	507.00
	7,333.34	6,839.34

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 4 RESERVES AND SURPLUS (Contd.)		
Surplus in Statement of Profit and loss		
Balance as per last Balance sheet	30,427.39	27,695.19
<i>less:</i> Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax)	166.26	-
<i>add:</i> profit for the year	4,938.49	5,066.39
	35,199.62	32,761.58
<i>less: appropriations</i>		
Interim dividend (₹ 7.50 per share, previous year, ₹ 7.50 per share)	732.73	732.08
Proposed final dividend (₹ 8.50 per share, previous year, ₹ 8.50 per share)	830.43	829.69
Corporate tax on dividend	315.56	265.42
Transferred to General reserve	494.00	507.00
Total appropriations	2,372.72	2,334.19
	32,826.90	30,427.39
Total	56,136.25	53,209.80
NOTE 5 LONG-TERM BORROWINGS		
Term loan - from banks		
Secured		
AXIS Bank	1,178.09	-
Total	1,178.09	-
Terms of repayment and security:		
20 equal quarterly installments (at the end of the quarter) starting after moratorium of 18 months from the date of first disbursement, i.e. 26 June, 2014.		
To be secured by charge on specific project fixed assets at Dewas, both present and future.		
NOTE 6 DEFERRED TAX LIABILITIES (NET)		
Difference between book and tax written down values of fixed assets	3,192.76	3,304.56
Others	6.15	23.02
Gross deferred tax liability	3,198.91	3,327.58
Deferred tax asset		
Provision for doubtful debts / advances	10.03	12.00
Gross deferred tax asset	10.03	12.00
Net deferred tax liability	3,188.88	3,315.58
NOTE 7 OTHER LONG-TERM LIABILITIES		
Advance against project contracts	303.24	303.24
Security deposits received	442.09	640.62
Others		
- Iraq gas project	1,031.70	1,031.70
- Land development	329.95	329.95
Total	2,106.98	2,305.51

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 8 LONG-TERM PROVISIONS		
Provision for employee benefits		
Provision for compensated absences	526.57	384.49
Total	526.57	384.49

NOTE 9 SHORT-TERM BORROWINGS		
Secured		
Cash credit from banks	1,340.48	3,791.04
Unsecured		
Commercial paper	1,970.57	1,908.53
Total	3,311.05	5,699.57

Cash credit from banks are secured by hypothecation of certain stocks and book debts of the Company, both present and future and second charge created / to be created on all the fixed assets of the company situated at Bhestan and certain fixed assets at Dewas.

NOTE 10 TRADE PAYABLES		
Trade payables *	8,836.90	5,823.58
Total	8,836.90	5,823.58

* Dues to Micro, Small and Medium enterprises have been determined to the extent such parties have been identified on the basis of information collected. The total amount remaining unpaid as at the end of the year is ₹ 281.04 lacs (previous year, ₹ 16.75 lacs) (refer note 41)

NOTE 11 OTHER CURRENT LIABILITIES		
Unpaid dividend	208.70	191.87
Unpaid money on buy-back of shares	1.09	1.08
Other payables		
- Statutory dues payable	243.60	202.19
- Trade / security deposits	782.83	557.56
- Advance from customers	73.66	323.75
- Gratuity (refer note 31)	158.20	74.84
Total	1,468.08	1,351.29

NOTE 12 SHORT-TERM PROVISIONS		
Provision for employee benefits		
Provision for compensated absences	189.54	151.69
	189.54	151.69
Other Provisions		
Provision for tax (net of advance tax ₹ 6,098.05 lacs, as at 31 March, 2014, ₹ 4,381.13 lacs)	277.49	31.63
Provision for proposed equity dividend	830.43	829.69
Provision for tax on proposed dividend	169.06	141.01
	1,276.98	1,002.33
Total	1,466.52	1,154.02

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

NOTE 13 FIXED ASSETS

Tangible assets	Gross Block				Depreciation / amortisation				Net Block		
	As at 1 April, 2014	Additions / adjustments	Deductions / adjustments	As at 31 March, 2015	As at 1 April, 2014	For the year	Deductions / adjustments	Adjustment recorded against surplus balance in Statement of Profit and loss	Upto 31 March, 2015	As at 31 March, 2015	As at 31 March, 2014
Owned assets											
Freehold land	10.56	-	-	10.56	-	-	-	-	-	10.56	10.56
	(10.56)	-	-	(10.56)	-	-	-	-	-	(10.56)	
Leasehold land	2,595.99	-	-	2,595.99	54.07	26.21	-	-	80.28	2,515.71	2,541.92
	(2,595.99)	-	-	(2,595.99)	(27.86)	(26.21)	-	-	(54.07)	(2,541.92)	
Buildings	2,434.74	211.95	-	2,646.69	360.29	85.15	-	96.50	541.94	2,104.75	2,074.45
	(2,797.29)	-	(362.55)	(2,434.74)	(354.73)	(70.72)	(65.16)	-	(360.29)	(2,074.45)	
Plant and machinery	28,931.54	318.95	85.49	29,165.00	11,797.05	1,338.22	53.22	68.26	13,150.31	16,014.69	17,134.49
	(27,617.78)	(1,776.28)	(462.52)	(28,931.54)	(10,471.50)	(1,732.53)	(406.98)	-	(11,797.05)	(17,134.49)	
Furniture and fixtures	385.16	2.92	-	388.08	109.33	48.79	-	-	158.12	229.96	275.83
	(319.82)	(65.34)	-	(385.16)	(89.20)	(20.13)	-	-	(109.33)	(275.83)	
Vehicles	240.63	12.80	15.62	237.81	106.03	37.38	11.77	0.01	131.65	106.16	134.60
	(289.53)	-	(48.90)	(240.63)	(106.94)	(24.39)	(25.30)	-	(106.03)	(134.60)	
Office equipment	583.35	94.94	16.02	662.27	235.15	202.73	29.58	34.79	443.09	219.18	348.20
	(629.89)	(62.00)	(108.54)	(583.35)	(252.28)	(72.55)	(89.68)	-	(235.15)	(348.20)	
Total	35,181.97	641.56	117.13	35,706.40	12,661.92	1,738.48	94.57	199.56	14,505.39	21,201.01	22,520.05
As at and for the year ended 31 March, 2014	(34,260.86)	(1,903.62)	(982.51)	(35,181.97)	(11,302.51)	(1,946.53)	(587.12)	-	(12,661.92)	(22,520.05)	

Intangible assets	Gross Block				Depreciation / amortisation				Net Block		
	As at 1 April, 2014	Additions / adjustments	Deductions / adjustments	As at 31 March, 2015	As at 1 April, 2014	For the year	Deductions / adjustments	Adjustment recorded against surplus balance in Statement of Profit and loss	Upto 31 March, 2015	As at 31 March, 2015	As at 31 March, 2014
Computer software	178.33	33.79	-	212.12	102.17	40.02	-	-	142.19	69.93	76.16
	(164.52)	(13.81)	-	(178.33)	(75.46)	(26.71)	-	-	(102.17)	(76.16)	
Total	178.33	33.79	-	212.12	102.17	40.02	-	-	142.19	69.93	76.16
As at and for the year ended 31 March, 2014	(164.52)	(13.81)	-	(178.33)	(75.46)	(26.71)	-	-	(102.17)	(76.16)	
Capital work-in-progress										5,758.46	531.18

Note: Figures in parentheses are as at and for the year ended 31 March, 2014

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

NOTE 14 NON-CURRENT INVESTMENTS

	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
(a) Investment property (at cost less accumulated depreciation, given on operating lease)						
Cost of premises	-	5,108.81	5,108.81	-	4,759.32	4,759.32
add: purchased / adjustment during the year	-	-	-	-	349.49	349.49
less: accumulated depreciation	-	445.74	445.74	-	360.47	360.47
Net	-	4,663.07	4,663.07	-	4,748.34	4,748.34
(b) Non-trade investments (valued at cost unless stated otherwise)						
Investment in equity instruments						
<i>(i) of subsidiaries</i>						
150,000 (as at 31 March, 2014, 150,000) equity shares of Sulakshana Securities Limited of ₹ 10/- each, fully paid-up	-	15.00	15.00	-	15.00	15.00
5,100 (as at 31 March, 2014, 5,100) equity shares of Manchester Organics Limited of £ 0.01 each, fully paid-up	-	3,265.12	3,265.12	-	3,265.12	3,265.12
<i>(ii) of joint ventures</i>						
1,082,500 (as at 31 March 2014, 12,500) equity shares of ₹ 10/- each fully paid-up in Swarnim Gujarat Fluorspar Private Limited	-	108.25	108.25	-	1.25	1.25
29,404,900 (as at 31 March 2014, nil) equity shares of ₹ 10/- each fully paid-up in Convergence Chemicals Private Limited	-	2,940.49	2,940.49	-	-	-
<i>(iii) of other companies</i>						
481,600 (as at 31 March, 2014, 481,600) equity shares of Cebon Apparel Private Limited of ₹ 10/- each, fully paid-up	-	9.03	9.03	-	9.03	9.03
9,300 (as at 31 March, 2014, 9,300) equity shares of Mafatlal Services Limited of ₹ 100/- each, fully paid-up	-	12.74	12.74	-	12.74	12.74
1,774,707 (as at 31 March, 2014, 1,774,707) equity shares of Mafatlal Industries Limited of ₹ 10/- each, fully paid-up	1,552.73	-	1,552.73	1,552.73	-	1,552.73
6,850,000 (as at 31 March, 2014, 6,850,000) equity shares of NOCIL Limited of ₹ 10/- each, fully paid-up	1,137.84	-	1,137.84	1,137.84	-	1,137.84
	2,690.57	6,350.63	9,041.20	2,690.57	3,303.14	5,993.71
less: adjustments to the carrying amount of investments	-	15.00	15.00	-	15.00	15.00
	2,690.57	6,335.63	9,026.20	2,690.57	3,288.14	5,978.71

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

NOTE 14 NON-CURRENT INVESTMENTS (Contd.)

	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investment in Debentures						
Nil (as at 31 March, 2014, 4) 18% Redeemable Non-Convertible Debentures of Eldeco Sohna Projects Limited of ₹ 5,000,000/- each, ₹ 2,000,000/- redeemed	-	-	-	-	200.00	200.00
Nil (as at 31 March, 2014, 4) 17% Redeemable Non-Convertible Debentures of ATS Almond Infrabuild Private Limited of ₹ 5,000,000/- each	-	-	-	-	200.00	200.00
Investment in bonds						
150 * 11% Corporate bonds - series IV of Housing Development Finance Corporation	-	1.50	1.50	-	1.50	1.50
Investment in mutual funds (face value of ₹ 10/- each)						
Nil (as at 31 March, 2014, 3,000,000) units of J. P. Morgan India Income Fund series 301	-	-	-	-	300.00	300.00
Nil (as at 31 March, 2014, 4,000,000) units of DSP BlackRock FTP - Series 11	-	-	-	-	400.00	400.00
Nil (as at 31 March, 2014, 5,000,000) units of Reliance Interval Fund - II Series 2	-	-	-	-	500.00	500.00
Nil (as at 31 March, 2014, 6,200,000) units of ICICI Prudential Fixed Maturity Plan - Series 72	-	-	-	-	620.00	620.00
Nil (as at 31st March, 2014, 5,000,000) units of HDFC FMP 737D October 2013 (1)	-	-	-	-	500.00	500.00
5,000,000 (as at 31 March, 2014, nil) Reliance Interval Fund - II Series 2	-	500.00	500.00	-	-	-
6,200,000 (as at 31 March, 2014, nil) ICICI Prudential Fixed Maturity Plan - Series 72 - 823 Days Plan H	-	620.00	620.00	-	-	-
20,049,046 (as at 31 March, 2014, nil) DWS FMP SERIES 62	-	2,004.90	2,004.90	-	-	-
11,000,000 (as at 31 March, 2014, nil) HDFC FMP 366 D March 2014 (2) Series 31 - Regular Growth	-	1,100.00	1,100.00	-	-	-
	-	4,224.90	4,224.90	-	2,320.00	2,320.00
Investment in partnership firm						
Capital contribution in Urvija Associates (subsidiary)	-	0.80	0.80	-	0.80	0.80
Total	2,690.57	15,225.90	17,916.48	2,690.57	10,758.78	13,449.35
Aggregate amount of quoted investments			2,690.57			2,690.57
Aggregate market value of listed and quoted investments			5,312.07			3,126.70
Aggregate amount of unquoted investments			15,225.90			10,758.78

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 14 NON-CURRENT INVESTMENTS (Contd.)

Details of investment in partnership firm - Urvija Associates	As at 31 March, 2015		As at 31 March, 2014	
Name of the partners	Total capital	Share of profits	Total capital	Share of profits
Navin Fluorine International Limited	0.80	80%	0.80	80%
Mayflower Textiles Private Limited	0.10	10%	0.10	10%
Myrtle Textiles Private Limited	0.10	10%	0.10	10%

* pending transfer in the Company's name and not available for physical verification.

During the year, the Company made the following investments:

- Subscribed to 29,404,900 equity shares of ₹ 10/- each of Convergence Chemicals Pvt. Ltd.
- Subscribed to 1,070,000 equity shares of ₹ 10/- each of Swarnim Gujarat Fluorspar Pvt. Ltd.
- Purchased 31,263,661 units of various debt mutual funds having an aggregate value of ₹ 9,885.12 lacs

(₹ in lacs)

NOTE 15 LONG-TERM LOANS AND ADVANCES

	As at 31 March, 2015	As at 31 March, 2014
Capital advances		
- Unsecured, considered good	1,970.82	568.75
Security deposits		
- Unsecured, considered good	627.13	555.70
Loans and advances to related parties (refer note 45)		
- Secured, considered good	2,206.08	2,277.06
- Unsecured, considered good	6.31	173.27
	2,212.39	2,450.33
Loans and advances to employees (unsecured, considered good)	1.05	14.78
Prepaid expenses (unsecured, considered good)	0.75	4.75
Advance income-tax (net of provision ₹ 19,122.62 lacs, as at 31 March, 2014, ₹ 20,666.57 lacs) (unsecured, considered good)	1,561.32	1,546.71
Advance fringe benefit tax (net of provision ₹ 89.00 lacs, as at 31 March, 2014, ₹ 89.00 lacs)	12.08	12.08
Other loans and advances (unsecured, considered good)		
- Iraq gas project	162.70	162.70
- Land development	205.64	205.64
	1,943.54	1,946.66
Total	6,753.88	5,521.44

Notes,

Loans and advances in the nature of loans, due from:

Subsidiary Company:

Sulakshana Securities Limited	2,200.00	2,419.60
Maximum amount outstanding during the year	2,419.60	2,814.57

Others:

Staff	12.86	14.53
(interest bearing with repayment schedules beyond seven years)		
Maximum amount outstanding during the year	14.53	15.97

