

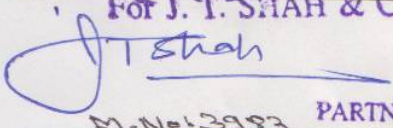



**FORM A**

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

1.	Name of the Company	CIL Nova Petrochemicals Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March,2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not applicable
5.	Signed by	
	Chief Executive Officer	
	Chief Financial Officer	
	Auditor of the Company	 <b>For J. T. SHAH &amp; CO.</b> <b>M.No. 3993 PARTNER</b>
	Audit Committee Chairman	

**11TH  
ANNUAL REPORT  
2014-2015**



## Company Information

### BOARD OF DIRECTORS

1. Mr. Jyotiprasad Chiripal
2. Mr. Vedprakash Chiripal
3. Mr. Ambalal Patel
4. Mr. Murli Goyal
5. Mr. Rajendraprasad Shah
6. Ms. Renu Siddhu

### CHIEF EXECUTIVE OFFICER

Mr. Pradip Khandelwal

### CHIEF FINANCIAL OFFICER

Mr. Satish Bhatt

### COMPANY SECRETARY

Mr. Romin Shah

### BANKERS

1. State Bank of India
2. Bank of Baroda
3. Central Bank of India
4. Uco Bank

### REGISTERED OFFICE & PLANT

Survey No. 396(P), 395/4(P),  
Moraiya Village, Sarkhej-Bavla Highway,  
Tal. Sanand, Ahmedabad-382210.  
Phone : +91-9825800060  
Fax : +91-2717-250556,251612  
Email : investorgrievances.cilnova@chiripalgroup.com  
Website : www.cnpl.com

### CORPORATE IDENTIFICATION NUMBER

L17111GJ2003PLC043354

### CORPORATE OFFICE

“Chiripal House”,  
Shivranjani Cross Roads,  
Satellite, Ahmedabad - 380015.  
Tel : 91-079-26734660-2-3  
Fax : 91-079-26768656

### COMMITTEES OF BOARD

#### AUDIT COMMITTEE

Mr. Ambalal Patel *Chairman*  
Mr. Murli Goyal *Member*  
Mr. Jyotiprasad Chiripal *Member*  
Mr. Rajendraprasad Shah *Member*

#### NOMINATION & REMUNERATION COMMITTEE

Mr. Murli Goyal *Chairman*  
Mr. Ambalal Patel *Member*  
Mr. Jyotiprasad Chiripal *Member*  
Ms. Renu Siddhu *Member*

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ambalal Patel *Chairman*  
Mr. Murli Goyal *Member*  
Mr. Jyotiprasad Chiripal *Member*

#### RISK MANAGEMENT COMMITTEE

Mr. Rajendraprasad Shah *Chairman*  
Mr. Jyotiprasad Chiripal *Member*  
Mr. Vedprakash Chiripal *Member*

### AUDITORS

M/s J.T. Shah & Co.,  
Chartered Accountants,  
201/202, Lalita Complex, Nr. Mithakhali Cross Roads,  
Navrangpura, Ahmedabad - 380 009

### REGISTRAR & TRANSFER AGENT

#### Link Intime India Private Limited

Unit No. 303, 3<sup>rd</sup> Floor, Shoppers Plaza-V,  
Opp. Municipal Market, B/h. Shoppers Plaza-II,  
Off. C.G. Road, Navrangpura, Ahmedabad-380009.  
Email : ahmedabad@linkintime.co.in  
Tel No : 079-26465179  
Fax No : 079-26465179

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**CIL NOVA PETROCHEMICALS LIMITED**

**Regd. Office:** - Survey No. 396(P), 395/4(P) Moraiya Village, Sarkhej - Bavla Highway, Tal. Sanand, Ahmedabad-382210.

CIN : L17111GJ2003PLC043354,

website : www.cnpcl.com E-mail : investorgrievances.cilnova@chiripalgroup.com, Phone: +91-9825800060, Fax : +91-2717-250556, 251612.

**NOTICE**

Notice is hereby given that the Eleventh Annual General Meeting of the members of CIL Nova Petrochemicals Limited will be held on Saturday, 26<sup>th</sup> day of September, 2015 at 11.30 am at the registered office of the company at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Ahmedabad – 382210 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vedprakash Chiripal (DIN 00290454) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s J.T Shah & Co , Chartered Accountants (FRN No. 109616W) as Statutory Auditors to hold office from conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration.

**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013(the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. J. T Shah & Co, Chartered Accountants (FRN No. 109616W), who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rules made thereunder be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the audit of the Accounts of the Company.

**SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**  
**RESOLVED THAT** consent of the Company be and is hereby accorded under the provision of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to contribute on behalf of the Company to bona fide charitable and other funds as may be deemed fit and appropriate by the Board, provided however that the total amount up to which the Board of Directors may contribute to such bona fide charitable and other funds as aforesaid from time to time shall not exceed, in the aggregate the sum of ₹ 1 Crore (One Crore) in any one Financial Year.
5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**  
**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration payable for the year 2015-16 to M/s. Kiran J. Mehta, Cost Accountants (Firm Registration No.000025) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to ₹ 50,000/- ( Fifty Thousand) plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

**By order of the Board of Directors**

**Date : 14<sup>th</sup> August, 2015**

**Place : Ahmedabad**

**Romin Shah**  
**Company Secretary**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/ HER SELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting is annexed hereto.
3. Electronic copy of the Annual Report for FY 2014-15 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a Physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2014-15 are being sent through the permitted

mode. Members may also note that the Notice of Annual General Meeting and Annual Report for 2014-15 will also be available on the Company's website [www.cnpl.com](http://www.cnpl.com) .

4. Nomination facility is available to individual shareholders. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's Share Transfer Agent M/s Link Intime India Pvt Ltd at Unit No 303, 3<sup>rd</sup> floor Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C.G Road, Ahmedabad-380009.
5. Corporate Members intending to send their authorized representatives to attend and vote at the Annual General Meeting are requested to send a duly certified copy of the Board Resolution at registered office of the company authorizing their representative to attend and vote on their behalf at the meeting.
6. Members are requested to bring their Attendance Slip along with copies of their Annual Report to the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the annexure to the notice calling Annual General Meeting.
9. Members holding equity shares in electronic form are requested to notify the change of address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent, M/s Link Intime India Private Limited.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
12. The Register of Members and Share Transfer Register shall remain closed for registering share transfer from Saturday 19<sup>th</sup> day of September, 2015 to Saturday 26<sup>th</sup> day of September, 2015 (Both days inclusive).
13. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Annual General Meeting.
14. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed there under and pursuant to clause 35B of the Listing Agreement entered into by the Company with the Stock Exchanges, the Company is pleased to offer e-voting facility to its Members to enable them to cast their votes electronically, through the remote e-voting services provided by CSDL, on all resolutions set forth in this Notice.

**15. Process and manner for members opting for voting through Electronic means**

- i. In compliance with the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut –off date i.e 19<sup>th</sup> September, 2015 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. The remote e- voting will commence on Wednesday 23<sup>rd</sup> September, 2015 at 10.00 am and will ends on Friday, 25<sup>th</sup> September, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the company as on the Cut-off date i.e 19<sup>th</sup> September, 2015.
- vii. The Company has appointed CS Jatin Kapadia, Practicing Company Secretary ( Membership No. 26725, COP No. 12043 ) to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

viii. The procedure and instructions for remote e-voting are as follows :

Step 1 : The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Step 2 : Click on Shareholders.

Step 3 : Now Enter your User ID

a. For CDSL : 16 digits beneficiary ID,

b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4 : Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

Step 5 : If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address slip (affixed on a Annual Report).</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (5).</li> </ul>

Step 6 : After entering these details appropriately, click on "SUBMIT" tab.

Step 7 : Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step 8 : For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 9 : Click on EVSN of the Company i.e. 150824032 to vote.

Step 10 : On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Step 11 : Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Step 12 : After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Step 13 : Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Step 14 : You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 15 : If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Step 16 : Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- x. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

<b>Contact Details</b>	
Company	CIL Nova Petrochemicals Limited Survey No. 396(P), 395/4(P) Moraiya Village, Sarkhej - Bavla Highway, Tal. Sanand, Ahmedabad – 382210. CIN : L17111GJ2003PLC043354 E-mail : <a href="mailto:investorgrievances.cilnova@chiripalgroup.com">investorgrievances.cilnova@chiripalgroup.com</a> website : <a href="http://www.cncpl.com">www.cncpl.com</a> Phone : +91-9825800060, Fax : 2717- 251612, 250556.
Registrar and Transfer Agent	Link Intime India Private Limited Unit No. 303, 3 <sup>rd</sup> Floor, Shoppers Plaza-V, Opp. Municipal Market, B/h. Shoppers Plaza-II, Off. C.G Road, Navrangpura, Ahmedabad – 380009. E-mail : <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a> website : <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Phone : 079-26465179, Fax : 079-26465179
E-voting Agency	Mr. Wenceslaus Furtado Deputy Manager Central Depository Services (India) Limited 17th Floor, P. J. Towers, Dalal Street, Fort, Mumbai - 400001 E-mail : <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> , <a href="mailto:wenceslausf@cdslindia.com">wenceslausf@cdslindia.com</a> Phone : 022-22723333/8588
Scrutinizer	CS Jatin Kapadia E-mail : <a href="mailto:csjatin@hotmail.com">csjatin@hotmail.com</a>

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM NO. 4**

The Board of Directors of the Company is authorized to make contributions to Bona fide charitable and other funds under Section 181 of the Companies Act, 2013, provided that prior permission of the Members is required for such contributions in case any amount the aggregate of which, in any financial year, exceeds five per cent of its average net profits for the three immediately preceding financial years. The Board of Directors of the Company propose to take approval of the members to contribute any amount the aggregate of which will in any Financial Year does not exceed Rs. 1(One) Crore .

Accordingly, the Board recommends the Ordinary resolution in relation to contribution to Bona fide Charitable and other funds, for the approval by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

**ITEM NO. 5**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Kiran J. Mehta, Cost Accountants (FRN No. 000025), to conduct the audit of the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2016. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year ended March, 2016 as set out in the Resolution for the aforesaid services to be rendered by them.

Accordingly, the Board recommends the Ordinary resolution in relation to ratification of remuneration of Cost Auditor, for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

**By order of the Board of Directors**

**Date : 14<sup>th</sup> August, 2015**

**Place : Ahmedabad**

**Romin Shah**  
**Company Secretary**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Name of Director & their Shareholding	Nature of Expertise in Functional Area	List of Directorship/ Committee Membership in other public Companies as on 31 <sup>st</sup> March, 2015.
Mr. Vedprakash Chiripal 727649	Mr. Vedprakash Chiripal , aged 64 years is a Commerce Graduate and has obtained his Bachelor of Commerce degree from Calcutta University. He has vast experience in the textile industry. He is a trustee of Chiripal Charitable Trust. He is known for his financial acumen and he drives the Chiripal Group with his insights and vision.	<b>Other Directorship</b> Chiripal Industries Ltd, Nandan Denim Ltd, Chiripal Poly films Ltd <b>Committee position held in CIL Nova Petrochemicals Ltd</b> Member – Risk Management Committee <b>Committee position held in other Public Companies</b> Member of Audit Committee of Chiripal Industries Limited and Nandan Denim Limited.  Member of Stakeholders Relationship Committee of Nandan Denim Limited



## DIRECTORS' REPORT

To,  
The Members  
CIL Nova Petrochemicals Limited

Your Directors are pleased to present their 11<sup>th</sup> Annual Report together with the Audited Financial Statements for the period ended 31<sup>st</sup> March, 2015.

### FINANCIAL PERFORMANCE

The financial performance of the Company for the period ended is summarized below:

Particulars	(₹in crores )	
	2014-15	2013-14
Sales & Services	243.01	316.97
Other Income	0.50	1.01
<b>Total Income</b>	<b>243.52</b>	<b>317.98</b>
Total Expenses	238.44	314.11
<b>Profit/(Loss) Before Tax</b>	<b>5.08</b>	<b>3.87</b>
<b>Less : Tax Expense</b>		
Current Tax	1.07	0.79
Deferred Tax	0.00	0.00
Short Provision of Income Tax of Earlier Years	0.00	0.17
<b>Profit/(Loss) After Tax</b>	<b>4.02</b>	<b>2.90</b>

### PERFORMANCE HIGHLIGHTS

During the year under review, net turnover decreased from ₹ 316.97 crore to ₹ 243.01 crore . The profit before tax was at ₹ 5.08 crore as against previous year profit before tax of ₹ 3.87 crore . The profit after tax was at Rs 4.02 crore as against a profit of ₹ 2.90 crore over the previous year. The increase in profit is due to reduction in international crude price and reduction in financial charges and depreciation.

### TRANSFER TO RESERVES

The Company proposes to transfer ₹4 crores to the Preference Share Redemption Reserve, out of the amount available for appropriation.

### DIVIDEND

Your Directors do not recommend any dividend on equity share for the period ended 31<sup>st</sup> March,15 considering the current position of the Company.

### FIXED DEPOSITS

During the year under review your Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act,2013 read with rules made thereunder.

### TRANSFER OF UNCLAIMED AND UNPAID DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

During the year the Company has fulfill its obligation that had been arise due to demerger of Nova Petrochemicals Limited by transferring its portion of Unclaimed and Unpaid Dividend of ₹ 3,38,715 which was originally declared by GSL Nova Petrochemicals Limited (Formerly known as Nova Petrochemicals Limited) into Investor Education and Protection Fund.

### REDEMPTION OF PREFERENCE SHARES

The Board of Directors at their meeting held on 14<sup>th</sup> August,2015 approved the redemption of preference shares. Pursuant to the terms of issue such shares are redeemable after the expiry of 5 years at the option of the Company from the date of issue and maximum tenure of preference shares were of 10 years from the date of the issue and period of 5 years has completed and therefore the board has decided to redeemed such shares.

## **DIRECTORS**

### **Directors retiring by rotation**

In accordance with the provisions of the section 152 Companies Act, 2013 and Companies Articles of Association, Mr. Vedprakash Chiripal (DIN 00290454), retires by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting of the Company. Necessary resolution for their re-appointment is placed before the shareholders for approval. Brief details of Directors proposed to be appointed/ re-appointed as required under Clause 49 of the Listing Agreement are provided in the notice of the Annual General Meeting of the Company.

### **Declaration from Independent Directors**

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the Section 149(6) of Companies Act, 2013 read with Rules made thereunder as well as Clause 49 of the Listing Agreement.

### **Company's Policy on appointment and remuneration of Directors**

#### **Appointment of Independent Directors**

Pursuant to the provisions of section 149 of the Act, which came into effect from 1<sup>st</sup> April, 2014 Mr. Ambalal Patel, Mr. Rajendraprasad Shah, Mr. Murli Goyal and Ms. Renu Siddhu, were appointed as Independent Directors at the annual general Meeting of the company held on 20<sup>th</sup> September, 2014.

#### **Criteria for appointment of Independent Directors**

The Independent Directors shall be of high integrity with relevant expertise and experience in the fields of manufacturing, marketing, finance, taxation, law, governance and general management, so as to have a diverse Board.

#### **Criteria for appointment of Managing Directors/ Whole Time Directors**

The Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise and experience, leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

#### **Remuneration Policy**

The Company follows a policy on remuneration of Directors and Senior Management Employees, details of the same are given in the Corporate Governance Report.

#### **Board Evaluation**

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise of performance evaluation was carried out covering various aspects of Board functioning such as Composition of the Board and its Committees, Board Culture, performance of special duties, governance & compliance issues, attendance, contribution at meetings. The performance evaluation of the Independent Directors was also carried out. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

#### **Key Managerial Personnel**

During the year under review, Mr. Pradip Khandelwal - Chief Executive Officer, Mr. Satish Bhatt - Chief Financial Officer and Mr. Romin Shah - Company Secretary were designated as Key Managerial Personnel pursuant to the requirements of the applicable provisions of Companies Act, 2013 read with rules made thereunder.

