






KSL

KRISHNA GROUP

CIN : L17119DN1983PLC000074

FORM A

Covering Letter of the Annual Audit Report to be filed with the Stock Exchange

1	Name of the Company	KSL & INDUSTRIES LIMITED (Scrip Code 530149)
2	Annual financial statements for the year ended	31 st March, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of Observation	N.A.
5	To be Signed by-	
	<ul style="list-style-type: none">CEO/ Managing Director	 -----
	<ul style="list-style-type: none">Auditor of the Company	 -----
	<ul style="list-style-type: none">Audit Committee Chairman	 -----

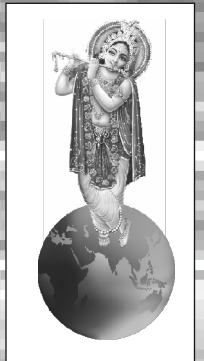


Date: - 12/08/2015

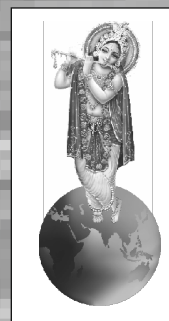
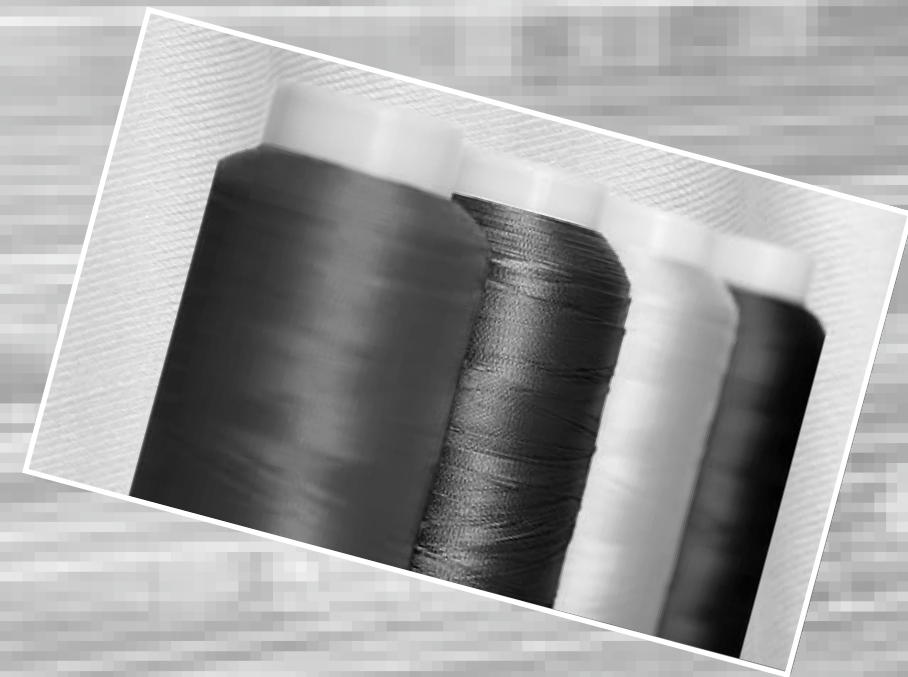
KSL AND INDUSTRIES LIMITED

Corporate Office : Raghuvanshi Mills Compound, 11/12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel. : 2495 5321 / 27 • Fax : 2498 1371 / 2492 4295 / 2497 0644 E-mail : info@kslindustries.com • Web Site : www.kslindustries.com
Regd. Office : 69-A, Dhanu Udyog Industrial Area, Piperia, Silvassa (U.T. of D.& N.H.) - 396230 Tel. : 0260-3258845 • Fax : 09898593191

KSL and Industries Limited



33rd Annual Report 2014-2015



KSL and Industries Limited

69-A, Dhanu Udyog Industrial Area, Piperia, Silvassa (U.T. of D. & N.H.) - 396 230.

KSL AND INDUSTRIES LIMITED

ANNUAL REPORT 2014-2015

CIN : L17119DN1983PLC000074

BOARD OF DIRECTORS

Mr. Deepak Mathur- Chariman
Mr. Manoj Kumar Sharma- Managing Director
Mr. Pravin Kumar Parekh
Mr. Trivendra Shambhu Singh
Mr. Bhanu Pratap Singh
Ms. Neha Nilesh Patil

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Pushpendra Pratap Singh

BANKERS

Various Banks with Lead Bank Allahabad Bank

AUDITORS

A. F. Khasgiwala & Co.
Chartered Accountants

REGISTERED OFFICE

Plot No.69A, Dhanu Udyog Industrial Area,
Piperia, Silvassa (Union Territory)-396 230

CORPORATE OFFICE

Raghuvanshi Mills Compound,
11/12, Senapati Bapat Marg,
Lower Parel (West),
Mumbai- 400 013

REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (East), Mumbai – 400 072.

PLANTS

Kalameshvar, Nagpur (Maharashtra)
Dombivali, Dist. Thane (Maharashtra)
Wada, Dist. Thane (Maharashtra)
Piperia, Silvassa (U.T.)

CONTENTS

Notice
Directors' Report
Corporate Governance Disclosure
Management Discussion and Analysis Report
Auditors' Report
Balance Sheet
Profit & Loss Account
Schedules & Notes
Notes on Accounts
Additional Information
Cash Flow Statement
Attendance Form

**33RD ANNUAL GENERAL MEETING on Saturday 5th September, 2015, at 10.00 a.m.,
at 65, Krishna Nagar, Samarvani, Silvassa, (Union Territory).**

KSL AND INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **KSL AND INDUSTRIES LIMITED** will be held on Saturday, 05th September, 2015 at 65, Krishna Nagar, Samarvani, Sivassa, (Union Territory) - 396230 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Company's Audited Balance Sheet as at 31st March, 2015 and Profit and Loss Account for the year ended on that date and Report of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Deepak Mathur who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditor and to fix remuneration and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. A. F. Khasgiwala & Co., Chartered Accountants (Membership No. 006491, Firm Registration No. 105114W), as the Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty - fifth Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. To appoint Shri Bhanu Pratap Singh (holding DIN 06923797) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Bhanu Pratap Singh (DIN: 06923797), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2014, pursuant to the provisions of Section 161(1) and Article 115 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 14th August, 2014 to 13th August, 2019."
5. To appoint Smt. Neha Nilesh Patil (holding DIN 07114205) as a Director, whose term of office expires at the Annual General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT Shrimati Neha Nilesh Patil (holding DIN 07114205), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th February, 2015, in terms of Section 161(1) and 149(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."
6. To appoint Shri Pravinkumar Mohanlal Parekh (DIN: 06894598) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Pravinkumar Mohanlal Parekh (DIN: 06894598), who was appointed as an Additional Director (designated as an Independent Director) of the Company by the Board of Directors with effect from 25th March, 2015, pursuant to the provisions of Section 161(1) and 149(6) of the Companies Act, 2013 and Article 115 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 25th March, 2015 to 24th March, 2020."
7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:-

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business is annexed hereto under item No. 4, 5, 6, 7 and forms an integral part of this Notice.
2. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON (WHETHER A SHAREHOLDER OR NOT) AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING AND SHALL BE ENTITLED TO VOTE ONLY UPON A POLL.**

ANNUAL REPORT 2014-2015

3. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular no. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
4. The instrument(s) appointing the Proxy, if any, shall be delivered at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the Meeting and the instrument of proxy shall be treated as invalid in case of default.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 30th August, 2015 to 05th September, 2015 (both days inclusive) to comply with Annual Book Closure requirements.
6. Members desiring any information on the Annual Accounts of the Company for the year ended 31st March, 2015 are requested to write to the Company at its Administrative Office Address at least 7 days in advance of the Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.
7. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio. Members are requested to immediately notify any change in their registered address specifying full address with Pin Code Number and quoting their Registered Folio Number to the Company.
8. All documents and agreements referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 10:00 A.M and 1:00 P.M. up to the date of Annual General 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 33rd Annual General Meeting 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/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to enable the shareholders to cast their votes electronically. These e-voting instructions are being sent to you as your name appears in the Register of Members as on Saturday, 29th August, 2015, being the cut-off date/entitlement date, fixed by the Board of Directors of the Company to identify the Members who are entitled to receive the copies of the Notice of Thirty Third Annual General Meeting together with the Annual Report and to participate through e-voting.

The instructions for members for voting electronically are as under:- In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "KSL AND INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

KSL AND INDUSTRIES LIMITED

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant KSL AND INDUSTRIES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) Dr. Shubh Karan Jain, Company Secretary in whole time practice, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Wednesday, 02nd September, 2015 at 9:00 a.m. and ends on Friday, 04th September, 2015 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 29th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

For and Behalf of the Board of Directors

Sd/-
Deepak Mathur
Chairman

Place: Mumbai
Date: 05th August, 2015

ANNUAL REPORT 2014-2015

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

ITEM NO. 4:

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 115 of the Articles of Association of the Company, Shri Bhanu Pratap Singh as an Additional Director of the Company with effect from 14th August, 2014. In terms of the provisions of Section 161(1) of the Companies Act 2013, Shri Bhanu Pratap Singh would hold office up to the date of the ensuing Annual General Meeting. In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Bhanu Pratap Singh being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years commencing from 14th August, 2014 to 13th August, 2019. He shall not be included in the total number of directors for the determination by retirement of directors by rotation. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Bhanu Pratap Singh for the office of the Independent Director of the Company. Shri Bhanu Pratap Singh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Shri Bhanu Pratap Singh has done MBA and he has rich experience in Textile industry.

The Board recommends the passing of this Resolution. None of the Directors except Shri Bhanu Pratap Singh, are interested in the Resolution.

ITEM NO. 5:

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) and 149(1) of the Companies Act, 2013 and the Articles of Association of the Company, Shrimati Neha Nilesh Patil as an Additional Director (designated as an Independent Director) of the Company with effect from 12th February, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013 Shrimati Neha Nilesh Patil would hold office up to the date of the ensuing Annual General Meeting. Shrimati Neha Nilesh Patil is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shrimati Neha Nilesh Patil for the office of the Director of the Company. Shrimati Neha Nilesh Patil is Graduate having vast experience in execution of various projects in textiles. Shrimati Neha Nilesh Patil is on the Board of several well known Companies such as Jaybharat Textiles and Real Estate Limited, Actif Corporation Limited and Global Softech Limited.

The Board recommends the passing of this Resolution. None of the Directors except Shrimati Neha Nilesh Patil are interested in the Resolution.

ITEM NO. 6:

Shri Pravinkumar Mohanlal Parekh, Director of the Company and whose period of office is liable to determination by retirement of directors by rotation and whose term expires at this Annual General Meeting. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Pravinkumar Mohanlal Parekh being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years commencing from 25th March, 2015 to 24th March 2020. He shall not be included in the total number of directors for the determination by retirement of directors by rotation. Shri Pravinkumar Mohanlal Parekh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Pravinkumar Mohanlal Parekh for the office of the Independent Director of the Company. Shri Pravinkumar Mohanlal Parekh is Graduate and having vast experience in Textile Industry. He has vast experience in Spinning and Knitting sector. Shri Pravinkumar Mohanlal Parekh is on the Board of several well known Companies such as Jaybharat Textiles And Real Estate Limited, Krishna Knitwear Technology Limited, K-Lifestyle And Industries Limited and KSL And Industries Limited. The Board recommends the passing of this Resolution. None of the Directors except Shri Pravinkumar Mohanlal Parekh are interested in the Resolution.

ITEM NO. 7:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 as per the following details:

Sr. No.	Industry	Audit Fees (In Rs.)
1.	Textiles	22,000/-

For and Behalf of the Board of Directors

Sd/-

Deepak Mathur
2015 Chairman

Place: Mumbai
Date: 05th August,

KSL AND INDUSTRIES LIMITED

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 33rd Annual Report and the Audited Statements of Accounts of your Company for the financial year ended 31st March, 2015.

	(Rs. in Lacs)	
FINANCIAL RESULTS:-	2014-2015	2013-2014
Revenue from operations	89530.04	92295.60
Cost of Sales	101667.71	80406.59
Finance Cost (including Loss on foreign exchange fluctuation)	6757.70	8965.95
Depreciation and Amortization Expenses	5397.89	9456.12
Other Administration Expense	2095.68	3445.95
Profit before Exceptional and Extraordinary Items and Tax	(26388.94)	(9979.01)
Exceptional Items & Extraordinary Items	---	---
Profit/Loss before Tax	(26388.94)	(9979.01)
Provision for Tax	0.00	0.00
Deferred Tax Assets/ (Liabilities)	290.76	(343.73)
Profit/Loss after Tax	(26679.71)	(9635.27)

Note: Previous year figures have been regrouped / rearranged wherever necessary

DIVIDEND:-

In view of inadequacy of profits, your Directors are unable to recommend any dividend on the equity shares for the year under review.

REVIEW OF OPERATIONS:-

During the year, the Income from operations of Company has substantially decreased to Rs. 89530.04 Lacs as against Rs. 92295.60 Lacs in respect of the previous Financial Year ended 31st March, 2014. The Company has incurred a loss before Depreciation and Amortization Expenses, Interest (including Loss on foreign exchange fluctuation) and Tax is Rs. (14233.35) Lacs in the year ended 31st March, 2015 as against profit Rs 8443.06 Lacs in the previous financial year ended 31st March, 2014. The Company has incurred during the year Net Loss of Rs. 26679.71 Lacs as against Net Loss of Rs. 9635.27 Lacs in the previous financial year ended 31st March, 2014.

The company experienced that the efficiency of plant and machineries, especially Spinning Machines have gone down and set up an in house Expert Group to suggest measures for Technology up gradation and Modernization. A per their recommendations, old machines including Ring Frames, requiring expenditure towards repairs and maintenance consuming high power with low out put have been identified and shifted to workshop/godowns for appropriate action.

Further, the Company after incurring huge losses and eroding its network completely had made an application to be registered as a Sick Company with Board for Industrial and Financial Reconstruction vide a Resolution passed by the Board of Directors on 12th February, 2015. The Company has been registered as a Sick Company .

SUBSIDIARY COMPANY:-

KSL And Industries Limited ("the Company") having Two subsidiaries Companies namely M/s. Actif Corporation Limited and M/s. Kalameshvar Textile Mills Limited.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of The Companies (Accounts) Rules, 2014, the statement containing salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures under the first proviso to subsection (3) of section 129 (in Form AOC-1 – Annexure - B) is attached to the Directors Report.