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 16 CURRENT INVESTMENTS (valued at lower of cost or fair value)		
Unquoted		
<i>Investment in Mutual Funds</i> (face value of ₹ 10/- each)		
Nil (as at 31 March, 2014, 1,234,775) units of Templeton Income Builder Fund - Plan A	-	500.00
Nil (as at 31 March, 2014, 3,241,226) units of ICICI Pru Corporate Bond Fund Regular Plan Half Yearly Dividend	-	337.64
Nil (as at 31 March, 2014, 7,500,000) units of IDFC Fixed Term Plan - Series 31	-	750.00
Nil (as at 31 March, 2014, 6,762,605) units of SBI Dynamic Bond Fund	-	1,000.00
Nil (as at 31 March, 2014, 7,000,000) units of DSP Blackrock FMP - Series 111	-	700.00
Nil (as at 31 March, 2014, 5,000,000) units of SBI Debt Fund Series	-	500.00
Nil (as at 31 March, 2014, 10,000,000) units of HDFC FMP 372D	-	1,000.00
Nil (as at 31 March, 2014, 10,000,000) units of HDFC FMP	-	1,000.00
Nil (as at 31 March, 2014, 10,000,000) units of Axis Fixed Term Plan-Series 56	-	1,000.00
Nil (as at 31 March, 2014, 10,000,000) units of DWS Fixed Maturity Plan-Series 51	-	1,000.00
Nil (as at 31 March, 2014, 10,000,000) units of Reliance Fixed Horizon Fund - XXV - Series 26	-	1,000.00
Nil (as at 31 March, 2014, 20,049,045) units of DWS Fixed Maturity Plan-Series 51	-	2,004.90
Nil (as at 31 March, 2014, 11,000,000) units of HDFC FMP	-	1,100.00
Nil (as at 31 March, 2014, 8,918,026) units of Templeton Income Builder Fund - Plan A	-	952.28
3,000,000 (as at 31 March, 2014, nil) JP Morgan India Income Fund Series 301	300.00	-
4,000,000 (as at 31 March, 2014, nil) DSP BlackRock FTP - Series 11-36M	400.00	-
5,000,000 (as at 31 March, 2014, nil) HDFC FMP 737D October 2013 (1)	500.00	-
10,929,245 (as at 31 March, 2014, nil) DSP BlackRock Income Opportunities Fund - Regular	1,133.32	-
1,751,537 (as at 31 March, 2014, nil) ICICI Pru Corporate Bond Fund Regular Plan Growth	373.41	-
7,443,872 (as at 31 March, 2014, nil) Franklin India Corp Bond Opportunities fund - Growth	1,043.53	-
1,569,812 (as at 31 March, 2014, nil) ICICI Pru Flexible Income Plan - Dividend	1,659.85	-
<i>Investment in Debentures</i>		
4 (as at 31 March, 2014, nil) 18% Redeemable Non-Convertible Debentures of Eldeco Sohna Projects Limited of ₹ 5,000,000/- each, ₹ 2,000,000/- redeemed	120.00	-
Total	5,530.11	12,844.82
NOTE 17 INVENTORIES (valued at lower of cost or net realizable value)		
Raw materials	2,656.17	2,403.06
Work-in-progress	499.55	540.11
Finished goods	2,170.83	2,215.61
Traded goods	20.87	53.72
Stores and spares	1,236.17	514.12
Total	6,583.59	5,726.62
Details of work-in-progress		
Fluoro chemicals	499.55	540.11

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 18 TRADE RECEIVABLES		
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	103.82	82.19
Doubtful	23.85	30.17
	127.67	112.36
<i>less:</i> provision for doubtful trade receivables	23.85	30.17
	103.82	82.19
Other receivables		
Unsecured, considered good	10,918.99	8,204.82
Doubtful	2.69	2.69
	10,921.68	8,207.51
<i>less:</i> provision for doubtful trade receivables	2.69	2.69
	10,918.99	8,204.82
Total	11,022.81	8,287.01
NOTE 19 CASH AND CASH EQUIVALENTS		
Cash and cash equivalents (As per Accounting Standard 3 on Cash flow statement)		
Cash on hand	8.12	7.27
Balances with banks		
in current accounts	825.73	2,026.71
in deposits accounts		
- original maturity of 3 months or less	150.00	136.50
	983.85	2,170.48
Other bank balances		
in deposit accounts		
- original maturity of more than 3 months	165.00	150.00
in earmarked accounts		
- unpaid dividend account	208.70	191.87
- buy-back account	1.09	1.09
- balances held as margin money	17.61	14.59
	392.40	357.55
Total	1,376.25	2,528.03

Certain current accounts with banks, which have been transferred from MIL pursuant to its scheme of demerger, are in the process of being transferred in the Company's name.

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 20 SHORT TERM LOANS AND ADVANCES		
Loan and advances to related parties (refer note 45)		
- Unsecured, considered good	208.08	67.02
Security deposits		
- Unsecured, considered good	191.06	100.21
Loans to employees (unsecured, considered good)	2.49	9.75
Prepaid expenses (unsecured, considered good)	78.43	71.91
Balances with statutory / government authorities (unsecured, considered good)		
- CENVAT credit receivable	910.87	197.41
- Service tax credit receivable	977.53	516.97
	1,969.32	796.04
Other loans and advances (unsecured, including advance to suppliers)		
Unsecured, considered good	352.45	1,582.57
Doubtful	2.43	2.43
	354.88	1,585.00
Provision for doubtful advances	2.43	2.43
	352.45	1,582.57
Total	2,720.91	2,545.84
Notes,		
Loans and advances in the nature of loans, due from:		
Staff (interest bearing)	2.49	8.50
Maximum amount outstanding during the year	8.50	8.50
NOTE 21 OTHER CURRENT ASSETS		
Interest accrued on fixed deposits with banks	17.95	24.05
Rent receivable	244.77	165.01
Total	262.72	189.06
NOTE 22 REVENUE FROM OPERATIONS		
Sale of products		
Finished goods	56,940.77	47,505.70
Traded goods	1,330.94	637.26
	58,271.71	48,142.96
Other operating revenue		
Scrap sales	155.45	198.72
Revenue from operations (gross)	58,427.16	48,341.68
less: excise duty *	3,814.89	3,427.84
Revenue from operations (net)	54,612.27	44,913.84

*Excise duty deducted from turnover represents excise duty collected on sale of goods. Excise duty shown under 'expenditure' (note 29) represents the aggregate of excise duty borne by the Company and difference between excise duty on opening and closing stocks of finished goods.

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
NOTE 22 REVENUE FROM OPERATIONS (Contd.)		
Details of products sold		
Finished goods		
Synthetic cryolite, aluminium fluoride, fluorocarbon gases	18,939.25	15,720.75
Hydrofluoric acid and other fluorine chemicals	35,210.83	28,448.89
Others (including sulphuric acid and oleum)	2,790.69	3,336.06
	56,940.77	47,505.70
Traded goods		
Mafron gases	586.16	446.25
Others	744.78	191.01
	1,330.94	637.26
Total	58,271.71	48,142.96
NOTE 23 OTHER INCOME		
Interest income (Refer note 1, below)	350.75	148.47
Dividend income:		
Current investments	76.73	12.51
Long term investments	94.34	129.83
Other non-operating income (Refer note 2, below)	2,142.33	2,645.42
Total	2,664.14	2,936.23
Notes,		
1 Interest income:		
Interest from banks on deposits	41.93	28.35
Interest on loans & advances	240.70	37.04
Interest on Investments	68.12	8.37
Other interest	-	74.71
	350.75	148.47
2 Other non-operating income:		
Rental income from investment property	1,171.82	1,061.14
Provision for doubtful debts / advances written back / credit balances written back	12.06	391.16
Excess provision of earlier years written back (net)	0.79	1.87
Insurance claims	4.49	98.27
Profit on sale of current investments	939.37	1,085.95
Share of profit in the partnership firm where the Company is a partner	0.31	1.07
Miscellaneous income	13.47	5.96
	2,142.33	2,645.42

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
NOTE 24 COST OF RAW MATERIALS CONSUMED		
Inventories at the beginning of the year	2,403.06	3,830.30
add: Purchases	26,258.93	19,431.65
	28,661.99	23,261.95
less: Inventories at the end of the year	2,656.17	2,403.06
	26,005.82	20,858.89
Details of raw materials consumed		
Fluorspar	6,871.92	7,381.12
Chloromethanes	3,693.18	1,456.03
Spor 11	1,311.78	1,550.35
Sulphur	1,841.62	1,228.21
Others	12,287.32	9,243.18
Total	26,005.82	20,858.89
Purchase of stock-in-trade	1,094.19	442.65
	1,094.19	442.65
NOTE 25 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Inventories at the end of the year		
Finished goods	2,170.83	2,215.61
Work-in-process	499.55	540.11
Stock-in-trade	20.87	53.72
	2,691.24	2,809.44
Inventories at the beginning of the year		
Finished goods	2,215.61	2,162.74
Work-in-process	540.11	386.43
Stock-in-trade	53.72	191.94
	2,809.44	2,741.11
Net (decrease) / increase	(118.20)	68.33
NOTE 26 EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	4,975.67	4,066.52
Contribution to provident and other funds	459.81	376.24
Gratuity expenses	437.36	154.84
Staff welfare expenses	218.21	229.59
Total	6,091.05	4,827.19
NOTE 27 FINANCE COSTS		
Interest on borrowings (Net off interest capitalized ₹ 230.29 lacs, previous year nil)	279.41	413.78
Interest others	15.07	56.21
Other borrowing costs	29.25	69.64
Total	323.73	539.63

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
NOTE 28 DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and amortisation of tangible assets	1,738.48	1,946.53
Amortisation of intangible assets	40.02	26.71
Depreciation of investment property	85.27	81.83
Total	1,863.77	2,055.07

NOTE 29 OTHER EXPENSES		
Consumption of stores and spares	1,826.84	1,697.95
Consumption of packing materials	2,022.25	1,613.87
Excise duty	41.08	48.89
Power and fuel	4,221.56	3,460.71
Rent	323.87	265.59
Repairs to buildings	264.57	283.03
Repairs to machinery	374.36	364.77
Labour charges	674.70	617.43
Insurance	84.95	87.91
Rates and taxes	264.32	295.25
Commission and discounts	608.37	633.88
Transport and freight charges (net)	1,616.99	1,222.73
Loss on sale / write off of fixed assets (net)	10.17	29.14
Provision for doubtful debts / advances	1.41	1.57
Bad debts / advances written off	-	1.80
Net loss on foreign currency transactions and translations	95.15	58.74
Donations	-	34.60
Expenditure on Corporate Social Responsibility	118.93	-
Legal and professional fees	694.82	448.06
Miscellaneous expenses	1,727.23	1,616.54
Total	14,971.57	12,782.46

Payments to auditors	For the Year ended 31 March, 2015	For the Year ended 31 March, 2014
To statutory auditor		
For audit	15.00	15.00
For taxation matters	4.00	4.40
For other services	14.50	10.20
Reimbursement of expenses	0.06	0.15
	33.56	29.75
To cost auditor		
For audit	2.50	2.50
Reimbursement of expenses	0.03	0.03
	2.53	2.53
Total	36.09	32.28

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 30 EARNINGS PER SHARE (EPS)

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under:

	Current year	Previous year
Profit attributable to equity shareholders – (₹ in lacs)	4,938.49	5,066.39
Weighted average number of equity shares outstanding during the year	9,765,578	9,761,097
Basic earnings per share – ₹	50.57	51.90
Diluted earnings per share – ₹	50.35	51.90
Nominal value per share – ₹	10.00	10.00

Note: In the previous year, stock options granted to certain executives not being dilutive were not considered for the purpose of computing diluted earnings per share.

NOTE 31 EMPLOYEE BENEFITS

Contributions are made to Recognized Provident Fund / Government Provident Fund and Family Pension Fund which covers all regular employees. Contribution is also made in respect of executives to a Recognized Superannuation Fund. While both the employees and the Company make predetermined contributions to the Provident Fund, contribution to the Family Pension Fund and Superannuation Fund are made only by the Company. The contributions are normally based on a certain proportion of the employee's salary. Amount recognized as expense in respect of these defined contribution plans, aggregate to ₹ 459.81 lacs (previous year, ₹ 376.24 lacs).

Contributions are made to a Recognized Gratuity Fund in respect of gratuity and provision is made for compensated absences based upon actuarial valuation done at the end of every financial year using 'Projected Unit Credit' method and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. Gains and losses on changes in actuarial assumptions are accounted for in the Statement of Profit and loss.

The charge on account of provision for gratuity and compensated absences has been included in 'Contribution to provident fund and other funds' and 'Salaries, wages and bonus' respectively.

In respect of gratuity (funded):

	(₹ in lacs)	
	Current year	Previous year
Reconciliation of liability recognized in the Balance sheet		
Present value of commitments	(1,555.49)	(1,136.67)
Fair value of plan assets	1,397.29	1,061.83
Net liability in the Balance sheet	(158.20)	(74.84)
Movement in net liability recognized in the Balance sheet		
Net liability as at beginning of the year	(74.84)	(54.62)
Net expense recognized in the Statement of Profit and loss	(437.36)	(154.84)
Contribution during the year	354.00	134.62
Net liability as at end of the year	(158.20)	(74.84)
Expense recognized in the Statement of Profit and loss		
Current service cost	70.48	77.67
Interest cost	105.82	83.89
Expected return on plan assets	(92.38)	(83.71)
Actuarial (gains) / losses	353.44	76.99
Expense charged to the Statement of Profit and loss	437.36	154.84

Notes forming part of Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

NOTE 31 EMPLOYEE BENEFITS (Contd.)

	Current year	Previous year
Return on plan assets		
Expected return on plan assets	92.38	83.71
Actuarial gains / (losses)	(17.05)	(10.28)
Actual return on plan assets	75.33	73.43
Reconciliation of defined-benefit commitments		
Commitments as at beginning of the year	1,136.67	1,016.80
Current service cost	70.48	77.67
Interest cost	105.82	83.89
Paid benefits	(93.86)	(108.40)
Actuarial (gains) / losses	336.78	66.71
Commitments as at end of the year	1,555.49	1,136.67
Reconciliation of plan assets		
Plan assets as at beginning of the year	1,061.83	962.18
Expected return on plan assets	92.38	83.71
Contributions during the year	354.00	134.62
Paid benefits	(93.86)	(108.40)
Actuarial gains / (losses)	(17.05)	(10.28)
Plan assets as at end of the year	1,397.30	1,061.83

The actuarial calculations used to estimate commitments and expenses in respect of gratuity are based on the following assumptions which if changed, would effect the commitment's size, funding requirements and expense:

	Current year %	Previous year %
Discount rate	7.99	9.31
Expected return on plan assets	7.99	8.70
Expected rate of salary increase	9.00	7.00

Mortality	Indian Assured Life Mortality (2006-08) Ultimate	
Estimate of amount of contribution in the immediate next year	153.76	135.91

Experience adjustment	On plan liability (gain) / loss	On plan assets gain / (loss)
2014-15	68.20	(17.05)
2013-14	29.12	(10.28)
2012-13	28.70	46.72
2011-12	52.91	3.10
2010-11	91.70	0.45

The fair value of the plan assets is distributed in the following manner	Current year %	Previous year %
Deposits with a nationalized bank	25.69	20.46
Various debt instruments	74.31	79.54

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 32 EMPLOYEE STOCK OPTION SCHEME

- a. The Company's Employee Stock Option Scheme has been approved by the Board of Directors of the Company on 1 May, 2007.
- b. The vesting period of the options granted on 20 July, 2007 is over four years commencing after one year from the date of grant. The options granted on 28 April, 2014 shall vest upon the expiry of two years from the date of their grant.
- c. Exercise period would commence one year from the date of vesting and will expire on completion of ten years from the date of vesting.
- d. The options will be settled in equity shares of the Company.
- e. The Company used the intrinsic value method to account for ESOPs.
- f. The exercise prices have been determined to be the market price on the days preceding the dates of respective grants.
- g. Consequently, no compensation cost has been recognized by the Company in accordance with the "Guidance Note on Accounting for Employee Share-based payments" issued by The Institute of Chartered Accountants of India.
- h. Details of movement of options:

	As at 31 March, 2015	As at 31 March, 2014
Particulars	Nos.	Nos.
Options outstanding at the beginning of the year	30,200	32,300
Options granted during the year	86,700	NIL
Options vested during the year	NIL	NIL
Options exercised during the year	8,700	NIL
Options forfeited during the year	NIL	NIL
Options lapsed / surrendered during the year	1,300	2,100
Options outstanding at the end of the year	106,900	30,200

- i. Had fair value method been used, the compensation cost would have been higher by ₹ 45.26 (previous year ₹ nil), Profit after tax would have been lower by ₹ 32.83 (previous year ₹ nil) and EPS – both basic and diluted - would have been ₹ 50.23 & ₹ 50.01 per share respectively (previous year ₹ 51.90 per share).
- j. Weighted Average exercise price of the above options is ₹ 389/- per share.