## **VIGIL MECHANISM**

The Company has formulated a vigil mechanism (whistle blower policy) for its directors and employees for reporting genuine concerns about unethical practices and suspected or actual fraud or violation of the Company's code of conduct as prescribed under the Companies Act, 2013 and Clause 49 of the Listing Agreement. The purpose of this mechanism is to provide platform to all directors, employees, business associates, stakeholders to come forward and express their concerns about unethical behavior, suspected fraud, violation of Code of Conduct without any fear of unfair treatment with them.

## **RISK MANAGEMENT**

The Board of the Company has formed Risk Management Committee which have been entrusted with the responsibility to assist the Board in following matters such as Overseeing and approving the Company's enterprise wide risk management framework. Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified, assessed and necessary measures being taken to mitigate such risks.

## **RELATED PARTY TRANSACTIONS**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Thus disclosure in form AOC-2 is attached as Annexure-C. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. All Related Party Transaction are placed before the Audit Committee and also to the Board for approval. Omnibus approval was obtained on a quarterly basis for transactions which are in repetitive nature.

## **CORPORATE GOVERNANCE**

A separate report on Corporate Governance and Management Discussion and Analysis Report together with a certificate from Company's Auditors confirming compliance of the condition of Corporate Governance as stipulated in Clause 49 of the Listing Agreement forms part of this Annual Report.

## **CORPORATE SOCIAL RESPONSIBILITY**

During the year under review Company has not constituted Corporate Social Responsibility Committee as the said provisions were not applicable to the Company for the year ended 31<sup>st</sup> March, 2015.

## **LOANS, GUARANTEES, SECURITIES OR INVESTMENTS**

There were no loans , guarantees given, investments made or security provided by the Company to any other entity falling within the purview of section 186 of the Companies Act, 2013.

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

## **NUMBER OF MEETINGS OF THE BOARD**

The details of the number of Board Meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

There are no significant and material orders passed by the Regulators / Courts/Tribunal which would impact the going concern status of the Company and its future operations.

## **EXTRACT OF ANNUAL RETURN**

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed to this report as Annexure - A.

## **INTERNAL CONTROL SYSTEM**

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis Report, which forms part of this report.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors state that :

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed and there are no material departures from the same.
- (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 your Company as at 31st March, 2015 and of the profit and loss of the Company for the financial year ended 31st March, 2015.
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) the annual accounts have been prepared on a 'going concern' basis.
- (e) the Directors have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **AUDITORS AND AUDITORS' REPORT**

M/s. J.T Shah & Co, Chartered Accountants, Ahmedabad who are Statutory Auditors of the Company hold office up to the forthcoming Annual General Meeting and are recommended for re-appointment to audit the accounts of the Company for the financial year 2015-16. As required under the provision of the Companies Act,2013, the Company has obtained written confirmation from M/s. J.T Shah & Co, that their appointment, if made, will be in conformity with the limits specified in the said section.

There are no qualifications, reservations, or adverse remarks or disclaimers made by the M/s. J.T Shah & Co, Statutory Auditors, in their report. Observations made in the Auditor's Report are self-explanatory and therefore do not call for any further comments under Section 134(1)(f) of the Companies Act, 2013.

## **COST AUDITORS**

As per the requirement of section 148 of the Companies Act,2013 read with the Companies (Cost Records and Audit) Rules,2014 as amended from time to time the Board of Directors on recommendation of the Audit Committee has appointed M/s. Kiran J. Mehta & Co, Cost Accountants, as Cost auditor to audit the cost accounts of the Company for the financial year 2015-16.

## **SECRETARIAL AUDITOR AND HIS REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Mr. Jatin Kapadia, Practicing Company Secretary to conduct the Secretarial Audit for the year ended 31<sup>st</sup> March,2015. The Secretarial Audit Report is annexed herewith and forms part of this Report as Annexure - B. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

## **PARTICULARS OF EMPLOYEES**

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement showing names and other particulars of employees who is in receipt of the remuneration prescribed under the said rules is required to be attached to board report. However during the year under review there were no employees who is in receipt of the remuneration prescribed under the said rules. Your Directors therefore do not attach any statement regarding this.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed to this report as Annexure - D.

## **ACKNOWLEDGEMENT**

Your Directors would like to express their appreciation for the support and co-operation received from its shareowners, bankers, regulatory authorities, customers and business associates. Your Directors recognize and appreciate the sincere hard work, loyalty, dedicated efforts and contribution of all the employees that ensured sustained performance in a challenging business environment.

**By order of Board of Directors**

**Date : 14<sup>th</sup> August, 2015**  
**Place : Ahmedabad**

**Jyotiprasad Chiripal**  
**Chairman**

**Annexure - A to Director's Report  
Form No. MGT – 9**

**Extract of Annual Return**

as on the financial year ended on 31<sup>st</sup> March, 2015  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1)  
of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

1. CIN	L17111GJ2003PLC043354
2. Registration Date	17 <sup>th</sup> December,2003
3. Name of the Company	CIL NOVA PETROCHEMICALS LIMITED
4. Category / Sub-category of the Company	Public Company Limited by shares
5. Address of the Registered Office and Contact Details	Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej- Bavla Highway, Tal. Sanand, Ahmedabad – 382210. Email: investorgrievances.cilnova@chiripalgroup.com Website : www.cnpl.com Tel :- 91-9825800060 Fax:- 91-2717-250556,251612
6. Whether listed Company (Yes/No)	Yes
7. Name, Address and Contact Details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PRIVATE LIMITED Unit No. 303, 3 <sup>rd</sup> Floor, Shoppers Plaza-VOpp. Municipal Market, B/h. Shoppers Plaza – II, Off. C.G Road, Navrangpura, Ahmedabad -380009 E-mail: ahmedabad@linkintime.co.in. Website: www.linkintime.co.in Tel No :- 079-26465179 Fax No :- 079-26465179

**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 Products/Services	% of total turnover of the Company
1.	Preparation and Spining of Man-made fibre including blended* man-made fibres and others	13114	97.76

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associates	% of Shares held	Applicable Section
N.A					

**IV. Shareholding pattern (Equity Share Capital Breakup as % of total Equity)**
**i. Category wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1 <sup>st</sup> April, 2014)				No. of Shares held at the end of the year (As on 31 <sup>st</sup> March, 2015)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	5857229	0	5857229	43.23	3107229	0	3107229	22.93	(46.95)
b) Cent. Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	2800407	0	2800407	20.66	6113839	0	6113839	45.12	118.32
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1)</b>	<b>8657636</b>	<b>0</b>	<b>8657636</b>	<b>63.89</b>	<b>9221068</b>	<b>0</b>	<b>9221068</b>	<b>68.05</b>	<b>6.51</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other -Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total share-holding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>8657636</b>	<b>0</b>	<b>8657636</b>	<b>63.89</b>	<b>9221068</b>	<b>0</b>	<b>9221068</b>	<b>68.05</b>	<b>6.51</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	300	0	300	0	300	300	0	0	0
c) Cent. Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others, Specify	0	0	0	0	0	0	0	0	0
<b>Sub-total (B) (1)</b>	<b>300</b>	<b>0</b>	<b>300</b>	<b>0</b>	<b>300</b>	<b>0</b>	<b>300</b>	<b>0</b>	<b>0.00</b>
<b>(2) Non- Institutions</b>									
a) Bodies Corporate	3351000	1893	3352893	24.74	2776963	1893	2778856	20.51	(17.12)
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto ₹1 Lac	670210	283261	953471	7.04	679780	278811	958591	7.07	0.54
ii) Individual shareholders holding nominal share capital in excess of ₹1 Lac	273049	0	273049	2.02	223338	0	223338	1.65	(18.21)
c) Others, Specify									
i) Clearing Member	12015	0	12015	0.09	12939	0	12939	0.10	7.69
ii) Non Resident Indians	97136	198500	295636	2.18	153108	197800	350908	2.59	18.70
iii) Foreign Nationals	0	0	0	0	0	0	0	0	0
iv) Overseas Corporate Body	2500	0	2500	0.02	2500	0	2500	0.02	0.00
v) Trust	2500	0	2500	0.02	1500	0	1500	0.01	(40.00)
<b>Sub-total (B) (2)</b>	<b>4408410</b>	<b>483654</b>	<b>4892064</b>	<b>36.10</b>	<b>3850128</b>	<b>478504</b>	<b>4328632</b>	<b>31.95</b>	<b>(11.52)</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>4408710</b>	<b>483654</b>	<b>4892364</b>	<b>36.11</b>	<b>3850428</b>	<b>478504</b>	<b>4328932</b>	<b>31.95</b>	<b>(11.52)</b>
<b>C. Shares held by Custodian for GDRs and ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>13066346</b>	<b>483654</b>	<b>13550000</b>	<b>100</b>	<b>13071496</b>	<b>478504</b>	<b>13550000</b>	<b>100</b>	<b>(5.01)</b>

**ii. Shareholding of Promoters**

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year ( As on 1 <sup>st</sup> April, 2014 )			No. of Shares held at the end of the year ( As on 31 <sup>st</sup> March, 2015 )			% Change in share-holding 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	Chiripal Exim LLP	2750000	20.30	0.00	2750000	20.30	0.00	0.00
2	Chiripal Industries Ltd	1504000	11.10	0.00	1504000	11.10	0.00	0.00
3	Nandan Exim Ltd	64000	0.47	0.00	64000	0.47	0.00	0.00
4	Vedprakash D. Chiripal	727469	5.37	0.64	727469	5.37	0.64	0.00
5	Shanti Exports Pvt. Ltd	626808	4.63	1.66	224808	1.66	1.66	(64.13)
6	Brijmohan D. Chiripal	614560	4.54	0.06	614560	4.54	0.06	0.00
7	Manjudevi J. Agarwal	500200	3.69	0.00	500200	3.69	0.00	0.00
8	Savitridevi V Chiripal	500200	3.69	0.00	500200	3.69	0.00	0.00
9	Vishal V Chiripal	500200	3.69	0.00	500200	3.69	0.00	0.00
10	Urmiladevi J Agarwal	250200	1.85	0.00	250200	1.85	0.00	0.00
11	Shanti Educational Initiatives Ltd	47850	0.35	0.13	47850	0.35	0.13	0.00
12	Priti Processors Pvt Ltd	10000	0.07	0.07	10000	0.07	0.07	0.00
13	Jay Prakash D Chiripal	6450	0.05	0.00	6450	0.05	0.00	0.00
14	Jyotiprasad D Chiripal	6250	0.04	0.00	6250	0.04	0.00	0.00
15	Vedprakash D Chiripal (HUF)	200	0.00	0.00	200	0.00	0.00	0.00
16	Deepak J Agarwal	200	0.00	0.00	200	0.00	0.00	0.00
17	Nishi Agarwal	100	0.00	0.00	100	0.00	0.00	0.00
18	Pritidevi B Chiripal	200	0.00	0.00	200	0.00	0.00	0.00
19	Ronak B Agarwal	200	0.00	0.00	200	0.00	0.00	0.00
20	Ruchi B Agarwal	200	0.00	0.00	200	0.00	0.00	0.00
21	Brijmohan D Chiripal (HUF)	200	0.00	0.00	200	0.00	0.00	0.00
22	Aayushi J Agarwal	200	0.00	0.00	200	0.00	0.00	0.00
23	Vansh J Chiripal	200	0.00	0.00	200	0.00	0.00	0.00
24	Devkinandan Corporation LLP	547749	4.04	0.00	1513181	11.17	0.00	176.25
	<b>Total</b>	<b>13550000</b>	<b>63.89</b>	<b>2.57</b>	<b>13550000</b>	<b>68.05</b>	<b>2.57</b>	<b>6.51</b>

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

Sr. No.	Name of Shareholder	Date	Reason	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	Devkinandan Corporation LLP	-	-	547749	4.04	547749	4.04
		10.11.2014	Purchase	21400	0.16	569149	4.20
		01.12.2014	Purchase	25000	0.18	594149	4.38
		02.12.2014	Purchase	25000	0.18	619149	4.57
		26.12.2014	Purchase	25000	0.18	644149	4.75
		29.12.2014	Purchase	25000	0.18	669149	4.94
		30.12.2014	Purchase	25000	0.18	694149	5.12
		31.12.2014	Purchase	25000	0.18	719149	5.31
		02.01.2015	Purchase	25000	0.18	744149	5.49
		05.01.2015	Purchase	25000	0.18	769149	5.68
		06.01.2015	Purchase	29995	0.22	799144	5.90
		07.01.2015	Purchase	22100	0.16	821244	6.06
		08.01.2015	Purchase	30000	0.22	851244	6.28
		09.01.2015	Purchase	14382	0.11	865626	6.39
		13.01.2015	Purchase	247555	1.83	1113181	8.22
	At the end of the year	27.02.2015	Purchase	400000	2.95	1513181	11.17
2	Shanti Exports Pvt Ltd	-	-	626808	4.63	626808	4.63
		27.02.2015	Sale	402000	2.97	224808	1.66



iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ARDs):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Gupta Silk Mills Pvt Ltd	663700	4.90	-	-	-	663700	4.90
2	Millennium Infosoft Pvt Ltd	449500	3.32	-	-	-	449500	3.32
3	Gupta Synthetics Ltd	350500	2.59	-	-	-	350500	2.59
4	Rushp Trading LLP	348866	2.57	-	-	-	348866	2.57
				09.05.2014	Sale	500	348366	2.57
				16.01.2015	Sale	250000	98366	0.72
5	Rameswar Retailers Pvt Ltd	311089	2.29	-	-	-	311089	2.29
6	Anjani Vinimay Pvt Ltd	207797	1.53	-	-	-	207797	1.53
				08.08.2014	Sale	4900	202897	1.50
				15.08.2014	Sale	11100	191797	1.42
				22.08.2014	Sale	4600	187197	1.38
				29.08.2014	Sale	1200	185997	1.37
				14.11.2014	Sale	25000	160997	1.19
				05.12.2014	Sale	48011	112986	0.83
				19.12.2014	Sale	87986	25000	0.18
				13.02.2015	Purchase	15000	40000	0.29
				20.02.2015	Purchase	60000	100000	0.74
				27.02.2015	Purchase	85000	185000	1.37
				13.03.2015	Purchase	15000	200000	1.48
				20.03.2015	Purchase	80000	280000	2.07
				27.03.2015	Purchase	100000	380000	2.80
7	Quality Exim Pvt Ltd	158431	1.17	-	-	-	158431	1.17
8	Aviva Industries Limited	103277	0.76	-	-	-	103277	0.76
9	Ankush Synthetics Ltd	103277	0.76	-	-	-	103277	0.76
10	Ashmi Financial Consultancy Pvt Ltd	82500	0.61	-	-	-	82500	0.61
11	Gupta Textile Industries Pvt Ltd	-	-	-	-	-	73816	0.54

**V. Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	Mr. Jyotiprasad Chiripal - Chairman	6250	0.04	-	-	6250	0.04
2	Mr. Vedprakash Chiripal – Executive Director	727469	5.37	-	-	727469	5.37
3	Mr. Ambalal Patel – Independent Director	350	0.002	-	-	350	0.002
4	Mr. Rajendraprasad Shah – Independent Director	0	0	-	-	0	0
5	Mr. Murlu Goyal - Independent Director	0	0	-	-	0	0
6	Ms. Renu Siddhu – Independent Director	0	0	-	-	0	0
7	Mr. Pradip Khandelwal – Chief Executive Officer	0	0	-	-	0	0
8	Mr. Satish Bhatt – Chief Financial Officer	0	0	-	-	0	0
9	Mr. Romin Shah – Company Secretary	0	0	-	-	0	0