Members who wish to receive the full Report and Accounts including the Report and Accounts of the Subsidiary Companies will be provided with it upon receipt of a written request. This will help save considerable cost in connection with printing and mailing of the Report and Accounts.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

During the year, Shri Farindra Bihari Rai, has resigned as a Director of the Company w.e.f. 28th March 2015. The Board of Directors place on record the valuable services rendered by him during his tenure as Director of the Company.

Pursuant to the provisions of Section 161(1) and 149 (6) of the Companies Act, 2013 and the Articles of Association of the Company, Shri Pravin Kumar Parekh was appointed as an Additional Director designated as an Independent Director of the Company on 25th March, 2015. The Company has received requisite notice in writing from a member proposing Shri Pravin Kumar Parekh for appointment as an Independent Director.

Pursuant to the provisions of Section 161(1) and 149(1) of the Companies Act, 2013 read with Rule 3 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Articles of Association of the Company, Shrimati Neha Nilesh Patil was appointed as an Additional Director w.e.f. 12th February, 2015 and she shall hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Shrimati Neha Nilesh Patil for appointment as a Director.

The Independent Directors of the Company have declared that they meet the criteria of independence as laid down in Section 149(6) in Companies Act, 2013 and Clause 49 of the listing Agreement. In the opinion of the Board they fulfill the conditions of Independence as specified in the Act and Rules made there under and are independent of the management.

ANNUAL REPORT 2014-2015

In accordance with the Section 203 of the Companies Act, 2013, Mr. Pushendra Pratap Singh appointed as the post of whole-time Company secretary and Compliance officer of the Company w.e.f. 15, February, 2015.

Mr. Ketan Trivedi resigned on February 07, 2015 as the post of whole-time Company secretary and Compliance officer of the Company

AUDIT COMMITTEE:-

The composition of Audit Committee is as given in the Report on Corporate Governance.

STAKEHOLDER RELATIONSHIP COMMITTEE:-

The composition of Stakeholder Relationship Committee is as given in the Report on Corporate Governance.

REPORT ON CORPORATE GOVERNANCE:-

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a Management Discussion and Analysis Report and a Corporate Governance Report are made as a part of this Annual Report.

A Certificate from the M/s. A. F. Khasgiwala & Co., Practicing Chartered Accountants and Shri Manoj Kumar Sharma, Managing Director regarding Compliance of the conditions of Corporate Governance as stipulated by Clause 49 of the Listing Agreement is attached to this report.

EXTRACT OF ANNUAL RETURN

An extract of Annual Return in Form MGT-9 as on 31st March, 2015 is attached as **Annexure-A** to this report.

BOARD MEETINGS HELD DURING THE YEAR

During the year, 5 meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which is attached to this report

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations Obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013:-

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in of the Notes to financial statements

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure C** to the Board's report.

The Board has approved the policy on Related Party Transactions and Material Subsidiary. The policies have been uploaded on the Company's website, under the web link:<http://kslindustries.org/wp/related-party-transactions/>

RELATED PARTY TRANSACTIONS:

All transactions entered by the Company with Related Parties were in Ordinary Course of Business and at Arm's Length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors.

There were no materially significant transactions with Related Parties during the financial year 2014-15 which were in conflict with the interest of the Company. Suitable disclosures as required under AS18 have been made in the Notes to financial statements.

The Board has approved the policy on Related Party Transactions and Material Subsidiary. The policies have been uploaded on the Company's website, under the web link:<http://kslindustries.org/wp/related-party-transactions/>

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31ST MARCH, 2015 AND 20TH JUNE, 2015 (DATE OF THE REPORT)

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year (31st March, 2015) and the date of the Report (05th August, 2015)

CONSERVATION OF ENERGY:

- a) Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.

KSL AND INDUSTRIES LIMITED

- b) No specific investment has been made in reduction in energy consumption.
- c) As the impact of measures taken for conservation and optimum utilisation of energy are not quantitative, its impact on cost cannot be stated accurately.

TECHNOLOGY ABSORPTION:

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

FOREIGN EXCHANGE EARNINGS AND OUT-GO:

During the period under review there was no foreign exchange earnings or out flow.

RISK MANAGEMENT

Your Company has a robust Risk Management policy. The Company through its Steering Committee oversees the Risk Management process including Risk Identification, impact assessment, effective implementation of the plans and risk reporting.

Sustainability is embedded in the Corporate Enterprise Risk Management programme, which gives an opportunity to increase effectiveness of risk management practices and for improving business efficiency. The Company's social and environmental policies correlate strongly with the risk management strategy and ultimately the financial performance.

The details of the Risk Management as practiced by the Company is provided as part of Corporate Governance Report to this Report

REMUNERATION POLICY OF THE COMPANY:-

The remuneration policy of the company comprising of the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the Corporate Governance Report which is attached to this Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:-

Pursuant to the Section 177(9) and 177(10) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and clause 49 of the listing agreement, the Board of Directors have approved the Policy on Vigil Mechanism / Whistle Blower and the same has been hosted on the Website of the Company. This Policy *inter-alia* provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director / employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

ANNUAL EVALUATION BY THE BOARD OF DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Director.

In accordance with the criteria and procedure the Independent Directors considered/evaluated the Board's performance, Performance of the Chairman and other Non-Independent Directors.

The Board has undergone a formal review which comprised Board effectiveness survey and review of materials. The Board subsequently evaluated its own performance, the working of its committees (Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Risk Management Committee and Management and Finance Committee) and Independent Directors (without the participation of the relevant director)

The Directors were evaluated on aspects such as attendance and contribution at Board / Committee Meetings and guidance/support to the management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director and CEO

Areas on which the Committees were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings

The performance evaluation of Independent Directors was carried out by the entire Board, excluding the director being evaluated. The performance evaluation of the chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committee and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

FIXED DEPOSITS:-

The Company has not invited/received any fixed deposits from the public during the year under Report.

INSURANCE:-

The properties, stock, assets of your Company are adequately insured.

LISTING AGREEMENT:-

Your Company is committed to the adoption of good Corporate Governance practices in letter and spirit. Under the revised Clause 49 of the Listing Agreement, your Directors are pleased to inform that Company has implemented all the mandatory stipulations prescribed under Clause

49. A Certificate from a Practicing Company Secretary in line with Clause 49 is annexed to and forms part of the Director's Report.

AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITOR:-

M/s. A. F. Khasgiwala & Co., Chartered Accountants, the Statutory Auditor of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter from of M/s. A. F. Khasgiwala & Co., Chartered Accountants, to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDITOR:-

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your company has engaged the services of M/s. Kothari Singhai & Associates; Company Secretary in Practice, Mumbai to conduct the Secretarial Audit of the Company for the financial year ended 31st March, 2015.

The Secretarial Audit Report (in Form MR-3) is attached as **Annexure-E** to this Report

PARTICULARS OF EMPLOYEES:-

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees drew remuneration of Rs. 60,00,000/- or more per annum/ Rs. 5,00,000/- or more per month during the year or drew remuneration in excess of the remuneration drawn by Managing Director or Whole-time Directors or Manager and does not hold either by himself or through his spouse or dependent children 2 per cent or more equity shares of the company. The details of the employees remuneration is provided in the **Annexure –D** forming a part of Annual Report

DEPOSITS:-

During the year under review, your Company did not accept any deposits within the meaning of provisions of Section 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

SAFETY, HEALTH AND ENVIRONMENT:-

Sustained and meticulous efforts continue to be exercised by the Company at all plants of the Company, towards greener production and environment conservation. The Company perseveres in its efforts to indoctrinate safe and environmentally accountable behavior in every employee, as well as vendors, by rigid compulsory annual training and refresher courses, as well as frequent awareness programmed. Mock drills of emergency preparedness are regularly conducted at all the plants showing Company's commitment towards safety, not only of its own men and plants, but also of the society at large.

Safety records, at all the plants showed considerable improvement and accident statistics showed downward trend. This was made possible by strict adherence to laid down procedures and following of international guidelines. Involvement of workers in all safety matters has been encouraged by their participation in shop floor safety meetings.

The health of employees and the environment in and around the Plant area have been given due care and attention. The Company continued to comply with the prescribed industrial safety environment protection and pollution control regulation at its production plant, through periodic checks of the system involved and constant monitoring to meet the standards set by the pollution control authorities, etc.

All the mills of the Company are eco-friendly and do not generate any harmful effluents. They have facilities for captive power generation as a stand-by arrangement, to meet any contingency. Safety devices have been installed wherever necessary, although both the spinning and knitting activities are known to be quite safe and free from usual hazards of water and air pollution.

INDUSTRIAL REALATIONS & HUMAN RESOURCES MANAGEMENT:-

The Company is of firm belief that good Human Resource Management would ensure success though high performance. HR strategy and plans of the Company are deeply embedded with the organizational goals. In order to enhance the manpower productivity the goal is set to increase the production capacity of the various plants and rationalize the manpower through scientific study. All the operational goals of the top management emanate from the business plan. The goals of MD are shared with his subordinates who in turn share their goal with their respective subordinates and so on. Regular visits by HR team are being made to all the plants to meet the employees and also interaction meetings are conducted to get their feedback, based on which HR policies are improved continuously. The process has resulted in better employee relationship.

The Company lays due emphasis on all round development of its human resource. Hence training of the employees is aimed at systemic development of knowledge, skills, aptitude and team work. Training is designed for the development of personal skills necessary for the performance of the present job and to prepare them for future growth. Individual development is given top priority to groom high caliber manpower.

ACKNOWLEDGEMENT:-

Your Directors place on record their appreciation of the assistance and support extended by Bankers, Consultants, Solicitors, Shareholders and Employees of the Company.

For and on Behalf of the Board of Directors

Sd/-

Deepak Mathur
Chairman

Place: Mumbai

Date: 05th August, 2015

KSL AND INDUSTRIES LIMITED

ANNEXURE - A
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L17119DN1983PLC000074
ii	Registration Date	11/1/1983
iii	Name of the Company	KSL And Industries Ltd
iv	Category/Sub-category of the Company	Public Limited
v	"Address of the Registered office & contact details"	69A,Dhanu Udyog Industrial Area, Piperia Silvassa, UT of Dadra & Nagar Haveli - 396230. Tel. No. 0260-3258845
vi	Whether listed company	BSE
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt. Ltd. E-2/3 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400072.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	"NIC Code of the Product /service"	"% to total turnover of the company"
1	Textiles	23293-A	100%
2			
3			
4			

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	"HOLDING/ SUBSIDIARY/ ASSOCIATE"	"% OF SHARES HELD"	"APPLICABLE SECTION"
1	Kalameshwar Textiles Pvt. Ltd. Post & Tal. Kalameshwar, Nagpur, Maharashtra - 441501-	U17110MH1979-PLC022056	Subsidiary	99.49	2(87)
2	Actif Corporation Ltd. Flat No.G-1, Silver Park, Masat Road, Silvassa, Dadra Nagar Haveli - 396230	U45201DN2006-PLC000197	Subsidiary	0.16	2(6)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	37755761	144026	37899787	37.65	37755761	144026	37899787	37.65	0	0.00
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0	0.00
c) Bodies Corporates	1581600		1581600	1.57	1581600	0	1581600	1.57	0	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0	0.00
SUB TOTAL:(A) (1)	39337361	144026	39481387	39.22	39337361	144026	39481387	39.22	0	0.00
(2) Foreign										
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	39337361	144026	39481387	39.22	39337361	144026	39481387	39.22	0	0.00
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0	0.00
b) Banks/FI	3172783	0	3172783	3.15	3172783	0	3172783	3.15	0	0.00
c) Central govt	0	0	0	0.00	0	0	0	0.00	0	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0	0.00
SUB TOTAL (B)(1):	3172783	0	3172783	3.15	3172783	0	3172783	3.15	0	0.00
(2) Non Institutions										
a) Bodies corporates										
i) Indian	28661406	1999877	30661283	30.46	28591775	1999877	30591652	30.39	69631	0.07
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0	0.00
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	279964	6972860	7252824	7.20	321354	6972860	7294214	7.25	41390	0.04
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	3526287	16487370	20013657	19.88	3551396	16487370	20038766	19.91	25109	0.02
c) Others (specify)										
i) NRI's/OCB's	85181	0	85181	0.08	84961	0	84961	0.08	220	0.00
ii) Clearing Members	1210	0	1210	0.00	4562	0	4562	0.00	3352	0.00
SUB TOTAL (B)(2):	32554048	25460107	58014155	57.63	32554048	25460107	58014155	57.63	0	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	35726831	25460107	61186938	60.78	35726831	25460107	61186938	60.78	0	0.00
C. Shares held by Custodian for GDRs & ADRs										
Grand Total (A+B+C)	75064192	25604133	100668325	100.00	75064192	25604133	100668325	100.00		

KSL AND INDUSTRIES LIMITED

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Ram Pratap Tayal	11204658	11.13	0.00	11204658	11.13	0.00	0.00
2	Jyotika Tayal	7025400	6.98	0.00	7025400	6.98	0.00	0.00
3	Vandana Tayal	7020000	6.97	0.00	7020000	6.97	0.00	0.00
4	Bhavana Tayal	6474600	6.43	0.00	6474600	6.43	0.00	0.00
5	Saurabh Kumar Tayal	3512003	3.49	0.00	3512003	3.49	0.00	0.00
6	Nina Tayal	2519100	2.50	0.00	2519100	2.50	0.00	0.00
7	Anirudh Tayal	52496	0.05	0.05	52496	0.05	0.05	0.00
8	Keshav Tayal	40320	0.04	0.04	40320	0.04	0.04	0.00
9	Malvika Tayal	26370	0.03	0.03	26370	0.03	0.03	0.00
10	Upasana Tayal	12600	0.01	0.01	12600	0.01	0.01	0.00
11	Gaurav Tayal	12240	0.01	0.01	12240	0.01	0.01	0.00
12	Beacon Realcon Pvt. Ltd.	790800	0.79	0.79	790800	0.79	0.79	0.00
13	Brecon Infra Pvt. Ltd.	790800	0.79	0.79	790800	0.79	0.79	0.00
	Total	39481387	39.22	1.71	39481387	39.22	1.71	0.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	39481387	39.22	39481387	39.22
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	39481387	39.22	39481387	39.22

