

FORM-A

[As per Clause 31(a) of the Listing Agreement]

1.	Name of the Company	ZENITH EXPORTS LIMITED
2.	Annual Financial Statements for the Year ended	31 st March'2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

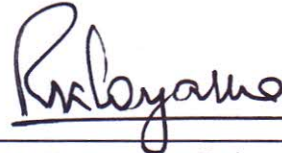
For **TIWARI & CO.**
Chartered Accountants
Firm Registration No.309112E



(P. Tiwari)
Partner
Membership No.16590



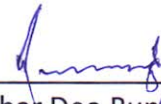
For **ZENITH EXPORTS LIMITED**



(Raj Kumar Loyalka)
Jt. Managing Director



(Sushil Kasera)
Chief Financial Officer



(Keshar Deo Rungta)
Chairman, Audit Committee

Date: 03/09/2015
Place: Kolkata

ZENITH EXPORTS LIMITED



**33rd
Annual Report & Accounts
2014-15**

**BOARD OF DIRECTORS (13.08.2015)**

Mr. S.K. Loyalka, Chairman-cum-Managing Director
Mr. R.K. Loyalka, Jt.Managing Director
Mrs. Urmila Loyalka,
Mr. M.M. Bhagat,
Mr. K.D. Rungta
Mr. M.L. Jain
Mr. D.K. Sarawgee

COMPANY SECRETARY

Mr. Lawkush Prasad

CHIEF FINANCIAL OFFICER

Mr. Sushil Kasera

AUDITORS

M/s. Tiwari & Company
Chartered Accountants
107/1, Park Street
Kolkata, PIN - 700 016

PRINCIPAL BANKERS

Canara Bank
State Bank of India

REGISTERED OFFICE

19, Rajendra Nath Mukherjee Road
First Floor, Kolkata, PIN - 700 001
Phone: 91-33-2248 6936 / 7071 / 9522
Fax: 91-33-2248 0960 / 9853
E-mail: zenith@giascl01.vsnl.net.in
Website: www.zenithexportslimited.com

WORKS**ZENITH SPINNERS**

Dholka Bagodara State Highway
Village - Sarandi, Taluka - Dholka
Dist - Ahmedabad, PIN - 387 810

ZENITH TEXTILES

13, A/B/C, Industrial Area
Nanjangud, Dist - Mysore
Karnataka, PIN - 571 302

REGISTRAR AND TRANSFER AGENT

C.B.Management Services (P) Limited
P-22, Bondel Road, Kolkata-700 019
Telephone-4011-6700 / 2280-6692 / 2282-3643 / 2287-0263
Fax: 4011-6739, E-mail: rta@cbmsl.com
Website: www.cbmsl.com

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NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the members of **ZENITH EXPORTS LIMITED** will be held on Wednesday, 30th September, 2015 at 10.30 A.M. at the Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata -700 029 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited statement of Profit & Loss for the year ended 31st March, 2015 and the Balance Sheet as at the date together with the report of Board of directors and Auditors thereon.
2. To appoint a director in place of Mr. Raj Kumar Loyalka (DIN:00006226) director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company.

Special Business:

4. To appoint Mrs. Urmila Loyalka (DIN:00009266) as a director of the Company liable to retire by rotation.
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that Mrs. Urmila Loyalka (DIN: 00009266), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 13’2015 under Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Mrs. Urmila Loyalka for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation”.

Registered & Head Office
19, R. N. Mukherjee Road
First Floor, Kolkata - 700 001
Dated: 13th August, 2015

By Order of the Board

Lawkush Prasad
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

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 a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relative explanatory statement pursuant to Section 102, of the Act, in respect to the business mentioned under item no. 4 above, is annexed hereto.
3. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking



appointment/re-appointment at the Annual General Meeting (AGM), forms integral part of the Notice. The Directors have furnished the requisite declaration for their appointment/re-appointment.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 21, 2015 to Wednesday, September 30, 2015 (both days inclusive)
6. Members holding shares in electronic form are requested to intimate immediately any change in their Address, Email ID, Bank particulars to their Depository Participants with whom they are maintaining their De-mat accounts. Members holding shares in physical form are requested to report of change of any of the above details immediately to the Company's Registrars and Transfer Agents, M/s. C. B. Management Services Private Ltd., P-22, Bondel Road, Kolkata - 700019.
7. Queries on accounts and operation of the Company, if any, may please be sent at the Corporate Office of the Company at 19 R. N. Mukherjee Road, Kolkata - 700001, at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
8. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
9. 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 their 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 Company's Registrars and Share Transfer Agents, M/s. C. B. Management Services Private Ltd., P-22, Bondel Road, Kolkata - 700 019.
10. Electronic copy of the Notice of the aforesaid Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email IDs, a physical copy of the Notice of the aforesaid AGM of the inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy Form is being sent.
11. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the listing agreements with Stock Exchanges, the Company has engaged the services of NDSL to provide Electronic Voting ("e-voting") facility to all the members to enable them to cast their votes electronically in respect of all the business to be transacted at the aforesaid Annual General Meeting. Members who cast their vote through e-voting mechanism shall not be able to vote at the Annual General Meeting.
12. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically. The member holding share in De-mat mode may register their Email ID with their Depository Participants and the shareholders holding shares in Physical Form may request to register their Email ID with Company's Registrars and Share Transfer Agents, M/s. C. B. Management Services Private Ltd., P-22, Bondel Road, Kolkata - 700 019.
13. Relevant documents referred to in the accompanying notice/explanatory statement including the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 are open for inspection by the members at the registered office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting. Further, the Notice for this 33rd Annual General Meeting along with the Annual Report for the financial year ended 2014-15 shall also be available on the Company's website, www.zenithexportslimited.com.



14. The Board of Directors of your Company has appointed CS Sandip Kejriwal, (Membership No. 5152) FCS, Practicing Company Secretary as the Scrutinizer for conducting the remote E-voting & voting process at the AGM in fair and transparent manner.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Annual General Meeting.
16. The Results of E-voting and poll shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company & NSDL next day of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
17. The instructions for shareholders voting electronically are as under:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Zenith Exports Limited".



- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sandipkej@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Sandip Kumar Kejriwal, Company Secretaries (FCS No. 5152, CP No.3821) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two



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witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.zenithexportslimited.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE & BSE Limited, Mumbai.

18. **Members who do not have any access to e-voting, may requisite a Physical Ballot Form from the Office of the Registrars & Share Transfer Agents of the Company. Members are required to fill the Physical Ballot Form and enclose it in a sealed envelope and send it "TO THE SCRUTINIZER. CS Sandip Kejriwal (UNIT: ZENITH EXPORTS LIMITED) C/O. C B MANAGEMENT SERVICES (P) LIMITED, P-22, BONDEL ROAD, KOLKATA - 700019. Unsigned / wrongly signed, incomplete or incorrectly ticked forms shall be rejected. The Scrutinizer's decision on the validity of the form will be final. Members are required to vote either through the electronic system or through physical ballot and not in any other mode. In the event of Members casting votes through both the processes, the votes in the electronic system will be considered only. The Physical Ballot Form must be received by the Scrutinizer on or before 29th September, 2015 (5.00 p.m.).**

Attendance Slip and Proxy Form in the prescribed format are being attached to this Notice of the 33rd Annual General Meeting for the convenience of the shareholders.

19. As you are aware as per Section 88 of the Companies Act' 2013, every company having share capital is required to include / update more details in the Register of Member. Members are requested to update their PAN card, Aadhar card, Address & Bank account details in the "Shareholders Information Form" enclosed with the Annual Report. Shareholders Information Form, duly filled & signed by the shareholder & enclosed with a self-certified copy of PAN Card and Adhar Card may be submitted with the Registrar & Transfer Agents of the Company M/s. C B Management Services (P) Ltd. at their office at P – 22, Bondel Road, Kolkata – 700019. Shareholders holding shares in electronic mode may update the above details with their Depository Participant (DP).

Request to the Members:

- (I) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for ensuring easy identification of attendance at the Meeting.
- (II) For convenience of Members, Attendance Slip is attached to the Proxy Form. Members are requested to fill in and affix their signatures at the space provided therein and handover the Attendance Slip at the entrance of the place of meeting. Proxy/Representative of a member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be.

Explanatory Statement Pursuant to the provisions of Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 4 of the accompanying Notice dated August 13, 2015.

Item No. 4

The Board of Director had appointed Mrs. Urmila Loyalka as additional director of the Company with effect from February 13, 2015 pursuant to Section 161 of the Companies Act, 1956 ("the Act") read with Article 82 of the Articles of Association of the Company.

As per provisions of Section 149(1) of the Act and amended clause 49 of the Listing Agreement, the Company should



have at-least one women director on the Board of Directors of the Company. The said legal requirement is fulfilled by the appointment of Mrs. Urmila Loyalka as a Director of the Company.

Mrs. Urmila Loyalka has more than 10 years of experience in export business and serving on the Board of 2 nos. of Limited companies.

Save and except Mrs. Urmila Loyalka, Mr. Surendra Kumar Loyalka & Mr. Raj Kumar Loyalka and their relatives, to extent of their shareholding interest, none of the directors and/or Key Managerial Personnel of the Company or their relatives, are in any way interested or concerned, financially or otherwise, in the resolution set out in item No. 4 of the Notice.

The Board recommends the resolutions set forth in item no. 4 for the approval of the members.

Registered & Head Office
19, R. N. Mukherjee Road
First Floor, Kolkata - 700 001

By Order of the Board

Lawkush Prasad
Company Secretary

Dated: 13th August, 2015



Annexure to the Notice

Particulars of Directors proposed to be appointed/re-appointed at the 33rd Annual General Meeting of the Company to be held on Wednesday, the 30th day of September, 2015 at 10.30 a.m.

1. Mr. Raj Kumar Loyalka aged 71 years has done his Bachelor in Engineering from Jadavpur University, Kolkata. He has knowledge, experience & expertise in areas relating to Production, Marketing & Administration. He holds 20,000 shares of the Company in his name as on 31st march, 2015.

Mr. Loyalka is a director in S. M. Loyalka Hospital, a charitable organization. He is not a member of any committee of the Board of Directors in any company.

2. Mrs. Urmila Loyalka aged 57 years has done Higher Secondary. She has knowledge, experience & expertise in Administration & Exports. She holds 6,29,150 shares of the Company in her name as on 31st march, 2015.

Mrs. Loyalka is a director in Zenith Koplavitch Exports Limited & Loyalka Leclercq Textiles Limited. She is not a member of any committee of the Board of Directors in any company.



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 33rd Annual Report on the business and operations of the Company and the audited financial results for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS

(₹. in lacs)

	Current Year ended 31.03.2015	Previous Year ended 31.03.2014
Turnover and other Income	27292.02	31681.87
Profit before Depreciation and Tax	435.73	929.28
Depreciation	455.72	646.42
Profit before Tax	-19.99	282.86
Income Tax for earlier years	5.15	-0.69
	-25.14	283.55
Tax Expenses (Current & Deferred)	-33.61	116.93
Net Profit After Tax	8.47	166.62
Add: Surplus Brought Forward	4013.84	3847.22
Less: Depreciation in respect of assets whose useful life is over (net of deferred tax)	520.16	0
Surplus Carried to Balance Sheet	3502.15	4013.84

OPERATIONAL REVIEW AND FUTURE OUTLOOK

The operation of the Company has been adversely affected by the adverse Global Market during the year under review. The sales of the year under review were ₹. 24,867 lacs compared to ₹. 29,718 lacs in the previous year showing decrease of 16% compared to previous year. The Company has incurred loss before tax of ₹. 20 lacs compared to profit of ₹. 283 lacs in the previous year showing decrease of 107% compared to previous year. The Net profit after Tax (including deferred tax) of the year under review is ₹. 8 lacs compared to ₹. 167 lacs in the previous year showing decrease of 95% compared to previous year.

WEAVING DIVISION

Demands of the Silk & velvet fabrics were under pressure due to financial crisis in the European continent. In spite of pressure in the Global market the financials of the Divisions for the year under review has been improved compared to previous year mainly due to correction in raw material costs.

SPINNING DIVISION

Crash of the price of raw cotton in the international market & lower demand has seriously impacted the bottom line of the Division during the year under review. The management has taken necessary steps to improve the operations of the division in the future.

EXPANSION PROJECT

No expansion projects were initiated by the Company at its Weaving Division, Mysore or Spinning Divisions at Ahmedabad during the year under review due to low demand and sufficient installed capacity.

DIVIDEND

To conserve the resources of the Company, the Board of Directors do not recommend any dividend for this year also.

**FINANCE**

The Company has not taken any term loan during the year under review.

Listing Information

The Equity Shares of your Company are listed on the Bombay Stock Exchange Limited (BSE) and on the National Stock Exchange of India Limited (NSE).

Accreditation

The Company continues to enjoy ISO 9001: 2008 accreditation made by TUV NORD

PUBLIC DEPOSITS

The Company has not accepted any fixed deposits during the year under review.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, your Board inducted Mrs. Urmila Loyalka as an additional director of the Company in the category of Woman Director with effect from 13/02/2015 in order to comply with the requirement of section 149 (1) of the Companies Act, 2013. In terms of section 161 of the Companies Act, 2013 she shall hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing alongwith deposit pursuant to section 160 of the Companies Act, 2013, proposing appointment of Mrs. Urmila Loyalka as a director of the Company. Your Board recommends appointment of Mrs. Urmila Loyalka as a director liable to retire by rotation.

Pursuant to section 152 of the Companies Act, 2013, Mr. Raj Kumar Loyalka (DIN:00006226), director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Board recommends his re-appointment.

Brief resumes of Directors being appointed/re-appointed together with other relevant details form part of the Notice of the ensuing Annual General Meeting.

During the year under review, pursuant to provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with ruled made thereunder, the following existing officials of the Company were designated/classified as whole time Key Managerial Personnel (KMPs) of the Company –

1. The Whole time Managing Director Mr. Surendra Kumar Loyalka as the CEO & whole time KMP
2. The Whole time Joint Managing Director Mr. Raj Kumar Loyalka as Whole time KMP
3. The Company Secretary Mr. Lawkush Prasad as the Company Secretary & KMP
4. The Executive Mr. Sushil Kasera as the Chief Financial Officer & KMP

Number of Meetings of the Board of Directors

The Board of Directors of the Company met 4 times during the year under review i.e. on 24/05/2014, 14/08/2014, 14/11/2014 & 13/02/2015.