NOTE 33 LEASE

- (a) The Company has taken office, residential premises and vehicles under operating lease or leave and license agreements. These are generally cancellable in nature and range between 11 months to 48 months. These leave and license agreements are generally renewable or cancellable at the option of the Company or the lessor. The lease payment recognised in the Profit and loss account is ₹ 323.87 lacs (previous year ₹ 265.59 lacs).
- (b) The Company has taken office premise under lease rental agreement. Details of minimum lease payments for non-cancellable lease are as under:

(₹ in lacs)

Particulars	As at 31 March, 2015	As at 31 March, 2014
Not later than one year	78.00	220.80
Later than one year and not later than five years	218.00	427.30
Total	296.00	648.10

- (c) The Company has given office premises under lease rental agreement. Details of minimum lease payments for non-cancellable leases are as under:

(₹ in lacs)

Particulars	As at 31 March, 2015	As at 31 March, 2014
Not later than one year	164.62	362.33
Later than one year and not later than five years	-	164.62
Total	164.62	526.95
Operating lease rentals credited to the Statement of Profit and loss	1,171.82	1,061.14

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 33 LEASE (Contd.)

(d) Other details of premises which have been given on operating lease for a period of upto sixty months are as under:

(₹ in lacs)

Particulars	As at 31 March, 2015	As at 31 March, 2014
Gross block as at the year end	5,108.81	5,108.81
Accumulated depreciation as at the year end	445.74	360.47
Depreciation charged during the year	85.27	81.83

NOTE 34 SEGMENT INFORMATION

Primary

The Company is engaged in the 'chemicals business' and it is the primary segment.

Secondary

The Company has two geographical segments based upon location of its customers - within and outside India:

(₹ in lacs)

Particulars	As at and for the year ended 31 March, 2015			As at and for the year ended 31 March, 2014		
	Within India	Outside India	Total	Within India	Outside India	Total
Revenues	38,520.43	19,751.28	58,271.71	34,540.84	13,602.12	48,142.96
Segment assets	48,325.07	4,474.84	52,799.91	41,181.16	2,657.41	43,838.57
Cost incurred on acquisition of fixed assets	5,902.63	-	5,902.63	1,577.97	-	1,577.97

NOTE 35

With the redemption of Preference shares of ₹ 3,000.00 lacs by Mafatlal Industries Limited (MIL) during the previous year, all financial assistances provided to MIL for their expeditious rehabilitation stands repaid as on 31 March, 2014.

The Company received ₹ 337.16 lacs (previous year ₹ 394.97 lacs) during the year from its wholly owned subsidiary Sulakshana Securities Limited (SSL), towards partial repayment of interest free advances provided in earlier years. A provision for doubtful advances made in this context in earlier years of ₹ 380.37 lacs was written back in the previous year. The market value of the assets of SSL far exceeds the outstanding advance to SSL of ₹ 2,200.00 lacs (previous year ₹ 2,419.60 lacs) at the year end.

A corporate guarantee given to a lender of MIL expired during the previous year. Consequently the contingency reserve of ₹ 1,000.00 lacs created in this regard was also transferred to general reserve of the Company in the previous year, as it was no longer required.

NOTE 36

MIL was executing a project in Iraq when hostilities broke out between Iraq and Kuwait in 1990-91, resulting in suspension of project work. In view of the post war sanctions imposed by the United Nations and the Government of India, suspended operations could not be resumed. The customer's bankers have asked for extension of bank guarantees for advance payment and performance and the State Bank of India (SBI), in turn, had claimed that the funds deposited with them in respect of the aforesaid project are subject to lien which was subsequently released on alternate arrangements. In view of the continuing uncertain circumstances, the receipts and payments under the contracts, transferred to the Company pursuant to the SS of MIL, continue to be carried forward and necessary adjustments would be made on the status of the project becoming clearer.

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 37 CAPITAL AND OTHER COMMITMENTS

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
i. Capital commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for	3,170.30	4,274.95
ii. Other commitments: Estimated amount of obligation on account of non-fulfillment of export commitments under various advance licenses	173.00	97.40

NOTE 38 CONTINGENT LIABILITIES

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
In respect of:		
a. Excise matters disputed in appeal These relate to MODVAT on capital purchases (pending before the Assistant Commissioner) and permit fee on purchase of alcohol (pending before the High Court)	127.52	127.52
b. Claims against the Company not acknowledged as debts Labour matters involving issues like regularization of employment, termination of employment, compensation against severance, etc.	19.64	17.64
c. Sales-tax matters disputed in appeal These relate to classification of goods and consequent dispute on the rates of sales-tax (pending at various stages from Assistant Commissioner to High Court)	136.68	200.50
d. Income tax matters disputed in appeal	721.02	721.02

In all the above matters, the Company is hopeful of succeeding and as such does not expect any significant liability to crystallize.

NOTE 39 DERIVATIVE INSTRUMENTS

- a. The Company enters into forward contracts to offset foreign currency risks arising from the amounts denominated in currencies other than the Indian Rupee. The counter party to such forward contracts is a bank. These contracts are entered into to hedge the foreign currency risks on outstandings. Details of forward contracts outstanding as at the year end:

Currency	Exposure to buy / sell	As at the year end	
		₹ in lacs	Foreign currency in lacs
US Dollars	Sell	2,763.25 (1,662.36)	44.21 (27.75)
GBP	Sell	88.77 (264.88)	0.96 (2.65)
US Dollars	Buy	1,616.18 (1,549.07)	25.86 (25.85)

Note: Figures in parentheses are for the previous year.

- b. Net exchange difference in respect of forward contracts to be credited - debited in subsequent accounting year amounts to credit ₹ 0.15 lacs (as at 31 March, 2014, debit ₹ 28.28 lacs).

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 39 DERIVATIVE INSTRUMENTS (Contd.)

c. Foreign currency exposure at the year end not hedged by derivative instruments (₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
Receivables against export of goods and services		
US Dollars	1,426.17	533.89
Euros	2.89	13.95
GBP	39.69	331.98
Advance received from customers		
US Dollars	8.63	312.36
Payables against import of goods and services		
US Dollars	494.92	302.92
Euros	2.02	-
GBP	36.89	2.82
CHF	6.72	-
Advance payment to suppliers		
US Dollars	1.53	181.32
Euros	24.91	-
CHF	7.28	-

NOTE 40 RESEARCH AND DEVELOPMENT EXPENDITURE

The details of research and development expenditure of ₹ 1,157.26 lacs (previous year ₹ 1,026.58 lacs) included in the figures reported under notes 13 and 24 to 29 are as under: (₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
Capital Expenditure	91.89	21.58
Revenue Expenditure	1,145.14	1,005.00
	1,237.03	1,026.58

The details of revenue expenditure incurred on research and development are as under :

Salaries / Wages	468.53	395.36
Material / Consumable / Spares	291.36	222.31
Utilities	132.35	132.34
Other expenditure	137.89	139.41
Depreciation	115.00	115.58
	1,145.14	1,005.00

NOTE 41 DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

(₹ in lacs)

Particulars	As at 31 March, 2015	As at 31 March, 2014
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	281.04	16.75
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 42

The Company has not made any remittances in foreign currencies on account of dividends during the year and does not have information as to the extent to which remittances in foreign currencies on account of dividends have been made by or on behalf of non-resident shareholders. The particulars of dividends paid to non-resident shareholders are as follows:

	Year ended 31 March, 2015	Year ended 31 March, 2014
Year to which dividend relates	2013-14	2012-13
Number of non-resident shareholders	354	376
Number of shares held by them on which dividend is due	772,950	551,922
Amount remitted to bank accounts in India of non-resident shareholders – (₹ in lacs)	65.70	41.39

	Year ended 31 March, 2015	Year ended 31 March, 2014
Year to which dividend relates	Interim 2014-15	Interim 2013-14
Number of non-resident shareholders	333	373
Number of shares held by them on which dividend is due	757,349	623,901
Amount remitted to bank accounts in India of non-resident shareholders – (₹ in lacs)	56.80	46.79

NOTE 43 JOINT VENTURE COMPANIES (JVC)

- The Company has a Joint venture interest of 49.43 % in Swarnim Gujarat Flourspar Private Limited., a Company incorporated under the Companies Act, 1956 on 19 June, 2012. As on 31 March, 2015 the Company has invested a sum of ₹ 107.00 lacs (previous year ₹ 1.25 lacs) in the share capital of this Joint venture.

The JVC is engaged in the business of manufacture of acid grade fluorspar and allied activities.

- The Company's share of each of the assets, liabilities, income and expenses etc. (each, without elimination of the effect of the transactions between the Company and the JVC) related to its interest in this JVC, based on the audited accounts for the year ended 31 March, 2015 are as under:

(₹ in lacs)

Sr. No.	Particulars	Year ended 31 March, 2015	Year ended 31 March, 2014
(i)	Assets	91.40	40.88
(ii)	Liabilities	3.93	47.78
(iii)	Income	-	-
(iv)	Expenses	4.67	2.21

- The Company's share of capital commitments in the JVC as at 31 March, 2015 is ₹ Nil.
 - The Company's share of contingent liability of the JVC as at 31 March, 2015 is ₹ Nil.
 - The Company's transactions with JVC, being a related party, are disclosed in note no. 45.
- The Company has a Joint venture interest of 49% in Convergence Chemicals Private Limited., a Company incorporated under the Companies Act, 2013 on 19 November, 2014. As on 31 March, 2015 the Company has invested a sum of ₹ 2,940.49 lacs (previous year ₹ nil) in the share capital of this Joint venture.

The JVC is engaged in the business of manufacture of specialty chemicals in the healthcare sector.

- The Company's share of each of the assets, liabilities, income and expenses etc. (each, without elimination of the effect of the transactions between the Company and the JVC) related to its interest in this JVC, based on the audited accounts for the year ended 31 March, 2015 are as under:

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 43 JOINT VENTURE COMPANIES (JVC) (Contd.)

(₹ in lacs)

Sr. No.	Particulars	Year ended 31 March 2015	Year ended 31 March 2014
(i)	Assets	4,589.07	-
(ii)	Liabilities	109.81	-
(iii)	Income	-	-
(iv)	Expenses	29.23	-

- b) The Company's share of capital commitments in the JVC as at 31 March, 2015 is ₹ Nil.
c) The Company's share of contingent liability of the JVC as at 31 March, 2015 is ₹ Nil.
d) The Company's transactions with JVC, being a related party, are disclosed in note no. 45.

NOTE 44

During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from 1 April, 2014, the Company revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. The details of previously applied depreciation rates are as follows:

	Previous depreciation rate	Revised useful life
Road	1.64% / ~60 years	5 years
Factory building	3.39% / ~29 years	30 years
Other building	1.64% / ~60 years	60 years
Computer	16.67% / ~6 years	3 years
Servers & networks	16.67% / ~6 years	6 years
General plant & machinery	4.75% / ~20 years	15 years
Triple shift plant & machinery	10.56% / ~9 years	15 years
Continue process plant	5.28% / ~19 years	25 years
Reactor, Distillation column, Drying equipment / centrifuge, Vessels / storage tank	4.75% / ~20 years, 10.56% / ~9 years, 5.28% / ~19 years	20 years
Furniture	6.67% / ~15 years	10 years
Office equipment	4.75% / ~20 years	5 years
Electric installation	4.75% / ~20 years	10 years
Vehicles	9.50% / ~11 years	8 years

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be nil as on 1 April, 2014, and has adjusted an amount of ₹ 166.26 lacs (net of deferred tax of ₹ 33.29 lacs) against the opening surplus balance in the Statement of Profit and loss under Reserves and surplus.

The depreciation expense in the Statement of Profit and loss for the year is lower by ₹ 205.21 lacs consequent to the change in the useful life of the assets.

NOTE 45 RELATED PARTY TRANSACTIONS

Enterprises over which key management personnel and their relatives are able to exercise significant influence

Mafatlal Industries Limited
Mafatlal Fabrics Private Limited
NOCIL Limited
Seth Navinchandra Mafatlal Foundation Trust
Sri Sadguru Seva Sangh Trust

Joint Ventures

Swarnim Gujarat Fluorspar Private Limited
Convergence Chemicals Private Limited

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 45 RELATED PARTY TRANSACTIONS (Contd.)

Names of related parties where control exists

Sulakhshana Securities Limited – subsidiary company

Manchester Organics Limited – subsidiary company

Urvija Associates – a partnership firm where the Company is a majority partner

Key management personnel

Shri Hrishikesh A. Mafatlal (in the capacity of an individual / trustee)

Shri Vishad P. Mafatlal (in the capacity of an individual / karta)

Shri Atul K. Srivastava

Shri Shekhar S. Khanolkar

Details of transactions with related parties during the year / previous year

(₹ in lacs)

Nature of transactions	1	2	3	4	Total
Sale of finished goods					
NOCIL Limited	3.68 4.68				3.68 4.68
Mafatlal Industries Limited	0.27 0.29				0.27 0.29
Manchester Organics Limited			323.77 473.43		323.77 473.43
Purchase of raw materials					
Manchester Organics Limited			32.82 8.58		32.82 8.58
Rental income					
NOCIL Limited	163.80 163.80				163.80 163.80
Dividend Income					
Mafatlal Industries Limited	53.24 88.74				53.24 88.74
NOCIL Limited	41.10 41.10				41.10 41.10
Purchase of cloth for uniform					
Mafatlal Industries Limited	5.77 4.93				5.77 4.93
Reimbursement of Expenses					
Mafatlal Industries Limited	137.86 212.41				137.86 212.41
Managerial remuneration					
Shri Hrishikesh A. Mafatlal				166.58 145.61	166.58 145.61
Shri Vishad P. Mafatlal				7.00 7.00	7.00 7.00
Shri Atul K. Srivastava				129.01 119.17	129.01 119.17
Shri Shekhar S. Khanolkar				199.56 180.01	199.56 180.01

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 45 RELATED PARTY TRANSACTIONS (Contd.)