**V. Indebtedness**

Indebtedness of the Company including interest outstanding / accrued but not due for payment (₹ In Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2870.73	3207.88	0	6078.61
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not paid	9.72	0	0	9.72
<b>Total (i+ii+iii)</b>	<b>2880.45</b>	<b>3207.88</b>	<b>0</b>	<b>6088.33</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	0	0	0	0
Reduction	1046.05	1182.88	0	2228.93
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1824.68	2025.00	0	3849.68
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not paid	6.79	0	0	6.79
<b>Total (i+ii+iii)</b>	<b>1831.47</b>	<b>2025.00</b>	<b>0</b>	<b>3856.47</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

A. Remuneration to Managing Director, whole-time Director and / or Manager (₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Jyotiprasad Chiripal	Vedprakash Chiripal	
1	Gross salary			
	(a) Salary as per section 17(1) of IT Act, 1961	Nil	Nil	Nil
	(b) Value of Perquisites u/s 17(2) of IT Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission:-	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil
5	Others, specify	Nil	Nil	Nil
	TOTAL	Nil	Nil	Nil
	Ceiling as per Act	5 % of net profit of the company		10 % of net profit of the company

**B. Remuneration to other Directors :**

Sr.No.	Particulars of Remuneration	Name of Directors				Total Amount
		Ambalal Patel	Rajendraprasad Shah	Murli Goyal	Renu Siddhu	
<b>1</b>	<b>Independent Directors</b>					
	- Fee for attending board/Committee Meetings	105000	105000	-	-	210000
	- Commission	-	-	-	-	-
	- Others, please specify	-	-	-	-	-
	<b>TOTAL (1)</b>	105000	105000	-	-	210000
<b>2</b>	<b>Other Non-Executive Directors</b>					
	- Fee for attending board/Committee Meetings	-	-	-	-	-
	- Commission	-	-	-	-	-
	- Others, please specify	-	-	-	-	-
	<b>TOTAL (2)</b>	-	-	-	-	-
	<b>TOTAL (1)+(2)</b>	105000	105000	-	-	210000
	<b>Total Managerial Remuneration</b>					
	<b>Overall Ceiling as per the Act</b>	1 % of net profit of the Company				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/WTD (₹ in Lacs)**

Sr.No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO	CS	
<b>1</b>	Gross salary				
	(a) Salary as per section 17(1) of IT Act, 1961	24.39	6.63	3.69	34.71
	(b) Value of Perquisites u/s 17(2) of IT Act, 1961	Nil	Nil	Nil	Nil
<b>2</b>	Stock Option	Nil	Nil	Nil	Nil
<b>3</b>	Sweat Equity	Nil	Nil	Nil	Nil
<b>4</b>	Commission:-				
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil	Nil
<b>5</b>	Others, specify	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	24.39	6.63	3.69	34.71

**VII. Penalties / Punishment / Compounding of Offence (Under the Companies Act):**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLD / Court)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment					
Compounding					
<b>C. OFFICER IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment					
Compounding					

**Annexure - B to Director's Report  
FORM No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup>MARCH, 2015

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
**CIL NOVA PETROCHEMICALS LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CIL NOVA PETROCHEMICALS LIMITED (for brevity purpose, hereinafter called the "*Company*"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's 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 and as per the explanations given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the applicable provisions of:

- a) The Companies Act, 1956 and the Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- b) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e) Other laws applicable to the Company as per the representations made by the Management.

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

- a. Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings are yet to be specified under the Act by the Institute.
- b. The Listing Agreements entered into by the Company with BSE Limited and NSE.

During the period under review and as per the explanations and clarifications given to me and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

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.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me 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.

**Date :- 14<sup>th</sup> August, 2015**  
**Place :- Ahmedabad**

**Jatin Kapadia**  
**Practising Company Secretary**  
**COP No :- 12043**

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

**'Annexure A'**

To,  
The Members,  
**CIL NOVA PETROCHEMICALS LIMITED**

My report of even date is to be read along with this letter.

- (a) Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit;
- (b) I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion;
- (c) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
- (d) Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- (e) The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- (f) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date :- 14<sup>th</sup> August, 2015**  
**Place :- Ahmedabad**

**Jatin Kapadia**  
**Practising Company Secretary**  
**COP No :- 12043**

**Annexure – C to Director’s Report  
Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto**

**a) Details of contracts or arrangements or transactions not at arm’s length basis**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements /transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Not Applicable							

**b) Details of contracts or arrangements or transactions at arm’s length basis**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	date(s) of approval by the Board	Amount paid as advances, if any
Chiripal Industries Limited	Purchased of Goods, Packing Material & Stores	-	Purchased at Market Price	30.05.2014	-
Chiripal Industries Limited	Sale of Assets	-	Sale of Assets at Market Price	30.05.2014	-
Chiripal Industries Limited	Job work	-	At Market Price	30.05.2014	-
Chiripal Industries Limited	Sale of Goods including Capital Goods	-	Sale of Assets at Market Price	30.05.2014	-
Vishal Fabrics Limited	Purchased of Goods, Packing Material & Stores	-	Purchased at Market Price	30.05.2014	-
Nandan Denim Limited	Purchased of Goods, Packing Material & Stores	-	Purchased at Market Price	30.05.2014	-

**Annexure – D to Director’s Report**

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

Information as required under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 are set out as under:

**A. CONSERVATION OF ENERGY**

**i) Steps taken or impact on conservation of energy :**

- Energy Audit carried out for different section such as electrical, cooling tower , pumps and motors for planning for improvement in efficiency.
- Indigenized Substitute for Winder control panel to be developed for FDY.
- Indigenized Substitute for Winder control panel to be developed for POY.
- Cooling tower fan replacement is in process for energy efficiency.

**ii) Steps taken by the company for utilizing alternate sources of energy :** Not applicable.

**iii) Capital investment on energy conservation equipment :** Not applicable.

**B. TECHNOLOGY ABSORPTION**

**(i) Efforts made towards technology absorption :**

- High pressure centrifugal compressor of 4400 cfm capacity have installed in utility.
- Low pressure centrifugal compressor of 4200 cfm capacity have installed in utility.
- Centrifugal Chiller of 800 tr capacity have installed in utility for better air conditioning.

**(ii) Benefits derived like product improvement, cost reduction, product development or import substitution :** Not applicable

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) :**  
Not applicable

**(iv) Expenditure incurred on Research and Development :** Not applicable

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars relating to foreign exchange earnings and outgo during the year under review are as under :

(Rs. in Lacs )

<u>Particulars</u>	<u>2014-15</u>	<u>2013-14</u>
Foreign exchange earned	Nil	Nil
Foreign exchange outgo	Nil	Nil

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### OVERVIEW OF THE ECONOMY

The Indian economy grew at 7.3 per cent in 2014-15 compared to 6.6 per cent in the previous fiscal due to improvement in the performance of both services as well as manufacturing sectors. The Gross Value Added (GVA), a new concept has been introduced by CSO to measure the economic activity. The highest growth is reported for services including electricity, gas, water supply and other utilities followed by trade, hotels, transport and communication services. Thereafter manufacturing sector has expanded, including mining, quarrying and construction.

Control on price rise continued and remarkable downfall in inflation was noted, with wholesale price index (WPI) falling at -2.06 per cent of February 2015, which is greater than the projection of -0.70 per cent for February 2015. Food Inflation is reported to tremendously fall from 9.66 per cent to 4.78 per cent upto December, 2014. Retail inflation (CPI-Consumer Price Index) has also moderated.

With all the above positive indicators, the Indian economy is becoming a favorable destination for investment. The Foreign Direct Investment data in India reflects the same, as it has increased from 2133 million USD by March 2014 to 5502 Million USD by January, 2015. The Rupee remained relatively stable, and the Current Account Deficit (CAD) is continuously shrinking from 2 per cent of GDP in Q4 of 2013-14 to 1.6 per cent in Q3 of 2014-15. The Finance Minister targets to maintain it at 1 per cent of GDP in the next fiscal.

Growth is expected to edge up further to 8% in FY 2016, helped by a supportive Financial and Monetary policy, Legislative Reforms in 2015, as inflation continues to trend lower and by a pickup in capital expenditure.

### TEXTILE SECTOR

India's textiles sector is one of the mainstays of the national economy. It is also one of the largest contributing sectors of India's exports contributing 11 per cent to the country's total exports basket. The textiles industry is labour intensive and is one of the largest employers. The Indian textiles industry, currently estimated at around US \$108 billion, is expected to reach US \$ 141 billion by 2021. The industry is the second largest employer after agriculture, providing direct employment to over 45 million and 60 million people indirectly. The Indian Textile Industry contributes approximately 5 per cent to GDP, and 14 per cent to overall Index of Industrial Production (IIP).

The Indian textiles industry is extremely varied, with a hand-spun and handwoven sector at one end of the spectrum, and the capital intensive sophisticated mill sector at the other. The decentralized power looms/ hosiery and knitting sector form the largest section of the Textiles. The close linkage of the Industry to agriculture and the ancient culture, traditions of the country make the Indian textiles sector unique in comparison to the textiles industry of other countries. This also provides the industry with the capacity to produce a variety of products suitable to the different market segments, both within and outside the country.

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

### FINANCIAL PERFORMANCE

During the year under review total revenue stood at ₹ 243.52 Crores against ₹ 317.97 Crores over previous year. Employees Cost was ₹ 5.80 Crores against ₹ 4.99 Crores over previous year. Depreciation was lower at ₹ 6.62 Crores against ₹ 7.16 Crores in the previous year as the company is using written down value method for depreciating its plant and machinery. Profit after tax stood at ₹ 4.01 Crores as against 2.90 Crores. The earning per share for the year was ₹ 2.96 as against ₹ 2.14.

### HUMAN RESOURCE AND INDUSTRIAL RELATION

The Company recognizes the importance of Human Resource as a key asset and believes in its contribution to the all round growth of your Company. The Company believes in acquisition, retention and betterment of talented team players. Your Company is an equal opportunity employer and practices fair employment policies. Your Company is confident that its Human Capital will effectively contribute to the long term value enhancement of the organization.

### INTERNAL CONTROL SYSTEM

Your Company has adequate internal control system to ensure that all the assets are safeguarded and are productive. Necessary checks and controls are in place to ensure that transactions are properly verified, adequately authorized, correctly recorded and properly reported. The Internal Auditors of the Company conducts Audit to ensure that internal controls are in place and submit quarterly and yearly Reports to the Audit Committee/Board. The Audit Committee regularly reviews these Reports and the Company when needed takes corrective actions.

### CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations and others may constitute "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied. Several factors that could significantly impact the Company's operations include economic conditions affecting demand, supply and price conditions in the domestic and overseas markets, changes in the government regulations, tax laws and other statutes, climatic conditions and such incidental factors over which the Company does not have any direct control. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.



## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILISOPHY ON CORPORATE GOVERNANCE

Corporate governance is the process carried out by the Board of Directors and its Committees, on behalf of and for the benefit of the Company's Stakeholders, to provide direction, authority, and oversight to management. Your Company believes that good corporate governance consist of four things i.e Accountability, Transparency, Fairness and Shareholder's value and is essential for corporate success and sustainable economic growth.

### 2. BOARD OF DIRECTORS

The Board of your company as on 31<sup>st</sup> March,2015 comprises of Six Directors of which two are Executive and Promoter Directors and four are Non-Executive and Independent Directors. Among Non-Executive and Independent Director, there is one Woman Director. The Chairman of the Board is Executive Promoter Director.

During the year Four Board Meetings were held on 30.05.2014, 06.08.2014, 13.11.2014 and on 11.02.2015 . The interval between any two meetings did not exceed 120 (one hundred twenty) days. All the relevant and necessary information were placed before the board for their approval/noting.

The Composition of Directors and their attendance at the Board Meeting during the year and also number of other directorships/ membership of Committees are as follows:

Sr. No.	Name of Directors	Category	No of Meeting Attended	Directorship* in other public Company Including CIL Nova Petrochemicals Limited	Committee position** including CIL Nova Petrochemicals Limited Membership Chairmanship
1	Mr. Jyotiprasad Chiripal	Promoter Executive	4	5	3 -
2	Mr. Vedprakash Chiripal	Promoter Executive	4	4	3 -
3	Mr. Ambalal Patel	Non-Executive Independent	4	8	6 3
4	Mr. Murli Goyal	Non-Executive Independent	2	1	2 -
5	Mr. Rajendraprasad Shah	Non-Executive Independent	4	2	2 -
6	Ms. Renu Siddhu	Non-Executive Independent	-	1	- -

\* Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

\*\* Includes only Audit Committee and Stakeholders' Relationship Committee.

### 3. COMMITTEES OF BOARD

#### a) Audit Committee

The Audit Committee of the Company comprises of four members. All the Members of the Audit Committee have vast experience and knowledge of finance, accounts and corporate laws. During the year four meetings of the Audit Committee were held on 30.05.2014, 06.08.2014, 13.11.2014 and on 11.02.2015. The intervening gap between two meetings did not exceed four months. The Composition of the Audit Committee and details of attendance of the members at the Audit Committee Meetings during the year are given below

Sr. No.	Name of Members	Position	No. of Meeting Attended
1	Mr. Ambalal Patel	Chairman	4
2	Mr. Murli Goyal	Member	2
3	Mr. Jyotiprasad Chiripal	Member	4
4	Mr. Rajendraprasad Shah	Member	-

The Chief Financial Officer, representatives of Statutory Auditors, Internal Audits and Finance & Accounts department are invited to the meetings of the Audit Committee.

The terms of reference of the Audit Committee cover the matters specified under revised clause 49 of the Listing Agreement entered with the Stock Exchanges and also as required under Section 177 of the Companies Act, 2013 and includes all other matters as may be directed by Board from time to time.

#### b) Nomination and Remuneration Committee

The Board of Directors has constituted Nomination & Remuneration Committee as prescribed under the Companies Act, 2013 and the rules framed thereunder and Clause 49 of the Listing Agreement (and as may be modified/amended from time to time). The committee comprises of four members. During the year under review, Nomination & Remuneration Committee met two times on 06.08.2014 and on 13.11.2014. The composition of the Nomination & Remuneration Committee and details of meetings attended by the members are given below

Sr. No.	Name of Members	Position	No. of Meeting Attended
1	Mr. Murli Goyal	Chairman	2
2	Mr. Ambalal Patel	Member	2
3	Mr. Jyotiprasad Chiripal	Member	2
4	Ms. Renu Siddhu	Member	-

**Terms of reference of remuneration committee are as follows :**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- To carry out such other functions as the board may decide from time to time.

**Remuneration Policy for Executive and Non Executive and Independent Directors are as follows :**

**Executive Directors :**

The remuneration if payable to executive directors shall be paid in consultation with the Nomination & Remuneration Committee who decides the remuneration structure for Executive Directors by the considering the financial position of the company, qualification, experience of the directors, trend in the industry, past performance, past remuneration and limits prescribed for remuneration of Executive Directors i.e 10 % of net profit of the company calculated in the manner prescribed under the Companies Act and subject to necessary approvals thereunder. The Nomination & Remuneration Committee ensures that remuneration if any payable to executive directors does not exceeds the prescribed limits.

**Non Executive and Independent Directors :**

The Non-Executive and Independent Directors of the Company may be paid remuneration periodically or may be paid commission within the overall limit of 1% of the Net Profit of the Company calculated in the manner prescribed under the Companies Act and subject to necessary approvals thereunder. . In addition to commission if any, Non-Executive Directors are paid sitting fees and actual reimbursement of expenses incurred for attending each meeting of the Board and Committees. The Nomination & Remuneration Committee ensures that if any such commission payable should not exceed the prescribed limits under the Companies Act.