Audit Committee

The composition, terms of reference etc. of the Audit Committee is provided in Corporate Governance Report which forms part of this Annual Report.

There have been no instances of non-acceptance of any recommendations of the Audit Committee by the Board during the financial year under review.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism/Whistle Blower Policy for the employees to report their concern or grievance.

The Audit Committee of the Company oversees the Vigil Mechanism.

**INDEPENDENT DIRECTORS STATEMENT**

The independent directors of the Company viz., Mr. Madhukar Manilal Bhagat, Mr. Keshar Deo Rungta, Mr. Mangilal Jain & Mr. Devendra Kumar sarawgee have filed their declaration with the Company at the beginning of the financial year 2015-16 affirming that they continue to meet the criteria of independence as provided in sub-section (6) of the Section 149 of the Companies Act, 2013 in respect to their position as an Independent Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by section 134 (5) of the Companies Act, 2013 your directors confirm that:

- I] in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- II] the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2015 and profit and loss for the year ended on that day;
- III] the directors had 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;
- IV] the directors had prepared the annual accounts on a going concern basis;
- V] the directors had laid down internal financial controls to be followed by the Company and the such internal financial control are adequate and were operating effectively and.;
- VI] the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and clause 49 of the Listing agreement with the Stock exchange the Board has carried out the annual performance evaluation of its own performance , the directors individually as well as the evaluation of the working of its statutory committees.

Nomination and Remuneration Committee

The composition, key objectives etc. of the Nomination and Remuneration Committee is provided in Corporate Governance Report which forms part of this Annual Report. The Committee has formulated a Nomination and Remuneration Policy.

PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND THE RELEVANT RULES

- (1) The ratio of the remuneration of each directors to the median remuneration of the employees of the Company for the financial year 2014-15

Name	Ratio
Mr. Surendra Kumar Loyalka (Managing Director)	10.16
Mr. Raj Kumar Loyalka (Jt. Managing Director)	10.16

- (2) The percentage increase in remuneration of each Director, Chief Executive officer, Company Secretary & Chief Financial Officer in the financial year 2014-15

Name	Percentage
Mr. Surendra Kumar Loyalka (Managing Director)	28%



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Name	Percentage
Mr. Raj Kumar Loyalka (Jt. Managing Director)	30%
Mr. Lawkush Prasad (Company Secretary)	12%
Mr. Sushil Kasera (Chief Financial officer)	8%

- (3) The percentage increase in the median remuneration of employees in the financial year 2014-15 = 8%.
- (4) The number of permanent employee on the pay rolls of the Company – 651.
- (5) The explanation on the relationship between average increase in remuneration and the Company performance:
As per policy of the Company we provide annual increment as per eligibility of the employees to retain the quality labour in the Company even in case of low profit.
- (6) Comparison of the remuneration of the Key Managerial Personnel's against the performance of the Company:

Name & Designation	CTC (₹.)	% increase in CTC	Profit after Tax (₹. lacs)	% increase in PAT
Mr. Surendra Kumar Loyalka	25,46,790	28%	8.47	(95)
Mr. Raj Kumar Loyalka	24,40,236	30%		
Mr. Lawkush Prasad	8,86,967	12%		
Mr. Sushil Kasera	2,94,692	8%		

- (7) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year.

(in ₹.)

Sr. No.	Particulars	As at 31st March 2015	As at 31st March 2014
1.	Market Capitalization	32.76 crore	22.61 crore
2.	Price earnings	379 times	14 times
3.	Closing market price equity shares	60.70	41.90

- (8) Average percentile increase already made in the salaries of employees other than the managerial personal in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
The average increase in remuneration is 8% for employees other than the Whole-time Director.
- (9) The key parameters for any variable component of remuneration availed by the directors:
Mr. S. K. Loyalka & Mr. R. K. Loyalka, managing Directors are only entitled to Fixed remuneration and statutory benefits as per rules of the Company. They are not entitled to any performance Linked Bonus/ Incentive or commission of the net profit of the Company or sitting fees for attending the Board Meeting. None of the other directors are paid any remuneration except for sitting fees for attending the Board & Committees meetings.
- (10) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable.



(11) Affirmation that the remuneration is as per the remuneration policy of the Company: Yes.

AUDITORS

M/s. Tiwari & Co., Chartered Accountants, were re-appointed as the Statutory Auditors of the Company under Section 139 of the Companies Act, 2013 to hold office for a period of three (3) years upto the conclusion of 35th Annual General Meeting in the year 2017. They are eligible for re-appointment for the financial year 2015-16. Your Board recommends ratification of their appointment As the Statutory Auditors at the ensuing Annual General Meeting for a period upto conclusion of 35th Annual General Meeting of the Company.

AUDITORS REPORT

The notes on account referred to in the Auditor's Report are self-explanatory and therefore, do not call for any explanations or comments.

SECRETARIAL AUDIT

During the year under review, CS Sandip Kejriwal, Practicing Company Secretary who was appointed as the Secretarial Auditor of the Company has issued the audit report in respect of the secretarial audit of the Company for the financial year ended 31st march, 2015. The Secretarial Audit report which forms a part of the Annual Report is self-explanatory & requires no comments.

Internal Control System

The Board has laid down Internal Financial Controls ("IFC") within the meaning of the explanation to section 134 (5) (e) of the Companies Act'2013. The Board believes the Company has sound IFC commensurate with the nature and size of its business.

Particulars of Loans, guarantees or investments

The details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act'2013 are given in the notes of Financial Statements.

Related Party Transactions

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee as also to the Board for approval. As required under Clause 49 of the Listing Agreement, the Company has formulated a policy on dealing with Related Party Transactions.

Details of Contracts entered into with Related Parties under the provisions of sub-section 1 of Section 188 of the Companies Act, 2013:

1. To avail advisory services from Mr. Bilas Rai Loyalka for a period of three years on annual fees of ₹. 9 lacs.
2. Purchase of fabrics, Job work & sale of goods to SKL Exports Limited at prevailing market price for a period of 3 financial years for maximum transaction value of ₹.6 crore per annum.
3. Sale of Yarn to Zenith Apex Pvt. Ltd. at prevailing market price for a period of three financial years for an amount of ₹. 15 crore per annum.

PARTICULARS OF EMPLOYEES

There was no employee drawing salary in excess of the limits as prescribed under section 197 of the Companies Act, 2013. Hence, information required to be given under the said section read with companies (Appointment & Remuneration of managerial Personnel) Rules, 2014 as amended has not been provided in this report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars in respect of conservation of energy and technology absorption are given in annexure "A" forming part



of this report pursuant to section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and outgo

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, required to be disclosed by section 134 (3) (m) of the Companies Act'2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in the Annexure-II to this Report.

Risk Management

Zenith Exports Limited follows well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

The senior management assists the Board in its oversight of the Company's management of Key risks, including strategic and operational risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks under the aegis of the overall business risk management framework.

Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT-9, as required under section 92 of the Companies Act'2013, is included in this Report and forms an integral part of this Report.

Corporate Governance

It has been the endeavor of your Company to follow and implement best practices in corporate governance, in letter and spirit. A detailed Corporate Governance Report is attached and forms part of this report.

A certificate from the Statutory Auditors of the Company regarding Compliance of the conditions of corporate governance as required under Clause 49 of the Listing Agreement with the Stock Exchanges, forms part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis as required under Clause 49(IV)(F) is disclosed separately in this report.

CAUTIONARY STATEMENT

Certain Statements in the Management Discussion and Analysis describing the Company's view about the industry, expectations/predictions, objectives etc. may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those implied therein. Important factors that could make a difference include raw material availability and prices, demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, industrial relations and economic developments within India and countries with which the Company conducts business and other incidental factors.

APPRECIATION

Your Directors place on record their deep appreciation of the continued support and guidance provided by Central and State Government and all Regulatory bodies.

Your Directors offer their heartiest thanks to the esteemed shareholders, customers, business associates, Financial Institutions and Commercial Banks for the faith reposed by them in the Company and its management.

Your Directors place on record their deep appreciation of the dedication and commitment of Company's officers and employees at all levels and look forward to their continued support in future as well.

For and on behalf of the Board of Directors

Place : Kolkata
Dated: August 13th, 2015

Surendra Kuma Loyalka
Chairman cum managing Director



ANNEXURE – A TO THE DIRECTORS’ REPORT

Information under Section 134 (3) (M) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director’s Report for the year ended 31st March, 2015.

I. CONSERVATION OF ENERGY

- Invertors and capacitors have been installed to conserve power. As a result, power consumption is reduced.
- The Company is making all round efforts for the Conservation of Energy.
- Due to high oil prices use of captive furnace oil generators is reduced and Grid connection has been taken to reduce the power costs. Maximum efforts are being put to reduce consumption and conservation of power, the major expenditure in the Spinning Industry.
- The required data with regard to conservation of energy are furnished below:

FORM-A

A. POWER AND FUEL CONSUMPTION

	Current Year 2014-15		Previous Year 2013-14	
	Spinning	Weaving	Spinning	Weaving
i) ELECTRICITY				
a) Purchased Unit(KWH in lacs)	149.48	18.69	152.89	20.35
Total Amount (₹.in lacs)	992.22	127.93	905.04	129.28
Rate/Unit (in ₹.)	6.64	6.85	5.92	6.35
b) Own Generation				
i) Through Furnace Oil				
Generated Units (KWH in lacs)	—	—	—	—
Unit/Litre	—	—	—	—
Cost/Unit (₹./Unit)	—	—	—	—
ii) Through Steam Turbine Generator	—	—	—	—
iii) Through Diesel Generator				
Generated Units (KWH in lacs)	—	0.09	—	0.12
Unit/Litre of Diesel	—	3.07	—	3.02
Cost/Unit (₹./Unit)	—	18.10	—	19.83
ii) COAL	Nil	Nil	Nil	Nil
iii) FURNACE/OTHER OIL				
Quantity (in lacs Ltrs.)	—	0.00	—	0.00
Total Amount (₹. in lacs)	—	0.00	—	0.00
Average rate per litre(₹.)	—	0.00	—	0.00
Briquettes (in lacs Kgs)	—	7.40	—	8.12
Total Amount (₹. In lacs)	—	41.23	—	41.11
Average Rate per Kgs.(₹.)	—	5.57	—	4.61
iv) OTHER INTERNAL GENERATION	Nil	Nil	Nil	Nil

B. CONSUMPTION PER UNIT OF PRODUCTION

Electricity (KWH)	4.03	14.06	3.62	11.27
Furnace Oil (Ltrs.)	—	0.00	—	1.64
Briquettes (Kgs)	—	5.57	—	4.61
Standard (KWH)	3.50	—	3.50	—



FORM-B

II. FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT
RESEARCH AND DEVELOPMENT

Specific areas, in which Research and Development carried out, benefit derived, future plan of action.

ii) Weaving Division

The unit is continuously engaged in enriching the quality of its final product by evaluating and improving its Production Process, Product Development, New designs, Better mix of Raw Materials. To absorb modern manufacturing technology, technical people are constantly given training and skill development programs.

ii) Spinning Division

1. The Spinning unit is continuously trying to improve the quality of its products by optimizing the process parameters, manufacturing process and adopting standard methods.
2. Research and Development (Energy Audit) is carried out by separate Textile Research Association for Textile units situated at Ahmedabad (AITRA).
3. The expenditure incurred on Research and Development is not separately accounted for.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

EFFORTS IN BRIEF TOWARDS TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION, BENEFITS DERIVED AS A RESULT OF ABOVE EFFORTS.

Weaving & Spinning Division

Continuous upgrading and overhauling of each machine is being carried out to improve their quality & productivity.

We have been continuously adding latest machines, and balancing equipments to support the existing machineries.

FOREIGN EXCHANGE EARNINGS AND OUTGO

- i) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans.
- ii) Export Sales (including deemed exports) during the year under review 19% were ₹. 22271 lacs, compared to ₹. 27419 lacs in the preceding year. The export sales decreased by compared to last year due to turmoil in in Global market & financial crisis in Europe. Necessary steps are being taken by the management to access new markets with a view to enhance the turnover.
- iii) The required data with regard to Foreign Exchange earnings and outgo are furnished below:

(₹. in lacs)

	CURRENT YEAR 2014-15	PREVIOUS YEAR 2013-14
Earnings	19024.19	23446.09
Outgo	1320.19	1862.55

For and on behalf of the Board of Directors

Place : Kolkata
Dated: August 13th, 2015

Surendra Kuma Loyalka
Chairman cum managing Director



COMPLIANCE TO CODE OF CONDUCT

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PROFESSIONAL WITH COMPANY'S CODE OF CONDUCT

To the Members of
ZENITH EXPORTS LTD.

Declaration by the CEO under Clause 49 of the listing agreement.

I, Surendra Kumar Loyalka, Chairman-cum-Managing Director of Zenith Exports Limited to the best of my knowledge and belief, declare that all the members of the board of directors and the senior management personnel have affirmed compliance with the code of conduct of the Company for the year ended 31st March 2015.