(₹ in lacs)

Nature of transactions	1	2	3	4	Total
Sitting fees					
Shri Vishad P. Mafatlal				1.80 1.40	1.80 1.40
Share of profit / (loss) in a partnership firm					
Urvija Associates			0.31 1.07		0.31 1.07
Capital contribution in a partnership firm					
(Urvija Associates)					
- current			0.31 1.07		0.31 1.07
Investment in equity shares					
Swarnim Gujarat Fluorspar Private Limited		107.00 1.25			107.00 1.25
Convergence Chemicals Private Limited		2,940.49 -			2,940.49 -
Redemption of preference shares					
Mafatlal Industries Limited	- 3,000.00				- 3,000.00
Advances given to					
Sulakshana Securities Limited			117.56 105.03		117.56 105.03
Urvija Associates			0.26 -		0.26 -
Swarnim Gujarat Fluorspar Private Limited		75.00 32.00			75.00 32.00
Convergence Chemicals Private Limited		9,250.08 -			9,250.08 -
Repayment of advances / Reimbursement of expenses from					
Mafatlal Industries Limited	- 11.67				- 11.67
Sulakshana Securities Limited			337.16 500.00		337.16 500.00
Urvija Associates			25.00 -		25.00 -
Swarnim Gujarat Fluorspar Private Limited		17.35 -			17.35 -
Convergence Chemicals Private Limited		9,031.43 -			9,031.43 -
Donation					
Sri Sadguru Seva Sangh Trust	20.00 15.00				20.00 15.00

Notes forming part of Financial Statements for the year ended 31 March, 2015

NOTE 45 RELATED PARTY TRANSACTIONS (Contd.)

(₹ in lacs)

Nature of transactions	1	2	3	4	Total
As at the year end					
Amounts due to					
NOCIL Limited	1.49 1.49				1.49 1.49
Manchester Organics Limited			7.73 -		7.73 -
Shri Hrishikesh A. Mafatlal				110.00 98.00	110.00 98.00
Shri Vishad P. Mafatlal				7.00 7.00	7.00 7.00
Shri Shekhar S. Khanolkar				39.30 33.50	39.30 33.50
Amounts due from					
Manchester Organics Limited			197.24 85.10		197.24 85.10
Mafatlal Industries Limited	0.10 0.04				0.10 0.04
Urvija Associates			6.31 30.74		6.31 30.74
Sulakhana Securities Limited			2,200.00 2,419.60		2,200.00 2,419.60
NOCIL Limited	1.34 1.17				1.34 1.17
Swarnim Gujarat Fluorspar Private Limited		- 49.35			- 49.35
Convergence Chemicals Private Limited		202.08 -			202.08 -

1. Enterprises over which key management personnel and their relatives are able to exercise significant influence
2. Joint Ventures
3. Related parties where control exists
4. Key management personnel

Notes,

Figures in italics are those as at and for the year ended 31 March, 2014

NOTE 46 VALUE OF IMPORTS AND VALUE OF RAW MATERIALS, STORES, SPARES AND PACKING MATERIALS CONSUMED**(a) CIF value of imports**

(₹ in lacs)

	Year ended 31 March, 2015	Year ended 31 March, 2014
Raw materials	16,807.11	11,463.72
Stores, spares and packing materials	395.51	147.02
Capital goods	368.47	166.53

Notes forming part of Financial Statements for the year ended 31 March, 2015

(b) Consumption of raw materials and stores, spares and packing materials

	Year ended 31 March, 2015		Year ended 31 March, 2014	
	₹ in lacs	Percentage of consumption	₹ in lacs	Percentage of consumption
Raw materials				
Imported	17,334.12	66.65	13,969.40	66.97
Indigenous	8,671.70	33.35	6,889.49	33.03
	26,005.82	100.00	20,858.89	100.00
Stores, spares and packing materials				
Imported	31.18	0.81	0.19	0.01
Indigenous	3,817.90	99.19	3,311.63	99.99
	3,849.08	100.00	3,311.82	100.00

(₹ in lacs)

NOTE 47 EXPENDITURE IN FOREIGN CURRENCY

	Year ended 31 March, 2015	Year ended 31 March, 2014
(a) Travelling expenses	55.98	53.19
(b) Commission	59.55	21.92
(c) Legal and professional fees	74.96	18.29
(d) ISO tank rental	90.41	113.78
(e) Others	461.55	364.97

(₹ in lacs)

NOTE 48 EARNINGS IN FOREIGN EXCHANGE

	Year ended 31 March, 2015	Year ended 31 March, 2014
(a) FOB value of exports	16,997.24	10,781.81
(b) Contract Research Income	2,327.98	2,498.53

NOTE 49

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

H. A. Mafatlal
Chairman

S. S. Khanolkar
Managing Director

T.M.M. Nambiar
S. S. Lalbhai
P. N. Kapadia
S. M. Kulkarni
R. V. Haribhakti

V. P. Mafatlal
A. K. Srivastava
S. G. Mankad
H. H. Engineer

} Directors

Mumbai, dated, 28 April, 2015

P. Roy Chowdhury
Chief Financial Officer

N. B. Mankad
Company Secretary

FINANCIAL SECTION

CONSOLIDATED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
NAVIN FLUORINE INTERNATIONAL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **NAVIN FLUORINE INTERNATIONAL LIMITED** ("the Company"), its subsidiaries and its joint ventures (the Company, its subsidiaries and jointly controlled entities constitute "the Group"), which comprise the Consolidated Balance Sheet as at 31 March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March, 2015, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of two subsidiaries, and two joint ventures, whose financial statements reflect total assets of ₹ 8,275.04 lacs as at 31 March, 2015, total revenues of ₹ 4,868.98 lacs and net cash flows amounting to ₹ 269.88 lacs for the year ended

on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Company, the subsidiary companies and joint ventures incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors of the Company as on 31 March, 2015 taken on record by the Board of Directors of the Company and the reports of the auditors of its subsidiary companies and joint ventures incorporated in India, none of the directors of the Company, its subsidiary companies and its joint ventures incorporated in India is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 41 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies and joint ventures incorporated in India.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No.117364W)

(R. Salivati)
(Partner)

MUMBAI, 28 April, 2015

(Membership No. 34004)

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

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

Our reporting on the Order includes two jointly controlled companies incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

i. In respect of the fixed assets of the Holding Company, subsidiary company and jointly controlled companies incorporated in India:

- (a) The respective entities, where applicable, have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management of the respective entities in accordance with a regular programme of verification which, in our opinion and the opinion of the other auditors, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us and the other auditors, no material discrepancies were noticed on such verification.

ii. In respect of the inventories of the Holding Company, subsidiary company and jointly controlled companies incorporated in India:

- (a) As explained to us and the other auditors, the inventories were physically verified during the year by the Management of the respective entities, where applicable, at reasonable intervals.
- (b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
- (c) In our opinion and the opinion of the other auditors and according to the information and explanations

given to us and the other auditors, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on physical verification.

(iii) The Holding Company, subsidiary company and jointly controlled companies incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities.

(iv) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system in the Holding Company, subsidiary company and jointly controlled companies incorporated in India commensurate with the size of the respective entities and the nature of their business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our and the other auditors audit, no major weakness in such internal control system has been observed.

(v) According to the information and explanations given to us, the Holding Company, subsidiary company and jointly controlled companies incorporated in India have not accepted any deposit during the year. In respect of unclaimed deposits, the Holding Company, subsidiary company and jointly controlled companies incorporated in India have complied with the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013.

(vi) According to the information and explanations given to us and the other auditors, in our opinion and the opinion of the other auditors, the Holding Company, subsidiary company and jointly controlled companies incorporated in India have, *prima facie*, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under

sub-section (1) of Section 148 of the Companies Act, 2013. Neither we nor the other auditors have, however, made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues of the Holding Company, subsidiary company and jointly controlled companies incorporated in India:

(a) The respective entities have been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance,

Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.

(b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31 March, 2015 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31 March, 2015 on account of disputes by the aforesaid entities are given below:

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (₹ In lakhs)
Income Tax Act, 1961	Income Tax	CIT, Appeals, VII, Mumbai	2005-06	36.13
Income Tax Act, 1961	Income Tax	CIT, Appeals, VII, Mumbai	2006-07	226.33
Income Tax Act, 1961	Income Tax	ITAT, Mumbai	2007-08	70.42
Income Tax Act, 1961	Income Tax	CIT(Appeals)- 13, Mumbai	2010-11	0.35
Income Tax Act, 1961	Income Tax	CIT(Appeals)- 13, Mumbai	2011-12	121.31
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal, Mumbai	2004-05	9.74
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal, Mumbai	2006-07	6.46
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal, Mumbai	2007-08	18.35
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal, Mumbai	2008-09	1.99
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal, Mumbai	2009-10	5.56
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax, Mumbai	2010-11	3.35
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax, Mumbai	2012-13	1.86
Central Excise Act	Excise Duty	High Court	1993-94 to 2005-06	90.33
Central Excise Act	Excise Duty	Commissioner of Central Excise	2005-06 & 2006-07	0.17
Central Excise Act	Excise Duty	Assistant Commissioner of Central Excise	1994-95	0.76
Central Excise Act	Excise Duty	Commissioner of Central Excise	2007-08	36.25
The West Bengal Value Added Tax Act	Value Added Tax	Deputy Commissioner Appeals	2000-01 to 2004-05	11.87
The West Bengal Value Added Tax Act	Value Added Tax	Deputy Commissioner Appeals	2005-06	2.70
The West Bengal Value Added Tax Act	Value Added Tax	Appellate Revisional Board	1994-95	1.08

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (₹ In lakhs)
M.P. Commercial Tax Act 1994	Commercial Tax	Assistant Commissioner of Commercial Taxes	1992-93, 1994-95 to 1996-97	8.30
M.P. Commercial Tax Act	Commercial Tax	Madhya Pradesh High Court	1990-91 to 1995-96	28.51
M.P. Sales Tax Act	C.S.T. & Entry Tax	Appellate Board	1996-97 & 2005-06	18.52
U.P. VAT Act	Value Added Tax	Sales Tax Appellate Tribunal	2001-02	1.68
U.P VAT Act	Value Added Tax	Allahabad High Court	1998-99 to 2000-01	69.14

- (d) The aforesaid entities have been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- (viii) The Group does not have consolidated accumulated losses at the end of the financial year and the Group have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Holding Company, subsidiary company and jointly controlled companies incorporated in India have not defaulted in the repayment of dues to financial institutions and banks. The Holding Company, subsidiary companies and jointly controlled companies incorporated in India have not issued any debentures.
- (x) According to the information and explanations given to us, the Holding Company, subsidiary company and jointly controlled companies incorporated in India have not given guarantees for loans taken by others from banks and financial institutions.
- (xi) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Holding Company, subsidiary company and jointly controlled companies incorporated in India during the year for the purposes for which they were obtained other than temporary deployment pending application.
- (xii) To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company, its subsidiary company and jointly controlled companies incorporated in India and no material fraud on the Holding Company, its subsidiary company and jointly controlled companies incorporated in India has been noticed or reported during the year.

FOR DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No.117364W)

(R. Salivati)
(Partner)

MUMBAI, 28 April, 2015

(Membership No. 34004)

Consolidated Balance Sheet as at 31 March, 2015

(₹ in lacs)

	Note no.	As at 31 March, 2015	As at 31 March, 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	976.83	975.72
Reserves and surplus	4	57,789.42	54,558.66
		58,766.25	55,534.38
Minority Interest			
		1,291.11	924.24
Non-current liabilities			
Long-term borrowings	5	2,746.09	24.85
Deferred tax liabilities (net)	6	3,225.44	3,339.26
Other long term liabilities	7	2,230.66	2,429.20
Long-term provisions	8	526.57	384.49
		8,728.76	6,177.80
Current liabilities			
Short-term borrowings	9	3,383.04	5,739.61
Trade payables	10	8,921.78	6,089.14
Other current liabilities	11	2,489.74	2,158.10
Short-term provisions	12	1,614.18	1,312.44
		16,408.74	15,299.29
Total		85,194.86	77,935.71
ASSETS			
Non-current assets			
Fixed assets	13		
Tangible assets		23,218.97	24,669.41
Intangible assets		69.93	76.18
Capital work-in-progress		6,038.95	569.70
		29,327.85	25,315.29
Goodwill on consolidation		4,095.68	4,095.68
Non-current investments	14	11,601.82	10,182.18
Long-term loans and advances	15	9,064.17	3,183.98
		54,089.52	42,777.13
Current assets			
Current investments	16	5,530.11	12,844.82
Inventories	17	7,606.19	6,555.52
Trade receivables	18	11,986.43	9,045.31
Cash and cash equivalents	19	2,807.45	3,787.63
Short-term loans and advances	20	2,779.83	2,597.27
Other current assets	21	395.33	328.03
		31,105.34	35,158.58
Total		85,194.86	77,935.71
Significant accounting policies	1		
The accompanying notes are an integral part of the financial statements			

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Registration No. 117364W

R. Salivati
Partner
Membership No. 34004

H. A. Mafatlal
Chairman

S. S. Khanolkar
Managing Director

T.M.M. Nambiar
S. S. Lalbhai
P. N. Kapadia
S. M. Kulkarni
R. V. Haribhakti

V. P. Mafatlal
A. K. Srivastava
S. G. Mankad
H. H. Engineer

Directors

Mumbai, dated, 28 April, 2015

P. Roy Chowdhury
Chief Financial Officer

N. B. Mankad
Company Secretary

■ Consolidated Statement of Profit & Loss for the year ended 31 March, 2015 (₹ in lacs)

	Note no.	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Revenue from operations (gross)	22	62,966.37	52,051.89
<i>less:</i> excise duty		3,814.89	3,427.84
Revenue from operations (net)		59,151.48	48,624.05
Other income	23	2,951.84	3,080.66
Total		62,103.32	51,704.71
Expenses			
Cost of materials consumed	24	27,955.44	22,611.05
Purchases of stock-in-trade	24	1,094.19	442.65
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	(146.14)	(220.16)
Employee benefits expense	26	7,408.49	5,906.80
Finance costs	27	333.31	552.67
Depreciation and amortization expense	28	2,012.28	2,181.88
Other expenses	29	15,619.49	13,285.78
Total		54,277.05	44,760.67
Profit before tax		7,826.26	6,944.04
Tax expense			
Current tax		2,083.10	1,392.76
Deferred tax		(80.53)	82.80
		2,002.57	1,475.56
Profit for the year (before adjustment for share in associate and minority interest)		5,823.69	5,468.48
Adjustment on derecognition of investment in associate consequent to the amalgamation thereof with group company (refer note 30)		-	1,330.81
<i>(add) / less:</i> Share of profit / (loss) attributable to Minority Interest		(367.20)	(227.34)
Profit for the year attributable to the shareholders of the Company		5,456.49	6,571.95
Earnings per share (of ₹ 10/- each)			
Basic	31	55.87	67.33
Diluted	31	55.63	67.33
Significant accounting policies	1		
The accompanying notes are an integral part of the financial statements			

In terms of our report attached
For Deloitte Haskins & Sells
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Registration No. 117364W