ANNUAL REPORT 2014-2015

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No.	Name of the shareholder & Dp id No	Shareholding at the beginning of		Cumulative Shareholding during	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	21st Century Entertainment Ltd. DP ID NO 12024300001159				
	At the beginning of the year	3510387	3.49		
	11/7/2004 Transfer	1520050	1.51	5030437	5.00
	At the End of the year (or on the date of separation, if separated)	5030437	5.00	5030437	5.00
2	CYBERINFO ZEEBOOMBA.COM PVT LTD. DP ID NO 12024300001163				
	At the beginning of the year	4281298	4.25		
	Transfer	0	0.00	4281298	4.25
	At the End of the year (or on the date of separation, if separated)	4281298	4.25	4281298	4.25
3	AHMEDNAGAR INVESTMENT PVT. LTD. DP ID NO 12048000003356				
	At the beginning of the year	3815640	3.79		
	Transfer	0	0.00	3815640	3.79
	At the End of the year (or on the date of separation, if separated)	3815640	3.79	3815640	3.79
4	CYBER INFOSYSTEMS AND TECHNOLOGIES PVT. LTD. DP ID NO 12024300001178				
	At the beginning of the year	2861730	2.84		
	Transfer 30/06/2014 4/7/2014	378756 340522	0.34	3581008	3.56
	At the End of the year (or on the date of separation, if separated)	3581008	3.56	3581008	3.56
5	GLOBAL SOFTECH LTD DP ID NO 12048000004058				
	At the beginning of the year	3102064	3.08		
	Transfer		0.00	3102064	3.08
	At the End of the year (or on the date of separation, if separated)	3102064	3.08	3102064	3.08

KSL AND INDUSTRIES LIMITED

6 EDC SECURITIES PVT. LTD.						
DP ID NO	12048000003341					
	At the beginning of the year	1886056	1.87			
	Transfer	0	0.00	1886056		1.87
At the End of the year (or on the date of separation, if separated)		1886056	1.87	1886056		1.87
7 AHMEDNAGAR INVESTMENT PVT. LTD.						
DP ID NO	12024300001218					
	At the beginning of the year	0	0.00			
	Transfer	11/7/2014	1500000	1.49	1500000	1.49
At the End of the year (or on the date of separation, if separated)		1500000	1.49	1500000		1.49
8 GENERAL INSURANCE CORPORATION OF INDIA						
DP ID NO	IN300812 10000029					
	At the beginning of the year	1401870	1.39			
	Transfer	0	0.00	1401870		1.39
At the End of the year (or on the date of separation, if separated)		1401870	1.39	1401870		1.39
9 KISHORE PATIL						
FOLIO NO	00011291					
	At the beginning of the year	925500	0.92			
	Transfer	0	0.00	925500		0.92
At the End of the year (or on the date of separation, if separated)		925500	0.92	925500		0.92
10 LIFE INSURANCE CORPORATION OF INDIA						
DP ID NO	IN300812 10000012					
	At the beginning of the year	910470	0.90			
	Transfer	0	0.00	910470		0.90
At the End of the year (or on the date of separation, if separated)		910470	0.90	910470		0.90
11 GIRIGANGA INVESTMENTS PVT. LTD.						
DP ID NO	13017600503671					
	At the beginning of the year	3360572	3.34			
	Transfer	4/7/2014	-340522	-0.34	3020050	3.00
		11/7/2014	-3020050	-3.00	0	
At the End of the year (or on the date of separation, if separated)		0	0.00	0		0.00

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	holding during the year specifying the reasons for				
	At the end of the year	NIL	NIL	NIL	NIL

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year	62,393.9	50,531.5	275.62	#REF!
i) Principal Amount	62,393.9	50,531.5	275.62	#REF!
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Additions				
Reduction				
Net Change				
Indebtedness at the end of the financial year	23,027.6	50,531.5	267.54	73,826.6
i) Principal Amount	22,591.4	45,564.0	265.69	68,421.1
ii) Interest due but not paid	436.2	4,967.5	1.85	5,405.5
iii) Interest accrued but not due				
Total (i+ii+iii)				

KSL AND INDUSTRIES LIMITED

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Shri Manoj Kumar Sharma		Total Amount Lakhs
1	Gross salary			
	(a) Salary as per provisions	6.00		6.00
	(b) Value of perquisites u/s 17(2) of	0		0
	(c) Profits in lieu of salary under	0		0
2	Stock option	0		0
3	Sweat Equity	0		0
4	Commission	0		0
	as % of profit	0		0
	others (specify)	0		0
5	Others, please specify	0		0
	Total (A)	6.00		6.00
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount Lakhs
1	Independent Directors	Shri Farindra Bihari Rai	Shri Trivendra Shambhu Singh	
	(a) Fee for attending board	0.8	0.9	1.7
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	Total (1)	0.8	0.9	1.7
Shri Farindra Bihari Rai has resigned from Directorship w.e.f. 28/03/2015.				
Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount Lakhs
2	Other Non Executive Directors	Mr. Deepak Mathur	Shri Bhanu Pratap Singh	
	(a) Fee for attending	0.9	0.1	1
	(b) Commission	0	0	0
	(c) Others, please specify.	0	0	0
	Total (2)	1.15	0.1	1
	Total (B)=(1+2)			2.7
	Total Managerial Remuneration			
	Overall Cieling as per the Act.			

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

Sl. No.	Particulars of Remuneration		Key Managerial Personnel		
			Ketan Trivedi (Company Secretary)	Pushpendra Pratap Singh (Company Secretary)	Total Amount Lakhs
1	Gross Salary				
	(a) Salary as per provisions		2	0.25	2.25
	(b) Value of perquisites u/s 17(2) of		0	0	0
	(c) Profits in lieu of salary under		0	0	0
2	Stock Option		0	0	0
3	Sweat Equity		0	0	0
4	Commission		0	0	0
	as % of profit			0	
	others, specify		0	0	0
5	Others, please specify		0	0	
				0	0
	Total		2	0.25	2.25

*Mr. Pushpendra Pratap Singh appointed as the post of whole-time Company secretary and Compliance officer of the Company w.e.f. 15, February, 2015. and Mr. Ketan Trivedi resigned on February 07, 2015 as the post of whole-time Company secretary and Compliance officer of the Company.

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		NONE			
Punishment					
Compounding					
B. DIRECTORS					
Penalty		NONE			
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty		NONE			
Punishment					
Compounding					

KSL AND INDUSTRIES LIMITED

ANNEXURE-B

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Rs. in Lacs

Sl. No.	Particulars	Name of Subsidiary	
		Actif Corporation Limited	Kalameshvar Textile Mills Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA
3	Share capital	Authorised Capital	7500.00
		Paid Up Capital	1650.00
4	Reserves & surplus	(28,209.74)	(1344.50)
5	Total assets	17,111.61	385.10
6	Total Liabilities	17,111.61	79.66
7	Investments	00.00	00.00
8	Turnover	21,494.65	458.87
9	Profit before taxation	(11,896.13)	(38.99)
10	Provision for taxation	-	(1.44)
11	Profit after taxation	(12,275.94)	(40.43)
12	Proposed Dividend	-	-
13	% of shareholding	0.16	99.49

Notes:

- Both the subsidiary companies namely Actif Corporation Limited and Kalameshvar Textile Mills Limited have commenced their business
- None of the subsidiaries have been liquidated or sold during the year
- Part B of the Annexure is not applicable as there are no Associate Companies / Joint Ventures of the Company as on 31st March, 2015

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

FOR A.F.KHASGIWALA & CO
CHARTERED ACCOUNTANTS

Sd/-
(MANAGING DIRECTOR)
MANOJKUMAR RAMJI SHARMA
DIN: 01884806

Sd/-
(DIRECTOR)
DEEPAK MATHUR
DIN: 02246715

Sd/-
A.F.KHASGIWALA
Partner
Membership No. : 006491
Firm Reg. No.: 105114W

Sd/-
(COMPANY SECRETARY)
(PUSHPENDRA PRATAP SINGH)

PLACE : MUMBAI
DATED : 16/05/2015

ANNEXURE-C**FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	NIL
2	Nature of contracts/arrangements/transaction	NIL
3	Duration of the contracts/arrangements/transaction	NIL
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5	Justification for entering into such contracts or arrangements or transactions'	NIL
6	Date of approval by the Board	NIL
7	Amount paid as advances, if any	NIL
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	NIL
2	Nature of contracts/arrangements/transaction	NIL
3	Duration of the contracts/arrangements/transaction	NIL
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5	Date of approval by the Board	NIL
6	Amount paid as advances, if any	NIL

KSL AND INDUSTRIES LIMITED

ANNEXURE-D

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

(Explanation: (i) the expression 'median' means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one. (ii) If there is an even number of observations, the median shall be the average of the two middle values.)

Non Executive Directors	Ratio to Median
Deepak Mathur	NIL
Trivendra Singh	NIL
Bhanu Pratap Singh	NIL
Pravinkumar Parekh	NIL
Neha Patil	NIL

Non Executive Directors are paid only Sitting Fees

Executive Directors (Managing Director)	Ratio to Median
Manojkumar Sharma	2.1:1

2. The percentage increase in the remuneration of each Director, Chief Financial officer, Company Secretary or Manager, if any in the financial:

The ratio of each Director to the Median Remuneration of all employees who were on the pay roll of the Company and the percentage increase in remuneration of the Directors during financial year 2014-2015 are given below:

Non Executive Directors	Ratio to Median	Percentage Increase in Remuneration
Deepak Mathur	NIL	-
Trivendra Singh	NIL	-
Bhanu Pratap Singh	NIL	-
Pravinkumar Parekh	NIL	-
Neha Patil	NIL	-

Non Executive Directors are paid only Sitting Fees

Executive Directors (Managing Director)	Ratio to Median	Percentage Increase in Remuneration
Manojkumar Sharma	2.1:1	-

3. The percentage increase in the median remuneration of employees in the financial year : _0_%
4. The number of permanent employees on the rolls of the Company: 243
5. The explanation on the relationship between average increase in remuneration and Company performance:

Remuneration of employees has a close linkage with the performance of the Company. The Annual Performance Award (APA), which is a variable component in the remuneration for all the management staff, has direct correlation with the Company's performance. APA is calculated based on both individual and Company performance. Company performance has a higher weightage for senior positions and lower weightage for junior positions.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

The Company's performance during 2014-15 was considered while approving the variable pay and the increase in remuneration for the Key Managerial Personnel, which was increased by an average of 0 % during the year

7. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

During the year, the Income from operations of Company has substantially decreased to Rs. 89530.04 Lacs as against Rs. 92295.60 Lacs in respect of the previous Financial Year ended 31st March, 2014. The Company has incurred a loss before Depreciation and Amortization Expenses, Interest (including Loss on foreign exchange fluctuation) and Tax is Rs. (14233.35) Lacs in the year ended 31st March, 2015 as against profit Rs 8443.06 Lacs in the previous financial year ended 31st March, 2014. The Company has incurred during the year Net Loss of Rs. 26679.71 Lacs as against Net Loss of Rs. 9635.27 Lacs in the previous financial year ended 31st March, 2014.

8. The Key parameters for any variable component of remuneration availed by the directors

The variable component of Non-Executive Director's remuneration consists of commission. The distribution of commission among the Non-Executive Directors is recommended by the Nomination and Remuneration Committee and approved by the Board. The commission is distributed on the basis of their attendance and contribution at the Board and Committee Meetings as well as guidance provided to senior management other than at meetings.

The Company pays remuneration by way of commission as variable component to the Managing Director. Commission is calculated with reference to the net profits of the Company of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year, based on the recommendations of the Nomination and Remuneration Committee, subject to the overall limit stipulated in the Companies Act, 2013.

9. 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:

The highest paid director is the Managing Director. No employee has received remuneration in excess of the Managing Director during the year.

10. Affirmation that the remuneration is as per the Remuneration policy of the Company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

KSL AND INDUSTRIES LIMITED

ANNEXURE-E

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 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,
KSL AND INDUSTRIES LIMITED
Plot No.69A, Dhanu Udyog Industrial Area,
Piperia Silvassa (U.T)
Silvassa-396230
Dadar Nagar Haveli, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KSL AND INDUSTRIES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 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;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 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 (**Not applicable to the Company during the Audit Period**).
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 notified on 28 October 2014. (**Not applicable to the Company during the Audit Period**).
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**).
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**).

VI. Other laws including Labour Laws and Environmental laws and Sick Industrial Companies (Special Provision) Act 2013, applicable to the Company as per the representation and clarification given by the Company.

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

I. Secretarial Standards issued by The Institute of Company Secretaries of India **(Not applicable to the Company during the Audit Period)**

II. The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited; During the period under review and as per representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) Provisions of Section 203 of the Act, with respect to the appointment of Chief Financial Officer as the Key Managerial Personnel has not been complied with by the Company during the Audit Period.
- b) A separate meeting of Independent Directors without the attendance of non-independent directors and members of management were not held as required to be held under Schedule IV of the Act, during the Audit Period.
- c) The proof of dispatch of Postal ballot Notice in terms of rule 22(2) of the Companies (Management and administration) Rules, 2014 were not available for verification for the Audit Period and the same has been mentioned in the Scrutinizers Report dated 3 September, 2014.
- d) The Company has not filled Annual Return (Foreign Liabilities and Assets) for the year ended 31 March under the provision of Foreign Exchange Management Act, 1999.

We further report that:

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

Adequate notice is given to all 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.

All decision of Board meetings and committee meetings are carried unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We 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.

We further report that during the Audit Period:

- a. The Company has made a fresh reference before the Hon'ble Board for Industrial and Financial Reconstruction under section 15(1) of the Sick Industrial Companies (Special Provision) Act, 2013.

Place: Mumbai

Date: 4 August, 2015

For Kothari Singhai & Associates

Sd/-
Nikita Kothari
Partner

ACS No.:35597 CP No. 13507

KSL AND INDUSTRIES LIMITED

CORPORATE GOVERNANCE REPORT

The Corporate Governance standards demonstrate inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct. Your Company is committed to good corporate governance, based on an effective independent Board, separation of supervisory role from the executive management and the constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and consumer satisfaction. This brief report on matters required to be stated on Corporate Governance pursuant to Clause 49 of the Listing Agreements is as under:

1. Company's Philosophy on Code of Governance

The concept of Corporate Governance does not mean only total transparency, integrity and accountability of the management team but also to maximize shareholder's value and protection of the interests of all the stakeholders. It includes the policies and procedures adopted by the Company in achieving its objective in relation to its shareholders, employees, customers, and suppliers, regulatory authorities and society at large.