For **Zenith Exports Limited**

Surendra Kuma Loyalka
Chairman cum managing Director

Place : Kolkata
Dated: August 13th, 2015



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Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24294WB1981PLC033902
2.	Registration Date	23.07.1981
3.	Name of the Company	ZENITH EXPORTS LIMITED
4.	Category/Sub-category of the Company	Public Company limited by shares
5.	Address of the Registered office & contact details	19, R N Mukherjee Road, Kolkata - 700001 Tel: 91-33-2248 7071 / 6936 / 9522 Fax: 91-33-2248 0960 E-mail: zenith@giasclo1.vsnl.net.in
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	C B Management Services (P) Ltd. P-22, Bondel Road, Kolkata - 700019 Phone: (033) 4011 6700/2280 6692/2282 3643/ 2287 0263 Fax: (033) 4011 6739, Email: rta@cbmsl.com Website: www.cbmsl.com CIN: U74140WB1994PTC062959

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Leather Gloves for use in Industry	1512	62%
2	Silk Fabrics	2444	13%
3	Cotton yarn	2351	25%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section of the Companies Act, 2013
1	SKL Exports Limited Plot No. 278, Kachanayakanahalli, Bommasandra, I Phase Industrial Area, Jigni Hobli, Anekal Taluk, Bangalore - 560105	U17226KA2007PLC042062	Associate	Nil	2(6)
2	Capital Limited 19, R. N. Mukherjee Road, Kolkata - 70001	U65993WB1956PLC001592	Associate	Nil	2(6)
3	Zenith Apex Pvt. Ltd. 404, Balleshwar Square, Near Casela Tower, Opp. Iscon Mega Mall, S.G.Highway, Ahmedabad - 380015	U17111GJ2004PTC044059	Associate	Nil	2(6)



IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1. Indian									
(a) Individuals/ HUF	1966066	0	1966066	36.43	1966066	0	1966066	36.43	0
(b) Central Government(s)									
(c) State Government(s)									
(d) Bodies Corporate	826490	0	826490	15.32	826490	0	826490	15.32	0.00
(e) Bank/Financial Institutions									
(f) Others									
Sub Total (A)(1)	2792556	0	2792556	51.75	2792556	0	2792556	51.75	0
2. Foreign									
(a) NRIs-Individuals									
(b) Other-Individuals									
(c) Bodies Corporate									
(d) Bank/Financial Institutions									
(e) Any Others									
Sub Total (A)(2)	0	0	0	0	0	0	0	0	0.00
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	2792556	0	2792556	51.75	2792556	0	2792556	51.75	0.00
B. Public shareholding									
1. Institutions									
(a) Mutual Funds									
(b) Bank/Financial Institutions									
(c) Central Government(s)									
(d) State Government(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) Foreign Institutional Investors (FII)									
(h) Foreign Venture Capital Investors									
(i) Other (specify)									
Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0



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Category of Shareholder	No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. 2. Non-institutions									
(a) Bodies Corporate									
i) Indian	2398601	601	2399202	44.46	2388873	601	2389474	44.28	-0.18
ii) Overseas									
(b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	153360	37990	191350	3.55	154088	36590	190678	3.53	-0.02
ii) Individual shareholders holding nominal share capital in excess of ₹. 1 lakh	12556	0	12556	0.23	23056	0	23056	0.43	0.2
(c) Other (specify)									
1. NRI	136	0	136	0	136	0	136	0	0
2. Clearing Member	150	0	150	0	50	0	50	0	0
3. OCB									
4. Trust	300	0	300	0.01	300	0	300	0.01	0
5. Foreign Portfolio Investor									
Sub-Total (B)(2)	2565103	38591	2603694	48.25	2566503	37191	2603694	48.25	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	2565103	38591	2603694	48.25	2566503	37191	2603694	48.25	0
TOTAL (A)+(B)	5357659	38591	5396250	100	5359059	37191	5396250	100	0
C. Shares held by Custodians for GDRs & ADRs									
GRAND TOTAL (A)+(B)	5357659	38591	5396250	100	5359059	37191	5396250	100	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)		
		No of Shares	% of total shares of Company	% of shares Pledged/ encumbered to total shares	No of Shares	% of total shares of Company	% of shares Pledged/ encumbered to total shares
1	A.C.ROY AND COMPANY PVT.LTD. [IN30032710308889]						
	a) At the Beginning of the year	304490	5.64	NIL	304490	5.64	NIL
	b) Change during the year				NO CHANGE		
	c) At the end of the year				304490	5.64	NIL
2	PUROTECH SALES PVT.LTD [IN30032710393942]						
	a) At the Beginning of the year	356000	6.6	NIL	356000	6.6	NIL
	b) Change during the year				NO CHANGE		
	c) At the end of the year				356000	6.6	NIL



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)		
		No of Shares	% of total shares of Company	% of shares Pledged/ encumbered to total shares	No of Shares	% of total shares of Company	% of shares Pledged/ encumbered to total shares
3	PPDEVELOPERS PVT LIMITED [IN30032710436315] a) At the Beginning of the year b) Change during the year c) At the end of the year	166000	3.08	NIL	166000 NO CHANGE 166000	3.08 3.08	NIL NIL
4	VARUN LOYALKA [IN30011811393300] a) At the Beginning of the year b) Change during the year DATE REASON 30.06.2014 BUY c) At the end of the year	58400 210500	1.08 3.9	NIL	58400 268900 268900	1.08 4.98 4.98	NIL NIL
5	SURENDRA KUMAR LOYALKA [IN30032710303479] a) At the Beginning of the year b) Change during the year c) At the end of the year	481496	8.92	NIL	481496 NO CHANGE 481496	8.92 8.92	NIL NIL
6	SURENDRA KUMAR LOYALKA-HUF [IN30032710342515] a) At the Beginning of the year b) Change during the year c) At the end of the year	561420	10.4	NIL	561420 NO CHANGE 561420	10.4 10.4	NIL NIL
7	URMILA LOYALKA [IN30032710343644] a) At the Beginning of the year b) Change during the year c) At the end of the year	629150	11.66	NIL	629150 NO CHANGE 629150	11.66 11.66	NIL NIL
8	BILAS RAI LOYALKA-HUF [IN30032710545194] a) At the Beginning of the year b) Change during the year c) At the end of the year	200	0	NIL	200 NO CHANGE 200	0 0	NIL NIL
9	BILAS RAI LOYALKA [IN30032710579987] a) At the Beginning of the year b) Change during the year c) At the end of the year	900	0.02	NIL	900 NO CHANGE 900	0.02 0.02	NIL NIL
10	RAJKUMAR LOYALKA [IN30036022552675] a) At the Beginning of the year b) Change during the year c) At the end of the year	20000	0.37	NIL	20000 NO CHANGE 20000	0.37 0.37	NIL NIL
11	RAJKUMAR LOYALKA-HUF [IN30036022554158] a) At the Beginning of the year b) Change during the year c) At the end of the year	4000	0.08	NIL	4000 NO CHANGE 4000	0.08 0.08	NIL NIL
12	NIDHI LOYALKA [IN30032710348665] a) At the Beginning of the year b) Change during the year DATE REASON 20.06.2014 to 30.06.2014 SELL c) At the end of the year	210500 -210500	3.9 -3.9	NIL	210500 0 0	3.9 0 0	NIL NIL



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(iii) Change in Promoter's Shareholding (please specify if there is no change)

Sl. No.	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	2792556	51.75	2792556	51.75

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRS)

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	BHUTNATH VANIJYA VYAPAAR PVT.LTD [IN30032710314377] a) At the Beginning of the year b) Change during the year c) At the end of the year	582586	10.8	582586 NO CHANGE 582586	10.8 10.8
2	R.K.FINANCE LIMITED [IN30032710296806] a) At the Beginning of the year b) Change during the year c) At the end of the year	522445	9.68	522445 NO CHANGE 522445	9.68 9.68
3	ZENITH CREDIT LIMITED [IN30032710296785] a) At the Beginning of the year b) Change during the year DATE REASON 21.11.2014 SALE 28.11.2014 SALE 23.01.2015 SALE 06.02.2015 SALE 13.02.2015 SALE c) At the end of the year	344150	6.38	344150 -1000 -1000 -3000 -2000 -2000 343150 342150 339150 337150 335150 335150	6.38 6.36 6.34 6.29 6.25 6.21 6.21
4	MAXXON IMPEX AND CREDIT PVT.LTD.[IN30032710433486] a) At the Beginning of the year b) Change during the year c) At the end of the year	310093	5.75	310093 NO CHANGE 310093	5.75 5.75
5	OMKARA VINCOM PRIVATE LTD.[IN30032710588875] a) At the Beginning of the year b) Change during the year c) At the end of the year	250000	4.63	250000 NO CHANGE 250000	4.63 4.63
6	BKL SECURITIES LIMITED [IN30225210056657] a) At the Beginning of the year b) Change during the year c) At the end of the year	200273	3.71	200273 NO CHANGE 200273	3.71 3.71
7	ANKIT COMMERCE LIMITED [IN30032710296815] a) At the Beginning of the year b) Change during the year c) At the end of the year	101600	1.88	101600 NO CHANGE 101600	1.88 1.88



Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No.of Shares	% of total shares of the Company	No.of Shares	% of total shares of the Company
8	SUNIRMAY VINIMAY PVT.LTD.[IN30032710396383] a) At the Beginning of the year b) Change during the year c) At the end of the year	71250	1.32	71250 NO CHANGE 71250	1.32 1.32
9	SEETHA KUMARI [1201060002239844] a) At the Beginning of the year b) Change during the year c) At the end of the year	12556	0.23	12556 NO CHANGE 12556	0.23 0.23
10	BIJAY KUMAR LOYALKA [IN30032710593833] a) At the Beginning of the year b) Change during the year DATE REASON 21.11.2014 BUY 28.11.2014 BUY 23.01.2015 BUY 30.01.2015 BUY 06.02.2015 BUY 13.02.2015 BUY c) At the end of the year	1500	0.03	1500	0.03
		1000	0.02	2500	0.05
		1000	0.02	3500	0.07
		2000	0.03	5500	0.1
		1000	0.02	6500	0.12
		2000	0.04	8500	0.16
		2000	0.04	10500	0.2
				10500	0.2

(v) Shareholding Pattern of Directors and Key Managerial Personnel

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No.of Shares	% of total shares of the Company	No.of Shares	% of total shares of the Company
1	Mr. Surendra Kumar Loyalka a) At the Beginning of the Year b) Change during the Year c) At the end of the Year	481496 — 481496	8.92 8.92	481496 481496	8.92 8.92
2	Mr. Raj Kumar Loyalka a) At the Beginning of the Year b) Change during the Year c) At the end of the Year	20000 — 20000	0.37 0.37	20000 20000	0.37 0.37

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	35,60,95,607	—	—	35,60,95,607
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	35,60,95,607	—	—	35,60,95,607



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	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
* Addition	—	—	—	—
* Reduction	3,99,03,670	—	—	3,99,03,670
Net Change	3,99,03,670	—	—	3,99,03,670
Indebtedness at the end of the financial year				
i) Principal Amount	31,61,91,937	—	—	31,61,91,937
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	31,61,91,937	—	—	31,61,91,937

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Surendra Kumar Loyalka	Mr. Raj Kumar Loyalka	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,00,000/-	18,00,000/-	36,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	5,30,790/-	4,24,236/-	9,55,026/-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission - as % of profit - others, specify...	—	—	—
5	Others, please specify – Contribution to Provident Fund	2,16,000/-	2,16,000/-	4,32,000/-
	Total (A)	25,46,790/-	24,40,236/-	49,87,026/-
	Overall Ceiling as per the Act	10% of the net Profit of the Company.		

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹)
		Mr. Madhukar Manilal Bhagat	Mr. Keshar Deo Rungta	Mr. Mangilal Jain	Mr. Devendra Kumar Sarawgee	
1	Independent Directors					
	Fee for attending board committee meetings	23,000/-	27,000/-	28,000/-	28,000/-	1,06,000/-
	Commission	—	—	—	—	—
	Others, please specify	—	—	—	—	—
	Total (1)	23,000/-	27,000/-	28,000/-	28,000/-	1,06,000/-



Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹)
		Mr. Madhukar Manilal Bhagat	Mr. Keshar Deo Rungta	Mr. Mangilal Jain	Mr. Devendra Kumar Sarawgee	
2	Other Non-Executive Directors Fee for attending board committee meetings Commission Others, please specify	Mrs. Urmila Loyalka Nil — —				Nil
Total (2)		Nil				Nil
Total (B)=(1+2)						1,06,000/-
Total Managerial Remuneration (A+B)						
Overall Ceiling as per the Act		11% of net profit of the Company.				

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	8,86,967/-	2,94,692/-	11,81,659/-
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission - as % of profit others, specify...	—	—	—
5	Others, please specify - Transport Allowances & contribution to Provident Fund	16,500/-	23,256/-	—
Total		9,03,467/-	3,17,948/-	12,21,415/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
B. DIRECTORS					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
C. OTHER OFFICERS IN DEFAULT					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—



MANAGEMENT DISCUSSION AND ANALYSIS

THE COMPANY HAS 3 DIVISIONS VIZ.

1. 100% EOU Unit at Nanjangud - Karnataka - Manufacturing High Quality Silk and Velvet Fabrics.
2. A Yarn producing unit at Sarandi - Ahmedabad - Manufacturing cotton, viscose, polyester and blended yarns mainly for exports.
3. Export Division at Kolkata - Exporting Industrial Leather Hand Gloves, Silk & cotton fabrics and made- ups manufactured on Handloom etc.

1. EOU UNIT AT NANJANGUD

A. INDUSTRY STRUCTURE AND DEVELOPMENT

The Textile Industry is highly power, man-power & capital intensive industry. We experienced mixed experience due to recovery in USA & financial crisis in European continent. China is still a big threat to us in International Market due to availability of cheap labour and high quality silk yarn in the country.

B. OPPORTUNITIES AND THREATS

The globalization of all markets, economic or political upheavals anywhere in the world affects all the markets & inflation and high volatility in exchange markets be cited as potential threats but the biggest threat for the time being is increase in cost of raw material in the international market and high power and labour cost in the country. Quality of Indian fabrics and the growth momentum in India, despite rising inflation, may be taken as an opportunity for Indian exports.

C. OUTLOOK

Due to recession worldwide the confidence of export market has badly affected. However, the Company has taken effective control measures to cope up slowdown and explore new markets. The Company is on way to better realization by way of cost curtailment and expecting better results in the current year.

2. YARN PRODUCING UNIT AT AHMEDABAD

A. Industry Structure and Developments

Textile spinning industry is a core sector industry with high power consumption, labour intensive and high infrastructure cost. In the recent time, there is a lack of demand from the international market mainly from USA & China which has forced the major exporters to sell their products in domestic market

B. Opportunities and Threat

The biggest threat to spinning industry is the increase in manpower cost, power cost and other overheads. Over and above, the lack of demand from the international market is the biggest threat to the industry at the present moment. We are not planning any expansion during the year 2015-16. Recovery in international market may be considered as an opportunity for the Indian exporters.

C. Outlook

We are expecting improvement in international demand in the coming season which will start from November and the industry is expected to perform better.

3. TRADING DIVISION (LEATHER HAND GLOVES & SILK FABRICS MANUFACTURED ON HANDLOOM)

A. INDUSTRY STRUCTURE AND DEVELOPMENT

Due to recovery in USA & other continent, the sale started picking up. However financial crisis in Europe & recessions in Africa & other market had an adverse impact on our sales volume. However, we are continuously trying to improve quality output and addition of new markets, with increase in varieties of hand gloves.



B. OPPORTUNITIES AND THREATS

India's share in global market for Industrial Gloves is very minimal and hence, there exists big scope for future growth. In silk fabrics margins will be under pressure but there is scope for increase in turnover to new markets.

C. OUTLOOK

The future outlook appears to be better.