R. Salivati
Partner
Membership No. 34004

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S. G. Mankad
H. H. Engineer

} Directors

Mumbai, dated, 28 April, 2015

P. Roy Chowdhury
Chief Financial Officer

N. B. Mankad
Company Secretary

■ Consolidated Cash Flow Statement for the year ended 31 March, 2015 (₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	7,826.26	6,944.04
adjustments for,		
Depreciation / amortization	2,012.12	2,181.82
Loss on sale / write off of fixed assets (net)	28.55	29.14
Profit on sale of current investments	(939.37)	(1,085.95)
Provision for doubtful debts / advances written back	(12.06)	(10.79)
Interest expense	333.31	552.67
Interest income	(351.46)	(150.55)
Net loss on foreign currency transactions and translations	202.50	399.31
Share of profit in the partnership firm where the Company is a partner	(0.31)	(1.07)
Dividend on investments (non-trade)	(171.07)	(142.34)
Bad debts written off	-	1.80
Excess provision of earlier years written back	(0.79)	(1.87)
Provision for doubtful debts / advances	1.41	1.57
Operating profit before working capital changes	8,929.08	8,717.78
(Increase) / decrease in trade receivables	(2,928.20)	(1,668.82)
(Increase) / decrease in inventories	(1,050.68)	1,183.69
(Increase) / decrease in loans and advances	(6,061.36)	(2,117.58)
Increase / (decrease) in trade and other payables	3,167.92	2,301.27
	(6,872.31)	(301.44)
Cash generated from operations	2,056.77	8,416.34
Net income tax paid	(1,957.81)	(1,066.63)
Net cash flow from operating activities	98.95	7,349.71
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(6,227.03)	(1,864.76)
Share of profit in the partnership firm where the Company is a partner	0.31	1.07
Bank balances not considered as cash and cash equivalents	(713.33)	(694.91)
Redemption of investments in preference shares	-	3,000.00
Purchase of investments	(9,885.12)	(25,902.49)
Sale of fixed assets	11.70	73.01
Sale of investments	16,634.29	22,569.80
Dividend income	171.07	142.34
Interest income	349.66	103.25
Net cash flow from / (used in) investing activities	341.56	(2,572.69)

Consolidated Cash Flow Statement for the year ended 31 March, 2015 (₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Calls in arrears received during the year (including securities premium)	1.49	-
Proceeds from allotment of ESOP	32.56	-
Proceeds from long term borrowings	2,746.09	-
Repayments from long term borrowings	(24.85)	10.28
Repayments of other borrowings (net)	(2,356.57)	(2,624.11)
Dividend paid (including dividend distribution tax)	(1,833.10)	(1,694.69)
Minority Interest	(366.87)	(1.04)
Interest expense	(332.84)	(552.60)
Net cash (used in) / from financing activities	(2,134.10)	(4,862.15)
Net increase / (decrease) in cash and cash equivalents	(1,693.59)	(85.14)
Cash and cash equivalents at the beginning of the year	2,737.53	2,822.66
Cash and cash equivalents at the end of the year	1,043.94	2,737.53
Note,		
Reconciliation of cash and cash equivalents		
As per Balance sheet - note 19	1,043.94	2,737.45
Foreign exchange (gains) and losses	-	0.08
As per Consolidated Cash flow statement	1,043.94	2,737.53

In terms of our report attached
For Deloitte Haskins & Sells
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H. H. Engineer

Directors

Mumbai, dated, 28 April, 2015

P. Roy Chowdhury
Chief Financial Officer

N. B. Mankad
Company Secretary

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

a. Basis of accounting and preparation of consolidated financial statements

The consolidated financial statements of the Company and its subsidiaries and jointly controlled entities (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation as more fully described in Note 47.

b. Principles of consolidation

The consolidated financial statements relate to Navin Fluorine International Ltd. (the 'Company'), its subsidiary companies & jointly controlled entities. The consolidated financial statements have been prepared on the following basis:

The financial statements of the subsidiary companies and jointly controlled entities used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2015.

The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

Share of profit / loss, assets and liabilities in the jointly controlled entities, which are not subsidiaries, have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses on a proportionate basis to the extent of the Group's equity interest in such entity as per AS 27 Financial Reporting of Interests in Joint Ventures. The intra-group balances, intra-group transactions and unrealised profits or losses have been eliminated to the extent of the Group's share in the entity.

The excess of cost to the Group of its investments in the subsidiary companies / jointly controlled entities over its share of equity of the subsidiary companies / jointly controlled entities, at the dates on which the investments in the subsidiary companies / jointly controlled entities were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary companies / jointly controlled entities as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary company / jointly controlled entity and such amounts are not set off between different entities.

Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.

Goodwill arising on consolidation is not amortised but tested for impairment.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

c. Use of estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialise or are known.

d. Tangible fixed assets

Fixed assets are recorded at cost of acquisition or construction. They are stated at historical cost less accumulated depreciation, amortisation and impairment loss, if any.

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES (Contd.)

e. Depreciation on tangible fixed assets

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation on the tangible fixed assets of the Company's foreign subsidiaries, jointly controlled entities and associates has been provided on straight-line method as per the estimated useful life of such assets.

f. Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortisation. Computer Software which are capitalised, are amortised over a period of 3 years on straight-line basis.

g. Impairment of tangible and intangible assets

Impairment loss is provided to the extent that the carrying amount(s) of assets exceed their recoverable amount(s). Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash-flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

Goodwill arising on consolidation is not amortised, but instead, it is evaluated for impairment periodically, if the events or changes in circumstances indicate that carrying value may be impaired.

h. Investments

Long-term investments are carried at cost. Provision is made to recognize a diminution, other than temporary, in the carrying amount of long-term investments. Current investments are carried individually, at the lower of cost and fair value.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Fixed assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.

i. Inventories

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost is determined on the following basis:

Raw materials, traded goods, stores and spares - Weighted average

Process stocks and finished goods - At material cost plus appropriate value of overheads

j. Retirement and other employee benefits

i. Contributions are made towards provident fund, family pension fund and superannuation fund which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution required to be made under the statutes / rules.

ii. Gratuity liability, a defined benefit scheme, and provision for compensated absences is accrued and provided for on the basis of actuarial valuations made at the year end.

k. Foreign currency transactions

i. Transactions in foreign currency are recorded at the rates of exchange in force at the time the transactions are effected. At the year-end, monetary items denominated in foreign currency and forward exchange contracts are reported using closing rates of exchange. Exchange differences arising thereon and on realization / payment of foreign exchange are accounted, in the relevant year, as income or expense.

In case of forward exchange contracts, or other financial instruments that are in substance forward exchange contracts, the premium or discount arising at the inception of the contracts is amortized as expense or income over the life of the contracts. Gains / losses on settlement of transactions arising on cancellation / renewal of forward exchange contracts are recognized as income or expense.

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES (Contd.)

ii. Foreign Subsidiaries (Non-integral operations):

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment in the Subsidiaries.

l. Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

m. Operating lease

Lease arrangements where the risks and rewards incidental to the ownership of an asset substantially vest with the lesser are recognized as Operating lease. Operating lease receipts and payments are recognized as income or expense, as the case may be, in the Statement of Profit and loss on a straight-line basis over the lease term.

n. Revenue recognition

Revenue (income) is recognized when no significant uncertainty as to its determination or realization exists. Turnover includes carbon credits which are recognized on delivery thereof or sale of rights therein as the case may be, in terms of the contracts with the respective buyers.

o. Taxes on income

Tax expense comprises of both current and deferred tax at the applicable enacted / substantively enacted rates. Current tax represents the amount of income-tax payable / recoverable in respect of the taxable income / loss for the reporting period. Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

p. Provisions and contingencies

A provision is recognized where there is a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when there is a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.

q. Employee stock option

Measurement and disclosure of the employee share-based payment plans is done in accordance with the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India. Compensation expense is amortized over the vesting period of the option on a straight line basis. Compensation cost relating to employee stock options is measured using the intrinsic value method.

r. Research and development expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and loss. Development costs of products are also charged to the Statement of Profit and loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for fixed assets.

NOTE 2

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 3 SHARE CAPITAL		
Authorised shares		
35,000,000 equity shares of ₹ 10/- each	3,500.00	3,500.00
Issued, subscribed and fully paid shares		
9,769,797 (as at 31 March, 2014, 9,761,097) equity shares of ₹ 10/- each, fully paid-up	976.98	976.11
less: Calls in arrears (refer note 3f)	0.15	0.39
Total	976.83	975.72

- a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :

Particulars	Opening balance	Buyback	ESOP	Closing balance
Equity shares with voting rights				
Year ended 31 March, 2015				
- Number of shares	9,761,097	-	8,700	9,769,797
- Amount (₹ In lacs)	976.11	-	0.87	976.98
Year ended 31 March, 2014				
- Number of shares	9,761,097	-	-	9,761,097
- Amount (₹ In lacs)	976.11	-	-	976.11

- b. Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting.

During the year ended 31 March, 2015, the amount of dividend, per share, recognized as distributions to equity shareholders is ₹ 16/- (year ended 31 March, 2014, ₹ 16/-).

- c. Details of shareholders holding more than 5% shares in the Company:

Equity shares of ₹ 10/- each fully paid	31 March, 2015		31 March, 2014	
Name	Nos.	% holding	Nos.	% holding
Mafatlal Impex Private Limited	1,085,193	11.11	1,085,193	11.12
Suremi Trading Private Limited	646,081	6.61	646,081	6.62
NOCIL Limited	566,340	5.80	566,340	5.80

- d. For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, please refer note 33.
- e. During the period of five years immediately preceding the reporting date:

	As at 31 March, 2015	As at 31 March, 2014	As at 31 March, 2013	As at 31 March, 2012	As at 31 March, 2011
Equity shares bought back by the Company	-	-	-	-	338,792

Pursuant to the decision of the Board of Directors of the Company taken in its meeting dated 24 September, 2010, the Company bought back 338,792 equity shares of nominal value of ₹ 10/- each at a price of ₹ 400/- per share for an aggregate value of ₹ 1,355.17 lacs during the previous year under Section 77A of the Companies Act, 1956 through tender offer by utilising the Securities premium account to the extent of ₹ 1,321.29 lacs. The Capital redemption reserve was created out of General reserve for ₹ 33.88 lacs being the nominal value of shares thus bought back. All the equity shares bought back were extinguished by 5 March, 2011.

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 3 SHARE CAPITAL (Contd.)

f. Calls unpaid (by other than officers and directors) (₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
2,956 (previous year 7,871) equity shares of ₹ 10/- each, ₹ 5/- called up but unpaid	0.15	0.39

g. Out of the rights issue made in 2004-05, 109 equity shares could not be offered on rights basis due to the non-availability of details of beneficial holders from depositories. The same are kept in abeyance.

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 4 RESERVES AND SURPLUS		
Capital reserve no. 1		
Balance of excess of assets over liabilities and reserves taken over pursuant to the scheme of demerger of MIL		
As per last Balance sheet	8,035.17	8,035.17
	8,035.17	8,035.17
Capital reserve no. 2		
Compensation received pursuant to the Montreal Protocol for phasing out production of ozone depleting substances		
As per last Balance sheet	6,823.20	6,823.20
	6,823.20	6,823.20
Capital redemption reserve		
As per last Balance sheet	33.88	33.88
	33.88	33.88
Securities premium account		
As per last Balance sheet	1,052.79	1,052.79
add: Received during the year	31.70	-
less: amount in arrears (net of receipts during the year, ₹ 1.23 lacs; as at 31 March, 2014, ₹ nil)	0.74	1.97
	1,083.75	1,050.82
Contingency reserve		
Reserve created in terms of a corporate guarantee given		
As per last Balance sheet	-	1,000.00
less: transferred to General reserve	-	1,000.00
	-	-
General reserve		
As per last Balance sheet	6,839.34	5,332.34
add: transferred from surplus in statement of Profit and loss	494.00	507.00
add: transferred from Contingency reserve	-	1,000.00
	7,333.34	6,839.34

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015
(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 4 RESERVES AND SURPLUS (Contd.)		
Foreign currency translation reserve		
As per last Balance sheet	530.12	149.53
Amount transferred on account of resulting exchange difference on conversion of a non-integral foreign subsidiary	(205.20)	380.59
	324.92	530.12
Surplus in Statement of Profit and loss		
As per last Balance sheet	31,246.13	27,014.30
Adjustment for brought forward loss of JV (refer note 30)	(8.07)	(5.93)
<i>less:</i> Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax)	166.26	-
<i>add:</i> profit for the year	5,456.09	6,571.95
	36,527.88	33,580.32
<i>less: appropriations</i>		
Interim dividend (₹ 7.50 per share, previous year, ₹ 7.50 per share)	732.73	732.08
Proposed final dividend (₹ 8.50 per share, previous year, ₹ 8.50 per share)	830.43	829.69
Corporate tax on dividend	315.56	265.42
Transferred to general reserve	494.00	507.00
Total appropriations	2,372.72	2,334.19
	34,155.16	31,246.13
Total	57,789.42	54,558.66
NOTE 5 LONG-TERM BORROWINGS		
Term loan - from banks		
Secured		
AXIS Bank *	1,178.09	24.85
	1,178.09	24.85
Share of Joint Venture		
Term loan - from banks		
Secured		
HDFC Bank **	1,568.00	-
	1,568.00	-
Total	2,746.09	24.85

Terms of repayment and security:

* 20 equal quarterly installments (at the end of the quarter) starting after moratorium of 18 months from the date of first disbursement, i.e. 26 June, 2014.

To be secured by charge on specific project fixed assets at Dewas, both present and future.

** Repayable in 15 quarterly installments from June, 2016.

To be secured by first charge on all moveable and immoveable fixed assets, both present and future of the Company.