**Remuneration paid to the Directors for the year ended on 31<sup>st</sup> March,2015 are as follows :**

Sr. No.	Name of Directors	Sitting Fees (₹)	Salaries and Perquisites (₹)	Commission (₹)	No of Shares held
1	Mr. Vedprakash Chiripal	-	-	-	727469
2	Mr. Jyotiprasad Chiripal	-	-	-	6250
3	Mr. Rajendraprasad Shah	105000	-	-	-
4	Mr. Ambalal Patel	105000	-	-	350
5	Mr. Murli Goyal	-	-	-	-
6	Ms. Renu Siddhu	-	-	-	-

**c) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee of the Board comprises of three members. During the year committee met four times on 30.05.2014, 06.08.2014, 13.11.2014 and on 11.02.2015. The composition of Stakeholders Relationship Committee and details of attendance of the members at the Stakeholders Relationship Committee Meetings during the year are given below

Sr. No.	Name of Members	Position	No. of Meeting Attended
1	Mr. Ambalal Patel	Chairman	4
2	Mr. Murli Goyal	Member	2
3	Mr. Jyotiprasad Chiripal	Member	4

During the year under review two complaints was received by the company which was resolved on time and no complaint remains pending at the end of the year.

The Shareholders Relationship Committee resolves redressal of investors pertaining to transfer, transmission, dematerialization of shares, non-receipt of dividends, non-receipt of annual report. In addition to this it also oversee the performance of the Company's Registrar and Share Transfer Agents and also perform such other functions as may be necessary for discharge of its obligation.

**d) Risk Management Committee**

The Board has constituted Risk Management Committee pursuant to the requirement of Companies Act,2013 and Clause 49 of the Listing Agreement. The Risk Management Committee comprises of three members and during the year committee met one time on 13.11.2014 and details of attendance of the members at the Risk Management Committee Meeting are given below

Sr. No.	Name of Members	Position	No. of Meeting Attended
1	Mr. Rajendraprasad Shah	Chairman	1
2	Mr. Jyotiprasad Chiripal	Member	1
3	Mr. Vedprakash chiripal	Member	1

The role of Risk Management Committee includes overseeing and approving the Company's risk management framework . Overseeing that all the risks that's the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified , assessed and necessary measures being taken to mitigate such risks.

#### 4. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has familiarized its Independent Directors 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 the said familiarization programme is provided on the website of the Company and the weblink is [www.cnpl.com](http://www.cnpl.com)

#### 5. MEETING INDEPENDENT DIRECTORS

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of the Independent Directors of the Company was held on 25<sup>th</sup> March, 2015, without the attendance of Non-Independent Directors and members of the management.

#### 6. GENERAL BODY MEETINGS

Financial Year Ended	Date & Time	Venue	Special Resolution Passed
March 31,2014	Saturday, 20 <sup>th</sup> September,2013 3.00 PM.	Survey No. 396(P), 395/4(P) Moraiya Village, Sarkhej Bavla Highway, Tal. Sanand, Ahmedabad-382210	3
March 31,2013	Saturday, 28 <sup>th</sup> September,2013 3.00 PM.	Survey No. 396(P), 395/4(P) Moraiya Village, Sarkhej Bavla Highway, Tal. Sanand, Ahmedabad-382210	0
March 31,2012	Saturday, 29 <sup>th</sup> September,2012 3.00 PM.	Survey No. 396(P), 395/4(P) Moraiya Village, Sarkhej Bavla Highway, Tal. Sanand, Ahmedabad-382210	0

The Company has not passed any resolution through postal ballot during the year under review, none of the resolutions proposed for the ensuing Annual General Meeting need to be passed through Postal Ballot.

#### 7. DISCLOSURES

- The Company has no material significant related party transactions that may have a potential conflict with the interest of the Company. The details of transaction between the Company and the related parties are given under Notes to the Financial Statement for the year ended March 31,2015. The Board has approved a policy for related party transactions which has been uploaded on the Company's website and web link thereto is [www.cnpl.com](http://www.cnpl.com).
- The Company has followed the applicable accounting standards and guidelines prescribed by the regulatory authorities in preparation of financial statements.
- The Company has complied with all the requirements of Regulatory Authorities. There has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI or Stock Exchanges or any statutory authority on any matter relating to capital markets, during the last three years except the debarment order dated 12.01.2010 restraining erstwhile Nova Petrochemicals Limited from buying, selling, dealing or accessing the securities market directly or indirectly in any manner whatsoever for a period of two years.
- The Company has adopted a Code of Conduct for Prevention of Insider Trading ("The Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation. The Code is amended from time to time in accordance with the changes brought in by SEBI in the Insider Trading Regulations.
- The Board of Directors of the Company has laid down a Code of Conduct for all the Board Members and Senior Management Personnel of the Company. The Board Members and the Senior Management Personnel have affirmed compliance with the code for the year 2014-15. The said Code of Conduct has been posted on the website of the Company. A declaration to this effect is annexed and forms part of this report.
- The Disclosure on remuneration of directors, pecuniary relationship or transaction with Non-Executive Directors, details of notice period, severance fees, No. of Shares held by Directors etc have been provided earlier under the head "Nomination and Remuneration Committee" in this Corporate Governance Report .

#### 8. MEANS OF COMMUNICATION

The Quarterly/ Annual Financial Results are sent to the Stock Exchanges immediately after they are approved by the Board. The said results are then published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, in Free Press Gujarat, Financial Express and Indian Express. The Company's website [www.cnpl.com](http://www.cnpl.com) contains a separate section called "Investors Relation" where latest shareholders information is available. The Quarterly and Annual Financial Results are posted on the website. The Company supplies copies of the Financial Results and Annual Report of the Company to various analysts, share brokers, various government departments & agencies and other investors and all those interested in getting the same as and when requested. The Company electronically files data such as Shareholding Pattern, Corporate Governance Report, Reconciliation of Share Capital Audit Report and other Corporate Announcements on National Electronic Application Processing System (NEAPS) web based application designed by NSE and on BSE Corporate Compliance & Listing Centre Online Portal of BSE. Management Discussion and Analysis Report forms part of the Annual Report.

## 9. GENERAL SHAREHOLDERS INFORMATION

### (i) Annual General Meeting:

Date	: 26 <sup>th</sup> September, 2015
Time	: 11.30 am
Venue	: Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Ahmedabad – 382210.
<b>Financial Year</b>	: 1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015
<b>Date of Book Closure</b>	: 19 <sup>th</sup> September, 2015 to 26 <sup>th</sup> September, 2015 (Both days inclusive)
Dividend Payment Date	: Nil

### ii) Listing on Stock Exchanges and Stock Codes :

The Company's Equity Shares are listed on the following Stock Exchanges in India :

Name of the Stock Exchanges	Address	Stock Code
Bombay Stock Exchange Limited (BSE)	Phirozee Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.	533407
National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051.	CNOVAPETRO

ISIN for Equity Shares : INE672K01025

The Company has paid Annual Listing Fees as applicable to the BSE and the NSE for the FY 2015-16.

### iii) Stock Market Price Data :

Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
April-2014	31.15	24.00	12357	31.00	22.95	6594
May-2014	35.60	27.40	31681	34.95	27.00	15229
June-2014	31.50	23.25	21639	33.95	22.05	75539
July-2014	25.00	19.95	14129	23.35	19.90	16597
Aug-2014	21.90	15.50	29597	20.40	15.25	23715
Sep-2014	19.00	14.75	13827	18.80	14.50	28001
Oct-2014	17.60	16.00	3410	19.30	16.00	3095
Nov-2014	19.05	15.70	29765	18.25	15.35	6998
Dec-2014	17.15	15.40	315019	16.75	15.45	15534
Jan-2015	23.95	14.55	365663	22.00	16.00	50915
Feb -2015	22.00	15.10	15046	22.50	16.00	419254
Mar-2015	21.30	14.10	26607	20.30	15.50	8304

### iv) Registrar & Share Transfer Agents

The details of Registrar & Share Transfer Agent appointed by the Company are as under

#### M/s Link Intime India Private Limited

Unit No. 303, 3<sup>rd</sup> floor Shoppers Plaza V, Opp Municipal Market, B/h Shoppers Plaza II, Off C.G Road, Ahmedabad-380009.  
E-mail: ahmedabad@linkintime.co.in Website : www.linkintime.co.in Phone: 079-26465179 Fax No: 079-26465179

### v) Share Transfer System

Applications for transfers, transmission and transposition are received by the Company at its Registered Office or at the office(s) of its Registrars & Share Transfer Agent. As the shares of the Company are in dematerialised form, the transfers are duly processed by NSDL/CDSL in electronic form through the respective depository participants. Shares which are in physical form are processed by the Registrars & Share Transfer Agent on a regular basis and the certificates are dispatched directly to the investors. The Company obtains from a Company Secretary in Practice half yearly certificate of compliance with the share transfer formalities as required under clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges where the company is listed.

vi) Shareholding by Category

Category	March 31, 2014	
	No. of Shares Held	% of shareholding
<b>A Promoters Holding</b>		
Individuals/HUF	3107229	22.93
Bodies Corporate	6113839	45.12
<b>B Non Promoter Holding</b>		
FIs, Mutual funds and Banks	300	0.00
Bodies Corporate	2778856	20.51
Indian Public	1181929	8.72
Any other (FII's, Trusts, Clearing Member, NRI-Rep, NRI- Non Rep, Overseas Bodies Corporate)	367847	2.71
<b>Total</b>	<b>13550000</b>	<b>100.00</b>

vii) Distribution of Shareholding:

The Distribution of Shareholding as on 31<sup>st</sup> March, 2015 are as follows

Sr. No.	Shares Range		No. of holders	% of Total	Shares Allotted	% to No. of Holders
	From	To				
1	1	500	5890	94.0895	706990	5.2176
2	501	1000	169	2.6997	145119	1.0710
3	1001	2000	95	1.5176	141018	1.0407
4	2001	3000	28	0.4473	68369	0.5046
5	3001	4000	5	0.0799	17232	0.1272
6	4001	5000	7	0.1118	34050	0.2513
7	5001	10000	16	0.2556	119462	0.8816
8	10001	9999999999	50	0.7987	12317760	90.9060
	<b>TOTAL</b>		<b>6260</b>	<b>100.00</b>	<b>13550000</b>	<b>100.00</b>

viii) Dematerialisation of Shares and Liquidity :

As on 31<sup>st</sup> March, 2015, 96.47 % of the Company's paid up Equity Share Capital is held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) limited (CDSL).

ix) Outstanding ADRs/GDRs or Warrants or any Convertible Instrument, Conversion Dates and likely impact on equity.

As of date the company has not issued these types of securities.

x) Address for Investor Correspondence :

**The Company Secretary**

**CIL Nova Petrochemicals Ltd**

Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Ahmedabad-382210

Email : investorgrievances.cilnova@chiripalgroup.com

Phone : +91-2717-250556-7-8, +91-9825800060

Fax : +91-2717-251612

**Link Intime India Private Limited**

Unit No. 303, 3<sup>rd</sup> floor Shoppers Plaza V, Opp Municipal Market, B/h Shoppers Plaza II, Off C.G Road, Ahmedabad-380009.

Email : ahmedabad@linkintime.co.in

Phone : 079-26465179

Fax No :079-26465179

xi) Non-Mandatory Requirements

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below :

• **The Board**

Your Company has an Executive Chairman and hence, the need for implementing this non-mandatory requirements does not arise.

• **Shareholders Right**

The quarterly, half-yearly and annual financial results of your Company are published in newspapers and posted on Company's website www.cnpc.com. The same are also available on the sites of stock exchanges where the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.

- **Audit Qualifications**  
There are no qualifications in the Auditor's Report on the financial statements.
- **Reporting of Internal Auditor**  
The Internal Auditors of the Company is invited to the Audit Committee Meeting for reporting their findings to the Audit Committee Members.

#### DECLARATION

I, Pradip Khandelwal, Chief Executive Officer of the Company hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2015.

For CIL Nova Petrochemicals Limited

Date :- 14<sup>th</sup> August, 2015  
Place :- Ahmedabad

Pradip Khandelwal  
Chief Executive Officer

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#### AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of,  
CIL Nova Petrochemicals Limited

We have examined the compliance of conditions of Corporate Governance by CIL Nova Petrochemicals Limited for the year ended March 31, 2015, as stipulated in clause 49 of the Listing Agreement entered into with the Stock Exchanges in India.

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

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

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 J.T Shah & Co.  
Chartered Accountants  
(FRN No. 109616W)

Sd/-  
( J.T Shah )  
Partner  
( M. No. 3983 )

Date : 14<sup>th</sup> August, 2015  
Place : Ahmedabad

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#### CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief :

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit committee :
  - a) There have been no significant changes in internal control system during the year;
  - b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) There have been no instances of significant fraud of which we have become aware involving management or an employee having a significant role in the company's internal control system over financial reporting.

Date :- 14<sup>th</sup> August, 2015  
Place :- Ahmedabad

Pradip Khandelwal  
Chief Executive Officer

Satish Bhatt  
Chief Financial Officer

## INDEPENDENT AUDITORS' REPORT

To,  
The Members of  
**CIL NOVA PETROCHEMICALS LIMITED**  
Ahmedabad

### 1. Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **CIL NOVA PETROCHEMICALS LIMITED ("the Company")**, which comprise the Balance Sheet as at 31st 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.

### 2. Management's Responsibility for the Standalone 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.

### 3. Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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.

### 4. 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:-

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- ii. In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### 5. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

ii. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books .
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (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<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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 26 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 J. T. Shah & Co.**  
*Chartered Accountants*  
(FRN No. 109616W)

Sd/-  
**( J.T. Shah )**  
*Partner*  
(M. No. 3983)

Date : 30/05/2015  
Place : Ahmedabad



**ANNEXURE TO THE AUDITORS REPORT**

Referred to in paragraph 5 (i) of our Report of even date to the Members of **CIL NOVA PETROCHEMICALS LIMITED** for the year ended 31st March, 2015.

**1. In respect of Fixed Assets :**

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- (b) As per the information and explanations given to us, the management at reasonable intervals during the year in accordance with a programme of physical verification physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.

**2. In respect of its Inventories :**

- (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and books records were not material.

**3. In respect of Loans and Advances granted during the year.**

As regards the loans , the company has not granted any loans, secured or unsecured during the year under audit, to the companies, firms and other parties covered in the register maintained under section 189 of the Companies Act, 2013 and therefore, the clauses (iii) (a) and (b) of the Companies (Auditor's Report) Order,2015 are not applicable.

- 4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, no major continuing failures to correct major weaknesses has been observed.
- 5. During the year, the company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.
- 6. As per the information and explanation provided to us the company is not required to maintain the cost records as per the provisions of Companies(Cost Records and Audit) Rules,2014, hence Clause (vi) of the Companies (Auditor's Report) Order,2015.

**7. In respect of Statutory Dues :**

- (a) According to the records of the Company, the Company is by and large regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect statutory dues were outstanding as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.

- (c) According to the records of the company, the dues of income tax, sales tax, wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of disputes and the forum where the dispute is pending are as under:

Name of the Statute	Nature of the Dues	Year ₹	Amount in	Forum where dispute is pending
Wealth Tax Act,1957	Wealth Tax	2007-08	256,434	Commissioner of Income Tax (Appeals)
Income Tax Act,1961	Income Tax Demand	2010-11	2,719,970	Income Tax Appellate Tribunal
	Income Tax Demand	2011-12	23,721,760	Commissioner of Income Tax (Appeals)
The Central Excise and Customs Act	Excise Duty & Penalty	2003-04	3,230,730	Custom Excise and Service Tax Appellate Tribunal
	Excise Duty & Penalty	2004-05	3,398,641	Custom Excise and Service Tax Appellate Tribunal
	Excise Duty & Penalty	2005-06	146,479	Assistant/Additional Commissioner of Central Excise
	Excise Duty & Penalty	2006-07 & 2007-08	1,959,742	Commissioner of Excise and Customs (Appeals)
The Textile Committee Amendment Act, 1973	Excise Duty & Penalty	2006-07	94,093	Custom Excise and Service Tax Appellate Tribunal
	Textile Cess	1995 to 2005	5,090,119	Textiles Committee, Government of India, Ministry of Textiles

- (d) During the year no amount is required to transfer to the investor education and protection fund and hence clause (c) of clause (vii) of the Companies (Auditor's Report) Order,2015 is not applicable to the company.