4. COMMON TO ALL DIVISIONS

A. Risks and Concerns

High power and manpower cost, stringent labour laws, and shortage of skilled workers are the biggest risk concerning this industry. High volatility in foreign exchange rates also poses a great risk as our unit is mainly into export business. The wide fluctuation in cost of Raw Material like Cotton, Viscose & Polyester Fibre, silk yarn & Finished leather has also become a major risk factor.

Foreign Exchange Risk

The Company's policy is to systematically hedge a part of its foreign exchange risks.

Interest rate Risk

The Company's borrowings are on floating rate basis. On account of inflation in the country, the company feels risk arising out of a change in interest rate structure by RBI is very much there on different loans of the company.

Commodity Price Risk

Due to continuing high inflation the company is exposed to the risk of price fluctuation on raw materials and other inputs. These risks are significant considering the present situation in the country.

B. Internal Control Systems and their adequacy

The company has appropriate internal control system for business processes across various divisions with regard to efficiency of operations, financial reporting, compliance with applicable laws and regulations. The company has kept highly skilled technical and administrative people at our mill, due to which the internal control systems are strictly maintained i.e. increasing productivity and cutting cost at every stage. Under the supervision of highly experienced technical people, we are able to produce highest quality of products for export market. Regular internal audits and checks ensure that responsibilities are executed effectively. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

C. Financial performance with respect to Operational Performance

The Company could achieve a turnover of Rs.24867 lacs and net profit of ₹. 8.47 lacs during the year under review.

D. SEGMENTWISE PERFORMANCE

(₹. lacs)

	2014-15	2013-14
TRADING DIVISION		
Sales	15732.96	16556.73
Net Profit	761.14	640.66
WEAVING DIVISION		
Sales	2428.11	2722.11
Net Profit/(loss)	(134.67)	(333.78)
SPINNING DIVISION		
Sales	6706.32	10439.91
Net Profit/(loss)	(618.00)	(140.26)



E. MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The company presently has 651 employees on its rolls (As on 31/03/2015). These are basically human resource assets and are integral in Company's on-going success. They have played a significant role and enabled the company to deliver better performance year after year. The cost of staff and workers is increasing abnormally due to high cost of living and there is a shortage of skilled workers. We have to keep extra hands and train them to cover our requirement of workers. Strong emphasis is therefore given to build and nourish the human resource assets. The Company has had very harmonious relations with its workforce during the year.

F. CAUTIONARY STATEMENT

Statement made in this report describing the company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply condition, finished goods prices, feed stock availability and prices, cyclical demand and pricing in the Company's markets, changes in government regulations, tax regimes, economic developments within India and the countries where the Company conducts its business and other factors such as litigations and labour negotiations.



REPORT ON CORPORATE GOVERNANCE

I. Company's Philosophy on Corporate Governance

The Company strongly believes in fair, efficient and transparent business operations, fairness to all stakeholders in the company, proper disclosure of relevant financial and non-financial information and enhancing shareholders value on a continuing basis.

II. Board of Directors

(a) As at March 31, 2015 the Board consists of seven members. Two Third of the Board comprised of Non-Executive Directors. The Board also met the stipulated requirement of having at least 50% of the Board members as Independent Directors, the Chairman being Executive.

Sl No.	Directors	Composition/ Category	Number of outside Directorships* Held	Number of outside Committee Position** Held	
				As Chairman	As Member
1.	Mr. S.K. Loyalka Managing Director	Promoter/ Executive	2	—	—
2.	Mr. R.K. Loyalka Managing Director	Promoter/ Executive	—	—	—
3.	Mr. M.M. Bhagat	Non-Executive/ Independent	7	3	3
4.	Mr. K.D. Rungta	Non-Executive/ Independent	—	—	—
5.	Mr. M.L. Jain	Non-Executive/ Independent	6	3	9
6.	Mr. D.K. Sarawgee	Non-Executive/ Independent	1	—	—
7.	Mrs. Urmila Loyalka	Promoter/ Non-Executive	2	—	—

* excluding private companies, foreign companies and companies under section 8 of the Companies Act, 2013.

** Only the position held in committees, such as Audit, Nomination & Remuneration and Stakeholder Relationship Committee in Indian Public Limited Companies have been considered.

(b) The Board of Directors met four times during the year on 24.05.14, 14.08.14, 14.11.14 & 13.02.15. The Company has held one meeting in every three months and the maximum gap between any two meetings was not more than four months.

Sl. No.	Director	No. of Meetings		AGM held on 27th September 2014
		Held During the tenure of Directorship	Attended	
1	Mr. S.K. Loyalka	4	1	Present
2	Mr. R.K. Loyalka	4	2	Present
3	Mr. M.M. Bhagat	4	3	Present
4	Mr. K.D. Rungta	4	3	Present



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Sl. No.	Director	No. of Meetings		AGM held on 27th September 2014
		Held During the tenure of Directorship	Attended	
5	Mr. M.L. Jain	4	4	Present
6	Mr. D.K. Sarawgee	4	4	Present
7	Mrs. Urmila Loyalka	0	0	N.A

Information provided to the board members:

- Annual operating plans and budgets including capital budgets and any updates thereof.
- Quarterly results of the Company and its business segments.
- Minutes of meeting of Audit Committee and other committees of the Board.
- The information on recruitment and remuneration of senior officers of Board level, including appointment or resignation of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in shares transfer etc.

Risk Management

The Company has laid down systems to inform members about the risk assessment and minimization procedures. The risks and Company's mitigation strategies are periodically reviewed to ensure effective controls.

III. Audit Committee

1. Terms of Reference

The Company has an Audit Committee at the Board level with the powers and the role that are in accordance with Clause 49 of the Listing Agreement. The Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors and oversees the financial reporting processes.

2. Composition

The composition of the Committee and the number of meetings attended by each of the members are given below:

Sl. No.	Name of the Member	No. of Meetings Held during the Tenure of membership	No. of Meetings Attended
1.	Mr. K. D. Rungta #	4	3
2.	Mr. M.M. Bhagat	4	3
3.	Mr. M.L. Jain	4	4
4	Mr. D.K. Sarawgee	4	4

Mr. K. D. Rungta is the Chairman of the Audit Committee of the Company and has the requisite knowledge and experience of over 6 decades in financial matters.

All the members of the Audit Committee are Non-Executive Independent Directors.



3. Meetings

The Meetings held four times during the year on 24.05.14, 14.08.14, 14.11.14 & 13.02.15 to review the Quarterly Unaudited Financial Results and Annual Audited Financial Results.

IV. Nomination & Remuneration Committee

1. Terms of Reference

The Nomination & Remuneration Committee decides about the remuneration and other payments to Directors, KMPs & other Senior Personnel of the Company subject to approval of Shareholders and Central Government as and when necessary.

2. Composition

The composition of the Committee and the number of meetings attended by each of the members are given below:

Sl No.	Name of the Member	Designation	No. of Meetings Held during the tenure of membership	No. of Meetings Attended
1.	Mr. M.M. Bhagat#	Chairman	0	N.A.
2.	Mr. K.D. Rungta	Member	0	N.A.
3.	Mr. M. L. Jain	Member	0	N.A.

Mr. M.M. Bhagat is the Chairman of the Committee and has requisite knowledge & experience of over 5 decades in financial & insurance matter.

All the members of the Nomination & Remuneration Committee are Non-Executive Independent Directors.

No meeting of the Committee held during the year under review.

3. Details of Remuneration / Sitting fees paid to Directors

The remuneration/sitting fees paid /payable to the Executive Directors and Non-Executive Directors for the year 2014-15 are as under:-

(Amounts in ₹.)

Name of the Director	Salary and Perquisites	Sitting Fees
Executive Directors		
1. Mr. R.K. Loyalka	24,40,236/-	—
2. Mr. S.K. Loyalka	25,46,790/-	—
Non-Executive Directors		
1. Mr. M.M. Bhagat	—	23,000/-
2. Mr. K.D. Rungta	—	27,000/-
3. Mr. M.L. Jain	—	28,000/-
4. Mr. D.K. Sarawgee	—	28,000/-

Non-Executive directors are paid sitting fees of ₹. 5000/- for every Board Meeting and ₹. 2000/- for Audit, Nomination & Remuneration and Administrative Committee Meetings. However, the sitting fees of the Chairman of Audit & Nomination & Remuneration Committee are ₹. 4000/-.

No sitting fee is paid for attending the meetings of Stakeholders Relationship & Risk Management Committee.

Presently the Company does not have any Stock Option Scheme.



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Details of shares of the Company held by the Non-Executive Directors are as given below:-

Name of the Non-Executive Director	No. of Equity Shares Held
1. Mr. M.M. Bhagat	100
2. Mr. K.D. Rungta	100
3. Mr. M.L. Jain	0
4. Mr. D.K. Sarawgee	0
5. Mrs. Urmila Loyalka	629150

V. Stakeholders Relationship Committee

1. Terms of Reference

A Stakeholders Relationship Committee has been constituted to speed-up the process of transfer, dematerialization, redressal of Shareholders grievances and other allied matters under the chairmanship of Non-Executive Director.

2. Composition of the Committee

The composition of the Committee and the number of meetings attended by each of the members are given below:

Sl No.	Name of the Member	Designation	No. of Meetings Held during the tenure of membership	No. of Meetings Attended
1.	Mr. M.M. Bhagat	Chairman	2	2
2.	Mr. K.D. Rungta	Member	2	2
3.	Mr. D.K. Sarawgee	Member	0	N.A.

3. Status of shareholders complaints

Number of shareholders' complaints received during the year.

For Transfer	-	NIL
For Dematerialization	-	NIL
For Non-receipt of Balance Sheet, etc.	-	NIL
For Non-receipt of Dividend	-	NIL
For Non-receipt of Share Certificate	-	NIL

4. Meetings

The Meetings held two times during the year on 08/12/2014 & 02/01/2015 to consider & approve transfer, transmission, and dematerialization of shares.

VI. Risk Management Committee

A Risk management Committee has been constituted with the following members of the Board:

Mr. R. K. Loyalka	-	Non Independent Executive director
Mr. S. K. Loyalka	-	Non Independent Executive director
Mr. K, D. Rungta	-	Independent Non-Executive director

Terms of Reference

- I. To identify, evaluate & suggest method of mitigating operational, Strategic and environmental Risks.



- II. To prepare, monitor & approve risk facilities.
- III. To review & approve risk disclosure statement.

The Company Secretary has been appointed as the Secretary of this Committee. No meeting of the Committee was held during the year under review.

VII. Administrative Committee

A Administrative Committee has been constituted with the following members of the Board:

- Mr. K. D. Rungta - Independent Non-Executive director
- Mr. M. M. Bhagat - Independent Non-Executive director

Terms of Reference

To address important issues arising between two Board Meetings namely:-

- [a] To invest in fixed deposits with banks & to avail overdraft limits against the same.
- [b] To invest in the Shares/ Debentures/ Securities of other body corporates.
- [c] To invest in Mutual Funds and other Financial Instruments
- [d] To borrow money from the Banks for working capital requirements.
- [e] To change of authorization for operation of bank account of the Company.
- [f] To look after day-to-day affairs of the Company.

The Company Secretary has been appointed as the Secretary of this Committee. No meeting of the Committee was held during the year under review.

VIII. Management Discussion and Analysis

As required by Clause 49 of the Listing Agreement, the Management Discussion and Analysis is provided elsewhere in this Annual Report.

IX. General Body Meetings

Details of last three Annual General Meetings (AGMs) of the Company are as follows:

Financial Year Ended	Day & Date	VENUE	Time
31st March 2012	Saturday, 29th September'2012	Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata-29	10.30 A.M.
31st March 2013	Friday, 27th September'2013	- Do -	10.30 A.M.
31st March 2014	Saturday, 27th September 2014	- Do -	10.30 A.M.

X. Disclosures

1. Disclosure on materially significant related party transactions

There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management or relatives, etc., that had any potential conflict with the interests of the Company at large, which requires a separate disclosure. Annual Accounts as at 31st March, 2015 contain the list of related party relationship and transactions as required by the Accounting Standard 18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India.

2. Disclosure on compliance of Law

The Company has complied with the requirements of Stock Exchanges, Securities and Exchange Board of



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India (SEBI) and statutory authorities on matters relating to capital markets during the last three years and consequently no penalties, strictures have been imposed on the Company by these authorities.

3. CEO / CFO Certification

The aforesaid certificate duly signed by the CEO and CFO in respect of the financial year ended 31st March, 2015 has been placed before the Board in the meeting held on 13th August'2015.

4. Code of Conduct

The Company has already adopted a Code of Conduct which was made applicable to all its Directors, whether executive or non-executive and all Senior Management Personnel of the Company. All Board members and senior management personnel have affirmed compliance with the Company's code of conduct during the period. A declaration to this effect that all Board members and senior management personnel have complied with the Company's code of conduct during the period and duly signed by the Chief Executive Officers of the Company is annexed forming part of this Report. The aforesaid Code of Conduct has been posted on the website of the Company.

5. Auditors' Certificate on Corporate Governance

The auditors' certificate is obtained and provided in the Annual Report.

XI. Means of communication

In compliance with the requirement of the Listing Agreement, the Company regularly intimates Unaudited as well as audited financial results to the Stock Exchanges immediately after they are taken on record by the Board. Further, coverage is given for the benefit of the Shareholders and investors by publication of financial results in Business Standard and Arthik Lipi.

The financial results of the Company are also posted on the Company's website www.zenithexportslimited.com

XII. General Shareholders' Information

*33rd Annual General Meeting (to be held) Day Date Time Venue	Wednesday 30th September, 2015 10.30 A.M. Ground floor, Auditorium of Birla Academy of Art and Culture 108, Southern Avenue, Kolkata -700 029
*Financial Calendar (Tentative) (April 01, 2015 to March 31, 2016) [i] 1st Quarterly results [ii] 2nd Quarterly results [iii] 3rd Quarterly results [iv] 4th Quarterly	on 13th August, 2015 Within 14th November, 2015 Within 14th February, 2016 Within 30th May, 2016
* Book Closure Date:	Monday, 21st September, 2015 to Wednesday, 30th September, 2015 (Both days inclusive)
* Dividend Payment Date	None
* Listing on Stock Exchange	Bombay Stock Exchange Limited National Stock Exchange of India Limited The Company has paid the Annual Listing fee to each of the Stock Exchanges for the period April, 2015 to March 31, 2016.