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 6 DEFERRED TAX LIABILITIES (NET)		
Difference between book and tax written down values of fixed assets	3,192.76	3,304.56
Others	42.71	46.70
Gross deferred tax liability	3,235.47	3,351.26
Deferred tax asset		
Provision for doubtful debts / advances	10.03	12.00
Gross deferred tax asset	10.03	12.00
Net deferred tax liability	3,225.44	3,339.26
NOTE 7 OTHER LONG-TERM LIABILITIES		
Advance against project contracts	303.24	303.24
Security deposits received	565.77	764.31
Others		
- Iraq gas project	1,031.70	1,031.70
- Land development	329.95	329.95
Total	2,230.66	2,429.20
NOTE 8 LONG-TERM PROVISIONS		
Provision for employee benefits		
Provision for compensated absences	526.57	384.49
Total	526.57	384.49
NOTE 9 SHORT-TERM BORROWINGS		
Secured		
Cash credit from banks	1,340.48	3,809.95
Unsecured		
Commercial paper	1,970.57	1,908.53
Others	71.99	21.14
Total	3,383.04	5,739.61
Cash credit from banks are secured by hypothecation of certain stocks and book debts of the Company, both present and future and second charge created / to be created on all the fixed assets of the company situated at Bhestan and certain fixed assets at Dewas.		
NOTE 10 TRADE PAYABLES		
Trade payables	8,917.61	6,078.98
	8,917.61	6,078.98
Share of Joint Venture	4.17	10.16
Total	8,921.78	6,089.14

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015
(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 11 OTHER CURRENT LIABILITIES		
Unpaid dividend	208.70	191.87
Unpaid money on buy-back of shares	1.09	1.08
Other payables		
- Statutory dues payable	243.99	202.64
- Trade / security deposits	782.83	557.56
- Advance from customers	73.66	323.75
- Provision for gratuity (refer note 32)	158.20	74.84
- Other liabilities	911.69	768.74
	2,380.16	2,120.48
Share of Joint Venture		
- Statutory dues payable	10.30	4.10
- Other liabilities	99.27	33.52
	109.57	37.62
Total	2,489.73	2,158.10
NOTE 12 SHORT-TERM PROVISIONS		
Provision for employee benefits		
Provision for compensated absences	336.21	255.44
	336.21	255.44
Provisions - Others		
Provision for tax (net of advance tax ₹ 6,104.88 lacs, as at 31 March, 2014, ₹ 4,439.26 lacs)	278.48	86.30
Provision for proposed equity dividend	830.43	829.69
Provision for tax on proposed dividend	169.06	141.01
	1,277.97	1,057.00
Total	1,614.18	1,312.44

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

NOTE 13 FIXED ASSETS

Tangible assets	Gross Block			Depreciation / amortisation			Net Block	
	As at 1 April, 2014	Additions / adjustments	Deductions / adjustments	As at 31 March, 2015	For the year ended 31 March, 2015	Effect of foreign currency exchange differences	As at 31 March, 2015	As at 31 March, 2014
Owned assets								
Freehold land	10.56	-	-	10.56	-	1.01	10.56	10.56
Leasehold land	2,595.99	-	-	2,595.99	26.21	-	2,515.71	2,541.92
Buildings	4,219.83	211.95	-	4,431.78	113.35	-	3,511.47	3,509.38
Plant and machinery	30,153.82	391.50	128.48	30,327.47	1,452.29	(42.68)	16,606.86	17,832.56
Furniture and fixtures	424.19	3.85	-	425.18	50.43	(2.53)	234.04	280.95
Vehicles	240.63	12.80	15.62	237.81	37.38	-	106.17	134.60
Office equipment	618.21	103.83	16.02	703.48	207.17	0.30	234.11	359.32
Total	38,263.23	723.93	160.12	38,732.27	1,886.83	(47.12)	23,218.92	24,669.29
Share of Joint Venture	0.21	0.06	-	0.27	0.13	-	0.05	0.12
Total	38,263.45	723.99	160.12	38,732.55	1,886.96	(47.12)	23,218.97	24,669.41
As at and for the year ended 31 March, 2014	(36,909.86)	(2,151.84)	(982.51)	(38,263.45)	(2,073.32)	(92.88)	(24,669.41)	
Intangible assets								
Intangible assets	Gross Block			Depreciation / amortisation			Net Block	
	As at 1 April, 2014	Additions / adjustments	Deductions / adjustments	As at 31 March, 2015	For the year ended 31 March, 2015	Effect of foreign currency exchange differences	As at 31 March, 2015	As at 31 March, 2014
Intangible assets								
Computer software	178.33	33.79	-	212.12	40.02	-	69.93	76.16
Share of Joint Venture	178.33	33.79	-	212.12	40.02	-	69.93	76.16
Total	178.37	33.79	-	212.16	40.04	-	69.93	76.18
As at and for the year ended 31 March, 2014	(164.52)	(13.85)	-	(178.37)	(26.72)	-	(76.18)	
Capital work-in-progress								
							6,038.95	569.70

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015
(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 14 NON-CURRENT INVESTMENTS		
(a) Investment property (at cost less accumulated depreciation, given on operating lease)		
Cost of premises	5,108.81	4,759.32
add: purchased / adjustment during the year	-	349.49
less: accumulated depreciation	445.74	360.47
Net	4,663.07	4,748.34
(b) Non-trade investments (valued at cost unless stated otherwise)		
Investment in equity instruments (refer note 30)	2,712.34	2,712.34
Investment in debentures	-	400.00
Investment in bonds	1.50	1.50
Investment in mutual funds	4,224.90	2,320.00
Total	11,601.82	10,182.18
Aggregate amount of quoted investments	2,690.57	2,690.57
Aggregate market value of listed and quoted investments	5,312.07	3,126.70
Aggregate amount of unquoted investments	8,911.24	7,491.61
NOTE 15 LONG-TERM LOANS AND ADVANCES		
Capital advances		
- Unsecured, considered good	6,323.17	568.75
Security deposits		
- Unsecured, considered good	627.13	555.70
Loans and advances to related parties (refer note 51)		
- Secured considered good	6.08	-
Loans and advances to employees (unsecured, considered good)	1.05	14.78
Prepaid expenses (unsecured, considered good)	0.75	4.75
Advance income-tax (net of provision ₹ 19,290.47 lacs, as at 31 March, 2014, ₹ 20,676.62 lacs) (unsecured, considered good)	1,613.60	1,546.71
Advance fringe benefit tax (net of provision ₹ 89.00 lacs, as at 31 March, 2014, ₹ 89.00 lacs)	12.08	12.08
Other loans and advances (unsecured, considered good)		
- Iraq gas project	162.70	162.70
- Land development	205.64	205.64
- Others	111.68	112.72
	9,063.88	3,183.83
Share of Joint Venture		
- Unsecured, considered good	0.29	0.15
Total	9,064.17	3,183.98

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 16 CURRENT INVESTMENTS (Valued at lower of cost or fair value)		
Unquoted		
Investment in mutual funds	5,410.11	12,844.82
4 (as at 31 March, 2014, nil) 18% Redeemable Non-Convertible Debentures of Eldeco Sohna Projects Limited of ₹ 5,000,000/- each, ₹ 2,000,000/- redeemed	120.00	-
Total	5,530.11	12,844.82
NOTE 17 INVENTORIES (valued at lower of cost or net realizable value)		
Raw materials	2,656.17	2,403.06
Work-in-progress	499.55	540.11
Finished goods	2,197.19	2,277.82
Traded goods	1,017.11	820.41
Stores and spares	1,236.17	514.12
Total	7,606.19	6,555.52
Details of work-in-progress		
Fluoro chemicals	499.55	540.11
NOTE 18 TRADE RECEIVABLES		
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	103.82	82.19
Doubtful	23.85	30.17
	127.67	112.36
less: provision for doubtful receivables	23.85	30.17
	103.82	82.19
Other receivables		
Unsecured, considered good	11,882.61	8,963.12
Doubtful	2.69	2.69
	11,885.30	8,965.81
less: provision for doubtful receivables	2.69	2.69
	11,882.61	8,963.12
Total	11,986.43	9,045.31

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015
(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 19 CASH AND CASH EQUIVALENTS		
Cash and cash equivalents (As per Accounting Standard 3 on Cash flow statement)		
Cash on hand	8.23	8.50
Balances with banks		
in current accounts	833.58	2,565.42
in deposits accounts		
- original maturity of 3 months or less	155.00	161.50
	996.80	2,735.42
Share of Joint Venture		
in current accounts	36.70	0.78
in deposits accounts		
- original maturity of 3 months or less	10.44	1.25
	47.14	2.03
	1,043.94	2,737.45
Other bank balances		
in deposit accounts		
- original maturity of more than 3 months	796.74	150.00
in other deposit accounts	703.67	655.50
in earmarked accounts		
- unpaid dividend account	208.70	191.87
- buy-back account	1.09	1.09
- balances held as margin money	17.61	14.59
- unclaimed settled liabilities	35.70	37.13
	1,763.51	1,050.18
Total	2,807.45	3,787.63

Certain current accounts with banks, which have been transferred from MIL pursuant to its scheme of demerger, are in the process of being transferred in the Company's name.

NOTE 20 SHORT TERM LOANS AND ADVANCES		
Loan and advances to related parties (refer note 51)		
- Unsecured, considered good	208.08	49.35
Security deposits		
- Unsecured, considered good	191.06	100.21
Loans to employees (unsecured, considered good)	2.49	9.75
Prepaid expenses (unsecured, considered good)	145.00	140.59
Balances with statutory / government authorities (unsecured, considered good)		
- CENVAT credit receivable	910.87	197.41
- Service tax credit receivable	977.55	516.97
	2,035.91	864.72
Other loans and advances (unsecured, including advance to suppliers)		
Unsecured, considered good	344.72	1,582.99
Doubtful	2.43	2.43
	347.15	1,585.42
Provision for doubtful advances	2.43	2.43
	344.72	1,582.99
Share of Joint Venture		
- TDS receivable	0.06	0.01
Total	2,779.83	2,597.27

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
NOTE 21 OTHER CURRENT ASSETS		
Interest accrued on fixed deposits with banks	61.86	60.06
Rent receivable	244.77	165.01
Others	88.68	102.92
	395.31	327.99
Share of Joint Venture		
Interest accrued on fixed deposits with banks	0.02	0.04
Total	395.33	328.03

NOTE 22 REVENUE FROM OPERATIONS		
Sale of products		
Finished goods	61,479.98	51,215.91
Traded goods	1,330.94	637.26
	62,810.92	51,853.17
Other operating revenue		
Scrap sales	155.45	198.72
Revenue from operations (gross)	62,966.37	52,051.89
<i>less: excise duty *</i>	3,814.89	3,427.84
Revenue from operations (net)	59,151.48	48,624.05

* Excise duty deducted from turnover represents excise duty collected on sale of goods. Excise duty shown under 'expenditure' (note 29) represents the aggregate of excise duty borne by the Company and difference between excise duty on opening and closing stocks of finished goods.

NOTE 23 OTHER INCOME		
Interest income (Refer note 1, below)	351.46	150.55
Dividend income:		
Current investments	76.73	12.51
Long-term investments	94.34	129.83
Other non-operating income (Refer note 2, below)	2,428.68	2,787.58
Miscellaneous income	-	0.01
	2,951.21	3,080.48
Share of Joint Venture		
Interest income (Refer note 1, below)	-	0.07
Net gain on foreign currency transaction and translation	0.63	0.11
	0.63	0.18
Total	2,951.84	3,080.66
Notes,		
1 Interest income:		
Interest from banks on deposits	42.64	30.50
Interest on loans & advances	240.70	37.04
Interest on Investments	68.12	8.37
Other interest	-	74.71
	351.46	150.62

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015
(₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
NOTE 23 OTHER INCOME (Contd.)		
2 Other non-operating income:		
Rental income from investment property	1,458.15	1,583.67
Provision for doubtful debts / advances written back / credit balances written back	12.06	10.79
Excess provision of earlier years written back (net)	0.79	1.87
Insurance claims	4.49	98.27
Profit on sale of current investments	939.37	1,085.95
Share of profit in the partnership firm where the Company is a partner	0.31	1.07
Miscellaneous income	13.50	5.96
	2,428.68	2,787.58
NOTE 24 COST OF RAW MATERIALS CONSUMED		
Inventories at the beginning of the year	2,403.06	3,830.30
add: Purchases	28,208.55	21,183.81
	30,611.61	25,014.11
less: Inventories at the end of the year	2,656.17	2,403.06
Cost of raw materials consumed	27,955.44	22,611.05
Purchases of stock-in-trade	1,094.19	442.65
	1,094.19	442.65
NOTE 25 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Inventories at the end of the year		
Finished goods	2,197.19	2,277.82
Work-in-process	499.55	540.11
Stock-in-trade	1,017.11	820.41
	3,713.84	3,638.34
Inventories at the beginning of the year		
Finished goods	2,277.82	2,207.97
Work-in-process	540.11	386.43
Stock-in-trade	820.41	692.71
	3,638.34	3,287.11
	75.50	351.23
add / (less): Foreign currency translation adjustments	70.64	(131.07)
Net increase	146.14	220.16

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

(₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
NOTE 26 EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	6,282.40	5,121.24
Contribution to provident and other funds	459.81	392.92
Gratuity expenses	437.36	154.84
Staff welfare expenses	226.71	236.82
	7,406.28	5,905.81
Share of Joint Venture		
Salaries, wages and bonus	2.08	0.94
Contribution to provident and other funds	0.12	0.05
	2.20	0.99
Total	7,408.49	5,906.80
NOTE 27 FINANCE COSTS		
Interest on borrowings (Net off interest capitalized ₹ 230.29 lacs, previous year nil)	288.07	414.57
Interest others	15.53	138.03
Other borrowing costs	29.25	-
	332.84	552.60
Share of Joint Venture		
Interest on others	0.46	0.07
Total	333.31	552.67
NOTE 28 DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation and amortisation of tangible assets	1,886.83	2,073.28
Amortization of intangible assets	40.02	26.71
Depreciation of investment property	85.27	81.83
	2,012.12	2,181.82
Share of Joint Venture		
Depreciation and amortisation of tangible assets	0.16	0.05
Amortization of intangible assets	-	0.01
	0.16	0.06
Total	2,012.28	2,181.88

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015
(₹ in lacs)

	For the year ended 31 March, 2015	For the year ended 31 March, 2014
NOTE 29 OTHER EXPENSES		
Consumption of stores and spares	1,826.84	1,699.23
Consumption of packing materials	2,022.25	1,613.87
Excise duty	41.08	48.89
Power and fuel	4,221.56	3,460.71
Rent	542.95	453.03
Repairs to buildings	264.57	283.03
Repairs to machinery	442.14	401.79
Labour charges	674.70	617.43
Property maintenance expenses	9.47	5.38
Insurance	141.29	139.41
Rates and taxes	273.47	326.93
Commission and discounts	608.37	633.88
Transport and freight charges (net)	1,616.99	1,222.73
Loss on sale / write off of fixed assets (net)	28.55	29.14
Provision for doubtful debts / advances	1.41	1.57
Bad debts / advances written off	-	1.80
Net loss on foreign currency transactions and translations	95.15	58.74
Donations	-	34.60
Expenditure on Corporate Social Responsibility	118.93	-
Legal and professional fees	699.28	452.47
Miscellaneous expenses	1,839.86	1,799.92
	15,587.78	13,284.54
Share of Joint Venture		
Rent	1.49	0.70
Rates and taxes	28.70	0.08
Legal and professional fees	0.82	0.19
Miscellaneous expenses	0.71	0.27
	31.71	1.24
Total	15,619.49	13,285.78

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 30

The consolidated financial statements of Navin Fluorine International Limited (the parent company - NFIL) and its subsidiaries and a joint venture have been prepared in accordance with Accounting Standard (AS) 21 on 'Consolidated Financial Statements' and AS 27 on 'Financial Reporting of Interests in Joint Venture' issued by The Institute of Chartered Accountants of India. The details of such enterprises are as under:

	% holding of NFIL	Date of financial statements
Subsidiaries		
Sulakhana Securities Limited - SSL (a company incorporated in India)	100.00	31 March, 2015
Manchester Organics Limited - MOL (a company incorporated in United Kingdom)	51.00	31 March, 2015
Urvija Associates (a partnership firm in India)	80.00	31 March, 2015
Joint Venture		
Swarnim Gujarat Fluorspar Private Limited– SGFPL (a company incorporated in India)	49.43	31 March, 2015
Convergence Chemicals Private Limited – CCPL (a company incorporated in India)	49.00	31 March, 2015

Note,

1. There has been no change in the percentage holding of NFIL in SSL, MOL and Urvija Associates. In case of SGFPL, the percentage holding has increased from 25% to 49.43%. The company became a joint venture in CCPL on 19 November, 2014.
2. With effect from 1 April, 2012, Mafatlal Denim Limited (MDL), an erstwhile associate company, has been amalgamated with Mafatlal Industries Limited (MIL), under the composite scheme of arrangement and amalgamation of MDL and Mishapar Investments Ltd. with MIL. Consents of the Honorable High Courts of Bombay and Gujarat for the scheme were received and filed with the Registrar of Companies (ROC) during the previous year. On the amalgamation becoming effective, the parent company received shares of MIL in lieu of the MDL shares of the same value, during the previous year.