It is a recognized philosophy of the company that effective and good Corporate Governance is a must, not only in order to gain credibility and trust, but also as a part of strategic management for the survival, consolidation and growth. Thus the standards of governance are guided by the principles of:

- Clear and ethical strategic direction and sound business decisions
- Prudent financial management
- Transparent and professional decision making
- Excellence in Corporate Governance by abiding the guidelines and continuous assessment of Board processes and the management systems for constant improvisation.

2. Rights of Shareholders

Your Company protects and facilitates shareholder's rights, provides adequate and timely information, opportunity to participate effectively in general meeting and ensure equitable treatment to all shareholders

3. Role of Stakeholders in Corporate Governance

Your Company recognizes the rights of stakeholders and encourages co-operation between the Company and stakeholders to enable participation in Corporate Governance process

4. Disclosures and transparency

Your Company ensures timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company.

5. Board of Directors

Composition of the Board

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected.

As on 31st March, 2015, the Board of Directors comprised of 6 Directors out of which 2 directors were Independent Directors with the Chairman Mr. Deepak Mathur being a Non-Executive Director of the Company. All directors possess relevant qualification and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute in their capacity as Directors.

All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013. Formal letters of appointment have been issued to the Independent Directors.

ANNUAL REPORT 2014-2015

None of the Directors on the Board is a Member in more than 10 Committees and Chairman in more than 5 Committees (Committees being Audit Committee and Stakeholder Relationship Committee, as per Clause 49 II (D)(2) of the Listing Agreement) across all the Companies in which he / she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors. None of the Directors holds office in more than 20 companies and in more than 10 public companies.

Category and Attendance of Directors

The name and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the 32nd Annual General Meeting held on 19th July, 2014, as also the number of Directorships and Committee Memberships held by them in other Companies are given below:

Name	Category	Attendance Particulars		Number of other directorships and Total Committee member/Chairmanships		
		Board Meetings attended during the year 2014-15	Attendance of Last AGM held on 19 th July, 2014	No. of Directorships as on 31.03.2015 including KSL & Industries Limited	No. Committee Memberships as on 31.03.2015 including KSL & Industries Limited	No. Committee Chairmanships including KSL & Industries Limited
Shri Manoj Kumar Sharma	MD	2	YES	3	4	0
Shri Farindra Bihari Rai*	ID	4	NO	NIL	NIL	NIL
Shri. Kailash Nath Bhandari*	ID	1	NO	NIL	NIL	NIL
Shri Deepak Mathur	NED	5	NO	10#	4	0
Shri Trivendra Shambhu Singh	ID	5	YES	8	8	2
Shri Pravinkumar Mohanlal Parekh**	ID	NIL	NO	4	5	2
Shri Bhanu Pratap Singh**	NED	1	NO	2	1	NIL
Shrimati Neha Nilesh Patil**	NED	NIL	NO	4	NIL	NIL

Audit Committee and Stake holder Relationship Committee Membership(s)/Chairmanship(s) are only considered while calculating total number of membership(s) / Chairmanship(s)

*Resignation

** Appointment

1. Shri Farindra Bihari Rai has resigned from Directorship w.e.f. 28/03/2015
2. Shri. Kailash Nath Bhandari has resigned from Directorship w.e.f. 04/06/2014
3. Shri Pravinkumar Mohanlal Parekh has been appointed as an Additional Director w.e.f. 25/03/2015
4. Shri Bhanu Pratap Singh has been appointed as an Additional Director w.e.f. 14/08/2014
5. Shrimati Neha Nilesh Patil has been appointed as an Additional Director w.e.f. 12/02/2015

Total Number of Directorships include directorships in Private Limited Companies

“NEC” = Non Executive Chairman, “MD” = Managing Director, “ID” = Independent Director, NED = Non- Executive Director.

During the year 2014-15, the board met 5 times on the following dates namely 29th May, 2014, 16th July, 2014, 14th August, 2014, 14th November, 2014 and 12th February, 2015. There was no time gap of more than 120 days between any two meetings.

The Companies Act, 2013 read with relevant Rules made thereunder, facilitates the participation of the Directors in Board / Committee meetings through video conferencing or other audio visual mode/ Accordingly, the option to participate in the meeting was made available for Directors except in respect of such meetings/items which are not permitted to be transacted through video conferencing

KSL AND INDUSTRIES LIMITED

Board Procedure

The annual calendar of the Board Meetings is agreed upon at the beginning of the year. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to arrive at appropriate decisions. The information as required under Annexure X to Clause 49 is made available to the Board. The Board also reviews the declarations made by the Managing Director and Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis.

Familiarization programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc. through various programmes.

The details of such familiarization programmed shall be disclosed on the Company's website at the following web link: <http://kslindustries.org/wp/>

Code of Conduct

The Company has approved and adopted the Code of Conduct for all employees of the Company, including the Managing Director. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the codes are posted on the Company's website.

All Board members and senior management personnel (as per clause 49 of the listing agreement) have affirmed compliance with the applicable Code of Conduct.

Apart from receiving the remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive directors has any material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries. None of the directors are inter-se related to each other.

Code of Conduct for prohibition on Insider trading

Your Company has adopted a Code of Conduct as per Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 1992. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive information of the Company are governed by the Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992

Appointment and Re-appointment of Directors

As required under Clause 49(VIII)(E)(1) of the Listing Agreement the brief details of the directors seeking appointment/ re-appointment at the ensuing Annual General Meeting are furnished hereunder :-

Sl. No	Name of Director	Brief Resume	Area of Expertise	Other Directorships	Other Committee Memberships	Other Committee Chairmanship
1.	Shri Bhanu Pratap Singh	Textile Engineer and MBA	Having vast experience in Textile industry.	1	1	NIL
2.	Ms.Neha Nilesh Patil	Graduate	Having vast of Experience in Textile Industry.	3	NIL	NIL
3.	Shri Pravinkumar Mohanlal Parekh	Graduate and having vast experience in Textile Industry. He has vast experience in Spinning and Knitting sector.	Administration & Planning.	4	4	2

Non-Executive Directors Compensation Disclosures

Details of Sitting Fees paid to Non-Executive Directors of the Company during the year is as follows:

Name of Director	Category	Sitting Fees Paid (In Rs.)	
		Board Meetings	Committee Meetings
Shri Deepak Mathur	NED	50,000/-	40,000/-
Shri Trivendra Shambhu Singh	ID	50,000/-	40,000/-
Shri Farindra Bihari Rai	ID	40000/-	40,000
Shri Bhanu Pratap Singh	NED	10,000/-	Nil
Shri. Kailash Nath Bhandari	ID	10,000/-	10,000/-
Total		1,60,000/-	1,30,000/-

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act and Clause 49 of the Listing Agreement.

Independence: In accordance with the criteria above, a Director shall be considered as an 'Independent Director' if he/she meets the criteria for 'Independent Director' as laid down in the Act and Clause 49 of the Listing Agreement.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and Industry expertise. While recommending the appointment of Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the over-all skill-domain mix of the Board.

Positive Attributes: In addition to the duties prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code of Conduct of Independent Directors' as outlined in the Schedule IV of the Act.

6. Audit Committee

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits.

Composition

The Audit Committee comprises of Mr. Pravinkumar Mohanlal Parikh, Independent Director as Chairman, Mr. Trivendra Shambhu Singh, Independent Director as Members and Mr. Deepak Mathur Non-Executive Director as Member.

During the year Shri. Farindra Bihari Rai, Chairman of Audit Committee and Shri. Kailash Nath Bhandari, member of the Audit Committee resigned from the Board and consequently their membership in the Committee also ceased. Therefore, the Audit Committee of the Company has been re-constituted twice during the year.

All members of the Audit Committee are financially literate and they have substantial knowledge in accounting / financial management.

The Statutory Auditors of the Company and the Managing Director are permanent invitees to the Audit Committee Meetings. The Statutory Auditors have attended all the Audit Committee meetings held during the year.

KSL AND INDUSTRIES LIMITED

Meeting and Attendance

During the year 2014-15, the Audit Committee met 4 times on the following dates namely 29th May, 2014, 14th August, 2014, 14th November, 2014 and 12th February, 2015.

Name of Member	Designation	Attendance
Shri Farindra Bihari Rai *	Chairman	3
Shri. Kailash Nath Bhandari*	Member	1
Shri Deepak Mathur	Member	4
Shri. Trivendra Shambhu Singh**	Member	3

*Resignation

** Appointment

1. Shri Farindra Bihari Rai has resigned from the Committee Membership w.e.f. 28/03/2015
2. Shri. Kailash Nath Bhandari has resigned from the Committee Membership w.e.f. 04/06/2014
3. Shri Trivendra Shambhu Singh has been inducted as a Committee Member w.e.f. 16/07/2014

Terms of Reference

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, *inter alia*, are as follows:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the Annual Financial Statements before submission to the Board, focusing primarily on (i) any changes in accounting policies and practices (ii) major accounting entries based on exercise of judgment by management (iii) qualifications in draft Audit Report (iv) significant adjustments arising out of audit (v) the going concern assumption (vi) compliance with Accounting Standards (vii) compliance with Stock Exchange and legal requirements concerning financial statements and (viii) any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- d. Review with the management the quarterly and annual financial statements and the auditor's report thereon, before submission to the Board for approval.
- e. Review and monitor the auditor's independence and performance, and effectiveness of audit process
- f. Reviewing with the management, statutory and internal auditors, the adequacy of internal control systems.
- g. Reviewing the adequacy of internal audit functions.
- h. Discussion with internal auditors any significant findings and follow up there on.
- i. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- j. Discussion with external auditors before the audits commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- k. Reviewing the Company's various financial and risk management policies.
- l. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- m. To review the functioning of the Whistle Blower Mechanism.
- n. Generally, all items listed in Clause 49 III(D) of the Listing Agreement and in Section 177 of the Companies Act, 2013

7 Nomination and Remuneration Committee

In line with the Companies Act, 2013 / Clause 49 of the Listing Agreement requirements, the nomenclature of this Committee has been changed to Nomination and Remuneration Committee.

Composition

The Nomination and Remuneration Committee comprises of Shri. Trivendra Singh, Independent Director and Shri. Deepak Mathur, Non-Executive Director as Members of the Committee

During the year Shri Farindra Bihari Rai, stepped down as a director and consequently his membership in the Committee also ceased.

Details of the remuneration paid to all Directors are provided under the head "Disclosures" in this Report

Remuneration to Managing Director and Non-Executive Directors for the year 2014-15.

Name	Salary	Commission	Sitting Fees	Amount
Shri Manoj Kumar Sharma	Rs.6,00,000	Nil	Nil	Rs.6,00,000
Non-Executive Directors	Nil	Nil	Rs.2,90,000	Rs.2,90,000

Terms of Reference

- a. Formulate Remuneration Policy and a policy on Board Diversity.
- b. Formulate criteria for evaluation of Directors and the Board.
- c. To ensure that the Remuneration Policy shall also include the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- d. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- e. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- f. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals

8. Stakeholder Relationship Committee

The Stakeholder Relationship Committee comprises of Shri Manojkumar Sharma, Managing Director, Shri. Trivendra Shambhu Singh, Independent Director, Shri. Deepak Mathur, Non-Executive Director

During the year Shri Farindra Bihari Rai, stepped down as a director and consequently his membership in the Committee also ceased.

The Committee, inter alia, looks into redressing of shareholders'/investors' complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividends etc. The Committee oversees the performance of the Company and recommends measures for overall improvement of the quality of investor services. The Board of Directors has delegated the power for approving transfer of securities to the Managing Director and Chairman of the Company. During the year 2014-15, the Stakeholder Relationship Committee met 4 times on the following dates namely 29th May, 2014, 13th August, 2014, 13th November, 2014 and 13th February, 2015.

Name of Member	Designation	Attendance
Shri Farindra Bihari Rai*	Chairman	4
Shri Manoj Kumar Sharma	Member	4
Shri Deepak Mathur	Member	1
Shri Trivendra Singh		

*1. Shri Farindra Bihari Rai has resigned from the Committee Membership w.e.f. 28/03/2015

No of Shareholder's Complaint received so far	: 10
Complaints solved to the satisfaction of shareholders	: 10
Number of pending complaints	: Nil

KSL AND INDUSTRIES LIMITED

9. Management and Finance Committee:

The Management and finance Committee comprises of Manojkumar Sharma, Chairman and Shri. Deepak Mathur, Non-Executive Member

During the year Shri Farindra Bihari Rai, stepped down as a director and consequently his membership in the Committee also ceased.

The Committee is formed to take the decisions and to pass the necessary Resolutions on the day-to-day matters of the Company, on behalf of the Board of Directors.

During the year 2014-15, the Management and Finance Committee met 13 Times. The details of the Meetings of the members are given hereunder:

Name of Member	Designation	Attendance
Shri Manoj Kumar Sharma	Chairman	13
Shri Farindra Bihari Rai*	Member	13
Shri Deepak Mathur	Member	13

*1. Shri Farindra Bihari Rai has resigned from the Committee Membership w.e.f. 28/03/2015

10. Risk Management Committee:

Your Company has laid down procedures to inform the Board members about risk assessment and minimization and has implemented the Risk Management plan and continuously monitors it. The Company also has constituted a Risk Management Committee (Non-Mandatory) which ensures that the Company has an appropriate and effective Enterprise Risk Management system with appropriate policies and processes which carries out risk assessment and ensures that risk mitigation plans are in place by the same at regular intervals. A Risk Management status report is provided to the Audit Committee for its information on a regular basis.