* Stock Code – Physical ISIN No.	Bombay Stock Exchange Ltd. – 512553 National Stock Exchange of India Ltd. – ZENITHEXPO INE 058B01018
* Market price Data	As per Appendix ‘A’
* Registrar and Transfer Agents	C B Management Services (P) Limited P-22, Bondel Road, Kolkata – 700 019 Telephone: (033)4011-6700/2280-6692/2282-3643/2287-0263 Fax: (033) 4011-6739, E-mail – rta@cbmsl.com, website – www.cbmsl.com
* Share Transfer System	Share Transfer requests received in physical form is registered within an average period of 15 days. A Share Transfer and Investors’ Grievance Committee comprising members of the Board is constituted to consider the request of transfer of physical shares. Request for dematerialization received from Shareholders are effected within an average period of 15 days.
* Distribution of Shareholding & Shareholding pattern	As per Appendix ‘B’ & ‘C’
* Dematerialisation of Shares as on March 31, 2015	The Company has arrangements with National Securities Depository Ltd., (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) for demat facility. 5314962 (98.49%) Equity Shares as on 31st March, 2015 have been dematerialised with National Securities Depository Limited (NSDL) 44097 (0.82%) Equity Shares as on 31st March, 2015 have been dematerialised with Central Depository Services (India) Limited (CDSL).
• Outstanding GD₹/ AD₹/ Warrants or any convertible instruments, conversion date and likely impact on equity	The Company has not issued any GD₹/AD₹/Warrants or any convertible instruments.
* Plant Location	(i) Zenith Spinners, Vill-Sarandi, Taluka-Dholka, Dist-Ahmedabad - 387810 (ii) Zenith Textiles Nanjangud, Dist- Mysore, Karnataka – 571 302
* Address for correspondence	Zenith Exports Limited 19, R.N.Mukherjee Road, 1st Floor Kolkata – 700 001 Phone : 2248-7071/6936 Fax : 2248-9853/0960 E-mail : zenith@giasc01.vsnl.net.in



XIII. Non-Mandatory Requirements

i) Nomination & Remuneration committee:

The Company has a Nomination & Remuneration committee comprising of Mr. M. M. Bhagat, Mr. K. D. Rungta & Mr. M. L. Jain as already stated in this Report.

ii) Shareholder Rights:

Half-Yearly results including summary of the significant events are presently not being sent to the Shareholders of the Company. However, the quarterly Results of the Company are being published in Newspapers on the next day after considering the same by the Board of Directors.

iii) Audit Qualification:

The Audit Report does not contain any qualification which requires Board clarification

iv) Training of Board Members:

The Company has not yet adopted any training programme for its Directors.



APPENDIX - 'A'

The monthly high and low quotation in the year 2014-15 of Equity shares traded on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) are as follows:

MONTH	BSE			NSE		
	Market Price (Rs.)		VOLUME (No. of Shares)	Market Price (Rs.)		VOLUME (No. of Shares)
	HIGH	LOW		HIGH	LOW	
April, 2014	46.30	40.00	Information Not Available	41.90	40.80	Information Not Available
May, 2014	46.45	44.00		39.05	33.55	
June, 2014	50.25	45.60		52.75	34.50	
July, 2014	62.90	52.70		62.00	48.45	
August, 2014	66.00	53.25		65.00	54.20	
September, 2014	62.90	56.00		60.60	51.10	
October, 2014	65.00	63.50		62.50	57.10	
November, 2014	60.75	56.05		59.00	59.00	
December, 2014	62.95	53.25		64.90	58.85	
January, 2015	65.00	60.80		61.00	60.80	
February, 2015	63.90	56.00		60.50	60.50	
March, 2015	60.80	55.25		60.70	55.20	

APPENDIX - 'B'

Distribution of Shareholding as on March 31, 2015

RANGE (NO. OF SHARES)	SHARE HOLDERS		SHARES	
	NO.	% OF TOTAL	NO.	% OF TOTAL
[1]	[2]	[3]	[4]	[5]
UPTO - 5000	1144	98.11	188241	3.49
5001 - 10000	4	0.34	24100	0.44
10001 - 20000	3	0.26	43056	0.80
20001 - 30000	—	—	—	—
30001 - 40000	—	—	—	—
40001 - 50000	—	—	—	—
50001 - 100000	1	0.09	71250	1.32
100001 - and above	14	1.20	5069603	93.95
TOTAL	1166	100.00	5396250	100.00



Shareholding Pattern as on 31st March, 2015

Category	No. of Shares held	Percentage of Shareholding
A. Promoter's holding		
1. Promoters		
Indian Promoters	2792556	51.75
Foreign Promoters	Nil	Nil
2. Persons acting in Concert	Nil	Nil
Sub-Total	2792556	51.75
B. Non-Promoters Holding		
3. Institutional Investors		
a. Mutual Funds and UTI	Nil	Nil
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/Non-government Institutions)	Nil	Nil
c. FIIS	Nil	Nil
Sub-Total	NIL	NIL
4. Others		
a. Private Corporate Bodies/Trust	2389774	44.29
b. Indian Public	213734	3.96
c. NRIs/OCBs	136	0.00
d. Any other (Clearing Member)	50	0.00
Sub-Total	2603694	48.25
GRAND TOTAL	5396250	100.00
NOTE: TOTAL FOREIGN SHARE HOLDING		
	No. of Shares	% of Share Holding
Foreign Holding (Non-Resident)		
NRIS/OCB	136	0.00
FII	—	—
Total	136	—



AUDITORS CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members of
ZENITH EXPORTS LIMITED

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to Compliance of conditions of Corporate Governance by Zenith Exports Limited for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was conducted in the manner described in the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all material respect 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 of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **TIWARI & COMPANY**
CHARTERED ACCOUNTANTS
Firm Regn No. 309112E

Place: Kolkata
Dated: 13/08/2015

K.K. Bandyopadhyay
Partner
M.N. 015958



CEO AND CFO CERTIFICATION UNDER CLAUSE 49(V) OF THE LISTING AGREEMENT

We, Surendra Kumar Loyalka (DIN: 00006232), Chairman-cum-Managing Director and Mr. Sushil Kasera (PAN: AFNPK5320D), Chief Financial Officer, to the best of our knowledge and belief, certify that:

- 1) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or which violate the company's code of conduct.
- 3) We are responsible for establishing and maintaining internal controls for financial reporting and we have
 - a) Evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting;
 - b) Disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware; and
 - c) The steps we have taken or propose to take to rectify these deficiencies.
- 4) We have indicated to the company's auditors and the Audit Committee of the Board of Directors
 - a) Significant changes that have occurred in the internal control over financial reporting during the year;
 - b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
 - c) Instances of significant fraud of which we are aware and the involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting; and
 - d) All deficiencies in the design or operation of internal controls, which could adversely affect the company's ability to record, process, summarize and report financial data, and have identified for the company's auditors, any material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
- 5) We declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Surendra Kumar Loyalka
Chairman-cum-Managing Director

Sushil Kasera
Chief Financial Officer

Place: Kolkata
Date: 13/08/2015



Form No. MR-3

SECRETARIAL AUDIT REPORT
For the financial year ended on 31st March, 2015

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

To,
The Members,
Zenith Exports Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Zenith Exports Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable Laws and Regulations.

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

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

- (i) The Companies Act 2013 (The Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;(There is no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (employee Stock Option Scheme And Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities Exchange Board of India (Registrars to an Issue And Share Transfer Agents) Regulations, 1993
 - (g) The Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and,
 - (h) The Securities Exchange Board of India (Buyback of Securities) Regulations, 1998;



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(vi) The Laws as identified by the management, are specifically applicable to the Company (as mentioned in Annexure-B)

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period)
- (b) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange limited (BSE)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulation, Guidelines, Standards, etc. mentioned above.

I further report that

- (a) 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
- (b) Adequate Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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

Date: 12.08.2015
Place: Kolkata

Sandip Kumar Kejriwal
Practising Company secretary
Membership No.5152
Certificate of Practice No.-3821



“Annexure A”

To,
The Members
Zenith Exports Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes 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. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. 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 procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

“Annexure B”

List of applicable laws other than the laws listed above:

- I. Employees’ Provident Fund and Miscellaneous Provisions Act, 1952
- II. Employees’ Sate Insurance Act, 1948
- III. Income Tax Act, 1961
- IV. Service Tax Act
- V. Factories Act, 1948
- VI. Industrial Dispute Act, 1947
- VII. Industrial Relation Act
- VIII. Foreign Exchange Management Act, 1999
- IX. The Customs Act,1962
- X. The Central Excise Act,1944
- XI. Central & Local Sales Tax Act
- XII. The wealth Tax Act, 1957
- XIII. Shops & Establishment Act, 1963
- XIV. Minimum Wages Act, 1948
- XV. Payment of Gratuity Act, 1972
- XVI. Payment of Bonus Act, 1965
- XVII. Payment of Wages Act, 1936
- XVIII. Compulsory Notification of Vacancies Act, 1959



INDEPENDENT AUDITOR'S REPORT

To the Members of
Zenith Exports Limited

Report on the financial Statements

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

Management's Responsibility for the Financial Statements.

The 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting 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 making 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing 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 misstatements.

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

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

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) In the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirement**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of Our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law has been kept by the Company so far as appear from our examination of those books.
 - bb. The report on the accounts of the branch offices audited under sub-section (8) of section 143 by a person other than a company's auditor has been forwarded to us as required and have been dealt with in preparing our report in the manner considered necessary by us;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement 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 written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer note 23.1 of the notes to Financial Statements.
 - ii. There were no material foreseeable losses on the long term contracts including derivative contracts and as such the Company was not required to make any provision for the same under the applicable law or accounting standards.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **TIWARI & COMPANY**
Chartered Accountants
Firm Regn No. 309112E

(P. Tiwari)
(Partner)
(M.N. 16590)

Place: Kolkata
Dated: 29/05/2015

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirement" of our report of even date

1. In respect of its Fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets on the basis of available information.
 - b. As explained to us, all the fixed assets of the Company have been physically verified by the management in phased periodical manner, which in our opinion, is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies have been noticed on such physical verification.
2. In respect of its inventories:
 - a. The inventories of the Company have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the Company and the nature of its business.
 - c. The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. The Company has neither given nor taken any loan during the year from companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly the sub clauses (a) to (b) are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposit in terms of directions issued by the Reserve bank of India and the provision of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 for any of the products of the Company.
7. In respect of statutory dues:
 - (A) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess, and other statutory dues have been generally regularly deposited with the appropriate authorities.
 - (B) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable except the followings.

Sl. No	Nature of Dues	Amount Due in ₹.	Forum where pending	For which Assessment Year
1.	Income-Tax	18,79,864	Commissioner of Income. Tax (Appeal) / Kolkata	2004-05
2.	Income-Tax	2,12,747	Do	2006-07



Sl. No	Nature of Dues	Amount Due in ₹.	Forum where pending	For which Assessment Year
3	Income-Tax	12,93,600	Do	2011-12
4	Service-tax	48,543	Commissioner of Excise(Appeal-I) Kolkata	2013-14

(C) There is no amount required to be transferred to Investment Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and the rules framed there under.

8. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions and banks.
10. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks and financial institutions, the terms thereof are prejudicial to the interest of the company.
11. As observed by us, the Company has not obtained any term loans during the year under audit. Hence, the order is not applicable.
12. Based upon the audit procedures performed and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For **TIWARI & COMPANY**
Chartered Accountants
Firm Regn No. 309112E

(P. Tiwari)
(Partner)
(M.N. 16590)

Place: Kolkata
Dated: 29/05/2015



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BALANCE SHEET as at 31st March, 2015

(₹ in Lacs)

	Note	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	539.63	539.63
Reserves & Surplus	2	8641.42	9153.11
		9181.05	9692.74
Non-current Liabilities			
Long-Term Borrowings	3 (A)	—	0.84
Deferred Tax Liabilities	4	—	191.36
Other Long-Term Liabilities	5	63.61	99.68
Long-Term Provision	6 (A)	244.45	211.00
		308.06	502.88
Current Liabilities			
Short-Term Borrowings	3 (B)	3161.92	3560.96
Trade Payables	7	321.75	1216.12
Other Current Liabilities	8	678.87	1057.14
Short-Term Provisions	6 (B)	37.51	79.62
		4200.05	5913.84
Total		13689.16	16109.46
ASSETS			
Non-current Assets			
Fixed Assets	9		
Tangible Assets		2916.10	4081.98
Deferred Tax Assets	4	138.54	—
Long-Term Loans and Advances	10 (A)	777.17	1017.67
		3831.81	5099.65
Current Assets			
Current Investments	11	1.48	21.47
Inventories	12	6131.85	6852.85
Trade Receivable	13	2148.36	1669.76
Cash and Cash Equivalents	14	325.43	564.56
Short-Term Loans and Advances	10 (B)	730.31	972.82
Other Current Assets	15	519.92	928.35
		9857.35	11009.81
Total		13689.16	16109.46

Notes forming part of the financial statements

1-26

As per our report of even date annexed

For **TIWARI & COMPANY**

Chartered Accountants
Firm Regn. No.- 309112E
P. Tiwari
Partner (M. No. 16590)

Place : Kolkata
Date : 29th May, 2015

Lawkush Prasad
Company Secretary

Sushil Kasera
Chief Financial Officer

For and on behalf of the Board of Directors

Surendra Kumar Loyalka	Chairman cum Managing Director
Raj Kumar Loyalka	Joint Managing Director
Madhukar Manilal Bhagat	Director
Keshar Deo Rungta	Director
Mangilal Jain	Director
Devendra Kumar Sarawgee	Director



STATEMENT OF PROFIT & LOSS ACCOUNTS for the year ended 31st March, 2015

(₹ in Lacs)

	Note	Year ended 31st March, 2015	Year ended 31st March, 2014
INCOME			
Revenue from Operations	16	26647.15	31553.47
Other Income	17	644.87	128.40
Total Revenue		27292.02	31681.87
EXPENSES			
Cost of materials consumed	18	19009.16	19338.03
Purchases		633.63	2679.24
Changes in inventories of finished goods & work-in-progress	19	(123.90)	576.73
Employee benefits expense	20	1397.80	1378.65
Finance costs	21	563.85	624.65
Depreciation and amortization expenses		455.72	646.42
Other expenses	22	5375.75	6155.30
Total expenses		27312.01	31399.01
PROFIT/(LOSS) BEFORE TAX			
Tax Expenses		(19.99)	282.86
Current tax		46.46	207.55
Deferred Tax expenses/(credit)		(80.08)	(90.62)
Income Tax for earlier year		5.16	(0.69)
PROFIT/(LOSS) FOR THE YEAR		8.47	166.62
Earnings per share (Face value of ₹.10/- each)	23.3		
Basic & Diluted (₹.)		0.16	3.09
Notes forming part of the Financial Statements	1-26		