8. The company has no accumulated losses and has not incurred any cash losses during the financial year under review or in the immediately preceding financial year.
9. Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a Financial Institutions, Banks or debenture holders.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. According to the information and explanations given to us, during year under review the company has not taken any term loans during the year.
12. Based upon the audit procedures performed and information and explanations given by the management, we report that no material fraud on or by the Company has been noticed or reported during the course of our audit.

**For J. T. Shah & Co.**  
Chartered Accountants  
(FRN No. 109616W)

Sd/-  
**( J.T. Shah )**  
Partner  
(M. No. 3983)

Date : 30/05/2015  
Place : Ahmedabad

### BALANCE SHEET AS AT 31/03/2015

Particulars	Note No.	As at 31/03/2015 ₹	As at 31/03/2014 ₹
<b>EQUITY AND LIABILITIES</b>			
<b>[1] Shareholders' Funds :</b>			
[a] Share Capital	2	185,500,000	185,500,000
[b] Reserves & Surplus	3	393,130,916	354,284,964
		578,630,916	539,784,964
<b>[2] Share Application Money</b>		Nil	Nil
<b>[3] Non-Current Liabilities :</b>			
[a] Deferred Tax Liabilities (Net)	4	Nil	Nil
[b] Long Term Borrowings	5	297,334,436	521,233,496
[c] Long-term Provisions	6	30,133	Nil
		297,364,569	521,233,496
<b>[4] Current Liabilities</b>			
[a] Short-term Borrowings	7	188,319,785	233,640,356
[b] Trade Payables	8	187,760,771	334,645,152
[c] Short term Provisions	6	8,793,767	3,829,806
[d] Other Current Liabilities	9	320,978,472	258,333,042
		705,852,795	830,448,355
<b>Total .....</b>		<b>1,581,848,280</b>	<b>1,891,466,815</b>
<b>ASSETS :</b>			
<b>[1] Non-Current Assets</b>			
[a] Fixed Assets :			
(i) Tangible Assets	10	935,149,594	990,635,930
(ii) Intangible Assets		Nil	Nil
(iii) Capital Work in Progress		48,160,593	48,160,593
		983,310,187	1,038,796,523
[b] Non-Current Investments	11	12,218	12,218
[c] Long-term Loans and Advances	12	17,165,296	43,289,611
[d] Other Non-Current Assets	13	4,608,759	828,877
		1,005,096,460	1,082,927,229
<b>[2] Current Assets</b>			
[a] Inventories	14	107,305,048	100,460,688
[b] Trade Receivables	15	211,140,852	558,204,527
[c] Cash & Bank Balances	16	21,277,075	23,659,033
[d] Short term Loans and Advances	12	237,028,844	126,215,338
		576,751,819	808,539,586
<b>Total .....</b>		<b>1,581,848,280</b>	<b>1,891,466,815</b>
Significant Accounting Policies	1		
Notes forming part of Financial Statements	2 to 38		

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

Sd/-  
**(J. T. Shah)**  
Partner  
Membership No. 3983  
Place : Ahmedabad  
Date : 30/05/2015

**For, CIL NOVA PETROCHEMICALS LIMITED**

**Jyotiprasad Chiripal**  
Chairman

**Vedprakash Chiripal**  
Director

**Satish Bhatt**  
Chief Financial Officer

**Romin Shah**  
Company Secretary

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31/03/2015**

Particulars	Note No.	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
<b>INCOME</b>			
Revenue from Operations	17	2,689,385,843	3,445,567,770
Less: Excise Duty		259,247,820	275,916,567
		<u>2,430,138,023</u>	<u>3,169,651,203</u>
Other Income	18	5,040,133	10,128,405
<b>Total Revenue</b>		<u><b>2,435,178,155</b></u>	<u><b>3,179,779,608</b></u>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	19	1,616,903,989	1,765,496,584
Purchase of Stock in Trade	20	268,398,249	855,965,210
Changes in Inventories of Finished Goods & Work in Process	21	(18,962,593)	34,777,837
Employee Benefits Expense	22	57,967,433	49,862,737
Finance Costs	23	58,216,038	69,573,773
Depreciation and Amortisation expense	24	66,201,661	71,646,906
Other Expenses	25	335,630,354	293,801,985
<b>Total Expenses</b>		<u><b>2,384,355,132</b></u>	<u><b>3,141,125,032</b></u>
<b>Profit/(Loss) before Tax</b>		50,823,024	38,654,576
<b>Less : Tax expense:</b>			
- Current Tax		10,655,047	7,918,042
- Deferred Tax	4	Nil	Nil
- Short Provision of Income Tax of Earlier Years		Nil	1,741,456
<b>Profit for the year</b>		<u><b>40,167,977</b></u>	<u><b>28,995,078</b></u>
Basic & diluted earnings per share of ₹10 each	30	2.96	2.14
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 38		

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

Sd/-  
**(J. T. Shah)**  
Partner  
Membership No. 3983  
Place : Ahmedabad  
Date : 30/05/2015

**For, CIL NOVA PETROCHEMICALS LIMITED**

**Jyotiprasad Chiripal**  
Chairman

**Vedprakash Chiripal**  
Director

**Satish Bhatt**  
Chief Financial Officer

**Romin Shah**  
Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2015

	31-03-2015	31-03-2014
<b>A Cash from Operating Activity</b>		
<b>Profit Before Tax from Continuing Operation</b>	<b>50,823,024</b>	<b>38,654,576</b>
	<u>50,823,024</u>	<u>38,654,576</u>
Non Cash Adjustment to reconcile profit before tax to net cash flows		
Depreciation	66,201,661	71,646,906
Bad Debts Written Off/ Sundry Balance Written off	(153,351)	(1,492,435)
(Profit)/Loss on sale of fixed assets (net)	1,437,147	338,339
Interest Received	(4,392,635)	(6,170,219)
Provision for Doubtful debt	Nil	(531,102)
	<u>63,092,822</u>	<u>63,791,489</u>
Dividend Income	Nil	(300)
Interest and Finance Charges	58,216,038	69,573,773
	<u>58,216,038</u>	<u>69,573,473</u>
Adjustment for Movements in Working Capital:		
Increase/(decrease) in trade Payable	(146,731,031)	238,007,298
Increase/(decrease) in long-term Provision	30,133	(934,485)
Increase/(decrease) in short-term Provision	11,481,004	(122,524)
Increase/(decrease) in other current liability	(2,164,260)	257,256
Increase/(decrease) in other long-term liability	Nil	Nil
Decrease/(increase) in trade receivable	347,063,672	(309,964,276)
Decrease/(increase) in inventories	(6,844,360)	28,468,208
Decrease/(increase) in long term loans and advances	3,183,161	30,208,681
Decrease/(increase) in short term loans and advances	(110,974,556)	86,158,145
Decrease/(increase) in other current assets	Nil	Nil
Decrease/(increase) in other non-current assets	Nil	Nil
	<u>95,043,763</u>	<u>72,078,303</u>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>267,175,647</b>	<b>244,097,841</b>
Direct Taxes paid	(17,179,089)	(15,727,875)
	<u>(17,179,089)</u>	<u>(15,727,875)</u>
<b>NET CASH FLOW FROM OPERATIONS</b>	<b>249,996,558</b>	<b>228,369,966</b>
<b>B Cash flow from investing activities</b>		
Purchase of Fixed Assets (Incl. WIP)	72,931,101	(45,807,746)
Sale of Fixed Assets	800,000	1,474,201
Investment in Fixed deposit	(3,860,838)	(1,705,413)
Proceeds from sale / disposed of investments	Nil	Nil
Investment received back from Fixed deposit	Nil	Nil
Interest Received	4,100,045	6,167,640
Dividend Income	Nil	300
	<u>73,970,308</u>	<u>(39,871,018)</u>
<b>NET CASH USED IN INVESTING ACTIVITY</b>	<b>(39,871,018)</b>	<b>(39,871,018)</b>
<b>C Cash flow from financing activities</b>		
Long Term Borrowing Taken during the year	Nil	Nil
Long Term Borrowing Paid during the year	(222,893,171)	(86,686,883)
Short Term Borrowing Taken During the year	Nil	Nil
Short Term Borrowing Paid During the year	(45,320,571)	(25,679,005)
Share Application Money paid back	Nil	Nil
Interest paid	(58,216,038)	(69,573,773)
Dividend paid on Equity Shares (Incl. Dividend Tax)	Nil	(154,793)
	<u>(326,429,780)</u>	<u>(182,094,454)</u>
<b>NET CASH USED IN FINANCING ACTIVITY</b>	<b>(326,429,780)</b>	<b>(182,094,454)</b>
<b>Net Increase/(Decrease) in cash and cash equivalents</b>	<b>(2,462,914)</b>	<b>6,404,494</b>
Cash and cash equivalent Opening Balance	10,130,438	3,725,944
Cash and cash equivalent Closing Balance	7,667,524	10,130,438
<b>Net Increase/(Decrease) in cash and cash equivalents</b>	<b>(2,462,914)</b>	<b>6,404,494</b>

**Notes:**

- => The above Cash Flow Statement has been prepared under the Indirect Method set out in Accounting Standard 3.
- => Cash and Cash equivalent includes ₹ NIL (P.Y. ₹Nil/.-) towards Unclaimed dividend which have been kept in separate earmarked accounts and no transactions except for the stated purpose are done through such account.

As per our report of even date attached herewith

For, **J. T. SHAH & COMPANY**

Chartered Accountants

(FRN No. 109616W)

Sd/-

**(J. T. Shah)**

Partner

Membership No. 3983

Place : Ahmedabad

Date : 30/05/2015

For, **CIL NOVA PETROCHEMICALS LIMITED**

**Jyotiprasad Chiripal**  
Chairman

**Vedprakash Chiripal**  
Director

**Satish Bhatt**  
Chief Financial Officer

**Romin Shah**  
Company Secretary

## 1 SIGNIFICANT ACCOUNTING POLICIES

### a. Basis of Preparation of financial Statements

The financial statements of the Company 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”), as applicable. The financial statements have been prepared as a going concern on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

### b. Use of estimates

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

### c. Fixed Assets

Fixed Assets are stated at cost, net of Cenvat, less accumulated depreciation. All costs, including financial costs till commencement of commercial production are capitalized to the cost of qualifying assets. CENVAT credits on capital goods are accounted for by reducing the cost of capital goods.

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

### d. Intangible Assets

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

Intangible assets are amortized on a straight – line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management.

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

### e. Depreciation

Depreciation on Fixed Assets other than Electrical Installation and Plant and Machinery has been provided on “Straight Line Method” at the rates provided in Schedule II of the Companies Act, 2013. Depreciation on Electrical Installation has been provided on “Straight Line Method” by taking the total life of assets at 28 years based on internal technical evaluation. Depreciation on Plant and Machinery has been provided on “Written down Value Method” by taking the total life of assets at 28 years based on internal technical evaluation.

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

### f. Inventories

Inventories at year-end are valued at the lower of cost or net realizable value. The basis of determining the cost for various categories of inventories is as follows:

- (i) In case of Raw Materials, Stores, Spares, Fuel and Packing Materials on FIFO basis.
- (ii) In case of Finished Goods and Work-In-Progress on FIFO basis.

### g. Foreign Currency Transactions

Transactions denominated in Foreign Currency are normally recorded at the exchange rate prevailing at the time of transaction. Monetary items denominated in foreign currencies at the year are translated at the rate prevailing on the date of Balance Sheet. Exchange differences are dealt with in the Profit & Loss account.

### h. Sales

Sales are accounted for on dispatch of goods to the customers and are inclusive of Excise Duty and Sales Tax but net of sales returns and trade discounts.

**i. Investments**

Non-Current Investments are stated at its cost. Provision is made for any diminution in the value of the Long Term Investments, if such decline is other than temporary.

**j. Borrowing Cost**

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

**k. Leases****Where the Company is the lessee**

Leases, wherein the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

**Where the Company Is the lessor**

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

**l. Taxation**

- i) Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.
- ii) Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or subsequently enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realized in future.

**m. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes to accounts. Contingent Assets are neither recognized nor disclosed in the financial statement.

**n. Impairment of Assets**

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

**o. Earning Per Share**

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

**p. Employee Benefits**

- (i) The employee and Company make monthly fixed Contribution to Government of India Employee's Provident fund equal to a specified percentage of the covered employee's salary, Provision for the same is made in the year in which service are rendered by the employees.
- (ii) The Liability for Gratuity to employee, which is a defined benefit plan, is determined on the basis of actuarial Valuation based on Projected Unit Credit method. Actuarial gain/Loss in respect of the same is charged to the profit and loss account.
- (iii) Leave encashment benefit to eligible employee has been ascertained on actuarial basis and provided for. Actuarial gain/loss in respect of the same is charged to the profit and loss account.
- (iv) Short Term benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

**2 Share Capital**

	As at 31/03/2015 ₹	As at 31/03/2014 ₹
[i] Authorised :		
27500000 (Previous Year 27500000) Equity shares of par value of ₹ 10 (P.Y. ₹ 10) each	275,000,000	275,000,000
500000 (Previous Year 500000) 8% Non Cumulative Redeemable Preference Shares of ₹ 100 (P.Y. ₹ 100) each	50,000,000	50,000,000
<b>Total .....</b>	<b>325,000,000</b>	<b>325,000,000</b>
[ii] Issued, Subscribed & Paid-up Capital :		
13550000 (Previous Year 13550000) Equity shares of ₹ 10 (P.Y. ₹ 10) each fully paid up.	135,500,000	135,500,000
500000 (Previous Year 500000) 8% Non Cumulative Redeemable Preference Shares of ₹ 100 (P.Y. ₹ 100) each fully paid up	50,000,000	50,000,000
<b>Total .....</b>	<b>185,500,000</b>	<b>185,500,000</b>

- 2.1** Each Equity Shareholder is entitle to vote at the meeting shall unless a poll is demanded be decided on a show of hand and upon show of hands every member entitle to vote and present in person shall one vote, and upon a poll every member entitle to vote and persent in person or by proxy shall have one vote, for every share held by him. The Preference share holders shall not carry any right to vote on any matter except their rights are affected as provided under the provisions of Article of Association and Companies Act, 1956.
- 2.2** In the event of liquidation of the Company, the Preference Share holders will be entitled to receive any of the remaining assets of the company prior to equity share holders, after the distribution of all other preferential amounts. The holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts and preference share capital in proportion to the number of equity shares held by the shareholders.
- 2.3** Under the scheme of demerger of Nova Petrochemicals Ltd, the company issued and allotted 2,70,00,000 equity shares amounting to ₹13,50,00,000/- to the share holders of Nova Petrochemicals Ltd. in the ratio of one equity share of face value of ₹5 each fully paid up in the company for every one equity share of ₹10 each fully paid up held by the shareholders of Nova Petrochemicals Ltd in the year 2009-10.
- 2.4** Reconciliation of the number of Equity shares outstanding and the amount of share capital as at 31/03/2015 & 31/03/2014 is set out below.