11. Related Party Transactions:

Your Company has formulated a Policy on materiality of Related Party Transactions and also dealing with Related Party Transactions. Omnibus approval was granted by the Audit Committee for transactions entered with related parties for the financial year 2014-15 and the same was reviewed/cleared by the Audit Committee at regular intervals

12. Subsidiary Companies:

Your Company monitors performance of subsidiary companies (list of subsidiary companies has been provided in the financial statements), *inter-alia*, by the following means:

- The Company does not have any material unlisted Indian subsidiary, and hence, is not required to nominate an Independent Director of the Company on the Board of any subsidiary.
- The Audit Committee reviews the financial statements, in particular, the investments made by the unlisted subsidiary company
- The minutes of the Board Meetings of the unlisted subsidiary companies were placed at the Board Meeting of the Company.
- Your Company formulated a Policy on Material Subsidiary as required under Clause 49(V)(D) and the policy is hosted on the website of the Company under the web link <http://kslindustries.org/wp>

13. General Body Meetings Annual General Meeting

The last three Annual General Meetings of the Company were held as under:-

Year	Location	Date	Time
2013-14	65, Krishna Nagar, Samarvani, Silvassa (U.T.)	19 th July, 2014	12:30 P.M.
2012-13	65, Krishna Nagar, Samarvani, Silvassa (U.T.)	10 th August, 2013	12:30 P.M.
2011-12	65, Krishna Nagar, Samarvani, Silvassa (U.T.)	14 th July, 2012	12:30 P.M.

Extra-Ordinary General Meeting

No Extra-Ordinary General Meetings of the Shareholders were held during the financial year 2014-15

Postal Ballot

Four Special Resolutions were passed on 3rd September, 2014 through Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of the following items:

- (i) Authorization for Borrowing Money under Section 180(1)(c) of the Companies Act, 2013
- (ii) Authorization under Section 180(1)(a) of the Companies Act, 2013
- (iii) Authorization for Loan/Guarantee/Security and Investment by the Company
- (iv) Authorization for Related Party Transaction

Dr. S.K. Jain, Practicing Company Secretary was appointed as the Scrutinizer to conduct the postal ballot process.

The Notice dated 16th July, 2014, was sent to the members and the last date of receipt of postal ballot forms was 1st September, 2014. The Company received 11 Postal Ballot Forms. According to the Scrutinizer's report, the Resolutions were passes by the requisite majority. The result if the postal Ballot was declared and published on 3rd September, 2014, in one English daily and vernacular language newspapers for the information of the members.

14. Disclosures:

i) Related Party Transactions

There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. The Company has formulated a Related Party Transactions Policy and the same is displayed on the Company's website.

ii) Disclosure of Accounting Treatment

Your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards and has followed the Accounting Standards laid down by The Companies (Accounting Standards) Rules, 2006 in the preparation of its financial statements.

iii) Remuneration to Directors

Criteria for making payments to Non-Executive Directors (including Independent Directors)

The Non-executive Directors (including Independent Directors) of the Company are paid remuneration by way of profit related Commission based on the criteria laid down by the Nomination and Remuneration Committee and the Board

- Performance of the Company.
- Members' attendance, position held in the Committee(s); and
- Time spent.

None of the Non-Executive Directors of the Company hold any shares and convertible instruments of the Company

iv) Management

Management Discussion and Analysis Report comprising of all information as prescribed under Clause 49 (VIII)(D) of the Listing Agreement is attached to the Directors' Report. Disclosures have been made by the Senior Management relating to all material, financial and commercial transactions with personal interests, if any. Based on the declarations made, no transaction was in conflict with the interest of the Company.

15. Means of Communication

- (a) The Company has published its quarterly results in Freepress Journal, Loksatta-Jansatta.
- (b) Management Discussion and Analysis forms integral part of this Annual Report.

16. General Shareholder Information

16.1 Annual General Meeting :

- Date and time : 5th September, 2015 at 10.00 a.m.
- Venue : 65, Krishna Nagar, Samarvani, Silvassa (Union Territory of Dadra & Nagar Haveli)

16.2 Financial Year :

- Financial Calendar 2015-16 (tentative) : 1st April to 31st March
- Annual General Meeting – (Next year) : September, 2016

KSL AND INDUSTRIES LIMITED

Board Meetings

Results for the quarter ending June 30, 2015	: Before the 2 nd week of August, 2015
Results for the quarter ending September 30, 2015	: Before the 2 nd week of November, 2015
Results for the quarter ending December 31, 2015	: Before the 2 nd week of February 2016
Results for the year ending March 31, 2016	: Last week of May, 2016

16.3 Book Closure date	: 30 th August, 2015 to 05 th September, 2015 (Both days Inclusive)
16.4 Dividend Payment Date	: N.A.
16.5 (a) Listing of Equity shares	: BSE Limited
(b) Demat ISIN Numbers in NSDL	: Equity Shares: INE219A01026
16.6 Stock Code	: 530149
(Note : Annual listing fees for the year 2014-15 have been duly paid to the BSE Limited)	

16.7 Stock Market Data

• KSL AND INDUSTRIES LIMITED					
Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Apr 14	19.15	27.00	18.15	22.75	2,19,033
May 14	22.35	26.40	19.05	22.25	2,38,694
Jun 14	22.50	35.00	21.25	25.65	1,88,883
Jul 14	24.50	50.50	24.25	50.50	1,00,790
Aug 14	51.00	52.50	46.55	46.55	11,890
Sep 14	45.65	45.65	25.95	26.90	27,072
Oct 14	27.00	27.00	19.75	21.25	60,615
Nov 14	20.35	26.00	20.20	22.80	1,09,128
Dec 14	23.00	26.75	19.15	21.10	86,976
Jan 15	21.00	26.20	19.00	20.60	90,053
Feb 15	20.50	22.00	18.20	21.30	70,020
Mar 15	21.50	21.95	16.00	16.45	1,10,546

Source: www.bseindia.com.

16.8 Performance in comparison to broad –based indices such as BSE Sensex, CRISIL index etc.

The shares of the Company are listed at BSE Limited., the Stock Market Details of which has been given as above.

16.9 Registrar & Transfer Agent	: Bigshare Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072
16.10 Share Transfer System	: The shares of the Company, being in the compulsory demat list, are transferable through the depository system. All transfers received are processed and approved by the Share Transfer Committee which normally meets twice a month. Shares under objection are returned within two weeks.

16.11.a Distribution of Shareholding

Shareholding of Nominal Rs.	Number of Shareholders	Share Amount (Rs)
Upto - 5000	11312	26081556
5001 - 10000	358	2574432
10001 - 20000	25	372032
20001 - 30000	7	152328
30001 - 40000	6	215940
40001 - 50000	2	85104
50001 - 10000	7	542260
100001 - and above	78	372649648
TOTAL	11795	402673300

16.11.b Shareholding Pattern

Category	No. of shares held	Percentage of Shareholding
1. Promoter's Holding	39481387	39.22
2. Mutual Funds, Banks, Financial Institutions, FIIs, NRIs & OCBs, CM,s	3257744	03.23
3. Domestic Companies	30591652	30.39
4. Resident Individuals	27337542	27.16
Total	100668325	100.00

- 16.12.a Dematerialization of Shares** : Approximately 74.57% of the shares issued by the Company have been dematerialized upto 31st March, 2015
- 16.12.b Liquidity** : The Companies shares are listed on the BSE Limited, Mumbai.
- 16.13 Outstanding FCCB** : FCCB of 0.15 million USD listed in Singapore
Stock Exchange.
- 16.14 Plant Location** : Silvassa (U.T.)
Dombivali, Dist. Thane (Maharashtra)
Nagpur, Maharashtra
Wada, Dist. Thane
- 16.15 (i) Address for Investor Correspondence**
For transfer / dematerialization of shares payment of dividend on shares interest and redemption of debentures and any other query relating to shares and debentures of the Company.
Note : Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.
Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai- 400 072
- (ii) Any query on Annual Report** : Plot No.69-A, Dhanudyog Indl. Area, Piperia, Silvassa (U.T.)

KSL AND INDUSTRIES LIMITED

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **KSL AND INDUSTRIES LIMITED**

We have examined the compliance of the conditions of Corporate Governance by **KSL AND INDUSTRIES LIMITED** for the year ended 31st March 2015, as stipulated in Clause 49(XI) of the Listing Agreement of the said Company with the Stock Exchanges.

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

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

We state that in respect of investors grievances received during the year ended 31st March 2015, no investor grievances are pending against the Company as on **5th August, 2015**, as per the records maintained by the Company and presented to the Share Transfer/Investors' Grievances Committee.

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

**For A. F. Khasgiwala & Co.
Chartered Accountants**

Sd/-

A.F. Khasgiwala

Partner

Membership No. 6491

Firm Registration no. 105114W

Place: Mumbai

Date: 5th August, 2015

CEO/CFO CERTIFICATION

I Manoj Kumar Sharma, Managing Director of KSL AND INDUSTRIES LIMITED do certify to the Board that:

- a. I have reviewed Financial Statements and the Cash Flow Statement for the year and that to the best of my knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the Auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
 - iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

KSL and Industries Limited

Sd/-

**Manoj Kumar Sharma
Managing Director**

Place : Mumbai

Date : 16th May, 2015

Declaration regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct

This is to confirm that the Company has adopted the Code of Conduct for its Board Members and Senior Management Personnel.

I confirm that the Company has in respect of the financial year ended 31st March, 2015, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors as on 31st March, 2015.

KSL and Industries Limited

Sd/-

Manoj Kumar Sharma

Managing Director

Place : Mumbai

Date : 5 August, 2015

**REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS PURSUANT
TO CLAUSE 49 OF THE LISTING AGREEMENT**

The Management of KSL AND INDUSTRIES LIMITED in its Analysis Report laid down the performance and outlook of the Company in order to comply the requirement of Corporate Governance as laid down in the Listing Agreement. However, investors and readers are cautioned that this discussion contains certain forward looking statements that involve risk and uncertainties.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Textiles Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textiles industry also plays a vital role through its contribution to industrial output, employment generation, and the export earnings of the country.

The sector contributes about 14 per cent to industrial production; 4 per cent to the country's gross domestic product (GDP); 27 per cent to export earnings. It is the second largest provider of employment after agriculture and provides direct employment to over 45 million people. Thus, the growth and all round development of this industry has a direct bearing on the improvement of the economy of the nation.

MARKET SIZE

The Indian textiles industry is set for strong growth, buoyed by strong domestic consumption as well as export demand.

The most significant change in the Indian textiles industry has been the advent of man-made fibres (MMF). India has successfully placed its innovative range of MMF textiles in almost all the countries across the globe. MMF production recorded an increase of three per cent during the period April-December 2014.

Cotton yarn production increased by four per cent during April-December 2014.. Blended and 100 per cent non-cotton yarn production increased by five per cent during April-December 2014..

Cloth production by mill sector registered a growth of six per cent during April-December 2014.

Cloth production hosiery sector increased by eight per cent during April-December 2014.Total cloth production grew by two per cent during April-December 2014.

KSL AND INDUSTRIES LIMITED

INDIAN TEXTILE INDUSTRY: CHANGING PROFILE

The Indian textile industry has embarked on an ambitious program of modernization and technological up gradation in recent years to transform the textile sector from a state of low technology level to a producer of high technology products. Technological up gradation in India has resulted in:

- A shift from commodity based trading to high value added fashion garments.
- Vertical integration and horizontal consolidation of production process leading to lowering of manufacturing costs.
- Improved productivity gains
- Efficient supply chain management
- Development of Economies of scale

INVESTMENTS

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted foreign direct investment (FDI) worth US\$ 1,522.51 million during April 2000 to December 2014

OPPORTUNITY AND THREATS

The textile industry is undergoing a major reorientation towards non-clothing applications of textiles, known as technical textiles, which are growing roughly at twice rate of textiles for clothing applications and now account for more than half of total textile production.

The present global economic scenario provides ample opportunities for strong integrated textile companies such as like your company. Over the years the Company has built up capacities of scale by installing state-of-art production facilities. By reinforcing its position across the value change and presenting customers with diversified range of products, the company has developed sustainable business model with strength and resilience to combat any down turn in demand.

Strengths:

- ❖ Self reliant industry producing the entire supply-chain i.e., cotton and fibres.
- ❖ Highly competitive spinning sector.
- ❖ Large and growing domestic market.
- ❖ Second-largest textile producer in the world.
- ❖ Abundant Raw Material availability that helps industry to control costs and reduces the lead-time across the operation;
- ❖ Low labour cost and availability of skilled and technical labour force.
- ❖ Excellence in fabric and garment designing.
- ❖ Vast textile production capacity and efficient multi-fiber raw material manufacturing capacity.
- ❖ Availability of large varieties of cotton fiber and has a fast growing synthetic fiber industry;
- ❖ Promising export potential

Weaknesses:

- ❖ Small size and technologically outdated plants result in lack of economies scale, low productivity and weak quality control.
- ❖ Cotton availability is vulnerable to erratic monsoon and low per hectare yield.
- ❖ With the exception of spinning, other sectors are fragmented. Sectors such as knitted garments still remaining as a SSI domain
- ❖ Labour laws and policies lack reforms.
- ❖ Infrastructure bottlenecks for handling large volumes.
- ❖ India lacks in trade pact memberships, which leads to restricted access to the other major markets.
- ❖ Huge unorganized and decentralized sector.

Opportunities:

- ❖ End of quota system and full integration of the textile industry.
- ❖ Low per-capita consumption of textile indicating significant potential growth.
- ❖ Increased use of CAD to develop designing capabilities and for developing greater options.
- ❖ Shift in domestic market towards readymade garments, and domestic textile consumption increasing with growing disposable income.
- ❖ Cheaper production and marketing costs and enormous opportunities have tempted Taiwanese Companies to work on Joint Ventures with the Indian Companies specially for the manufacture of manmade fabrics.

Threats:

- ❖ Survival of the fittest in term of quality, size delivery and cost. There is an increased global competition in the post 2005 trade regime under WTO.
- ❖ Pricing pressures.
- ❖ Stiff competition from other Asian countries.
- ❖ Increase in regional trade could reduce share of market opened for India, China and other countries.
- ❖ High production cost with respect to other Asian competitors.