NOTE 31 EARNINGS PER SHARE (EPS)

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under:

	Current year	Previous year
Profit attributable to equity shareholders – (₹ in lacs)	5,456.49	6,571.95
Weighted average number of equity shares outstanding during the year	9,765,578	9,761,097
Basic earnings per share – ₹	55.87	67.33
Diluted earnings per share – ₹	55.63	67.33
Nominal value per share – ₹	10.00	10.00

Note: In the previous year, stock options granted to certain executives not being dilutive were not considered for the purpose of computing diluted earnings per share.

NOTE 32 EMPLOYEE BENEFITS

Contributions are made to Recognized Provident Fund / Government Provident Fund and Family Pension Fund which covers all regular employees. Contribution is also made in respect of executives to a Recognized Superannuation Fund. While both the employees and the Company make predetermined contributions to the Provident Fund, contribution to the Family Pension Fund and Superannuation Fund are made only by the Company. The contributions are normally based on a certain proportion of the employee's salary. Amount recognized as expense in respect of these defined contribution plans, aggregate to ₹ 459.93 lacs (previous year, ₹ 392.92 lacs).

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 32 EMPLOYEE BENEFITS (Contd.)

Contributions are made to a Recognized Gratuity Fund in respect of gratuity and provision is made for compensated absences based upon actuarial valuation done at the end of every financial year using 'Projected Unit Credit' method and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. Gains and losses on changes in actuarial assumptions are accounted for in the Statement of Profit and loss.

The charge on account of provision for gratuity and compensated absences has been included in 'Contribution to provident fund and other funds' and 'Salaries, wages and bonus' respectively.

In respect of gratuity (funded) :

(₹ in lacs)

	Current year	Previous year
Reconciliation of liability recognized in the Balance sheet		
Present value of commitments	(1,555.49)	(1,136.67)
Fair value of plan assets	1,397.29	1,061.83
Net liability in the Balance sheet	(158.20)	(74.84)
Movement in net liability recognized in the Balance sheet		
Net liability as at beginning of the year	(74.84)	(54.62)
Net expense recognized in the Statement of Profit and loss	(437.36)	(154.84)
Contribution during the year	354.00	134.62
Net liability as at end of the year	(158.20)	(74.84)
Expense recognized in the Statement of Profit and loss		
Current service cost	70.48	77.67
Interest cost	105.82	83.89
Expected return on plan assets	(92.38)	(83.71)
Actuarial (gains) / losses	353.44	76.99
Expense charged to the Statement of Profit and loss	437.36	154.84
Return on plan assets		
Expected return on plan assets	92.38	83.71
Actuarial gains / (losses)	(17.05)	(10.28)
Actual return on plan assets	75.33	73.43
Reconciliation of defined-benefit commitments		
Commitments as at beginning of the year	1,136.67	1,016.80
Current service cost	70.48	77.67
Interest cost	105.82	83.89
Paid benefits	(93.86)	(108.40)
Actuarial (gains) / losses	336.78	66.71
Commitments as at end of the year	1,555.49	1,136.67
Reconciliation of plan assets		
Plan assets as at beginning of the year	1,061.83	962.18
Expected return on plan assets	92.38	83.71
Contributions during the year	354.00	134.62
Paid benefits	(93.86)	(108.40)
Actuarial gains / (losses)	(17.05)	(10.28)
Plan assets as at end of the year	1,397.30	1,061.83

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 32 EMPLOYEE BENEFITS (Contd.)

The actuarial calculations used to estimate commitments and expenses in respect of gratuity are based on the following assumptions which if changed, would effect the commitment's size, funding requirements and expense:

	Current year %	Previous year %
Discount rate	7.99	9.31
Expected return on plan assets	7.99	8.70
Expected rate of salary increase	9.00	7.00

Mortality	Indian Assured Life Mortality (2006-08) Ultimate	
Estimate of amount of contribution in the immediate next year	153.76	135.91

Experience adjustment	On plan liability (gain) / loss	On plan assets gain / (loss)
2014-15	68.20	(17.05)
2013-14	29.12	(10.28)
2012-13	28.70	46.72
2011-12	52.91	3.10
2010-11	91.70	0.45

The fair value of the plan assets is distributed in the following manner	Current year %	Previous year %
Deposits with a nationalized bank	25.69	20.46
Various debt instruments	74.31	79.54

NOTE 33 EMPLOYEE STOCK OPTION SCHEME

- The Company's Employee Stock Option Scheme has been approved by the Board of Directors of the Company on 1 May, 2007.
- The vesting period of the options granted on 20 July, 2007 is over four years commencing after one year from the date of grant. The options granted on 28 April, 2014 shall vest upon the expiry of two years from the date of their grant.
- Exercise period would commence one year from the date of vesting and will expire on completion of ten years from the date of vesting.
- The options will be settled in equity shares of the Company.
- The Company used the intrinsic value method to account for ESOPs.
- The exercise prices have been determined to be the market price on the days preceding the dates of respective grants.
- Consequently, no compensation cost has been recognized by the Company in accordance with the "Guidance Note on Accounting for Employee Share-based payments" issued by The Institute of Chartered Accountants of India.
- Details of movement of options:

	As at 31 March, 2015	As at 31 March, 2014
Particulars	Nos.	Nos.
Options outstanding at the beginning of the year	30,200	32,300
Options granted during the year	86,700	NIL
Options vested during the year	NIL	NIL
Options exercised during the year	8,700	NIL
Options forfeited during the year	NIL	NIL
Options lapsed / surrendered during the year	1,300	2,100
Options outstanding at the end of the year	106,900	30,200

- Had fair value method been used, the compensation cost would have been higher by ₹ 45.26 (previous year ₹ nil), Profit after tax would have been lower by ₹ 32.83 (previous year ₹ nil) and EPS – both basic and diluted - would have been ₹ 55.54 & ₹ 55.29 per share respectively (previous year ₹ 67.33 per share).
- Weighted Average exercise price of the above options is ₹ 389/- per share.

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 34 LEASE

- (a) The Company has taken office, residential premises and vehicles under operating lease or leave and license agreements. These are generally cancellable in nature and range between 11 months to 48 months. These leave and license agreements are generally renewable or cancellable at the option of the Company or the lessor. The lease payment recognised in the Statement of Profit and loss is ₹ 544.44 lacs (previous year ₹ 453.03 lacs).
- (b) The Company has taken office premise under lease rental agreement. Details of minimum lease payments for non-cancellable lease are as under:

(₹ in lacs)

Particulars	As at 31 March, 2015	As at 31 March, 2014
Not later than one year	322.10	451.89
Later than one year and not later than five years	1,194.38	1,351.66
Later than five years	834.00	1,020.65
Total	2,350.48	2,824.20

- (c) The Company has given office premises under lease rental agreement. Details of minimum lease payments for non-cancellable leases are as under:

(₹ in lacs)

Particulars	As at 31 March, 2015	As at 31 March, 2014
Not later than one year	444.50	609.70
Later than one year and not later than five years	1,217.96	1,662.46
Later than five years	367.60	367.60
Total	2,030.06	2,639.76
Operating lease rentals credited to the Statement of Profit and loss	1,458.15	1,583.67

- (d) Other details of premises which have been given on operating lease for a period of upto sixty months are as under:

(₹ in lacs)

Particulars	As at 31 March, 2015	As at 31 March, 2014
Gross block as at the year end	6,893.90	6,893.90
Accumulated depreciation as at the year end	824.11	710.63
Depreciation charged during the year	113.47	110.93

NOTE 35 SEGMENT INFORMATION

Primary

The Company is engaged in the 'chemicals business' and it is the primary segment.

Secondary

The Company has two geographical segments based upon location of its customers - within and outside India:

(₹ in lacs)

Particulars	As at and for the year ended 31 March, 2015			As at and for the year ended 31 March, 2014		
	Within India	Outside India	Total	Within India	Outside India	Total
Revenues	38,520.43	24,290.49	62,810.92	34,540.84	17,312.33	51,853.17
Segment assets	53,805.35	9,824.45	63,629.80	41,913.44	7,648.84	49,562.28
Cost incurred on acquisition of fixed assets	6,144.66	82.37	6,227.03	1,616.75	248.01	1,864.76

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 36

With the redemption of Preference shares of ₹ 3,000.00 lacs by Mafatlal Industries Limited (MIL) during the previous year, all financial assistances provided to MIL for their expeditious rehabilitation stands repaid as on 31 March, 2014.

The Company received ₹ 337.16 lacs (previous year ₹ 394.97 lacs) during the year from its wholly owned subsidiary Sulakshana Securities Limited (SSL), towards partial repayment of interest free advances provided in earlier years. A provision for doubtful advances made in this context in earlier years of ₹ 380.37 lacs was also written back in the previous year. The market value of the assets of SSL far exceeds the outstanding advance to SSL of ₹ 2,200.00 lacs (previous year ₹ 2,419.60 lacs) at the year end.

A corporate guarantee given to a lender of MIL expired during the previous year. Consequently the contingency reserve of ₹ 1,000.00 lacs created in this regard was also transferred to general reserve of the Company in the previous year, as it was no longer required.

NOTE 37

a. As mentioned in Note 36 above, BIFR had declared MIL a sick industrial undertaking and sanctioned a scheme of rehabilitation (SS). In the SS, SSL was identified as a 'special purpose vehicle' into which the Real Estate and Investment Business of MIL was demerged for settlement of MIL's secured term lenders at the values determined in the SS. Against this demerger, the shareholders of MIL were to be issued one equity share of ₹ 10/- each fully paid-up in the Company for every 500 shares of ₹ 100/- each fully paid-up held in MIL as consideration for the demerger, aggregating to ₹ 1.00 lac. Accordingly, assets valued as per SS of ₹ 14,905.59 lacs along with settled values of secured term liabilities of the like amount had been transferred to the Company on the Appointed Date (1 April, 2002) and effect given in the accounts in the relevant year.

b. In respect of other settled values of secured term liabilities of MIL transferred to the Company settlement had been reached in the previous years.

For paying off settlement amounts, monies have been borrowed from the parent company. In terms of the SS, the parent company has residuary rights on the assets of SSL as available to a guarantor under section 140 and 141 of Indian Contract Act, for all payments made by it towards such repayment of dues.

NOTE 38

As mentioned in note 37 above, SSL has been identified as a 'special purpose vehicle' in the process of implementation of the SS of MIL. Therefore, though the accumulated losses have exceeded its shareholders' funds as at 31 March, 2015, the accounts of the Company have been prepared on going concern basis. Further the company has continued support of the holding company. The market value of the immovable property is much higher than the cost and long term rent agreement for the aforesaid property has been entered into during the previous year.

NOTE 39

MIL was executing a project in Iraq when hostilities broke out between Iraq and Kuwait in 1990-91, resulting in suspension of project work. In view of the post war sanctions imposed by the United Nations and the Government of India, suspended operations could not be resumed. The customer's bankers have asked for extension of bank guarantees for advance payment and performance and the State Bank of India (SBI), in turn, had claimed that the funds deposited with them in respect of the aforesaid project are subject to lien which was subsequently released on alternate arrangements. In view of the continuing uncertain circumstances, the receipts and payments under the contracts, transferred to the Company pursuant to the SS of MIL, continue to be carried forward and necessary adjustments would be made on the status of the project becoming clearer.

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015 (₹ in lacs)

NOTE 40 CAPITAL AND OTHER COMMITMENTS

	As at 31 March, 2015	As at 31 March, 2014
i. Capital commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for	3,170.30	4,274.95
ii. Other commitments: Estimated amount of obligation on account of non-fulfillment of export commitments under various advance licenses	173.00	97.40

(₹ in lacs)

NOTE 41 CONTINGENT LIABILITIES

	As at 31 March, 2015	As at 31 March, 2014
In respect of:		
a. Excise matters disputed in appeal These relate to MODVAT on capital purchases (pending before the Assistant Commissioner) and permit fee on purchase of alcohol (pending before the High Court)	127.52	127.52
b. Claims against the Group not acknowledged as debts Labour matters involving issues like regularization of employment, termination of employment, compensation against severance, etc.	19.64	17.64
c. Sales-tax matters disputed in appeal These relate to classification of goods and consequent dispute on the rates of sales-tax (pending at various stages from Assistant Commissioner to High Court)	136.68	200.50
d. Income tax matters disputed in appeal	787.35	814.75

In all the above matters, the Company is hopeful of succeeding and as such does not expect any significant liability to crystallize.

NOTE 42 DERIVATIVE INSTRUMENTS

- a. The Group enters into forward contracts to offset foreign currency risks arising from the amounts denominated in currencies other than the Indian Rupee. The counter party to such forward contracts is a bank. These contracts are entered into to hedge the foreign currency risks on outstandings. Details of forward contracts outstanding as at the year end:

Currency	Exposure to buy / sell	As at the year end	
		₹ in lacs	Foreign currency in lacs
US Dollars	Sell	2763.25 (1,662.36)	44.21 (27.75)
GBP	Sell	88.77 (264.88)	0.96 (2.65)
US Dollars	Buy	1,616.18 (1,549.07)	25.86 (25.85)

Note: Figures in parentheses are for the previous year.

- b. Net exchange difference in respect of forward contracts to be credited - debited in subsequent accounting year amounts to credit ₹ 0.15 lacs (as at 31 March, 2014, debit ₹ 28.28 lacs).

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 42 DERIVATIVE INSTRUMENTS (Contd.)

c. Foreign currency exposure at the year end not hedged by derivative instruments

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
Receivables against export of goods and services		
US Dollars	1,426.17	533.89
Euros	2.89	13.95
GBP	39.69	331.98
Advance received from customers		
US Dollars	8.63	312.36
Payables against import of goods and services		
US Dollars	494.92	302.92
Euros	2.02	-
GBP	36.89	2.82
CHF	6.72	-
Advance payment to suppliers		
US Dollars	1.53	181.32
Euros	24.91	-
CHF	7.28	-

The above information is compiled from the company and its Indian subsidiaries.