As per our report of even date annexed

For **TIWARI & COMPANY**

Chartered Accountants
Firm Regn. No.- 309112E
P. Tiwari
Partner (M. No. 16590)

Place : Kolkata
Date : 29th May, 2015

Lawkush Prasad
Company Secretary

Sushil Kasera
Chief Financial Officer

For and on behalf of the Board of Directors

Surendra Kumar Loyalka Chairman cum Managing Director
Raj Kumar Loyalka Joint Managing Director
Madhukar Manilal Bhagat Director
Keshar Deo Rungta Director
Mangilal Jain Director
Devendra Kumar Sarawgee Director



CASH FLOW STATEMENT for the year ended March 31, 2015

	(₹. in Lacs)	
	2014-2015	2013-2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax & extra ordinary items	(19.99)	282.86
Adjustment for :		
Depreciation	455.72	646.42
Interest income	(29.16)	(38.65)
Interest Expenses	563.85	624.66
(Profit)/Loss on Sale of Fixed Assets (Net)	(35.22)	0.35
(Profit)/Loss on Sale of Investments	(1.01)	(0.54)
Provision for Doubtful Debts	11.53	65.56
Depreciation for earlier years written back	—	(2.61)
Operating Profit before Working Capital changes	945.72	1578.05
Adjustments for (Increase)/decrease in:	(488.12)	(19.80)
Trade Receivable	781.36	(301.22)
Loans and Advances and Other Assets	721.00	576.88
Inventories	(1156.28)	(875.52)
Trade Payable, Other Liabilities and Provisions		
Cash generated from operations	803.68	958.39
Income Tax Paid	(120.74)	(165.33)
NET CASH FROM OPERATING ACTIVITIES (A)	682.94	793.06
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including		
Capital Work-in-Progress	(82.05)	(158.67)
Sales of Fixed Assets	57.44	9.16
Sales of Investments	36.00	21.10
Purchase of Investments	(15.00)	(30.00)
Interest Received	45.28	18.03
NET CASH FROM INVESTING ACTIVITIES (B)	41.67	(140.38)



CASH FLOW STATEMENT for the year ended March 31, 2015 (contd.)

	(₹. in Lacs)	
	2014-2015	2013-2014
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Borrowings/(Repayments) of Long Term Borrowings	(0.84)	(1.59)
Borrowings/(Repayments) of Short Term Borrowings	(399.04)	302.85
Interest Paid	(563.85)	(624.66)
NET CASH USED IN FINANCIAL ACTIVITIES (C)	(963.73)	(323.40)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS [A+B+C]	(239.12)	329.28
OPENING CASH & CASH EQUIVALENTS	564.55	235.27
CLOSING CASH & CASH EQUIVALENTS	325.43	564.55
NET INCREASE/(DECREASE)	(239.12)	329.28

Note:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in 'Accounting Standard-3' Cash Flow Statement.
2. Figures in the brackets represent, cash outflows.

The accompanying notes 1 to 26 are an integral part of the Financial Statements.

As per our report of even date annexed

For **TIWARI & COMPANY**

Chartered Accountants

Firm Regn. No.- 309112E

P. Tiwari

Partner (M. No. 16590)

Place : Kolkata

Date : 29th May, 2015

Lawkush Prasad

Company Secretary

Sushil Kasera

Chief Financial Officer

For and on behalf of the Board of Directors

Surendra Kumar Loyalka

Raj Kumar Loyalka

Madhukar Manilal Bhagat

Keshar Deo Rungta

Mangilal Jain

Devendra Kumar Sarawgee

Chairman cum Managing Director

Joint Managing Director

Director

Director

Director

Director



ZENITH EXPORTS LIMITED - ANNUAL REPORTS 2014-15

Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

1. SHARE CAPITAL

AUTHORISED

1,00,00,000 (1,00,00,000) Equity Shares of ₹.10/- each

ISSUED, SUBSCRIBED & PAID UP CAPITAL

53,96,250 (53,96,250) Equity Shares of ₹.10/- each

	As at 31st March, 2015	As at 31st March, 2014
	1000	1000
	539.63	539.63

Notes:

Subscribed and paid-up share capital includes:

- (1) Equity shareholder holding more than 5% of equity shares along with the number of equity shares held is as given below:

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	% of Holding	Number of Shares	% of Holding	Number of Shares
Urmila Loyalka	11.66	629150	11.66	629150
Bhutnath Vanijya Vyapaar Pvt.Ltd.	10.80	582586	10.80	582586
Surendra Kumar Loyalka (HUF)	10.40	561420	10.40	561420
R.K.Finance Ltd.	9.68	522445	9.68	522445
Surendra Kumar Loyalka	8.92	481496	8.92	481496
Purotech Sales Pvt.Ltd.	6.60	356000	6.60	356000
Zenith Credit Ltd.	6.21	335150	6.38	344150
Maxxon Impex and Credit Pvt.Ltd	5.75	310093	5.75	310093
A.C.Roy & Co.Pvt.Ltd.	5.64	304490	5.64	304490

(2) Rights Preferences and Restrictions attached to shares

The Company has only one class of equity shares having a par value of ₹.10/- per share. Each shareholder of equity shares is entitled to one vote per share held. In the event of liquidation of the company the equity shareholders are eligible to receive the emaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.



Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
2. RESERVES & SURPLUS		
a) Capital Reserve		
At the Beginning of the year	224.13	224.13
Deduction during the year		
At the end of the year	224.13	224.13
b) Security Premium Account		
At the Beginning of the year	277.37	277.37
c) General Reserve		
At the Beginning of the year	4612.77	4612.77
d) Cash Subsidy		
At the Beginning of the year	25.00	25.00
e) Surplus		
At the Beginning of the year		3847.22
Less: Depreciation in respect of Assets whose useful life is over (net of Deferred Tax) [Refer Note No. 9 & 26.4(b)]	(520.16)	—
Add: Net Profit/(Loss) for the year	8.47	166.62
Amount available for appropriation	3502.15	4013.84
Balance at the end of the year	3502.15	4013.84
TOTAL	8641.42	9153.11
3. BORROWINGS		
Non Current Liabilities		
(A) Long-Term Borrowings		
Secured		
Term Loan		
From Canara Bank		
Vehicle Loan [Refer Note 2 & 3]	—	0.84
Total (A)	—	0.84
Current Liabilities		
(B) Short-Term Borrowings		
Secured		
Loan repayable on demand from banks		
(a) Packing Credit		
Canara Bank [Refer Note 1(a)]	2058.06	2514.63
State Bank of India [Refer Note 1(b)]	566.68	1046.33
(b) Cash Credit		
State Bank of India [Refer Note 1(b)]	537.18	—
Total (B)	3161.92	3560.96



Notes on Financial Statements for the year ended 31st March, 2015

Notes:

1. (a) Working Capital Loans from Canara Bank are secured by hypothecation of Stock & book debts of Trading Division, Kolkata & Textile Division, Mysore and Personal Guarantee of Promoter Directors and further by second charge on the entire Fixed Assets of the Company.
 (b) Working Capital Loans from State Bank of India are secured by hypothecation of Stocks & Book debts of Spinning Division, Ahmedabad and Personal Guarantee of Promoter Directors and further by second charge on the entire Fixed Assets of the Company.
2. Secured against hypothecation of vehicles under hire purchase.
3. Instalment of Term Loans and Vehicles Loan falling due within 12 months shown under "Other Current Liabilities" (Refer Note 8)

		(₹. in Lacs)	
		As at 31st March, 2015	As at 31st March, 2014
4. DEFERRED TAX LIABILITIES/(ASSETS)			
A. DEFERRED TAX LIABILITIES			
Difference between Book & Tax Depreciation		—	271.93
Total (A)		—	271.93
B. DEFERRED TAX ASSETS			
Difference between Book & Tax Depreciation		22.05	—
Disallowance under Section 43B		116.49	80.57
Total (B)		138.54	80.57
DEFERRED TAX LIABILITIES/(ASSETS) (NET) [A-B]		(138.54)	191.36

Notes:

- (a) The Deferred Tax Assets arising from timing differences are recognised to the extent there is reasonable certainty that these assets can be realised in future.
- (b) The deferred tax for timing difference between the book and tax profit for the year is accounted for, using the tax rates and tax laws that have been enacted or subsequently enacted as at the Balance Sheet date.
- (c) Deferred tax assets in respect of Unabsorbed Depreciation and Brought forward losses has been considered on the basis of latest Income tax return.

		(₹. in Lacs)	
		As at 31st March, 2015	As at 31st March, 2014
5. OTHER LONG-TERM LIABILITIES			
Creditors for Capital Goods		18.90	54.15
Security Deposits		26.01	32.31
Advance from Customers		—	0.55
Sundry Creditors for Expenses & Others		18.70	12.67
Total		63.61	99.68



Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
6 PROVISIONS		
NON-CURRENT LIABILITIES		
(A) Long-Term Provisions		
Provision for Employee Benefits	244.45	211.00
Total (A)	244.45	211.00
CURRENT LIABILITIES		
(B) Short-Term Provisions		
Provision for Employee Benefits	37.51	37.33
Others		
Excise Duty on Stock	—	0.07
Provision for Income Tax (Net of advance)	—	42.22
Total (B)	37.51	79.62
7. TRADE PAYABLE	321.75	1216.12
Creditors for materials & services (Refer Note No.1 below)		
Total	321.75	1216.12

Notes:

- Out of above, ₹ Nil (Previous Year- ₹ Nil) pertains to micro small and medium enterprises as defined under Micro Small and Medium Enterprises Development Act, 2006 based on the information available with the company. There is no interest payable to such parties during the year (Previous Year- ₹ Nil)

8. OTHER CURRENT LIABILITIES		
Capital Creditors	39.29	42.84
Current Maturities of Long-Term Debts [Refer Note 3(3)]	0.85	5.11
Interest Accrued but not due on Borrowings	1.58	2.83
Book Overdraft with Banks [Refer Note- a]	162.29	487.35
Accrued Salaries and Benefits	55.07	68.00
Others		
Advance from Customers	71.40	93.90
Government Statutory Dues	23.73	24.36
Sundry Creditors for Expenses & Others	324.66	332.75
Total	678.87	1057.14

Notes:

- Book overdraft includes ₹. 5.76 Lacs (Previous year ₹. 16.58 Lacs) overdraft with Banks against Pledge of Fixed Deposit.



Notes on Financial Statements for the year ended 31st March, 2015

CLASSIFICATION OF ASSETS	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK				
	As at 01.04.14	Addition	Sales/Adj. adjustments	Up to 31.03.15	As at 01.04.14	For the year	Depreciation in respect of Assets whose useful life is over	Sales/Adj. adjustments	Up to 31.03.15	As at 31.03.15	As at 31.03.14
(A) TANGIBLE											
Leasehold Property	5.89	—	—	5.89	1.69	0.08	—	—	1.77	4.12	4.20
Freehold Property	91.57	—	—	91.57	—	—	—	—	—	91.57	91.57
Building	372.70	—	—	372.70	198.25	3.54	—	—	201.80	170.90	174.45
Factory Building	1380.75	—	20.74	1360.01	708.39	40.10	30.18	6.66	772.01	588.00	672.36
Well, Water works & Pipe Line	25.30	—	—	25.30	7.94	0.06	15.40	—	23.40	1.91	17.36
Plant & Machinery	12015.69	69.36	17.93	12067.12	9219.28	340.84	674.93	12.42	10222.63	1844.49	2796.41
Electrical Installation	193.75	—	—	193.76	149.05	4.60	21.03	—	174.67	19.08	44.71
Computer & Accessories	119.55	1.26	—	120.81	102.86	4.97	4.83	—	112.66	8.15	16.69
Office & Other - Equipments	96.46	5.06	—	101.52	52.96	9.28	12.55	—	74.79	26.72	43.50
Furniture & Fixture	203.92	—	46.78	157.13	142.52	13.14	11.06	44.40	122.32	34.81	61.39
Site Development	13.69	—	—	13.69	—	—	—	—	—	13.69	13.69
Vehicles	278.02	6.37	4.90	279.49	132.38	39.11	0.01	4.65	166.84	112.65	145.64
Total	14797.29	82.05	90.35	14788.99	10715.32	455.72	769.99*	68.14	11872.89	2916.10	4081.98
Previous Year	14740.26	158.66	101.63	14797.29	10163.62	646.42	—	94.72	10715.31	4081.98	

Notes:

* Adjusted with Retained Earnings [Refer Note No. 2(e)]



Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
10. LOANS & ADVANCES		
NON CURRENT ASSETS		
(A) Long-Term Loans & Advances		
Unsecured, Considered Doubtful Loan	65.56	65.56
Less:-Provision for Doubtful	65.56	65.56
Unsecured Considered Good		
Capital Advances	10.57	10.52
Deposit with Government	23.85	23.82
Deposit with Others	99.75	99.76
Other Loans & Advances		
Advance Income Tax	5.00	5.13
Income Tax Refund Receivable	136.83	128.27
Service Tax Refund Receivable	1.34	3.18
VAT Credit Receivable	497.31	732.94
Prepaid Expenses	2.23	2.38
FBT Refund Receivable	0.29	0.29
Others		
Other Advance	—	11.38
Unsecured, Considered Doubtful Advance	2.00	
Less: Provision for Doubtful	2.00	—
Total (A)	777.17	1017.67
CURRENT ASSETS		
(B) Short-Term Loans & Advances		
Unsecured, Considered goods		
Advance to material suppliers/services	164.09	145.98
Other Loans & Advances		
Advance Income Tax (net of provision)	27.04	—
Prepaid Expenses	28.62	24.93
Balance with Central Excise	26.11	51.07
Cenvat Service Tax input receivable	3.74	4.72
VAT Credit Receivable	413.64	659.19
Service Tax Refund Receivable	6.02	5.71
Income Tax Refund Receivable	—	8.56
Others	61.05	72.66
Total (B)	730.31	972.82



ZENITH EXPORTS LIMITED - ANNUAL REPORTS 2014-15

Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

11. CURRENT INVESTMENTS

Investments in Mutual Funds Fully paid-up (Valued at Lower of Cost and Fair Value)

Unquoted

	Face Value
Reliance Equity Opportunity Fund-RP-Growth	10/-
Kotak Low Duration Fund Standard Growth-RP (Formerly Pine Bridge India Short Term Fund Standard Growth)	1000/-

Aggregate amount of Unquoted Investments

As at 31st March, 2015		As at 31st March, 2014	
Units	Value	Units	Value
4775.937	1.00	4775.937	1.00
30.237	0.48	1372.776	20.47
1.48		21.47	

12. INVENTORIES

(At cost or net reliable value whichever is lower)

Raw materials [Refer Note- a]	2393.78	3247.55
Dyes & Chemicals	12.30	13.09
Semi-Finished Goods	831.43	669.54
Finished Goods [Refer Note- b]	2621.16	2655.38
Packing Materials	56.16	53.52
Stores & Spares	213.39	206.31
Wastage & Others	3.63	7.46
Total	6131.85	6852.85

Notes:

a. Raw Materials includes

(i) With Parties

376.04 418.07

376.04 418.07

b. Finished Goods Includes

(i) At Port

— 1.53

(ii) With Parties

37.92 21.96

(iii) In Transit

4.91 4.22

42.83 27.71

13. TRADE RECEIVABLE

(A) Debts Exceeding Six Months

Unsecured, Considered Good	138.27	125.78
Unsecured, Considered Doubtful	9.53	
Less: Provision for Doubtful Debts	9.53	—

Total [A]

138.27 125.78

(B) Other Debts

Secured, Considered Good	914.84	731.38
Unsecured, Considered Good	1095.25	812.60

Total [B]

2010.09 1543.98

Total [A+B]

2148.36 1669.76



Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

	Year ended 31st March, 2015	Year ended 31st March, 2014
14. CASH & CASH EQUIVALENT		
Balances with Banks		
In Current Accounts	30.40	291.67
In Fixed Deposit Accounts (Refer Note - A below)	275.83	256.08
In E.E.F.C. Accounts	0.09	0.09
Cash-in-hand	19.11	16.72
Total	325.43	564.56
Fixed Deposit Accounts with more than 12 months maturity	260.85	48.00

Notes:

- A. (i) Fixed Deposit pledged with banks representing margin money for overdraft facilities.
(ii) Deposits can be withdrawn at any point of time without prior notice or exit costs on the principal amount.