GOVERNMENT INITIATIVES

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

Some of initiatives taken by the government to further promote the industry are as under:

- Duty free entitlement to garment exporters for import of trimmings, embellishments and other specified items increased from 3 per cent to 5 per cent. This initiative is expected to generate an additional RMG exports estimated at Rs 10,000 crore (US\$ 1.61 billion).
- The government has also proposed to extend 24/7 customs clearance facility at 13 airports and 14 sea ports resulting in faster clearance of import and export cargo.
- The proposal for imposing duty on branded items was dropped providing relief to the entire value chain.
- The Ministry of Textiles has approved a 'Scheme for promoting usage of geotechnical textiles in North East Region (NER)' in order to capitalise on the benefits of geotechnical textiles. The scheme has been approved with a financial outlay of Rs 427 crore (US\$ 69.12 million) for five years from 2014-15.
- The Ministry of Textiles, Government of India plans to enter into an agreement with Flipkart to provide an online platform to handloom weavers to sell their products.
- The foundation stone of the Trade Facilitation Centre and Craft Museum was laid by Mr Narendra Modi, Prime Minister of India at Varanasi.
- Detailed arrangement for purchase of cotton from the farmers by the Cotton Corporation of India Ltd (CCI) under the Minimum Support Price Operation was monitored. 343 purchase centers were finalised in consultation with the State Governments after meetings with officers of CCI and the cotton producing states, resulting in streamlining of operations.

OUTLOOK

As the industrial and economic growth of the Country is showing steady improvement, the Company has drawn out and is implementing an action plan which comprises thrust on high margin products, reduction in raw material costs, rationalization of operations and over-heads, optimizing inventory level, selective credit policy to customers and liquidation of slow-moving inventories and overdue receivables.

The Company with its superior product mix and higher value-addition, coupled with the change in industry scenario like more fiscal incentives as announced by Government of India for textile industry, change in consumer preferences from woven to knitted clothes etc., has benefitted significantly during the financial year 2014-2015 and is expected to do the same in the years to come.

RISK AND CONCERN

There are no Major risk and concern to Company's Operation, however Some of the key issues and concerns analysed in the report are:

1. Fragmented industry.
2. Lower productivity and cost competitiveness.

KSL AND INDUSTRIES LIMITED

3. Tech obsolescence. Quality is not consistent.
4. Lac of trained manpower and low labour productivity due to lack of technological development.
5. The export-import policy of India changes too frequently due to which it becomes very difficult for importers to import goods.
6. Inefficient supply chain management
7. Lack of economies of scale and advance processing capabilities.
8. Certain Regional trade blocks and trade agreements can change competitive parameters.

INTERNAL CONTROL SYSTEM

The Company has been maintaining a well-established procedure for internal control system. For the purpose financial control, Company is adequately staffed with experienced and qualified personnel at all levels and play an important role in implementing and monitoring the statutory and Internal policy control environment. There has been a review conducted by M/s. Koshal Gupta & Co., the Internal Auditor, about the financial and operating controls.

The Audit Committee approves and reviews the audit plan for the year based on risk assessment as well as the Company's objectives and strategies. As with any element of business strategy, the key to targeting audit efforts has been to understand the opportunities and risks to the business from a sustainability standpoint.

FUTURE OPPORTUNITIES

- Favourable demographics in the domestic market; increasing young population coupled with rising income levels.
- Emergence of retail industry as a whole and development of various malls provide huge opportunities for the apparel segment.
- Opportunities in product diversification (for e.g. Technical Textiles).
- Change in consumption pattern, including rising demand for high-quality premium fabrics and development of various products cater to global needs.
- Replacement of the Multi Fibre Agreement (MFA) and integration of the textile industry resulting in huge opportunities for exports. Moreover, gradual development in the technical side of the industry provides an opportunity
-

ROAD AHEAD

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The organised apparel segment is expected to grow at a compound annual growth rate (CAGR) of more than 13 per cent over a 10-year period.

Exchange Rate Used: INR 1 = US\$ 0.016 as on February 26, 2015

References: Ministry of Textiles, Indian Textile Journal, Department of Industrial Policy and Promotion, Press Information Bureau

As the industrial and economic growth of the Country is showing steady improvement, the Company has drawn out and is implementing an action plan which comprises thrust on high margin products, reduction in raw material costs, rationalization of operations and over-heads, optimizing inventory level, selective credit policy to customers and liquidation of slow-moving inventories and overdue receivables.

The Company with its superior product mix and higher value-addition, coupled with the change in industry scenario like more fiscal incentives as announced by Government of India for textile industry, change in consumer preferences from woven to knitted clothes etc., has benefitted significantly during the financial year 2014-2015 and is expected to do the same in the years to come.

As part of HR-initiatives, thrust is given for Leadership Development to meet the aspirations and long-term goals of the Company. The Company has also laid qualitative objectives to maximize overall growth. Emphasis was placed on building a cohesive workforce to maximize returns to all stakeholders. Focused attention was given for knowledge updating and application of new technologies available to reduce costs and to meet the business challenges.

The focus of Human resource is on building and developing intellectual capital through innovative ideas. The industrial relation climate of the Company continues to remain harmonious with focus on quality and safety.

Forward looking statements are based on certain assumptions and expectations of the future events that are subject to risk and uncertainties. Actual results and trend may differ materially from historical results, depending on variety of factors.

FINANCIAL PERFORMANCE VS. OPERATIONAL PERFORMANCE

During the year, the Income from operations of Company has substantially decreased to Rs. 89530.04 Lacs as against Rs. 92295.60 Lacs in respect of the previous Financial Year ended 31st March, 2014. The Company has incurred a loss before Depreciation and Amortization Expenses, Interest (including Loss on foreign exchange fluctuation) and Tax is Rs. (14233.35) Lacs in the year ended 31st March, 2015 as against profit Rs 8443.06 Lacs in the previous financial year ended 31st March, 2014. The Company has incurred during the year Net Loss of Rs. 26679.71 Lacs as against Net Loss of Rs. 9635.27 Lacs in the previous financial year ended 31st March, 2014.

DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT

As part of HR-initiatives, thrust is given for Leadership Development to meet the aspirations and long-term goals of the Company. The Company has also laid qualitative objectives to maximize overall growth. Emphasis was placed on building a cohesive workforce to maximize returns to all stakeholders. Focused attention was given for knowledge updating and application of new technologies available to reduce costs and to meet the business challenges.

The focus of Human resource is on building and developing intellectual capital through innovative ideas. The industrial relation climate of the Company continues to remain harmonious with focus on quality and safety.

CAUTIONARY STATEMENT

Statements Made in this Report may be “forward looking statements” within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of the future events that are subject to risks and uncertainties. Actual future results and trend may differ materially from historical results, depending on variety of factors like changes in economic conditions affecting demand/supply, price conditions in which the Company operates Government regulations, tax laws and other statutes and incidental factors.

KSL AND INDUSTRIES LIMITED

INDEPENDENT AUDITORS' REPORT

To
The Members of
KSL AND INDUSTRIES LIMITED
REPORT ON STANDALONE FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

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

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

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

OPINION

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government 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, to the extent applicable. 61 Financial Statements Corporate Overview Statutory Reports Standalone Financial Statements Notice
- 2) As required by Section 143 (3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact, if any, of pending litigations as at 31st March 2015, on its financial position in its standalone financial statements – Refer Note 33 to the financial statements;
 - ii) The Company has not entered into any on long-term contracts including derivative contracts requiring provision under the applicable law or accounting standards, for material foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For A.F.Khasgiwala & Co.
Chartered Accountants
Sd/-
For A.F.Khasgiwala
Partner
MEMBERSHIPNO:006491
Firm Reg.No.105114W

Place Mumbai,
Date:16/05/2015

ANNUAL REPORT 2014 -15 ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

- 1) In respect of its fixed assets
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets except in respect of additions made during the year which are in the process of updation.
 - b) As informed to us by the management the Company has a policy of physically verifying fixed assets in a phased manner over a period which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. We are informed that there was no material discrepancies noticed on such verification which were accounted in the financial statements.
- 2) In respect of its inventories:
 - a) 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 size of the Company and the nature of its business.
 - b) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and the discrepancies noticed on such physical verification between physical stock and book records were not material and have been adequately dealt with in the books of account.
- 3) According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and hence, clause 3(iii) of the Order is not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, there exist an adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system
- 5) The Company has not accepted any deposit from public. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- 6) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under 148(1) of the Companies Act, 2013 in relation to products manufactured, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not made a detailed examination of the records with a view to determine whether they are accurate and complete.
- 7) According to the information and explanations given to us:
 - a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities during the year. There are no undisputed amounts payable in respect of aforesaid material statutory dues as at 31st March 2015, which were in arrears for a period of more than six months from the date they became payable.
 - b) On the basis of our examination of the documents and records of the Company, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise (The Annexure referred to in para 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the Members of on the financial statements for the year ended 31st March 2015.) 63 Financial Statements Corporate Overview Statutory Reports Standalone Financial Statements Notice Duty, Value Added Tax and Cess which have not been deposited on account of a dispute, except as enumerated herein below which are pending before respective authorities as mentioned there against:

Name of the statute	Nature Of the Dues	Amount* (in ₹ Crore)	Period to which amount relate	Forum where dispute is pending
-	-	-	-	-
-	-	-	-	-
-	-	-	-	-
-	-	-	-	-

*Net of amounts paid under protest or otherwise. Amount as per demand order including interest and penalty wherever quantified.

- c) The amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- 8) The Company has accumulated losses as at 31st March, 2015 as the debit balance of statement of Profit or Loss Rs. 59,767.91 Lacks has been adjusted against reserve and surplus which shown in negative balance (Refer Note No.2.2).
- 9) Based on our audit procedures, information and explanations given to us, in our opinion the Company has not defaulted in repayment of dues to financial institutions and banks. The Company does not have any outstanding debentures during the year
- 10) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 11) According to the information and explanations given to us, the Company has not taken any term loan during the year.
- 12) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For A.F.Khasgiwala & Co.
Chartered Accountants
Sd/-
For A.F.Khasgiwala
Partner
MEMBERSHIPNO:006491
Firm Reg.No.105114W

Place Mumbai,
Date:16/05/2015

KSL AND INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Notes No.	(Rs.in Lakh)	
		As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	4,026.73	4,026.73
(b) Reserves and Surplus	2.2	(30,348.33)	(3,668.62)
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	2.3	80,294.57	80,920.32
(b) Deferred Tax Liabilities (Net)	2.4	1,793.37	1,502.61
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(3) Current Liabilities			
(a) Short-Term Borrowings	2.5	31,947.47	32,005.07
(b) Trade Payables	2.6	163.70	359.53
(c) Other Current Liabilities	2.7	6,563.78	16,128.76
(d) Short-Term Provisions	2.8	2,120.09	2,050.68
Total Equity & Liabilities		96,561.39	133,325.14
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
Tangible Assets			
(i) Gross Block		131,147.73	131,145.32
(ii) Depreciation		58,026.05	52,767.20
(iii) Net Block		73,121.68	78,378.12
Capital work in Progress		3,137.01	3,084.79
Intangible Assets		-	-
Others	2.10	278.08	417.12
(b) Non-current investments	2.11	1,151.95	1,151.95
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories	2.12	9,416.06	23,420.27
(c) Trade receivables	2.13	8,061.62	22,261.20
(d) Cash and cash equivalents	2.14	359.08	883.46
(e) Short-term loans and advances	2.15	1,035.91	3,728.23
(f) Other current assets		-	-
Total Assets		96,561.39	133,325.14

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

The accompanying notes are integral part of the financial statements

This is the Balance Sheet referred to in our Report of even date.

FOR A.F.KHASGIWALA & CO
CHARTERED ACCOUNTANTS
SD/-
A.F.KHASGIWALA
Partner
Membership No. : 006491
Firm Reg. No.: 105114W

SD/-
MANOJKUMAR RAMJI SHARMA
(MANAGING DIRECTOR)
DIN: 01884806

SD/-
DEEPAK MATHUR
(DIRECTOR)
DIN: 02246715

SD/-
PUSHPENDRA PRATAP SINGH
(COMPANY SECRETARY)
PLACE : MUMBAI
DATED : 16/05/2015

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

		(Rs.in Lacs)		
Sr. No	Particulars	Notes No.	Year ending 31.03.2015	Year ending 31.03.2014
I	Revenue from operations	2.16	89,530.04	92,295.60
	I. Total Revenue		89,530.04	92,295.60
II	Expenses:			
	Cost of Sales	2.17	101,667.71	80,406.59
	Finance Costs	2.18	6,757.70	8,965.95
	Depreciation and Amortization Expense	2.19	5,397.89	9,456.12
	Other Administrative Expenses	2.20	2,095.68	3,445.95
	Total Expenses (II)		115,918.98	102,274.61
III	Profit before exceptional and extraordinary items and tax	(I - II)	(26,388.94)	(9,979.01)
IV	Exceptional Items		-	-
V	Profit before extraordinary items and tax		(26,388.94)	(9,979.01)
VI	Extraordinary Items		-	-
VII	Profit before tax		(26,388.94)	(9,979.01)
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		290.76	(343.73)
IX	Profit(Loss) from continuing operations		(26,679.70)	(9,635.27)
X	Profit/(Loss) from discontinuing operations		-	-
XI	Tax expense of discounting operations		-	-
XII	Profit/(Loss) from Discontinuing operations		-	-
XIII	Profit/(Loss) for the period		(26,679.70)	(9,635.27)
XIV	Earning per equity share:			
	Equity shares of per value Rs.4/-each			
	(1) Basic		(26.21)	(9.91)
	(2) Diluted		(26.21)	(9.91)
	No. of share used in computing earning per share		100,668,325	100,668,325

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

The accompanying notes are integral part of the financial statements

This is the Balance Sheet referred to in our Report of even date.