NOTE 43 RESEARCH AND DEVELOPMENT EXPENDITURE

The details of research and development expenditure of ₹ 1,157.26 lacs (previous year ₹ 1,026.58 lacs) included in the figures reported under notes 13 and 24 to 29 are as under:

(₹ in lacs)

	As at 31 March, 2015	As at 31 March, 2014
Capital Expenditure	91.89	21.58
Revenue Expenditure	1,145.14	1,005.00
	1,237.03	1,026.58

The details of revenue expenditure incurred on research and development are as under :

Salaries / Wages	468.53	395.36
Material / Consumable / Spares	291.36	222.31
Utilities	132.35	132.34
Other expenditure	137.89	139.41
Depreciation	115.00	115.58
	1,145.14	1,005.00

NOTE 44

Before transfer of assets to SSL by MIL pursuant to its sanctioned scheme of rehabilitation, MIL had initiated steps for revision in rent / recovery of expenses and filed legal proceedings for eviction of some of its tenants / (now) ex-tenants who were occupying at that time some of the premises in its building at Nariman Point, Mumbai. Pending resolution of those legal cases, rent of ₹ Nil, previous year, ₹ Nil, (aggregate to date, ₹ 66.43 lacs, as at 31 March, 2014, ₹ 66.43 lacs) and recovery of expenses, of ₹ Nil, previous year, ₹ Nil (aggregate to date, ₹ 42.40 lacs, as at 31 March, 2014, ₹ 42.40 lacs), have not been accounted, on legal advice. The ex-tenants have filed Civil Revision Application and secured a stay from the Honorable Bombay High Court in April 2013 against the Order of the appeal bench of Honorable Small Causes Court awarding an increased amount to SSL. During the year, pursuant to the directions of the Honorable Bombay High Court and the Undertakings provided by SSL, it received ₹ 655.58 lacs deposited by the ex-tenants which is subject to final disposal of the matter. SSL is liable to refund the amount if the final decision goes against it. Pending final decision on the matter, the aforesaid amount has been kept in Term deposit account and the interest thereon is not considered as an Income.

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 45

SSL has applied for the change of name to Registrar of Companies from Sulakshana Securities Private Limited to Sulakshana Securities Limited.

NOTE 46 PAYMENT TO AUDITORS

(₹ in lacs)

	Year ended 31 March, 2015	Year ended 31 March, 2014
Audit fees	22.96	27.51
Payments for other services	22.01	19.27
Expenses and incidentalals	0.06	0.15
Total	45.03	46.93

NOTE 47

During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from 1 April, 2014, the Company revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. The details of previously applied depreciation rates are as follows:

	Previous depreciation rate	Revised useful life
Road	1.64% / ~60 years	5 years
Factory building	3.39% / ~29 years	30 years
Other building	1.64% / ~60 years	60 years
Computer	16.67% / ~6 years	3 years
Servers & networks	16.67% / ~6 years	6 years
General plant & machinery	4.75% / ~20 years	15 years
Triple shift plant & machinery	10.56% / ~9 years	15 years
Continue process plant	5.28% / ~19 years	25 years
Reactor, Distillation column, Drying equipment / centrifuge, Vessels / storage tank	4.75% / ~20 years, 10.56% / ~9 years, 5.28% / ~19 years	20 years
Furniture	6.67% / ~15 years	10 years
Office equipment	4.75% / ~20 years	5 years
Electric installation	4.75% / ~20 years	10 years
Vehicles	9.50% / ~11 years	8 years

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be nil as on 1 April, 2014, and has adjusted an amount of ₹ 166.26 lacs (net of deferred tax of ₹ 33.29 lacs) against the opening surplus balance in the Statement of Profit and loss under Reserves and Surplus.

The depreciation expense in the Statement of Profit and loss for the year is lower by ₹ 206.11 lacs consequent to the change in the useful life of the assets.

NOTE 48 GOODWILL ON CONSOLIDATION

(₹ in lacs)

	Year ended 31 March, 2015	Year ended 31 March, 2014
Opening Balance	4,095.68	4,095.68
Total	4,095.68	4,095.68

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 49

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of profit or loss	
	As % of consolidated net assets	Amount (₹ in lacs)	As % of consolidated profit or loss	Amount (₹ in lacs)
Parent				
Navin Fluorine International Ltd	95.19%	58,246.59	90.73%	5,072.51
Subsidiaries				
Indian				
Sulakshana Securities Limited - SSL	1.13%	692.95	3.03%	169.47
Urvija Associates	0.00%	1.15	0.01%	0.39
Foreign				
Manchester Organics Limited - MOL	1.65%	1,009.14	13.40%	749.20
Minority Interests in subsidiaries				
Indian				
Urvija Associates	0.00%	(0.82)	0.00%	(0.08)
Foreign				
Manchester Organics Limited - MOL	2.11%	1,291.93	(6.57)%	(367.12)
Joint Ventures (as per proportionate consolidation)				
Indian				
Swarnim Gujarat Fluorspar Private Limited – SGFPL	(0.03)%	(20.86)	(0.08)%	(4.67)
Convergence Chemicals Private Limited – CCPL	(0.05)%	(29.23)	(0.52)%	(29.23)

NOTE 50 FORM AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries and joint ventures

Part "A" subsidiaries

(₹ in lacs)

Sr. No.	Name of the Subsidiary Company	Sulakshana Securities Limited	Manchester Organics Limited
		(Wholly owned subsidiary)	(Subsidiary)
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2014 to 31.03.2015	01.04.2014 to 31.03.2015
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the each of foreign subsidiaries	INR	GBP 1 GBP = INR 92.470
3	Share capital	15.00	0.07
4	Reserves & surplus	(813.05)	2,961.43
5	Total assets	2,358.62	3,586.27
6	Total Liabilities	3,156.67	624.76
7	Investments	-	-
8	Turnover	-	4,867.62
9	Profit before taxation	234.99	816.51
10	Provision for taxation	65.52	67.28
11	Profit after taxation	169.47	749.23
12	Proposed Dividend	-	-
13	% of shareholding	100%	51%

1. Names of subsidiaries which are yet to commence operations: None

2. Names of subsidiaries which have been liquidated or sold during the year: None

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 50 FORM AOC-I (Contd.)

Part "B" Associates and Joint Ventures

Statement pursuant to section 129 (3) of the Companies Act 2013 related to Associate to Associate Companies and Joint Venture

Sr. No.	Name of the Associates / Joint Venture	Swarnim Gujarat Fluorspar Private Limited – SGFPL	Convergence Chemicals Private Limited – CCPL*
1.	Latest audited Balance sheet Date	31 March, 2015	31 March, 2015
2.	Share of Associate / Joint Ventures held by the Company on the year ended No. of Shares	1,082,500	29,404,900
	Amount of investment in Associates / Joint Venture	108.25	2,940.49
	Extend of Holding %	49.43%	49%
3.	Description of how there is significant influence	By virtue of 49.43% shareholding and Joint Venture agreement in place	By virtue of 49% shareholding and Joint Venture agreement in place
4.	Reason why the Associate / Joint venture is not consolidated.	Not Applicable	Not Applicable
5.	Net worth attributable to shareholding as per latest audited Balance sheet	87.39	2,911.26
6.	Profit / (loss) for the year	(9.45)	(59.66)
I.	Considered in Consolidation	(4.67)	(29.23)
I.	Not Considered in Consolidation	(4.78)	(30.43)

* New Joint venture company formed during the year.

- Names of associates or joint ventures which are yet to commence operations: Both the above joint ventures are yet to commence operations
- Names of associates or joint ventures which have been liquidated or sold during the year: None

In terms of our report attached

For **Deloitte Haskins & Sells**

Chartered Accountants

Registration No. 117364W

R. Salivati
Partner
Membership No. 34004

H. A. Mafatlal
Chairman

S. S. Khanolkar
Managing Director

T.M.M. Nambiar
S. S. Lalbhai
P. N. Kapadia
S. M. Kulkarni
R. V. Haribhakti

V. P. Mafatlal
A. K. Srivastava
S. G. Mankad
H. H. Engineer

} Directors

Mumbai, dated, 28 April, 2015

P. Roy Chowdhury
Chief Financial Officer

N. B. Mankad
Company Secretary

NOTE 51 RELATED PARTY TRANSACTIONS

Enterprises over which key management personnel and their relatives are able to exercise significant influence

Mafatlal Industries Limited

Mafatlal Fabrics Private Limited

NOCIL Limited

Seth Navinchandra Mafatlal Foundation Trust

Sri Sadguru Seva Sangh Trust

Joint Ventures

Swarnim Gujarat Fluorspar Private Limited

Convergence Chemicals Private Limited

Key management personnel

Shri Hrishikesh A. Mafatlal (in the capacity of an individual / trustee)

Shri Atul K. Srivastava

Shri Vishad P. Mafatlal (in the capacity of an individual / karta)

Shri Shekhar S. Khanolkar

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 51 RELATED PARTY TRANSACTIONS (Contd.)

Details of transactions with related parties during the year / previous year

(₹ in lacs)

Nature of transactions	1	2	3	Total
Sale of finished goods				
NOCIL Limited	3.68			3.68
	4.68			4.68
Mafatlal Industries Limited	0.27			0.27
	0.29			0.29
Property Maintenance Expenses				
Mafatlal Industries Limited	9.47			9.47
	5.38			5.38
Rental income				
NOCIL Limited	163.80			163.80
	163.80			163.80
Dividend Income				
Mafatlal Industries Limited	53.24			53.24
	88.74			88.74
NOCIL Limited	41.10			41.10
	41.10			41.10
Purchase of cloth for uniform				
Mafatlal Industries Limited	5.77			5.77
	4.93			4.93
Reimbursement of Expenses				
Mafatlal Industries Limited	147.33			147.33
	217.29			217.29
Managerial remuneration				
Shri Hrishikesh A. Mafatlal			166.58	166.58
			145.61	145.61
Shri Vishad P.Mafatlal			7.00	7.00
			7.00	7.00
Shri Atul K. Srivastava			129.01	129.01
			119.17	119.17
Shri Shekhar S. Khanolkar			199.56	199.56
			180.01	180.01
Sitting fees				
Shri Vishad P. Mafatlal			1.80	1.80
			1.40	1.40
Investment in equity shares				
Swarnim Gujarat Fluorspar Private Limited		107.00		107.00
		1.25		1.25
Convergence Chemicals Private Limited		2,940.49		2,940.49
		-		-
Redemption of preference shares				
Mafatlal Industries Limited	-			-
	3,000.00			3,000.00
Advances given to				
Swarnim Gujarat Fluorspar Private Limited		75.00		75.00
		32.00		32.00
Convergence Chemicals Private Limited		9,250.08		9,250.08
		259.99		259.99

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2015

NOTE 51 RELATED PARTY TRANSACTIONS (Contd.)

(₹ in lacs)

Nature of transactions	1	2	3	Total
Repayment of advance from				
Mafatlal Industries Limited	-			-
	27.43			27.43
Donation				
Sri Sadguru Seva Sangh Trust	20.00			20.00
	15.00			15.00
Amounts due to				
NOCIL Limited	1.49			1.49
	1.49			1.49
Shri Hrishikesh A. Mafatlal			110.00	110.00
			98.00	98.00
Shri Vishad P. Mafatlal			7.00	7.00
			7.00	7.00
Shri Shekhar S. Khanolkar			39.30	39.30
			33.50	33.50
Amounts due from				
Mafatlal Industries Limited	0.10			0.10
	-			-
NOCIL Limited	1.34			1.34
	1.17			1.17
Swarnim Gujarat Fluorspar Private Limited		-		-
		49.35		49.35
Convergence Chemicals Private Limited		202.08		202.08
		-		-

- Enterprises over which key management personnel and their relatives are able to exercise significant influence
- Joint Ventures
- Key management personnel

Note,

- There are no amounts written off or written back during the year in respect of debts due from or to related parties.
- Figures in italics are those as at and for the year ended 31 March, 2014

	H. A. Mafatlal <i>Chairman</i>	S. S. Khanolkar <i>Managing Director</i>	T.M.M. Nambiar S. S. Lalbhai P. N. Kapadia S. M. Kulkarni R. V. Haribhakti	V. P. Mafatlal A. K. Srivastava S. G. Mankad H. H. Engineer	} Directors
Mumbai, dated, 28 April, 2015	P. Roy Chowdhury <i>Chief Financial Officer</i>	N. B. Mankad <i>Company Secretary</i>			

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FORM NO MGT-11

PROXY FORM

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

CIN L24110MH1998PLC115499

Name of the Company: **NAVIN FLUORINE INTERNATIONAL LIMITED**

Registered Office: 2nd Floor, Sunteck Centre, 37/40, Subhash Road, Vile Parle (East), Mumbai 400 057

Email: info@nfil.in Website: www.nfil.in Tel. No. 022-66509999 Fax No. 022-66509800

Name of the Member(s):	
Registered Address:	
E-Mail ID:	
Folio No./ Client ID / DP ID :	
No. of Shares:	

I / we, being the member(s) of the above named company, hereby appoint:

- (1) Name: Address:
E-mail ID: Signature or failing him/her
- (2) Name: Address:
E-mail ID: Signature or failing him/her
- (3) Name: Address:
E-mail ID: Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Monday, the 29th June 2015 at 3.00 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Directors' Report, Audited Financial Statements for the year ended 31 st March, 2015 and Auditors' Report thereon.
2.	Confirmation of Interim Dividend and Declaration of Final Dividend.
3.	Re-appointment of Shri S. S. Khanolkar who retires by rotation.
4.	Appointment of Auditors and fixing their remuneration.
Special Business	
5	Appointment of Smt. R.V. Haribhakti as an Independent Director.
6	Appointment of Shri A.K. Srivastava as a Director.
7	SPECIAL RESOLUTION U/s. 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules framed thereunder – Re-appointment of Shri S.S. Khanolkar as Managing Director of the Company for a period of five years from 1 st January, 2016.
8	ORDINARY RESOLUTION U/s.148(3) of the Companies Act, 2013 for approval of remuneration of Cost Auditor.

Signed this _____ day of JUNE, 2015.

.....
Signature of the Shareholder

.....
Signature of Proxy holder(s)

Affix Re.1
Revenue
Stamp

Notes: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



NAVIN FLUORINE INTERNATIONAL LIMITED

CIN L24110MH1998PLC115499

Regd. Office: 2nd Floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East), Mumbai 400057 India,

Tel. No. 91-22-66509999, Fax: 91-22-66509800,

Website: www.nfil.in Email: info@nfil.in

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint Shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID*, Client ID* & Name of the Shareholder/Joint holders/Proxy in BLOCK LETTERS to be furnished below):

Shareholder / Proxy holder	DP ID*	Client ID*	Folio No.	No. of Shares held

I hereby record my presence at the 17th Annual General Meeting of the Company to be held on Monday, the 29th June, 2015 at 3.00 P.M. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

SIGNATURE OF THE

SHAREHOLDER OR PROXY _____

NOTES:

1. Shareholders/Proxy holders are requested to bring the attendance slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
2. Shareholders are requested to advise, indicating their folio Nos., DP ID*, Client ID*, the change in their address, if any, to the Registrar & Share Transfer Agents, at Sharepro Services (India) Pvt. Ltd., Samhita Warehousing Complex, 2nd floor, Gala No.52-56, Building NO. 13A-B, Near Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Mumbai 400072.

*Applicable for investors holding shares in Electronic (Demat) form.

Responsible Care®



Shri S.S. Khanolkar, Managing Director receiving Responsible Care Certificate from Indian Chemical Council

Responsible Care (RC) is a unique global initiative within chemical industry that drives continuous improvement in health, safety and environment performance, together with open and transparent communication with stakeholders. Adoption of RC means that companies will endeavour to use green chemistry, save natural resources, conserve energy and drastically reduce hazardous releases to environment there by commitment to sustainable chemical manufacturing. Navin Fluorine is one of the few Indian chemical companies to be “Responsible Care” certified and is allowed to use RC logo.



“Gujarat Rajya Shramvir Award”

Winner Shri Kanu Ramji Patel with his family. The award is for significant contribution in improvement of Productivity as well as up-gradation of Safety & Environment aspects in the plant.



E- waste workshop at Dewas



Navin Fluorine International Limited