Particulars	As at 31/03/2015		As at 31/03/2014	
	No. of Shares	Amt(₹)	No. of Shares	Amt(₹)
Shares at the beginning of face value of ₹ 10/- (PY. ₹5/-)	13,550,000	135,500,000	27,100,000	135,500,000
Cancellation of share of Face Value of ₹ 5 on consolidation of shares	Nil	Nil	Nil	Nil
Reduction in number of shares upon consolidation of Equity Shares of ₹ 5 in to Equity Shares of ₹ 10 each	Nil	Nil	(13,550,000)	Nil
Shares at the end of face value of ₹10/- each (PY. ₹10/-)	13,550,000	135,500,000	13,550,000	135,500,000

- 2.5** Reconciliation of the number of Preference shares outstanding and the amount of share capital as at 31/03/2015 & 31/03/2014 is set out below.

Particulars	As at 31/03/2015		As at 31/03/2014	
	No. of Shares	Amt(₹)	No. of Shares	Amt(₹)
Shares at the beginning	500,000	50,000,000	500,000	50,000,000
Addition	-	-	-	-
Deletion	-	-	-	-
Shares at the end	500,000	50,000,000	500,000	50,000,000

- 2.6** The details of equity shareholders holding more than 5% shares as at 31/03/2015 and 31/03/2014 is set out below.

Name of Shareholder	As at 31/03/2015		As at 31/03/2014	
	No. of Shares	% held	No. of Shares	% held
Chiripal Exim LLP	2,750,000	20.30%	2,750,000	20.30%
Chiripal Industries Ltd.	1,504,000	11.10%	1,504,000	11.10%
Vedprakash D Chiripal	727,469	5.37%	727,469	5.37%



2.7 The details of Preference shareholders holding more than 5% shares as at 31/03/2015 and 31/03/2014 is set out below.

Name of Shareholder	As at 31/03/2014		As at 31/03/2013	
	No. of Shares	% held	No. of Shares	% held
Sparrow Exports Pvt Ltd	500,000	100.00%	500,000	100.00%

2.8 In the absence of adequate distributable Profit, no provision is required to be made in respect of dividend on Non-Cumulative Redeemable Preference Shares.

2.9 Details of Redeemable Preference Shares are as Follows:-

Particulars	Rate of Interest	Date of Issue	Period of Redumption
Preference Share Capital	8%	26/03/2010	Within 10 years with the option to redeem after the period of 5 years at the discretion of Board.

### 3 Reserves & Surplus

	As at 31/03/2015 ₹	As at 31/03/2014 ₹
<b>Share Premium</b>		
Balance as per last financial Statement	118,970,013	118,970,013
Closing Balance	<b>118,970,013</b>	<b>118,970,013</b>
<b>Revaluation Reserve</b>		
Balance as per last financial Statement	410,893,433	410,893,433
Closing Balance	<b>410,893,433</b>	<b>410,893,433</b>
<b>General Reserve</b>		
Balance as per last financial Statement	22,500,000	22,500,000
Less :- Amount of depreciation in respect of fixed assets whose useful life has expired on adoption to ScheduleII of the Companies Act-2013.	(1,322,025)	Nil
Closing Balance	<b>21,177,975</b>	<b>22,500,000</b>
<b>Surplus/(deficit) in the Statement of Profit and Loss</b>		
Balance as per last financial Statement	(198,078,482)	(227,073,560)
Add : Profit for the year	40,167,977	28,995,078
Less: Trasferred to Preference Share Redemption Reserve	(40,000,000)	Nil
Net Deficite in the statement of profit and loss	<b>(197,910,505)</b>	<b>(198,078,482)</b>
<b>Preference Share Redemption Reserve</b>		
Balance as per last financial Statement	Nil	Nil
Add : Trasferred from Surplus from Statement of Profit and Loss	40,000,000	Nil
	<b>40,000,000</b>	<b>Nil</b>
<b>Total .....</b>	<b>393,130,916</b>	<b>354,284,964</b>

4 The Company is entitled for set off of carried forward unabsorbed depreciation against the future income under the Income Tax Act. Further company is also eligible for MAT credit under Income Tax Act . In the absence of reasonable certainty in respect of future income and as a matter of prudence, the company is not recognising the deferred tax asset as provided in the Accounting Standard 22 issued by The Institute of Chartered Accountants of India.

**5 Long Term Borrowings**

	Non-Current		Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹	As at 31/03/2015 ₹	As at 31/03/2014 ₹
Loan From Related Party	1,000,000	93,788,300	Nil	Nil
Intercorporate Loans	201,500,000	227,000,000	Nil	Nil
Vehicle Loans	2,742,879	2,924,419	1,299,994	1,608,327
Term Loan From Banks	92,091,557	197,520,777	86,333,785	85,019,563
	<b>297,334,436</b>	<b>521,233,496</b>	<b>87,633,779</b>	<b>86,627,890</b>
The above amount Includes				
Secured Borrowings	94,834,436	200,445,196	87,633,779	86,627,890
Unsecured Borrowings	202,500,000	320,788,300	Nil	Nil
	297,334,436	521,233,496	87,633,779	86,627,890
Amount disclosed under the head 'Other Current Liabilities' (Note No. 9)	Nil	Nil	(87,633,779)	(86,627,890)
<b>Total .....</b>	<b>297,334,436</b>	<b>521,233,496</b>	<b>Nil</b>	<b>Nil</b>

**Security :**

Term Loans under Consortium finance are secured by first parri passu charge on the entire Fixed Assets (movable & immovable) of the company both present and future, second charge on entire Current Assets of the Company including consumable stores. Promoter's equity shares equivalent to 30% paid up capital is pledged and further the loan is guaranteed by personal guarantee of some of the Directors. Vehicle Loans are secured by Hypothecation of Vehicles.

Loan from related party and Intercorporate Loans are unsecured

**Interest:**

Term Loans carry an interest rate of 10.75% p.a payable on monthly basis.

Interest on Vehicle Loans are ranging between 9.57% to 15.21% payable on monthly basis.

Loan from related party and Intercorporate Loans are interest free Loans.

**Repayment:**

Term Loan Facilities are repayable in following schedule in monthly instalments as follows:-

Particulars	Upto 1 year	2 to 4 Years	More than 5 years
Term Loan	86,333,785	92,091,557	Nil

Vehicle Loans are repayable in following schedule in monthly instalments as follows:-

Particulars	Upto 1 year	2 to 4 Years	More than 2 years
Vehicle Loans	1,299,994	2,742,879	Nil

Loan from related party and Intercorporate Loans are repayable during the financial year 2016-17.

**6 Provisions**

	Non-Current		Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹	As at 31/03/2015 ₹	As at 31/03/2014 ₹
Provisions for employee benefits				
For Leave Encashment	Nil	Nil	3,809,771	2,854,612
For Gratuity (Net of Assets)	30,133	Nil	845,992	975,194
Provision for Income Tax	Nil	Nil	10,655,047	Nil
Less: Advance Tax & TDS	Nil	Nil	(6517042)	Nil
	Nil	Nil	4,138,005	-
<b>Total .....</b>	<b>30,133</b>	<b>Nil</b>	<b>8,793,767</b>	<b>3,829,806</b>

## 7 Short Term Borrowing

	Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹
<b>Loans Repayable on Demand (Secured)</b>		
Working Capital Loans from Banks	188,319,785	233,640,356
<b>Total .....</b>	<b>188,319,785</b>	<b>233,640,356</b>

### Security :

Working Capital loans are secured by first charge on Book Debt and Stocks, and further secured by personal guarantee of the Promoter Directors and corporate guarantee of the Promoter's Group Companies and also further secured by second charge on fixed assets.

## 8 Trade payables

	Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹
Micro, Small and Medium Enterprises @	Nil	Nil
Other trade payables	187,760,771	334,645,152
<b>Total .....</b>	<b>187,760,771</b>	<b>334,645,152</b>

@ The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been made.

## 9 Other Liabilities

	Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹
Current Maturity of Long Term Borrowing (Note No. 5)	87,633,779	86,627,890
Creditor for Capital Goods	190,722,641	126,918,839
Creditors for Expense	27,169,142	27,910,657
Advance received from customers	576,045	1,151,304
Interest Accrued but not due on Borrowings	678,693	971,664
Salary & Wages Payable	4,518,406	4,518,238
Other Statutory dues	2,868,539	2,945,414
Dealer Deposits	1,533,000	2,238,000
Provision for Excise Duty on Finished Goods	5,278,228	4,712,321
Investor Education & Protection Fund	Nil	338,715
<b>Total .....</b>	<b>320,978,472</b>	<b>258,333,042</b>

**10 Fixed Assets**
**(Amount in ₹)**

Particulars	TANGIBLE ASSETS								INTANGIBLE ASSETS		
	Free Hold Land*	Buildings	Furniture & Fixtures	Electrical Installation	Computer	Plant & Machinery	Equipment	Vehicle	Total of Tangible Assets	Computer Software	Total of Intangible Assets
<b>At 01.04.2013</b>	425,442,222	258,738,396	4,036,532	259,367,513	3,474,714	1,653,727,951	14,932,478	7,828,277	2,627,548,083	448,141	448,141
Addition	Nil	10,648,069	56,464	Nil	89,575	2,561,747	151,691	5,211,420	18,718,966	Nil	Nil
Disposal	Nil	Nil	Nil	Nil	Nil	(8,289,556)	Nil	Nil	(8,289,556)	Nil	Nil
Other Adjustment	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>At 31.03.2014</b>	425,442,222	269,386,465	4,092,996	259,367,513	3,564,289	1,648,000,142	15,084,169	13,039,697	2,637,977,492	448,141	448,141
Addition	Nil	1,882,017	Nil	1,637,373	168,088	9,638,579	Nil	948,437	14,274,494	Nil	Nil
Disposal	Nil	Nil	Nil	Nil	Nil	(35,148,015)	Nil	Nil	(35,148,015)	Nil	Nil
Other Adjustment	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>At 31.03.2015</b>	425,442,222	271,268,482	4,092,996	261,004,886	3,732,377	1,622,490,707	15,084,169	13,988,134	2,617,103,972	448,141	448,141
<b>Depreciation</b>											
<b>At 01.04.2013</b>	Nil	93,975,604	714,441	131,328,550	2,976,257	1,336,460,236	12,373,224	4,343,361	1,582,171,673	448,141	448,141
Change for the year	Nil	8,544,836	256,207	12,319,957	157,761	48,736,314	712,403	919,428	71,646,906	Nil	Nil
Disposal	Nil	Nil	Nil	Nil	Nil	(6,477,016)	Nil	Nil	(6,477,016)	Nil	Nil
Other Adjustment	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>At 31.03.2014</b>	Nil	102,520,440	970,648	143,648,507	3,134,018	1,378,719,534	13,085,627	5,262,789	1,647,341,563	448,141	448,141
Change for the year	Nil	8,900,122	569,549	7,397,512	213,400	47,417,213	276,856	1,427,009	66,201,661	Nil	Nil
Disposal	Nil	Nil	Nil	Nil	Nil	(32,910,868)	Nil	Nil	(32,910,868)	Nil	Nil
Other Adjustment	Nil	Nil	24,699	Nil	128,380	Nil	1,168,946	Nil	1,322,025	Nil	Nil
<b>At 31.03.2015</b>	Nil	111,420,562	1,564,896	151,046,019	3,475,798	1,393,225,879	14,531,428	6,689,798	1,681,954,381	448,141	448,141
<b>NET BLOCK</b>											
<b>AS AT 31.3.2014</b>	425,442,222	166,866,025	3,122,348	115,719,006	430,271	269,280,608	1,998,542	7,776,908	990,635,930	Nil	Nil
<b>AS AT 31.3.2015</b>	425,442,222	159,847,920	2,528,100	109,958,867	256,579	229,264,828	552,741	7,298,336	935,149,594	Nil	Nil

Note 1: On 31/03/2010 Company has revalued its Free Hold Land at ₹42,23,86,556/- as against its original cost of ₹1,14,93,123/- based on the Report issued by the Registered Valuer.

2. In accordance with the provisions of Schedule II of the Companies Act, 2013 in case of fixed assets which have completed their useful life as at 1st April' 2014, the carrying value (net of residual value) amounting to ₹ 13,22,025/- as a transitional provision has been recognised in the Retained Earnings and such has been presented in other Adjustments column in Depreciation.

3. Based on the internal technical evaluation the management has reassessed the total useful life of assets primary consist of Plant & Machinery and Electrical Installation at 28 years as against 15 years provided by the Schedule II of the Companies Act-2013 and based remaining life of the assets has been determined and depreciation is calculated for the year.

**Disclosure in respect of assets given on Operating Lease during the year by the Company included in above Block**

Particulars	Buildings	Electrical Installation	Plant & Machinery	Total
<b>AT 01.04.2013</b>	25,862,753		1,812,368	125,977,283
Change for the year	Nil	Nil	Nil	Nil
Disposal	Nil	Nil	Nil	Nil
Other Adjustment	Nil	Nil	Nil	Nil
<b>At 31.03.2014</b>	25,862,753		1,812,368	125,977,283
Addition	Nil	Nil	Nil	Nil
Disposal	Nil	Nil	35,148,015	35,148,015
Other Adjustment	Nil	Nil	Nil	Nil
<b>At 31.03.2015</b>	25,862,753		1,812,368	90,829,268
<b>Depreciation</b>				
<b>AT 01.04.2013</b>	11,985,392		611,059	112,880,731
Change for the year	863,816		187,246	4,162,158
Disposal	Nil		Nil	Nil
Other Adjustment	Nil		Nil	Nil
<b>At 31.03.2014</b>	12,849,208		798,305	117,042,889
Change for the year	813,347		57,545	1,974,971
Disposal	Nil		Nil	32,910,868
Other Adjustment	Nil		Nil	Nil
<b>At 31.03.2015</b>	13,662,555		855,850	86,106,992
<b>NET BLOCK</b>				
<b>AS AT 31.3.2014</b>	13,013,545		1,014,063	8,934,393
<b>AS AT 31.3.2015</b>	12,200,198		956,518	4,722,276

Note: Previous years figures have been regrouped, rearranged wherever necessary.