FOR A.F.KHASGIWALA & CO
CHARTERED ACCOUNTANTS
SD/-
A.F.KHASGIWALA
Partner
Membership No. : 006491
Firm Reg. No.: 105114W

SD/-
MANOJKUMAR RAMJI SHARMA
(MANAGING DIRECTOR)
DIN: 01884806

SD/-
DEEPAK MATHUR
(DIRECTOR)
DIN: 02246715

SD/-
PUSHPENDRA PRATAP SINGH
(COMPANY SECRETARY)
PLACE : MUMBAI
DATED : 16/05/2015

KSL AND INDUSTRIES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 2.1 Share Capital

Sr. No	Particulars	(Rs.in Lacs)	
		As at 31st March,2015	As at 31st March,2014
1	AUTHORIZED CAPITAL		
	250000000 Equity Shares of Rs. 4/- each.	10,000.00	10,000.00
	(Previous Year 250000000 Equity Shares of Rs.4/-each)		
	50,00,000 Redeemable Preference Shares of Rs.10/- each	500.00	500.00
	(Previous year 5000000 Red. Preference Shares of Rs.10/- each)		
2	ISSUED & SUBSCRIBED		
	100668325 Equity Shares of Rs. 4/- each fully paid up	4,026.73	4,026.73
	(Previous Year 100668325 Equity Shares of Rs. 4/- each)		
3	PAID UP CAPITAL		
	100668325 Equity Shares of Rs. 4/- each fully paid up	4,026.73	4,026.73
	(Previous Year 100668325 Equity Shares of Rs. 4/- each)		
	Total	4,026.73	4,026.73

2.1(a) Details of share holders holding morethan 5 % shares

Name of Shareholders	As at 31st March,2015		As at 31st March,2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ram Pratap Tayal	11204658	11.13	11204658	11.13
Jyotika Tayal	7025400	6.98	7025400	6.98
Vandana Tayal	7020000	6.67	7020000	6.67
Bhavana Tayal	6474600	6.43	6474600	6.43

Note: The above shareholding is pledged to unsecured lenders.

2.1(b) Reconciliation of Number of Shares Outstanding as at 1st April 2014 and 31st March,2015 : EQUITY SHARES :

Particulars	Number	(Rs. in Lacs)
Shares outstanding as at the 1st April,2014	100668325	4026.73
Add : Shares issued during the period	NIL	NIL
Shares outstanding as at 31 st March,2015	100668325	4026.73

ANNUAL REPORT 2014-2015

Note : 2.2 Reserve & Surplus

Sr. No	Particulars	As at 31.03.2015	(Rs.in Lacs) As at 31.03.2014
(a) Reserves			
	General Reserve	5,527.48	5,527.48
	Share Premium Account	23,888.34	23888.34
	Capital Reserve	3.76	3.76
	Total (a)	29,419.58	29,419.58
(b) Surplus			
	Profit & Loss Account		
	Balance brought forward from previous year	(33,088.20)	(23,452.92)
	Add: Net Profit/(Net Loss) for the period	(26,679.71)	(9,635.28)
	Total (b)	(59,767.91)	(33,088.20)
	Total (a+b)	(30,348.33)	(3,668.62)

Note : 2.3 Long Term Borrowing

Sr. No	Particulars	As at 31.03.2015	(Rs.in Lacs) As at 31.03.2014
Secured			
1	Term Loan from Banks	22,155.24	22,081.67
2	ECB Loan	5,297.49	5,297.49
3	FITL Working Capital loan from Banks	2,310.38	3,009.70
Unsecured			
1	From Corporates	50,441.54	50,441.54
2	FCCB Liability	89.91	89.91
	Total	80,294.57	80,920.32

Note : 2.4 Deffered Tax Liability

Sr. No	Particulars	As at 31.03.2015	(Rs.in Lacs) As at 31.03.2014
	Depreciation on Fixed Assets	1,793.37	1,502.61
	Total	1,793.37	1,502.61

Note : 2.5 Short Term Borrowing

Sr. No	Particulars	As at 31.03.2015	(Rs.in Lacs) As at 31.03.2014
Secured			
	Working capital Loan		
	From Banks	31,947.47	31,629.96
	FITL Term Loan		
	From Banks	-	375.11
	Total	31,947.47	32,005.07

KSL AND INDUSTRIES LIMITED

Note : 2.6 Trades Payable

Sr. No	Particulars	As at 31.03.2015	(Rs.in Lacs)
			As at 31.03.2014
1	Sundry Creditors for Material/Supplies	163.70	359.53
	Total	163.70	359.53

Note : 2.7 Other Current Liabilities

Sr. No	Particulars	As at 31.03.2015	(Rs.in Lacs)
			As at 31.03.2014
1	Interest Accured & due	985.36	781.36
2	Others Liabilities	5,578.42	15,347.40
	Total	6,563.78	16,128.76

Note : 2.8 Short Term Provisions

Sr. No	Particulars	As at 31.03.2015	(Rs.in Lacs)
			As at 31.03.2014
1	outstanding Expenses payable	7.15	560.19
2	Provision for Interest	2,112.94	1,490.49
	Total	2,120.09	2,050.68

Note- 2.9: FIXED ASSETS AS ON 31.03.2015

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AT COST 01.04.2014	ADDITION	DEDUCTION	AS ON 31.03.2015	AS ON 1.4.2014	DEDUCTION	DURING THE YEAR	UPTO 31-3-2015	AS ON 31-3-2015	AS ON 31-3-2014
1	Land & Building(emp)	30754.89	0.00	0.00	30754.89	3530.86	0	1027.21	4558.07	26196.82	27224.04
2	Land & Site Development	4008.25	0.00	0.00	4008.25	0.00	0	0.00	0.00	4008.25	4008.25
3	Building	25645.89	0.00	0.00	25645.89	5243.85	0	856.57	6100.43	19545.46	20402.04
4	Residential Building	127.93	0.00	0.00	127.93	29.75	0	2.09	31.84	96.09	98.18
5	Plant & Machinery	68346.69	0.00	0.00	68346.69	43053.94	0	3246.47	46300.41	22046.28	25292.75
6	Electric Installation	958.71	1.31	0.00	960.02	268.40	0	45.55	313.95	646.07	690.32
7	Furniture & Fixtures	308.66	0.00	0.00	308.66	184.30	0	19.54	203.83	104.83	124.36
8	Air Conditioner	134.76	0.00	0.00	134.76	67.04	0	8.53	75.57	59.19	67.72
9	Office Equipment	700.82	0.00	0.00	700.82	238.86	0	44.36	283.22	417.60	461.96
10	Computers	88.75	1.10	0.00	89.85	84.17	0	4.59	88.76	1.09	4.58
11	Vehicle	69.97	0.00	0.00	69.97	66.03	0	3.94	69.97	0.00	3.94
	Total	131145.32	2.41	0.00	131147.73	52767.20	0	5258.85	58026.05	73121.68	78378.14
	Capital Work in Porgress(tex)	1724.92	52.22	0.00	1777.14	0.00	0	0.00	0.00	1777.14	1724.92
	Capital Work in Porgress(rel)	1359.87	0.00	0.00	1359.87		0	0.00	0.00	1359.87	1359.87
	TOTAL	134230.12	54.63	0.00	134284.74	52767.20	0	5258.85	58026.05	76258.69	81462.91

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note :2.10 Fixed Assets (other)

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	Miscellaneous Expenditure		
	(To the extent not adjusted or written off)		
	Deffered revenue expenditure	417.12	556.16
	Less : Written off during the year	139.04	139.04
	Total	278.08	417.12

Note : 2.11 Non current Investment

Sr. No	Particulars	No.of share	As at 31-03-2015	As at 31-03-2014
	(ii) Unquoted Shares			
	In Subsidiary Companies			
	Actif Corporation Ltd.of Rs.10/- each fully paid up	49994	5.00	5.00
	Kalmeshwar Textiles Mills Ltd.of Rs.10/- each fully paid up	1641598	1,050.00	1,050.00
	In others			
	Mori hanol Hydro-power ltd.of Rs.10/-each fully paid up	499996	50.00	50.00
	Tayal Energy Ltd. Rs.10/-each fully paid up	469500	46.95	46.95
	Total	2,661,088	1,151.95	1,151.95
	Aggregate Book Value of Quoted Investments		160.00	160.00
	Aggregate Market Value of Quoted Investments		1268.80	5336.00
	Aggregate Book Value of Unquoted Investments		1,151.95	1,151.95

Note : 2.12 Inventories

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	(a) Textiles :		
1	Raw Material	8,345.70	16,926.17
2	Work-in-Progress	655.57	1,297.00
3	Finished Goods	404.77	1,638.95
4	Consumables	10.01	26.85
	Total (a)	9,416.06	19,888.98
	(b) Real Estate :		
1	Marol Maroshi Project	-	1,994.44
2	Kandivali Project	-	1,536.84
	Total (b)	-	3,531.28
	Total (a+b)	9,416.06	23,420.26

KSL AND INDUSTRIES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 2.13 Trade Recievables

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Outstanding for more than six months		
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	188.51	101.85
	c) Doubtful		
2	Others		
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	7,873.11	22,159.35
	c) Doubtful	-	-
	Total	8,061.62	22,261.20

Note :2.15 Cash & Cash Equivalent

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	(a) Cash-in-Hand		
	Cash Balance	7.06	5.14
	Sub Total (a)	7.06	5.14
	(b) Bank Balance		
	In Current Account	84.50	602.70
	Sub Total (b)	84.50	602.70
	(c)Fixed Deposit	267.54	275.62
	Sub Total (c)	267.54	275.62
	Total [A + B + C]	359.10	883.46

Note :2.15 Short Terms Loans and Advances

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Others	830.42	3,417.90
	Advance Recoverable in cash or in kind or for value to be considered good		
2	Subsidiary receivable	205.49	310.33
	Total	1,035.91	3,728.23

ANNUAL REPORT 2014-2015

Notes Forming Part of the Statement of Profit & Loss Accounts for the year ended 31st March, 2015

Note : 2.16 Revenue from Operations

		(Rs.in Lacs)	
Sr. No	Particulars	Year Ending 31-03-2015	Year Ending 31-03-2014
	(a) sale of Product :	85,384.48	89,719.07
	Less : Rebate / Discount	-	
		85,384.48	89,719.07
	(b) Sale of Services :	-	-
	(c) other Income :	4,145.56	2,576.53
	Total	89,530.04	92,295.60

Note : 2.17 Cost of Sales

		(Rs.in Lacs)	
Sr. No	Particulars	Year Ending 31-03-2015	Year Ending 31-03-2014
a)	MATERIALS AND GOODS CONSUMED		
	Opening Stock	16,926.17	19,287.99
	Add : Purchases	83,799.54	63,985.91
		100,725.71	83,273.90
	Less : Closing Stock	8,345.70	16,926.17
	Raw Material Consumed Sub total (a)	92,380.01	66,347.73
b)	Change in inventories		
	Opening Stock :		
	Finished goods	1,638.95	2,364.25
	Stores & Consumables	26.86	139.18
	Work in progress	1,297.00	2,525.10
	Real Estate	3,531.29	-
	Total (i)	6,494.10	5,028.53
	Closing Stock :		
	Finished goods	404.77	1,638.95
	Stores & Consumables	10.01	26.86
	Work in progress	655.57	1,297.00
	Real Estate	-	-
	Total (ii)	1,070.35	2,962.82
	Sub total (b)(i-ii)	5,423.74	2,065.71
c)	DIRECT/PRODUCTIONS EXPENSES		
	Power & Fuel	1,258.58	3,044.63
	Stores, chemical & Packing Materials	643.64	1,570.74
	Labour Charges	1,681.26	6,202.98
	Processing & Job work charges	102.56	289.18
	Freight Charges	2.01	612.66
	Repair & Maintenance	121.20	201.31
	Water Charges	42.56	50.43
	Loading & Unloading Expenses	12.15	20.65
	Loss on sale of Plant & Machinery	-	0.55
	Sub total (c)	3,863.96	11,993.14
	Total (a+b+c)	101,667.71	80,406.59

KSL AND INDUSTRIES LIMITED

Note : 2.18 Finance Cost

(Rs.in Lacs)

Sr. No	Particulars	Year Ending 31-03-2015	Year Ending 31-03-2014
	Interest Cost	6,754.97	7,394.52
	Other borrowing cost	2.73	0.00
	Loss on foreign currency transaction	-	1,571.43
	Total	6,757.70	8,965.95

Note : 2.19 Depreciation & Amortization Expenses

(Rs.in Lacs)

Sr. No	Particulars	Year Ending 31-03-2015	Year Ending 31-03-2014
	Depreciation	5,258.85	9,317.08
	Miscellaneous Expenses W/off	139.04	139.04
	Total	5,397.89	9,456.12

Note : 2.20 Other Administrative Expenses

(Rs.in Lacs)

Sr. No	Particulars	Year Ending 31-03-2015	Year Ending 31-03-2014
	Commission & Brokerage	1.57	36.02
	Sales Promotion Expenses	11.78	61.34
	Transportation Charges	6.06	49.63
	Insurance Charges	0.06	21.03
	Rent,Rates and Taxes	12.96	307.95
	Directors Remuneration	6.00	6.00
	Directors Sitting Fees	2.90	2.30
	Legal,Professional & Consultancy Charges	139.19	465.71
	Travelling & Conveyance	23.27	138.36
	Auditors Fees	1.15	1.15
	Telephone Charges	1.90	8.35
	Salary & Staff Welfare Expenses	1,439.86	1,153.88
	Security Charges	42.08	90.85
	Postage & Telegram	0.67	13.81
	Printing & Stationery	7.65	18.19
	General Expenses	153.62	28.84
	Motor Car Expenses	0.53	12.80
	Listing Fees	1.12	-
	Electricity Charges	68.45	189.58
	Repairs and Maintenace Building	65.12	102.00
	Repairs and Maintenace Others	98.14	422.66
	Advertisement Expenses	3.80	203.64
	Office Expenses	0.27	87.42
	Service Charges	0.47	6.47
	Registration & filling Fees	5.94	15.97
	Profession Tax	1.12	1.99
	Total	2,095.68	3,445.95

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 GENERAL

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principles ("GAAP"), and in compliance with the Accounting Standards referred to in section 211 (3C) and other requirements of the Companies Act, 2013

The preparation of financial statements in conformity with Indian GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets etc. Actual results could differ from these estimates.

1.2 REVENUE RECOGNITION :

- a) Revenue on sale of products is recognized when the products are dispatched to customers, all significant contractual obligations have been satisfied and the collection of the resulting receivable is reasonably expected. Sales are stated net of returns and sales tax collected.
- b) Revenue in respect of insurance/other claims, interest, export incentives etc. is recognized only when it is reasonably certain that the ultimate collection will be made.

1.3. FIXED ASSETS

a) Own Assets:

Fixed Assets are stated at cost less accumulated depreciation. Cost includes all identifiable expenditure to bring the assets to its present location and condition.

b) Assets taken on Lease :

Operating Lease:

Assets taken on lease under which, all the risk and reward of ownership are effectively retained by the lessor are classified as operating lease. Lease rental under operating leases are recognized as expenses on accrual basis in accordance with the respective lease agreements and charged to the Profit & Loss Account.