15. OTHER CURRENT ASSETS		
Interest Accrued but not due on Fixed Deposit	24.77	40.90
Export Benefit Receivable	417.76	835.99
Excise Duty Receivable	77.38	51.46
Stamp Stock	0.01	0.00
Total	519.92	928.35
16. REVENUE FROM OPERATIONS		
(A) SALES OF PRODUCTS		
Export	19251.30	23722.40
Deemed Export	3019.96	3696.73
Indigenous	2575.65	2272.79
Less: Excise Duty	0.19	0.70
Total (A)	24846.72	29691.22
(B) SALE OF SERVICES		
Job Charges-Indigenous (TDS ₹. 0.32 Lacs, Previous Year ₹. 0.29 Lacs)	20.48	26.83
Total (B)	20.48	26.83
(C) OTHER OPERATING REVENUE		
Export Incentives	1779.95	1835.42
Total (C)	1779.95	1835.42
TOTAL(A+B+C)	26647.15	31553.47



ZENITH EXPORTS LIMITED - ANNUAL REPORTS 2014-15

Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

	Year ended 31st March, 2015	Year ended 31st March, 2014
17. OTHER INCOME		
Interest Income (TDS ₹. 2.86 Lacs, Previous year ₹. 3.03 Lacs)	29.16	38.66
Exchange Fluctuation (net)	551.92	47.78
Excess Provision W/Back	13.76	31.39
Insurance Claim Received	—	0.29
Miscellaneous Receipts	0.96	0.18
Profit on Sale of Fixed Assets	37.45	3.56
Depreciation for Earlier Years W/Back	—	2.61
Sundry Balance W/back	3.13	—
Gain on Sale of Investments (Net)	1.01	0.54
Service Tax on Export Service	7.48	3.39
TOTAL	644.87	128.40
18. COST OF MATERIAL CONSUMED		
(A) RAW MATERIAL CONSUMED		
Opening Stock	3247.55	3205.56
Add: Purchase	18047.76	19226.96
Processing Charges	24.26	62.07
Less: Raw Material Loss in Transit	(0.34)	(20.02)
Less: Closing Stock	(2393.78)	(3247.55)
Total (A)	18925.45	19227.02
(B) DYES & CHEMICALS CONSUMED		
Opening Stock	13.09	14.68
Add: Purchase	82.92	109.42
Less: Closing Stock	(12.30)	(13.09)
Total (B)	83.71	111.01
TOTAL (A+B)	19009.16	19338.03



Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

	Year ended 31st March, 2015	Year ended 31st March, 2014
19. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS		
(A) Inventories (at commencement)		
Finished Goods	2655.38	3094.12
Work-in-Progress	669.53	808.75
Waste & Others	7.46	6.19
Total	3332.37	3909.06
(B) Inventories (at close)		
Finished Goods	2621.15	2655.38
Work-in-Progress	831.43	669.53
Waste & Others	3.63	7.46
Total	3456.21	3332.37
(C) Increase/(Decrease) in Cenvat Duty on Stock	(0.06)	0.04
Net (Increase)/Decrease in Stock (A-B+C)	(123.90)	576.73
20. EMPLOYEE BENEFITS EXPENSE		
Salaries and Wages	1234.52	1219.48
Contribution to Provident & Other Funds	104.17	98.59
Staff welfare Expenses	59.11	60.58
Total	1397.80	1378.65
21. FINANCE COSTS		
(A) Interest to Bank		
On Working Capital	298.02	314.44
On Term Loan	0.18	0.31
On Bill Discounting	260.56	293.71
Total (A)	558.76	608.46
(B) Interest to Others	5.09	16.19
Total (A+B)	563.85	624.65



ZENITH EXPORTS LIMITED - ANNUAL REPORTS 2014-15

Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

	Year ended 31st March, 2015	Year ended 31st March, 2014
22. OTHER EXPENSES		
(A) Manufacturing Expenses		
Carriage	83.97	93.81
Designing & Sampling Charges	61.51	107.37
Material Processed	1702.23	1808.89
Power, Fuel & Water	1172.52	1088.13
Repairs and Maintenance		
Factory Buildings	3.70	3.23
Machinery	24.31	34.14
Service-Tax on Transport	1.18	0.91
Stores & Spares Consumed	405.96	607.10
Testing Charges	11.04	7.90
Other Manufacturing Expenses	25.33	31.79
Vat Input W/off	32.68	24.21
Total (A)	3524.43	3807.48
(B) Selling & Distribution Expenses		
Advertisement	21.52	16.98
Commission and Discount	575.54	794.10
Export Promotion	6.30	10.40
Foreign Travel	47.34	102.92
Freight Forwarding & Insurance Expenses	320.24	418.53
Packing Charges		
Packing Material Consumed	105.23	97.19
Packing Expenses	15.33	14.25
Participation in Trade Fair	0.90	12.57
Quality Control & Inspection	127.35	100.90
Total (B)	1219.75	1567.84
(C) Administrative Expenses		
Adjustment Relating to Prior Year (net)	3.51	3.88
Auditors Remuneration [Refer Note No. 23.7]	4.31	4.36
Bank Charges	104.77	124.03
ECGC Premium & Certificates	12.63	13.82
Provision for Doubtful Loan	-	65.56
Provision for Doubtful Debts	11.53	-
Directors Sitting Fees	1.06	0.96
Donation	29.56	58.50
Electricity	27.77	26.21
Insurance	28.42	29.98
Legal & Professional Charges	51.78	40.25
Loss on Sale of Fixed Assets	2.23	3.91
Miscellaneous Expenses	89.61	95.60
Motor Car Upkeep	41.88	46.88
Printing & Stationary	91.01	77.99
Postage, Courier & Telephone	32.11	46.49
Rates, Taxes & Fees	14.46	44.07
Rent	13.99	14.61
Repairs & Maintenance		
Building	4.79	9.29
Others	30.63	35.74
Travelling & Conveyance	35.52	37.85
Total (C)	631.57	779.98
Total (A+B+C)	5375.75	6155.30



Notes on Financial Statements for the year ended 31st March, 2015

(₹. in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
23. ADDITIONAL NOTES TO THE FINANCIAL STATEMENTS		
23.1 Commitments and Contingent Liabilities		
(i) Commitments/Contingent Liabilities		
a. Foreign Bills discounted through banks	2262.40	2739.20
b. Bank Guarantee	175.00	175.00
(ii) Claims against the company not acknowledged as debts in respect of		
a. Employees dispute for reinstatement is pending disposal by Labour Court	—	22.00
b. Income-Tax demand under CIT(Appeal)/I.T. Appellate Tribunal.	33.86	33.86
c. Service Tax demand under Commissioner of Central Excise (Appeals-I) Kolkata	0.49	—
(iii) Estimated amount of contract remaining to be executed on capital account (net of advances)	—	9.24
23.2 Employee Benefits	2014-2015	2013-2014
The disclosure required under AS-15 on “Employee Benefits” notified in the companies (Accounting Standards) Rules 2006, are given below:		
Defined Contribution Plans		
Contribution to Recognised Provident Fund & Pension Fund	71.32	69.78



Notes on Financial Statements for the year ended 31st March, 2015

Defined Benefits Plans

Gratuity Benefits are as follows

Description	2014-2015		2013-2014	
	GRATUITY		GRATUITY	
	Funded	Unfunded	Funded	Unfunded
	₹. in lacs	₹. in lacs	₹. in lacs	₹. in lacs
1. Reconciliation of opening and closing balances of obligation				
a. Present value of the beginning of the year	56.74	159.40	54.45	150.07
b. Current service cost	1.91	19.30	2.10	23.95
c. Interest cost	4.54	12.67	4.36	12.41
d. Actuarial (gain)/loss	5.08	12.06	0.77	(4.35)
e. Benefits paid	(13.51)	(11.41)	(4.95)	(22.69)
f. Present value of the end of the year	54.76	192.02	56.74	159.40
2. Change in fair value of plan assets				
a. Fair value of plan assets as at the beginning of the year	54.12	—	44.29	—
b. Expected return on plan assets	4.60	—	4.61	—
c. Actuarial gain/(loss)	—	—	—	—
d. Contributions/refunds made by/to the company	4.53	—	10.17	—
e. Benefits paid	(13.51)	—	(4.95)	—
f. Fair value of plan assets as at the end of the year	49.74	—	54.12	—
3. Reconciliation of fair value of plan assets and obligations				
a. Fair value of plan assets as at year end	49.74	—	54.12	—
b. Present value of obligation as at the year end	(54.76)	(192.02)	(56.74)	(159.40)
c. Amount recognised in the balance sheet	(5.02)	(192.02)	(2.62)	(159.40)
4. Expenses recognised during the year				
a. Current service cost	1.91	19.30	2.10	23.95
b. Interest cost	4.54	12.67	4.36	12.41
c. Expected return on plan assets	(4.60)	—	(4.61)	—
d. Actuarial (gains)/loss	5.08	12.06	0.77	(4.35)
e. Expenses recognised during the year	6.93	44.03	2.62	32.01
5. Investment details				
a. Others (fund with life Insurance Corporation of India)	49.74	—	54.12	—
6. Assumptions				
a. Discount rate (per annum)	8.00%	8.00%	8.00%	9.10%
b. Estimated rate of return on plan assets (per annum)	9.00%	—	9.00%	—
c. Rate of escalation in salary	3.00%	6.00%	3.00%	6.00%

Note:

- The employee's Gratuity Funded Scheme of Main Division Kolkata managed by Life Insurance Corporation of India is a defined Benefit Plan.
- The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognised each period of service as giving rise to additional Unit of employee benefit entitlement and measures each unit separately to buildup the final obligation.



Notes on Financial Statements for the year ended 31st March, 2015

	(₹ in Lacs)	
	2014-2015	2013-2014
23.3 Earning Per Share (EPS)		
(a) Total Number of Equity Share Outstanding at the end of the year	5396250	5396250
(b) Net Profit after tax available to Equity (₹.) Shareholders	8.47	166.62
(c) Nominal value per Equity Shares (₹.)	10	10
(d) Basic/Diluted Earnings per Shares (₹.)	0.16	3.09
23.4 Purshase of Finished Goods		
Class of Goods		
Silk/Cotton/Viscose Fabrics	211.90	296.51
Polyester/ Viscose/Cotton yarn	415.45	2182.12
Silk Made-ups	5.38	32.96
Industrial Leather Handgloves	—	139.96
Others	0.90	27.69
Total	633.63	2679.24

23.5 Consumption of Raw Materials and Dyes & Chemicals

Class of Goods	2014-2015		2013-2014	
	%	Value	%	Value
(A) RAW MATERIALS				
Raw Leather		13274.20		12247.00
Clothes		171.69		164.81
Yarn		916.94		1375.95
Polyester,Cotton & Viscose Fibre		4562.62		5439.26
Total of (A)		18925.45		19227.02
Imported	3.75	709.15	5.61	1078.41
Indigenous	96.25	18216.30	94.39	18148.61
	100.00	18925.45	100.00	19227.02
(B) Dyes & Chemicals		83.71		111.01
Imported	3.16	2.64	1.31	1.45
Indigenous	96.84	81.07	98.69	109.56
	100.00	83.71	100.00	111.01
Total of (A+B)		19009.16		19338.03



Notes on Financial Statements for the year ended 31st March, 2015

23.6 Consumption of Stores & Spares and Packing Materials

	2014-2015		2013-2014	
	%	Value	%	Value
Class of Goods				
(A) Stores & Spares				
Thread		40.35		30.47
Rubb, Cuff, back & Components		101.54		91.57
Spares parts		264.07		485.06
Total of (A)		405.96		607.10
Imported	17.45	70.85	9.81	59.55
Indigenous	82.55	335.11	90.19	547.55
	100.00	405.96	100.00	607.10
(B) Packing Materials		105.23		97.19
Total of (A+B)		105.23		97.19

	₹. in Lacs	
	2014-2015	2013-2014
23.7 Auditors Remuneration		
As Statutory Audit	2.24	2.24
As Tax Audit	0.90	0.90
For Certification & Other Services	1.03	1.08
For Out of Pocket Expenses	0.14	0.14
	4.31	4.36
23.8 Value of Imports on CIF Basis		
Raw Materials	690.60	1005.23
Stores, Spares & Components	26.56	45.16
23.9 Expenditure in Foreign Currencies		
Foreign Travel & Participation in Exhibitions and Trade Fair	31.72	69.31
Commission	496.61	661.29
Design Purchase	55.01	72.59
Others	19.69	8.97
23.10 Earnings in Foreign Currencies		
Exports of Goods on F.O.B. Basis	19023.06	23441.94
Others	1.13	4.15


Notes on Financial Statements for the year ended 31st March, 2015
23.11 Derivative Instruments Outstanding:
(a) Forward Exchange Contracts :

Currency	2014-2015		2013-14	
	No. of Contracts	Amount in Foreign Currency	No. of Contracts	Amount in Foreign Currency
EURO	37	1864773	15	675271
USD	59	5536702	41	3947847

(b) Unhedged Foreign Currency Exposure as at the Balance sheet date

Category	Currency	2014-15	2013-14
		Amount in Foreign Currency	Amount in Foreign Currency
Exports	EURO	788159	199627
Exports	USD	2120226	2204190
Exports	GBP	185316	91749
Others	EURO	49150	65123
Others	USD	232027	320568
Others	GBP	13074	21149

23.12 Balance confirmation from some of Sundry Debtors, Sundry Creditors, Loan Parties and material lying with third parties are still awaited.