**11 Non current investments [Non-Trade]**

	Non-Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹
<b>Investment in Equity Shares (Quoted)</b>		
Nil(Previous Year 1) Equity Shares of Reliance Natural Resources Ltd, of ₹5/- each fully paid-up	Nil	Nil
50 (Previous Year 50) Equity Shares of Century Enka Ltd, of ₹10/- each Fully paid-up	1,890	1,890
50 (Previous Year 50) Equity Shares of Garden Silk Mills Ltd, of ₹10/- each Fully paid-up	328	328
	2,218	2,218
<b>Investment in Government Security (At Cost)</b>		
National Saving certificate	10,000	10,000
	10,000	10,000
<b>Total .....</b>	<b>12,218</b>	<b>12,218</b>
Aggregate Value of Quoted Investment	2,218	2,218
Market Value of Quoted Investment	8,798	9,013
Aggregate Value of Government Security	10,000	10,000

**12 Loans and Advances (Unsecured, Considered Good unless Otherwise Specified)**

	Non-Current		Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹	As at 31/03/2015 ₹	As at 31/03/2014 ₹
Security Deposites	1,746,968	4,793,672	Nil	7,500,000
Advances recoverable in Cash or Kind	27,586	164,043	10,555,787	14,663,197
Advances For Capital Goods	4,683,388	28,085,182	Nil	Nil
Less: Provision for doubtful Advances	(2,445,207)	(2,445,207)	Nil	Nil
	2,238,181	25,639,975	Nil	Nil
Advances to Suppliers	2,954,927	2,954,927	218,180,747	93,371,312
Less: Provision for doubtful Advances	(2,954,927)	(2,954,927)	Nil	Nil
	Nil	Nil	218,180,747	93,371,312
Balance With Government Authorities	Nil	Nil	6,511,346	6,946,609
Loans to Employees	Nil	Nil	1,539	6,032
Prepaid Expense	Nil	Nil	1,779,426	3,274,548
Advance Tax & TDS	29,779,310	21,400,628	Nil	8,371,682
Less: Provision For Income Tax	(16,626,749)	(8,708,707)	Nil	(7,918,042)
	13,152,561	12,691,921	Nil	453,640
<b>Total .....</b>	<b>17,165,296</b>	<b>43,289,611</b>	<b>237,028,844</b>	<b>126,215,338</b>

**13 Other non-current assets**

	Non-Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹
Non Current Bank balance (Amount disclosed under Cash & Bank Balance in Note No.16)	4,608,759	828,877
<b>Total .....</b>	<b>4,608,759</b>	<b>828,877</b>

**14 Inventories**

	Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹
Raw materials	9,599,725	20,641,006
Stores & Spares	19,917,204	19,011,317
Power & Fuel	46,125	46,125
Packing Material	2,727,202	3,405,586
Work In Process	22,932,142	9,080,212
Finished Goods	48,047,161	42,936,498
Goods in Transit	4,035,489	5,339,944
<b>Total .....</b>	<b>107,305,048</b>	<b>100,460,688</b>

**15 Trade receivables**

	Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹
<b>Trade Receivables (Unsecured unless Otherwise Specified)</b>		
Outstanding for a period exceeding Six Months from the date they are due for Payment		
Considered Good	Nil	Nil
Considered Doubtful	4,345,821	4,345,821
	<b>4,345,821</b>	<b>4,345,821</b>
Less:Provision for doubtful receivable	4,345,821	4,345,821
	<b>Nil</b>	<b>Nil</b>
Other Receivables		
Others - Considered Good	211,140,852	558,204,527
Others - Considered Doubtful	Nil	Nil
	211,140,852	558,204,527
Less : Provision for doubtful receivable	Nil	Nil
	<b>211,140,852</b>	<b>558,204,527</b>
<b>Total .....</b>	<b>211,140,852</b>	<b>558,204,527</b>

Note: Trade Receivables are secured to the extent of ₹200,000/- (Previous Year ₹36,56,409/-)

**16 Cash & Bank Balance**

	Non-Current		Current	
	As at 31/03/2015 ₹	As at 31/03/2014 ₹	As at 31/03/2015 ₹	As at 31/03/2014 ₹
Cash and cash equivalents				
Cash on hand	Nil	Nil	390,250	153,093
Balance With Banks	Nil	Nil	7,277,274	9,977,345
	Nil	Nil	7,667,524	10,130,438
The Current Account balance includes ₹ NIL (P.Y. ₹NIL/-) towards unclaimed dividend which have been kept in separate earmarked accounts and no transactions except for the state purpose are done through such account.				
<b>Other Bank balance</b>				
Margin Money Deposits	4,608,759	828,877	13,609,552	13,528,596
[Amount disclosed under Non Current Assets Note No.13]	(4,608,759)	(828,877)	Nil	Nil
	Nil	Nil	13,609,552	13,528,596
<b>Total .....</b>	<b>Nil</b>	<b>Nil</b>	<b>21,277,075</b>	<b>23,659,033</b>

**17 Revenue from operation**

	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
<b>Sale of Product</b>		
Finished Goods (Net)	2,664,472,997	3,424,300,078
	<b>2,664,472,997</b>	<b>3,424,300,078</b>
<b>Other Operating Revenue</b>		
Job Charges	13,834,434	15,877,325
Scrap Sales	11,078,412	5,390,367
<b>Total .....</b>	<b>2,689,385,843</b>	<b>3,445,567,770</b>
<b>Details of products sold</b>		
<b>Finished Goods Sold</b>		
Partially Oriented Polyester Filament Yarn (POY)	1,264,123,766	1,482,376,454
Fully Draw Yarn	1,064,511,145	913,933,766
Others	33,886,663	22,277,906
	<b>2,362,521,575</b>	<b>2,418,588,126</b>
<b>Traded Goods Sold</b>		
Cloth	276,223,638	944,594,067
Polyester Chips	25,727,784	61,117,885
	<b>301,951,422</b>	<b>1,005,711,952</b>
<b>Total .....</b>	<b>2,664,472,997</b>	<b>3,424,300,078</b>

**18 Other Income**

	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
Interest Income	4,392,635	6,170,219
Dividend Income on Non current investments	Nil	300
Lease Rental Income	350,000	840,000
Miscellaneous Income	55,617	1,235,675
Foreign Exchange Gain/(Loss)	88,530	389,776
Miscellaneous Balance w/off	153,351	1,492,435
<b>Total .....</b>	<b>5,040,133</b>	<b>10,128,405</b>

**19 Cost of Raw Material Consumed & Finished Goods Purchased**

	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
Inventory at the beginning of the year	20,641,006	17,785,028
Add: Purchase	1,605,862,708	1,768,352,562
Less: Inventory at the end of the year	9,599,725	20,641,006
<b>Cost of Raw Material Consumed</b>	<b>1,616,903,989</b>	<b>1,765,496,584</b>
<b>Details of Raw Material Consumed</b>		
Polyester Chips	1,548,436,898	1,721,471,904
Other	68,467,091	44,024,680
	<b>1,616,903,989</b>	<b>1,765,496,584</b>
<b>Details of Inventories</b>		
Polyester Chips	3,321,200	11,612,218
Other	6,278,525	9,028,788
<b>Total .....</b>	<b>9,599,725</b>	<b>20,641,006</b>

**Details fo Value of Imported & Indigenous Raw Material Consumed**

Particulars	Raw Materials			
	%		Value (₹)	
	31/03/2015	31/03/2014	31/03/2015	31/03/2014
<b>I. Imported</b>	2.36	2.13	38,199,764	37,529,801
<b>II. Indigenous</b>	97.64	97.87	1,578,704,225	1,727,966,783
	<b>100.00</b>	<b>100.00</b>	<b>1,616,903,989</b>	<b>1,765,496,584</b>

**20 Purchase of stock in Trade**

	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
Stock in Trade	268,398,249	855,965,210
	<b>268,398,249</b>	<b>855,965,210</b>
<b>Details of Stock in Trade</b>		
Cloth	244,694,886	801,570,007
Others	23,703,363	54,395,203
	<b>268,398,249</b>	<b>855,965,210</b>

**21 Change In Inventories Of Finished Goods,Work In Progress**

	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
<b>Inventory at the beginning of the year</b>		
Work-in-process	9,080,212	28,870,403
Finished Stock	42,936,498	57,924,144
	<b>52,016,710</b>	<b>86,794,547</b>
<b>Inventory at the end of the year</b>		
Work-in-Process	22,932,142	9,080,212
Finished Stock	48,047,161	42,936,498
	<b>70,979,303</b>	<b>52,016,710</b>
<b>Decretion / (Accretion) to Stock</b>	<b>(18,962,593)</b>	<b>34,777,837</b>
<b>Details of Inventory</b>		
<b>Finished Goods</b>		
Partially Oriented Polyester Filament Yarn (POY)	18,639,884	28,661,695
Fully Draw Yarn	29,407,277	14,274,803
	<b>48,047,161</b>	<b>42,936,498</b>

**22 Employee Benefit Expense**

	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
Salary, Wages & Bonus	54,088,590	46,770,542
Contribution to Provident Fund & Other Funds	2,360,724	1,487,973
Welfare Expenses	1,518,119	1,604,222
<b>Total .....</b>	<b>57,967,433</b>	<b>49,862,737</b>



### Retirement Benefits

As per revised Accounting Standard 15 "Employees Benefits", the Company has recognized in the financial statements in respects of Employee Benefits Schemes as per Actuarial Valuation as on 31st March, 2015.

**1. Amount of Defined Benefit Obligation in respect of Gratuity liability is recognized in the Balance Sheet as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Present Value of Funded Obligations	4,362,287	3,851,316
Fair value of plan assets	3,486,162	2,876,121
Present value of unfunded obligations	Nil	Nil
Unrecognized past service cost	Nil	Nil
Net liability/(Asset)	876,124	975,195
Amounts in the balance sheet:		
Liabilities	4,362,287	3,851,316
Assets	3,486,162	2,876,121
Net liability/(Asset)	876,124	975,195

**2. Amount of defined benefit obligation in respect of Gratuity liability is recognized in the profit and Loss account as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Current service cost	682,611	625,675
Interest on obligation	338,614	282,144
Expected return on plan assets	(296,468)	(196,586)
Net actuarial losses / (gains) recognized in year 2011-2012	(78,537)	(416,355)
Past service cost	Nil	Nil
Adjustment to opening balance	Nil	Nil
Losses / (Gains) on curtailments and settlement	Nil	Nil
Total included in 'Employee Benefit Expense'	646,219	294,878

**3. Details of changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof in respect of Gratuity are as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Opening Defined Benefit Obligation	3,851,316	3,468,810
Service cost	682,611	625,675
Interest cost	338,614	282,144
Actuarial losses (gains)	(102,785)	(427,540)
Losses (gains) on curtailments	Nil	Nil
Liabilities extinguished on settlements	Nil	Nil
Liabilities assumed in an amalgamation in the nature of Purchase	Nil	Nil
Exchange differences on foreign plans	Nil	Nil
Benefits paid	(407,469)	(97,773)
Closing defined benefit obligation	4,362,287	3,851,316

**4. Details of changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof in respect of gratuity are as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Opening fair value of plan assets	2,876,121	1,802,682
Expenses deducted from fund	(54,710)	Nil
Expected return	296,468	196,586
Actuarial gains and (losses)	(24,248)	(11,185)
Assets distributed on settlements	Nil	Nil
Contributions by employer	800,000	951,509
Assets acquired in an amalgamation in the nature of purchase	Nil	Nil
Exchange differences on foreign plans	Nil	Nil
Benefits paid	(407,469)	(63,471)
Closing fair value of plan assets	3,486,162	2,876,121

**5. Details of the major categories of plan assets as a percentage of total plan assets in respect of Gratuity are as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Government of India Securities	Nil	Nil
High quality corporate bonds	Nil	Nil
Equity shares of listed companies	Nil	Nil
Property	Nil	Nil
Policy of insurance	100%	100%
Bank Balance	Nil	Nil

**6. Details of Principal actuarial assumptions at the balance sheet date in respect of Gratuity (expressed as weighted averages):**

Particulars	2014-15 ₹	2013-14 ₹
Discount rate as on 31-03-2015	7.80%	9.10%
Expected return on plan assets at 31-03-2015	8.75%	8.75%
Proportion of employees opting for early retirement	Nil	Nil
Annual increase in Salary costs	6.00%	6.00%

**7. Details of Defined benefit pension plans for the current and previous periods are as follows:**

Particulars	31/03/2015	31/03/2014	31/03/2013	31/03/2012	31/03/2011
Defined Benefit Obligation	4,362,287	3,851,316	3,468,810	2,998,269	2,797,974
Plan assets	3,486,162	2,876,121	1,802,682	1,000,000	Nil
Surplus / (deficit)	(876,124)	(975,195)	(1,666,128)	(1,998,269)	(2,797,974)
Experience adjustments on plan liabilities	(654,133)	(68,759)	6,310	66,340	(523,837)
Actuarial Loss/ (Gain) due to change in assumption	551,348	(358,781)	Nil	Nil	Nil
Experience adjustments on plan assets	24,248	11,185	(14,576)	Nil	Nil

The expected benefits are based on the same assumptions used to measure Group's gratuity obligations as at 31st March, 2015. The Company is expected to contribute ₹8,75,000/- to gratuity funds for the year ended 31st March, 2016.

**The Disclosure requirement as required by Accounting Standard 15 of " Leave Encashment " is as follows**
**1. Amount of Defined Benefit Obligation in respect of Leave Encashment is recognized in the Balance Sheet as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Present Value of Funded Obligations	Nil	Nil
Fair value of plan assets	Nil	Nil
Present value of unfunded obligations	3,809,770	2,854,612
Unrecognized past service cost	Nil	Nil
Net liability	3,809,770	2,854,612
Amounts in the balance sheet:		
Liabilities	3,809,770	2,854,612
Assets	Nil	Nil
Net liability/(Asset)	3,809,770	2,854,612

**2. Amount of Defined Benefit Obligation in respect of Leave Encashment is recognized in the profit and Loss account as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Current service cost	1,351,629	1,248,618
Interest on obligation	227,328	246,844
Expected return on plan assets	Nil	Nil
Net actuarial losses / (gains) recognized in year	(623,799)	(1,404,260)
Past service cost	Nil	Nil
Losses / (Gains) on curtailments and settlement	Nil	Nil
Total included in 'Employee Benefit Expense'	955,158	91,202
Actual Return on Plan Assets		

**3. Details of changes in the present value of the Defined Benefit Obligation representing reconciliation of opening and closing balances thereof in respect of Leave Encashment are as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Opening Defined Benefit Obligation	2,854,612	3,220,687
Service cost	1,351,629	1,248,618
Interest cost	227,328	246,844
Actuarial losses (gains)	(623,799)	(1,404,260)
Losses (gains) on curtailments	Nil	Nil
Liabilities extinguished on settlements	Nil	Nil
Liabilities assumed in an amalgamation in the nature of Purchase	Nil	Nil
Exchange differences on foreign plans	Nil	Nil
Benefits paid	Nil	(457,278)
Closing defined benefit obligation	3,809,770	2,854,612

**4. Details of changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof in respect of Leave Encashment are as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Opening fair value of plan assets	Nil	Nil
Expected return	Nil	Nil
Actuarial gains and (losses)	Nil	Nil
Assets distributed on settlements	Nil	Nil
Contributions by employer	Nil	Nil
Assets acquired in an amalgamation in the nature of purchase	Nil	Nil
Exchange differences on foreign plans	Nil	Nil
Benefits paid	Nil	Nil
Closing fair value of plan assets	Nil	Nil

**5. Details of the major categories of plan assets as a percentage of total plan assets in respect of Leave Encashment are as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Government of India Securities	0.00%	0.00%
High quality corporate bonds	0.00%	0.00%
Equity shares of listed companies	0.00%	0.00%
Property	0.00%	0.00%
Policy of insurance	0.00%	0.00%
Bank Balance	0.00%	0.00%

**6. Details of Principal actuarial assumptions at the balance sheet date in respect of Leave Encashment (expressed as weighted averages):**

Particulars	2014-15 ₹	2013-14 ₹
Discount rate	7.80%	8.25%
Expected return on plan assets	-	-
Proportion of employees opting for early retirement	-	-
Annual increase in Salary costs	6.00%	6.00%
Future changes in maximum state health care benefits Employment Market	-	-

**7. Details of Defined benefit pension plans for the current and previous periods are as follows:**

Particulars	31/03/2015	31/03/2014	31/03/2013	31/03/2012	31/03/2011
Defined Benefit Obligation	3,809,770	2,854,612	3,220,687	2,608,036	1,007,364
Plan assets	Nil	Nil	Nil	Nil	Nil
Surplus / (deficit)	(3,809,770)	(2,854,612)	(3,220,687)	(2,608,036)	(1,007,364)
Experience adjustments on plan liabilities	(854,047)	(776,354)	(301,198)	1,235,036	439,284
Experience adjustments on plan assets	Nil	Nil	Nil	Nil	Nil
Actuarial Loss/ (Gain) due to change in assumption	230,248	(627,905)	84,032	(75,152)	Nil
Actuarial Loss/ (Gain) due to participant experience	(854,047)	(776,354)	(301,198)	1,235,036	439,284
Actuarial Loss/ (Gain) on Liabilities	(623,799)	(1,404,260)	(217,166)	1,159,884	439,284
Net Actuarial Loss/ (Gain) for the year	(623,799)	(1,404,260)	(217,166)	1,159,884	439,284

**8. Details of Movement in Net Liability recognized in balance sheet date in respect of Leave Encashment are as follows:**