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



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Notes on Financial Statements for the year ended 31st March, 2015

24. Segment Reporting

The Company's primary Segment reporting is by its business segments which are Silk Fabrics/Made-ups segment, Industrial Leather Hand Gloves/Made-ups segment, yarns segments and Weaving Silk Fabrics segment.

(i) Business Segments

	₹. in Lacs					
	Silk Fabrics & Made-ups	Industrial Leather H/Gloves Made-ups	Yarns	Weavings Silk Fabrics (100% EOU)	Unallocable	Total
	2014-2015	2014-2015	2014-2015	2014-2015	2014-2015	2014-2015
(a) Revenue						
External	979.85	16993.18	6798.13	2491.71	—	27262.87
(Previous Year)	1407.03	16722.88	10647.60	2865.70	—	31643.21
(b) Results						
Segment Result before interest & tax	(28.88)	1258.74	(512.91)	(89.82)	—	627.14
(Previous Year)	66.28	1206.15	(44.89)	(262.09)	—	965.45
Unallocated Expenses net of unallocated income	—	—	—	—	(112.44)	(112.44)
(Previous Year)	—	—	—	—	(96.59)	(96.59)
Interest Expenses	—	—	—	—	—	(563.85)
(Previous Year)	—	—	—	—	—	(624.66)
Interest Income	—	—	—	—	—	29.16
(Previous Year)	—	—	—	—	—	38.66
Profit/(Loss) before tax	—	—	—	—	—	(19.99)
(Previous Year)	—	—	—	—	—	282.86
Income Tax for Earlier Years	—	—	—	—	—	5.15
(Previous Year)	—	—	—	—	—	(0.69)
Provision for current tax	—	—	—	—	—	46.458
(Previous Year)	—	—	—	—	—	207.55
Provision for deferred tax	—	—	—	—	—	(80.08)
(Previous Year)	—	—	—	—	—	(90.62)
Net Profit/(Loss) after tax	—	—	—	—	—	8.47
(Previous Year)	—	—	—	—	—	166.62
Other Information						
(c) Segment Assets	2234.53	5223.82	3036.30	3145.06	49.44	13689.16
(Previous Year)	2226.94	6027.24	4298.59	3506.05	50.64	16109.46
(d) Segment Liabilities	1218.77	1140.42	1368.96	766.57	13.39	4508.11
(Previous Year)	1276.40	2866.56	1409.54	853.45	10.77	6416.72
(e) Capital Expenditure	—	—	74.63	3.22	4.20	82.05
(Previous Year)	—	—	126.15	11.77	20.75	158.67
(f) Depreciation	—	—	277.47	152.59	25.66	455.72
(Previous Year)	—	—	314.04	298.13	34.25	646.42
(g) Non-cash expenses other than depreciation	11.53	43.93	—	—	—	55.46
(Previous Year)	78.39	24.47	0.32	1.73	—	104.90



Notes on Financial Statements for the year ended 31st March, 2015

(ii) Geographical Segments

The Secondary segment reporting is about geographical segment which shows the distribution of the Company's sales by geographical market:

Sales	(₹. in Lacs)	
	2014-15	2013-2014
India	5595.61	5969.53
Outside India	19251.30	23722.40
Total	24846.91	29691.92

Segment Revenue and Result

The expenses which are not directly attributable to the business segment are shown as unallocated expenditure net off unallocable income.

Segment assets and liabilities

Segment assets include all operating assets used by the business segment and consist principally of fixed assets, debtors and inventories. Segment liabilities primarily include current liabilities & loan fund Assets and liabilities that can not be allocated between the segments are shown as a part of unallocated corporate assets and liabilities respectively.

25. Related Party Disclosures:

Sl. No.	Nature of the related party & nature of relationship	Nature of Transactions	2014-2015		2013-2014	
			Transaction Value	Outstanding Debit/ (Credit) balances at the year end	Transaction Value	Outstanding Debit/ (Credit) balances at the year end
A. Key Management Personnel						
1.	Mr. R. K. Loyalka (Managing Director)	Remuneration	24.40	—	18.79	—
2.	Mr. S. K. Loyalka Chairman Cum-Managing Director)	Remuneration	25.47	(0.80)	19.86	(0.99)
B. Relatives/Associates of Key Management Personnel						
1.	B. R. Loyalka (HUF)	Rent Paid	0.48	—	0.48	—
2.	B. R. Loyalka	Advisory Service	9.00	—	9.00	—
3.	Kiran Loyalka	Salary	1.16	(0.13)	1.16	(0.13)
C. Associates						
1.	SKL Exports Limited	Job Charges	423.26	23.08	488.18	19.77
		Sale	33.76	0.86	52.87	1.71
2.	Capital Limited	Providing Manpower Charges	5.84	—	5.62	—
		Rent	6.60	—	6.60	—
		Sale	1493.87	—	—	—
3.	Zenith Apex Pvt.Ltd. (Formerly Zenith Yarns Pvt.Ltd.)					

**26. SIGNIFICANT ACCOUNTING POLICIES****26.1 Basis of Accounting**

These financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis (unless otherwise stated hereinafter) in conformity with accounting principles generally accepted in India and comply with the Accounting Standard issued by the Institute of Chartered Accountants of India and referred to Sec.129 & 133 of the Companies Act, 2013, of India. The accounting policies applied by the company are consistent with those used in the previous year.

26.2 Use of Estimates

The preparation of financial statements requires certain estimates and assumption to be made that effect the reported amount of assets and liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

26.3 Fixed Assets

- (a) Fixed Assets are stated at the original cost of acquisition/installation. Such cost includes purchase price, incidental expenses directly related thereto and pre-operative expenses apportioned based on value. Fixed Assets are shown net of accumulated depreciation. CENVAT availed on capital goods purchased are shown at net value.
- (b) Capital Work-in-Progress is stated at amount incurred upto the date of Balance Sheet.

26.4 Depreciation

- (a) Depreciation is systematically allocated over the useful life of an asset as specified in Part-C of the schedule II of the Companies Act. 2013.
- (b) Consequent to the enactment of Part-A of Schedule II of the Companies Act. 2013, the Company has reassessed the remaining useful life of Fixed Assets in accordance with the provisions prescribed under Schedule II. In case of assets which have completed their useful life, the carrying value (net of residual value) as on 1st April, 2014 amounting to ₹. 520.16 Lacs (net of Deferred Tax ₹.249.82 Lacs) has been recognised in Retained Earnings and in case of other assets the carrying value (net of residual value) is being depreciated over the revised remaining useful life. As a result of this change the depreciation charged for the year ended 31st March, 2015 is Lower by ₹.168.70 Lacs had the company continued with the previous rates under Companies Act, 1956.
- (c) Depreciation on additions to fixed assets is provided on pro-rata basis from the date of acquisition or installation. Depreciation on assets sold, discarded, demolished or scrapped is provided up to the date on which said asset is sold, discarded, demolished or scrapped.
- (d) Based on explanations given by way of Notes to Schedule II, of the Companies Act, 2013 and clarifications issued thereof, we (the Management of unit Zenith Spinners – Prop. Zenith Exports Limited) have evaluated and found that the machines used by the company are designed to work for 24 hours a day and hence such machines have been considered as a Continuous Process Plant and hence the adjustments to depreciation calculations have been made accordingly.

26.5 Investments

- (a) Investments are stated at cost including expenses related thereto.
- (b) Long Term Investments are stated at cost. The diminution, if any in the value of Investments is not recognised unless such diminution is considered permanent in nature.
- (c) Current Investments are stated at Lower of cost or market value.
- (d) Dividend is recognised when the right to receive is established.

26.6 Inventories

Inventories are valued as under

- a) Raw Materials : at cost which is arrived at on average cost basis.
- b) Packing Materials : at average cost basis.
- c) Stores, Consumables & Spares : at average cost basis.
- d) Semi-Finished Goods : at Raw Material cost and value added thereto upto the state of completion.



- e) Finished Goods : at cost or net realisable value whichever is lower.
- f) Waste : at estimated realisable value.

1. Short Term employee benefits

All employee benefits payable within twelve months of rendering the service are recognized in the period in which employee renders the related service.

2. Post Employment Benefits -**(a) Defined Contribution plans****(i) Gratuity Plan:**

(a) The Company has Defined Benefit Plan for post employment benefit in the form of Gratuity for eligible employees, which is administered through a Group Gratuity Policy with Life Insurance Corporation of India (L.I.C). The Liability for the above Defined Benefit Plan is provided on the basis of an actuarial valuation as carried out by L.I.C. The actuarial method used for measuring the liability is the Projected Unit Credit Method.

(b) In case of Unfunded Gratuity is payable to all eligible employees of the Company on death, permanent disablement and resignation as per the provisions of the Payment of Gratuity Act or as per the Company's Scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn basic salary.

(ii) Leave Encashment:

Eligible employees can carry forward and encash leave upto death, permanent disablement and resignation subject to maximum accumulation allowed upto 15 days for employees. The Leave over and above 15 days is paid to employees as per the balance as on 31st March every year. Benefit would be paid at the time of separation based on the last drawn basic salary.

3. **Termination Benefits** if any, are recognised as expenses to the Profit and Loss Account as and when incurred.

26.8 Foreign Currency Transaction

- a. Foreign Currency loans for financing fixed assets outstanding at the close of financial year are revalued at appropriate bank exchange rate at the close of the year. The gain or loss for decrease/increase in rupee liability due to fluctuations in rates of exchange is adjusted to carrying amount of Fixed Assets acquired out of said loans.
- b. Income and Expenditure for the year are recorded as per prevailing bank rate on the date of transaction/negotiation.
- c. Current Assets and Liabilities outstanding at the close of the year are translated/re-stated at contracted and/or appropriate bank exchange rates as on the last day of the financial year. The Loss or Gain, if any is recognised in the year of actual realisation in the Profit & Loss Account.
- d. As per usual practice followed by the Company, the export sales transactions during the year are accounted for at Custom Rate and at the end of the year at Prevailing Bank Rate in respect of outstanding debtors. Difference between actual realisation at Custom Rate and/or Bank Rate are adjusted to Exchange Difference Account in Profit & Loss Account.
- e. Gains or Losses on cancellation of Forward Exchange Contracts is recognised in the Profit & Loss account of the year in which they are cancelled.

26.9 Recognition of Income & Expenditure

- a. Export Sales are recognised on the basis of the date as mentioned in Exchange Control Declaration (GR) Form at Main Division and Weaving Division, whereas Spinning Division considers Sales on the basis of "Bill of Lading" date. Export Sales are accounted for in accounts as per monthly Custom Rate for all the Divisions and shown in the account net of export return.
- b. Income & Expenditure are recognised on accrual basis.
- c. Export entitlements are recognised in the Profit & Loss account when the right to receive credit as per terms of the entitlement in respect of the exports made.
- d. Domestic Sales are recorded on raising bills net off discounts, return and Sales Tax.



- e. **Accounting for Differential Custom Duty** Differential custom duty on wastage of Imported Raw Silk Yarn determined as per the Input/Output norms for EOU is accounted as and when the demand is raised by the customs authorities.
- f. Revenue in respect of Job charges is recognised based on the work performed and invoiced as per terms of specific contracts.

26.10 Borrowing Costs

Borrowing Costs which are directly attributable to the acquisition/construction of fixed Assets till the time such assets are ready for intended use, are capitalised as part of the cost of the assets. Other borrowing costs are recognised as an expense in the year in which they are incurred.

26.11 Impairment of Assets

The carrying amount of Assets are reviewed at each Balance Sheet date to ascertain impairment based on internal/external factors. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

26.12 Accounting for Cenvat Credits/Service Tax/Value Added Tax

Cenvat credit and Value Added Tax available on Raw materials, Packing materials, fuels, Stores & Spares, Capital goods and service tax credit on services are accounted for by reducing purchase cost of the related materials or the capital assets or the expenses respectively as the case may be.

26.13 Provisions, Contingent Liabilities & Contingent Assets

Contingent liabilities are the possible obligation of the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of such event in future. These are not provided for and are disclosed by way of Notes on Accounts. Contingent Assets are not provided for or disclosed.

26.14 Government Grants

Capital grants relating to specific assets are reduced from the gross value of the Fixed Assets and capital grants for Project capital subsidy are credited to Capital Reserve. Other revenue grants are credited to Profit & Loss account or deducted from the related expenses.

26.15 Derivative Instruments

- a) The Company enters into forward foreign exchange contracts/option contracts (derivatives) to mitigate the risk of changes in foreign exchange rate on forecasted transactions. The company enters into derivative financial instruments where the counter party is a bank. Gains or losses on ineffective transactions of derivative contracts are recognised in the profit and loss account as they arose.
- b) Accounting for forward foreign exchange contracts are marked to market basis and the net loss after considering the offsetting effects on the underlying contracts, is charged to the Income Statement. Net gains are ignored.

As per our report of even date annexed

For **TIWARI & COMPANY**

Chartered Accountants

Firm Regn. No.- 309112E

P. Tiwari

Partner (M. No. 16590)

Place : Kolkata

Date : 29th May, 2015

Lawkush Prasad

Company Secretary

Sushil Kasera

Chief Financial Officer

For and on behalf of the Board of Directors

Surendra Kumar Loyalka

Chairman cum Managing Director

Raj Kumar Loyalka

Joint Managing Director

Madhukar Manilal Bhagat

Director

Keshar Deo Rungta

Director

Mangilal Jain

Director

Devendra Kumar Sarawgee

Director