Particulars	2014-15 ₹	2013-14 ₹
Net Opening Liability	2,854,612	3,220,687
P&L Change	955,158	91,202
Contribution Paid		
Benefits Paid by the Company	Nil	(457,278)
Closing Net Liability	3,809,770	2,854,612

**23 Finance Costs**

	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
Interest to Bank	46,417,960	41,315,342
Other Interest	2,876,618	3,525,667
Other Borrowing Cost	8,921,460	24,732,765
<b>Total .....</b>	<b>58,216,038</b>	<b>69,573,773</b>

**24 Depreciation And Amortisation Expense**

	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
Depreciation of Tangible Assets	66,201,661	71,646,906
<b>Total .....</b>	<b>66,201,661</b>	<b>71,646,906</b>

**25 Other Expense**

	For the year ended 31/03/2015 ₹	For the year ended 31/03/2014 ₹
Stores & Spares consumed	33,908,085	32,253,607
Packing material consumed	65,690,429	62,582,644
Electricity & Fuel charges	166,867,121	137,309,886
<b>Repairs To:</b>		
Building	1,916,621	184,911
Machinery	3,884,785	4,165,398
Other	1,576,135	1,302,643
Sub Total .....	7,377,541	5,652,952
Insurance Expense	1,901,671	2,598,781
Rent	108,000	104,000
Rates & Taxes	2,171,824	2,161,401
Stationery & Printing Expense	572,199	504,137
Selling & Distribution Expenses	25,796,522	23,552,819
Advertisement Expenses	65,345	101,203
Communication Expense	377,977	388,380
Traveling & Conveyance Expense	3,901,513	3,478,894
Legal & Professional Expenses	1,483,457	4,607,743
Freight & Delivery charges	10,603,077	8,579,713
Increase/(decrease) of excise duty on Inventory	565,907	(1,577,733)
<b>Auditor'S Remuneration:</b>		
Audit Fees	350,000	350,000
In other capacity	50,000	50,560
For Tax Audit	50,000	50,000
Sub Total .....	450,000	450,560
Commission paid	3,601,369	4,462,116
Donation Expense	1,000,000	1,500
Provision for Doubtful Debtors	Nil	(531,102)
Loss/(Gain) on Sales of Fixed Assets (Net)	1,437,147	338,339
General Charges	7,751,170	6,782,145
(including Factory Exps, Laboratory Expense, Office & Misc.Expenses Admn. Charges, Service and Custodial Charges etc.)		
<b>Total .....</b>	<b>335,630,354</b>	<b>293,801,985</b>

**Details of Value of Imported & Indigenous Stores, Components & Spare parts consumed**

Particulars	Stores, Components & Spare parts			
	%		Value (₹)	
	31/03/2015	31/03/2014	31/03/2015	31/03/2014
<b>i. Imported</b>	10.49	14.61	3,557,953	4,712,959
<b>ii. Indigenous</b>	89.51	85.39	30,350,132	27,540,648
	<b>100.00</b>	<b>100.00</b>	<b>33,908,085</b>	<b>32,253,607</b>

**26 CONTINGENT LIABILITIES:**

Particulars	2014-15 ₹	2013-14 ₹
a) Letters of Credit Outstanding	9,897,169	12,167,795
b) Income Tax demands disputed in appeal by the Company/ Income Tax Authorities (Against which the Company has paid amount of ₹ 1,23,979/- (PY. ₹1,242,729/-)	27,176,024	6,254,718
c) Excise Duty demands disputed in appeal by the Company/ Excise Authorities (Against which the Company has paid amount of ₹ 801,472/- (PY. ₹801,472/-)	216,295,515	216,295,515
d) The Gujarat value Added tax disputed demand in Appeal by company (Against which the Company has paid amount of ₹1,469,152/- (PY. ₹1,469,152/-)	1,469,152	1,469,152
e) Textile Cess Demands disputed pending with Textiles Committee, Government of India, Ministry of Textiles.	5,090,119	5,090,119
f) Service Tax demand disputed in appeal by the Company/Authority (Against which the Company has paid amount of ₹1,006,091/- (PY. ₹1,006,091/-)	2,342,101	2,342,101
g) Claims not acknowledged as debts by the company	112,500	1,12,500
h) Show Cause Notices received from various authorities	2,518,151	2,518,151
i) Bank Guarantee	256,179	524,990
j) Employees Demands pending before Labour Courts	Amount not ascertainable	Amount not ascertainable
k) In respect of restructured debts under CDR Mechanism, the banks will have right to recompense in respect of waivers / sacrifice made by them under CDR Restructuring	Amount not ascertainable	Amount not ascertainable

**27 Particulars of Prior Period expense debited to respective head of expenditure:-**

Particulars	31-03-2015 ₹	31-03-2014 ₹
(i) First Aid & Medical Expense	6,329	Nil
(ii) Repairs to Plant & Machinery	9,000	Nil
(iii) Legal & Professional Expense	12,500	Nil
(iv) Software & Development Expense	24,000	Nil
(v) Salary Expense	Nil	11,210
(iii) Travelling Expense	Nil	11,368
<b>Total . . .</b>	<b>51,829</b>	<b>22,578</b>

- 28 Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the company has identified its business segment as primary segment. "Others" represents income from Trading of Cloth and Polyester Chips. There is no reportable secondary segment as none of the conditions as laid down for determining the geographical segments are satisfied

Particulars	(Amount in ₹)					
	Yarns		Others		Total	
	31-03-15	31-03-14	31-03-15	31-03-14	31-03-15	31-03-14
Revenues	2,153,914,385	(2,160,882,729)	276,223,638	(1,008,768,474)	2,430,138,023	(3,169,651,203)
Unallocable Revenue					647,498	(3,568,110)
<b>Total Revenue</b>					<b>2,430,785,520</b>	<b>(3,173,219,313)</b>
Segment Result	68,036,732	(-40,996,230)	36,609,695	(143,024,060)	104,646,427	(102,057,631)
Interest and Finance Charges					58,216,038	(69,573,773)
Interest Income					4,392,635	(6,170,219)
Income from Investments					Nil	(300)
Total Profit Before Tax					50,823,024	(38,654,576)
Taxes					10,655,047	(9,659,498)
Net income after taxes					40,167,977	(28,995,078)
Assets	1,463,526,852	(1,510,362,055)	97,044,353	(357,445,727)	1,560,571,205	(1,867,807,782)
Unallocable Assets					21,277,075	(23,659,033)
Total Assets					1,581,848,280	(1,891,466,815)
Liabilities	1,003,217,364	(1,130,584,642)	Nil	(221,097,209)	1,003,217,364	(1,351,681,851)
Unallocable Corporate Liabilities					Nil	(Nil)
Total Liabilities					1,003,217,364	(1,351,681,851)
Capital Expenditure	14,274,494	(18,718,966)	Nil	(Nil)	14,274,494	(18,718,966)
Depreciation	66,201,661	(71,646,906)	Nil	(Nil)	66,201,661	(71,646,906)
Non-cash expenses	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)

29 **Earning Per Share** (Amount in ₹)

Particulars	31-03-2015	31-03-2014
Numerator used for calculating Basic and Diluted Earning Per Share (Profit After Tax)	40,167,977	28,995,078
Nominal Value per Share	10	10
Weighted Average No. of Shares used as denominator for calculating Basic and Diluted Earning Per Share	1,35,50,000	1,35,50,000
<b>Basic and Diluted earning per share</b>	<b>2.96</b>	<b>2.14</b>

**Note:** Due to Consolidation in the Face Value of Shares during the year, EPS of the previous year has been restated.

30 **Related Party Disclosures**

a) **Key Management Personnel**

Sr. No.	Name	Designation
1	Mr. Jyotiprasad Chiripal	Chairman
2	Mr. Vedprakash Chiripal	Director

b) **List of Other Related Parties with whom transactions have taken place during the year**

Sr. No.	Name
1	Chiripal Industries Ltd.
2	Chiripal PolyFilms Ltd.
3	Vishal Fabrics Pvt. Ltd.
4	Chiripal Charitable Trust

c) **Details of Transactions with Key Management Personnel and Related Parties of the Key Management Personnel are as follows:**  
 (Amount in ₹)

No.	Nature of Transaction	Key Management Personnel	Related Parties	Total
<b>1</b>	<b>Unsecured Loans</b>			
	Taken During the year	Nil (Nil)	Nil (Nil)	Nil (Nil)
	Repaid During the year	Nil (Nil)	92,842,300 (Nil)	92,842,300 (Nil)
	Balance as at Balance Sheet Date	Nil (Nil)	1,000,000 (93,842,300)	1,000,000 (93,842,300)
<b>2</b>	<b>Advances Recoverable inCash or Kind</b>			
	Given during the year	Nil (Nil)	Nil (Nil)	Nil (Nil)
	Balance as at Balance Sheet Date	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>3</b>	<b>Advances Received from Customers</b>			
	Received during the year	Nil (Nil)	(5,62,58,921)	(5,62,58,921)
	Balance as at Balance Sheet Date	(Nil)	(9,48,56,101)	(9,48,56,101)
<b>4</b>	<b>Expenditure</b>			
	Donation Expense	Nil (Nil)	10,00,000 (Nil)	10,00,000 (Nil)
	Purchase of Goods, Packing Material & Stores	Nil (Nil)	8,38,73,255 (10,37,40,266)	8,38,73,255 (10,37,40,266)
	Job work Charges	Nil (Nil)	Nil (Nil)	Nil (Nil)
	Interest Expenditure	Nil (Nil)	245,914 (Nil)	245,914 (Nil)
	Purchase of Fix Asset	(Nil) (Nil)	17,79,133 (8,33,170)	17,79,133 (8,33,170)
<b>5</b>	<b>Income Received</b>			
	Job work Income	Nil (Nil)	1,38,34,434 (Nil)	1,38,34,434 (Nil)
	Interest Income	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>6</b>	<b>Stock in trade</b>			
	Sale of Goods	Nil (Nil)	60,53,949 (4,92,17,210)	60,53,949 (4,92,17,210)
	Sale of Capital Assets	Nil (Nil)	Nil (9,61,636)	Nil (9,61,636)
	Balance as at Balance Sheet Date	(Nil) (Nil)	31,88,900 (26,71,860)	31,88,900 (26,71,860)

**Note :** List of transaction, out of the transactions reported in the above table, where the transactions entered in to with single party exceed the 10% of the total related Party transactions of similar nature are as under :

	(Amount in ₹)	
	(2014-15)	(2013-14)
<b>1. Advance Recoverable in cash or Kind Given :-</b>		
- Chiripal Industries Ltd.	5,62,58,921	(5,62,58,921)
<b>2. Unsecured Loan</b>		
<b>Repaid during the Year:-</b>		
- Chiripal Industries Ltd.	92,842,300	(Nil)



	(Amount in ₹)	
	(2014-15)	(2013-14)
<b>3. Expenditure :-</b>		
<b>Donation Expense:-</b>		
- Chiripal Charitable Trust	1,000,000	(Nil)
<b>Purchase of Goods, Packing Material and Stores :-</b>		
- Chiripal Industries Ltd	24,211,578	(1,40,53,814)
- Vishal Fabrics Pvt. Ltd.	59,586,227	(7,36,22,430)
- Nandan Denim Ltd	Nil	(1,60,64,022)
<b>Interest Expense:-</b>		
- Vishal Fabrics Pvt. Ltd.	245,914	(Nil)
<b>Purchase of Fix Asset:-</b>		
- Chiripal Industries Ltd	1,779,133	(8,33,170)
<b>4. Income Received :-</b>		
<b>Job work Income:</b>		
Chiripal Industries Ltd.	13,834,434	(Nil)
<b>5. Stock in trade :-</b>		
<b>Sale of Goods</b>		
- Chiripal Industries Ltd.	6,053,949	(4,92,17,210)
<b>Sale of Capital Goods</b>		
- Chiripal Industries Ltd.	Nil	(9,61,636)

### 31 Impairment of Asset

During the year, the company has impaired it's all assets to the tune of ₹ Nil (Previous Year ₹ Nil)

32 Borrowing costs attributable to the acquisition or construction of Qualifying Assets amounting to ₹ Nil (Previous Year ₹ Nil) is capitalized by the company

### 33 The amount of Exchange Difference

Credited to Profit and Loss Account ₹ 88,530/- (Previous Year Credited to Profit and Loss Account ₹ 389,776/-)

34 Balance in Current Account with Scheduled Banks includes ₹ Nil/- (Previous Year ₹ Nil/-) in the unpaid dividend account with various banks.

### 35 C.I.F. Value of Imports includes:-

(Amount in ₹)

Sr.No.	Particulars	2014-2015	2013-2014
1	Raw Materials	37,866,102	37,951,252
2	Stores and Spares	4,108,687	5,066,576
3	Capital Goods	5,345,541	5,18,184

### 36 Expenditure in Foreign Exchange

1	Traveling Other Expense	Nil	Nil
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### 37 Earning in Foreign Exchange :

1	FOB Value of Exports	Nil	Nil
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38 The figures of the previous year have been regrouped and rearranged wherever considered necessary.

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

### Signature to Notes "1" to "38"

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

Sd/-  
**(J. T. Shah)**  
Partner  
Membership No. 3983  
Place : Ahmedabad  
Date : 30/05/2015

**For, CIL NOVA PETROCHEMICALS LIMITED**

**Jyotiprasad Chiripal**  
Chairman

**Vedprakash Chiripal**  
Director

**Satish Bhatt**  
Chief Financial Officer

**Romin Shah**  
Company Secretary



**CIL NOVA PETROCHEMICALS LIMITED**

**(CIN: L17111GJ2003PLC043354)**

Regd Office :- Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Ahmedabad.

Phone : +91-9825800060, Fax : +91-2717-250556,251612.

Email : investorgrievances.cilnova@chiripalgroup.com Website : www.cnpcl.com

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

DP Id *	Folio No.
Client Id*	No of Shares

Name and Address of Shareholder : \_\_\_\_\_

I hereby record my presence at the Eleventh Annual General Meeting of the Company held on 26<sup>th</sup> September,2015 at 11.30 a.m at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla Highway,Tal. Sanand, Ahmedabad-382210.

\_\_\_\_\_  
Signature of the Shareholder or Proxy

**CIL NOVA PETROCHEMICALS LIMITED**

**(CIN: L17111GJ2003PLC043354)**

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**FORM OF PROXY**

Name of member(s) :	Email Id :
Registered Address :	Folio No/Client Id :
	DP Id :

I/We, being the member(s) of \_\_\_\_\_ shares of CIL Nova Petrochemicals Limited, hereby appoint :

1. Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him

2. Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him

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 Eleventh Annual General Meeting of the Company, to be held on 26<sup>th</sup> September,2015 at 11.30 am at Survey No. 396(P),395/4(P), Moraiya Village, Sarkhej-Bavla Highway, Tal.Sanand, Ahmedabad-382210 and at any adjournment thereof in respect of such resolutions as are indicated below :

**P.T.O.**

Resolutions		Optional	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March,2015.		
2	Re-appointment of Mr. Vedprakash Chiripal as Director of the Company, who retires by rotation.		
3	Appointment of Auditors and fixing their remuneration.		
<b>Special Business</b>			
4	Contribution to bona fide and Charitable funds.		
5	Ratification of Remuneration of Cost Auditors.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_,2015

\_\_\_\_\_  
Signature of Shareholder

Affix One Rupee Revenue Stamp
--

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**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. The Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.  
\*\* This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.



To,

*If undelivered please return to :*

**CIL NOVA PETROCHEMICALS LIMITED**

(Formerly Known as NOVA POLYARN LIMITED)

**(CIN: L17111GJ2003PLC043354)**

Regd Office :- Survey No. 396(P), 395/4(P), Moraiya Village,  
Sarkhej-Bavla Highway, Tal. Sanand, Ahmedabad.

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