1.4 DEPRECIATION

The Company follows the straight line method of providing depreciation at the rates prescribed in Schedule XIV to the Companies Act 2013 read with Section 205(2) (b) of the said Act on pro-rata basis uniformly in respect of all assets.

1.5. INVESTMENTS

Long term investments are carried at cost. Less Provision for diminution other than temporary. if any in value of such investments.

1.6. INVENTORIES

Inventories are valued at cost or net realizable value, whichever is lower.

1.7. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

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

NOTES TO THE ACCOUNTS

a. Employee benefits :

- i. Provident fund has been paid regularly in time by the company
 - ii. Gratuity and Leave encashment are accounted for in cash basis as and when paid.
- b. i. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes as a substantial period of time to get ready for its intended use or sale.
ii. All other borrowing costs are charged to revenue in the period in which they are incurred.
- c. The company has two business segment namely "Textiles" and "Real Estate" hence segment reporting as required under AS-17 issued by ICAI and made mandatory w. e. f. 1/04/2001 for certain business enterprises is applicable in case of company,
 - d. AS-18 Related Party Disclosure:
AS per accounting Standard -18 "Related Party Disclosures" issued by ICAI related parties of the company and nature of relationship are as follows :

KSL AND INDUSTRIES LIMITED

Related Party

Kalameshwar Textile Mills Ltd.
Actif Corporation Ltd
M.K.Sharma

Nature of Relationship

100% Subsidiary company
Subsidiary company u/s 4(1)(a)
Key Management person

Disclosure of related party transactions:

Related Party	Nature of Relationship	Nature of Transaction	Volume of Transaction(Rs.Lacs)
M.K.Sharma	Key Management Person	Remuneration	6.00

e. AS-19 Leases

The Company has taken various Assets on Lease and leave license basis, all leases are operating leases the details of the same are as under:

(Rs.inLacs)

S No	Future Lease Payments	2014-15	2013-14
1	Not later than 1Year	0	0
2	Later than 1Year but not later than 5Years	-	-
3	Later than 5Years	-	-

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

(Rs. in Lacs)

Particular	As at 31st March 2015	As at 31st March 2014
(i) Contingent Liabilities :		
(a) Claims against the company not acknowledge as debt	-	-
(b) Guarantees given by the Company	335.11	335.11
(c) Corporate Guarantee Given :	-	-

g. Deferred Tax assets & Liabilities

Deferred tax has been provided in a accordance with the Accounting Standard-22 – “Accounting for taxes on income” issued by the ICAI applicable with effect from 1st April 2001.The Accumulated Deferred tax liability as on 31st March, 2015 amounting to Rs.1793.37 Lacs is the difference between the book depreciation and tax depreciation.

h. Impairment of Assets:-

The carrying cost of assets are reviewed at each balance sheet date to find out any indication of impairment based on the internal & external factors. An assets is treated as impairment when the carrying cost of the assets exceeds its recoverable amount. An impairment loss if any, charged to P&L a/c. in the year in which the assets is identified as impaired. Reversal of impairment loss recognized in prior years is recorded when there is an indication that impairment loss recognized for the assets no longer exists or has decreased,

- i. There are no parties which can be classified as small scale industries to whom the Company owes a sum exceeding Rs. 1 Lacs , which is outstanding for more than 30 days
- j Balances in respect of some of the Debtors, Creditors, Loans and Advances are subject to confirmations.
- k CENVAT: Capital expenditure and raw materials have been taken at net value after adjusting CENVAT, wherever applicable as per guidelines issued by The Institute of Chartered Accountants of India..
- l In the opinion of the Board, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business, the provisions for al known liabilities are adequate and not in excess than reasonably necessary.

ANNUAL REPORT 2014-2015

m Additional Information under part II of schedule VI of Companies Act 2013.

a) Remuneration to Auditors	2014-2015 (Rs.in Lacs)	2013-2014 (Rs.in Lacs)
Audit Fee	0.90	0.97
Tax Audit Fee	0.15	0.18
b) Remuneration to Managing Director	6.00	6.00

n. **Foreign Currency Transaction:-**

Foreign Currency Transaction are accounted for at the rate prevailing on the date transactions.

	2014-2015 (Rs.in Lacs)	2013-2014 (Rs.inLacs)
Earning In Foreign Currency	NIL	NIL
FCCB principle paid	NIL	NIL
Interest on FCCB	NIL	NIL
ECB payment	NIL	944.20

o Break-up Expenditure on employees who were in receipt of remuneration aggregating not less than Rs. 2400000/-, if employed throughout the year or not less than Rs. 200000/- p.m. if employed for part of the year

i Employed throughout the year - Number of Employees	NIL	NIL
ii Employed for the part of the year-Number of Employees	NIL	NIL

p Figures of previous year have been re-grouped/re-arranged wherever necessary to confirm to this year's classification .

q. Expenditure in Foreign Currency: (Rs.Lacs)	2014-15	2013-14
a) Value of Imported capital goods on CIF	NIL	NIL
b) Traveling Expenses	NIL	NIL
c) Remittance of dividend to NRIS AND FII	NIL	NIL

FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

AS PER OUT REPORT OF EVEN DATE

FOR A.F.KHASGIWALA & CO
CHARTERED ACCOUNTANTS
SD/-
A.F.KHASGIWALA
Partner
Membership No. : 006491
Firm Reg. No.: 105114W

SD/-
MANOJKUMAR RAMJI SHARMA
(MANAGING DIRECTOR)
DIN: 01884806

SD/-
DEEPAK MATHUR
(DIRECTOR)
DIN: 02246715

SD/-
PUSHPENDRA PRATAP SINGH
(COMPANY SECRETARY)
PLACE : MUMBAI
DATED : 16/05/2015

KSL AND INDUSTRIES LIMITED

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

PARTICULARS	2014-2015 (Rs. In lacs)	2013-2014 (Rs. In lacs)
I CASH INFLOWS		
From Operating activities		
(a)Profit from operating activities		
Adjustments :		
Depreciation and amortization	0.00	9456.12
(b) Working capital changes :		
Decrease in inventories	14004.21	4427.54
Decrease in trade receivables	14199.58	
Decrease in short-term loans and advances	2692.32	335.15
Decrease in other current assets		
Increase in trade payables		
Increase in other current liabilities		4756.57
Increase in provisions	69.41	1532.58
Total of (1)	30965.52	20507.95
(2) From Investing activities		
(a) Proceeds from sale of fixed assets		
(b) Proceeds from sale of investments		1593.13
(c) Realisation of long-term loans and advances from subsidiaries / associates / business ventures		160.00
(d) Decrease in other long-term loans and advances		
(e) Decrease in other non-current assets	139.04	
(f) Dividend received		
(g) Interest received		
(h) Other income		
Total of (2)	139.04	1753.13
(3) From Financing activities		
(a) Proceeds from issue of share capital		
(b) Share application money pending allotment		
(c) Proceeds from long-term borrowings		
(d) Proceeds from short-term borrowings		
Total of (3)	0.00	0.00
Total cash inflows (1+2+3)	31104.56	22261.08
II CASH OUTFLOWS		
From Operating activities		
(a)Loss from operating activities		
Adjustments :		
Depreciation and amortization	26388.94	9978.52
(b) Working capital changes :		
Increase in inventories		
Increase in trade receivables		3848.62
Increase in short-term loans and advances		
Increase in other current assets		
Decrease in trade payables	195.83	273.37
Decrease in other current liabilities	9564.98	
Decrease in provisions		
(c) Direct taxes paid (Net of refunds)		
Total of (1)	36149.75	14100.51
(2) From Investing activities		
(a) Purchase of tangible assets / capital work -in-progress	2.41 52.22	210.03
(b) Purchase of intangible assets /assets under development		
(c) Purchase of investments		
(d) Investment in subsidiaries / associates / business ventures		
(e) Payment of long-term loans and advances to subsidiaries / associates / business ventures		
(f) Increase in other long-term loans and advances		
(g) Increase in other non-current assets		
Total of (2)	54.63	210.03

ANNUAL REPORT 2014-2015

(3) From Financing activities		
(a) Repayment of long-term borrowings	625.75	7193.79
(b) Repayment of short-term borrowings	57.65	246.04
(c) Dividends paid (including distribution tax)		
(d) Interest and other finance costs		
(e) Share issue expenses		
Total of (3)	683.40	7439.83
Total cash Outflows (1+2+3)	36887.79	21750.37
III Net (decrease) / increase in cash and cash equivalents (I - II)	(5783.23)	510.71
Add : Cash and cash equivalents at the beginning of the period	883.46	372.76
IV Cash and cash equivalents at the end of the period	359.08	883.46

Sd/-
MANOJKUMAR RAMJI SHARMA
MANAGING DIRECTOR
DIN: 01884806

Sd/-
DEEPAK MATHUR
DIRECTOR
DIN: 02246715

Sd/-
PUSHPENDRA PRATAP SINGH
COMPANY SECRETARY

Place : Mumbai
Date : 16/05/2015

AUDITOR CERTIFICATE

We have examined the attached cash flow statement of KSL and Industries Limited for the year ended 31st March 2015. The Statement has been prepared by the company in accordance with the requirements of Listing Agreement Clause 32 with Bombay Stock Exchanges and is based on and is in Agreement with the corresponding Statement of Profit and Loss account for the year and Balance Sheet as at 31.03.2015 of the company as per report to the members of the company.

For A.F.KHASGIWALA & CO.
Chartered Accountants
Sd/-
A.F.Khasgiwala
Partner
Membership no.6491
Firm Regn No.105114W

Place : Mumbai
Date : 16/05/2015

KSL AND INDUSTRIES LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KSL AND INDUSTRIES LIMITED.

We have audited the accompanying consolidated financial statements of KSL AND INDUSTRIES LIMITED. The Company and its subsidiary (together the group) as referred to in section 129(3) of companies Act 2013, which comprise consolidated the Balance Sheet as at to 31st March 2015, the consolidated Statement of Profit and Loss for the period 1st April 2014 to 31st March 2015 and the consolidated Cash Flow Statement for the period then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 2013 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated 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 standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by Section 143 (3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

Others Matter

Financial statement of subsidiaries "Kalameshvar Textiles Mills Limited" and which reflect total assets (net) Rs. 385.10 Lacs and total revenue of Rs. 458.87 Lacs, "Actif Corporation Limited" and which reflect total assets (net) Rs.17111.61 Lacs and total revenue of Rs. 21494.65 Lacs for the year ended 31st March 2015 have been audited by us.

FOR A.F. KHASGIWALA & CO CHARTERED ACCOUNTANTS

Sd/-

A.F. Khasgiwala

Partner

MEMBERSHIP NO: 006491

FIRM REG NO: 105114W

Place: Mumbai,

Date: 16-05-2015

ANNUAL REPORT 2014-2015

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Notes No.	As at 31.03.2015	As at 31.03.2014 (Rs.in Lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	8026.73	8026.73
(b) Reserves and Surplus	2.2	(55514.96)	(16523.12)
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	2.3	106435.22	106190.12
(b) Deferred Tax Liabilities (Net)	2.4	2805.10	2138.00
(c) Other Long Term Liabilities			
(d) Long Term Provisions			
(3) Current Liabilities			
(a) Short-Term Borrowings	2.5	42250.52	41995.91
(b) Trade Payables	2.6	219.49	501.38
(c) Other Current Liabilities	2.7	6877.12	16391.87
(d) Short-Term Provisions	2.8	2569.67	2637.05
Total Equity & Liabilities		113668.89	161357.94
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	2.9		
Tangible Assets			
(i) Gross Block		156778.66	156776.25
(ii) Depreciation		67967.19	61570.00
(iii) Net Block		88811.47	95206.25
Capital work in Progress		3137.01	3084.79
Intangible Assets			
Goodwill		663.40	663.40
(b) Non-current investments	2.10	96.95	96.95
(c) Deferred tax assets (net)		4.91	3.47
(d) Long term loans and advances			-
(e) Other non-current assets			-
others	2.11	280.07	419.30
(2) Current Assets			
(a) Current investments			
(b) Inventories	2.12	9712.70	28579.23
(c) Trade receivables	2.13	8335.62	27466.85
(d) Cash and cash equivalents	2.14	486.46	986.64
(e) Short-term loans and advances	2.15	2140.30	4850.95
(f) Other current assets			-
Total Assets		113668.89	161357.94

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

The accompanying notes are intergal part of the financial statements

This is the Balance Sheet referred to in our Report of even date.

FOR A.F.KHASGIWALA & CO
CHARTERED ACCOUNTANTS

SD/-

A.F.KHASGIWALA

Partner

Membership No. : 006491

Firm Reg. No.: 105114W

SD/-

MANOJKUMAR RAMJI SHARMA
(MANAGING DIRECTOR)

DIN: 01884806

SD/-

DEEPAK MATHUR
(DIRECTOR)

DIN: 02246715

SD/-

PUSHPENDRA PRATAP SINGH
(COMPANY SECRETARY)

PLACE : MUMBAI

DATED : 16/05/2015

KSL AND INDUSTRIES LIMITED

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Rs.in Lacs)

Sr. No	Particulars	Notes No.	Year ending 31.03.2015	Year ending 31.03.2014
I	Revenue from operations	2.16	111483.57	125021.36
	I. Total Revenue		111483.57	125021.36
II	Expenses:			
	Cost of Sales	2.17	129545.44	113163.02
	Finance cost	2.18	10481.28	10356.07
	Depreciation and Amortization Expense	2.19	6536.23	12297.63
	Other Administrative Expenses	2.20	3243.33	4888.35
	Total Expenses (II)		149806.28	140705.07
III	Profit before exceptional and extraordinary items and tax	(I - II)	(38322.71)	(15683.71)
IV	Exceptional Items			
V	Profit before extraordinary items and tax		(38322.71)	(15683.71)
VI	Extraordinary Items			
VII	Profit & Loss on Disposal of subsidiary of consolidation			
VIII	Profit before tax		(38322.71)	(15683.71)
IX	Tax expense:			
	(1) Current tax			
	(2) Short provision for tax in earlier year			
	(3) Deferred tax		669.13	(492.91)
	Add: Minority Shareholders share in Loss			
X	Profit(Loss) from continuing operations		(38991.84)	(15187.50)
XI	Profit/(Loss) from discontinuing operations			
XII	Tax expense of discounting operations			
XIII	Profit/(Loss) from Discontinuing operations			
XIV	Profit/(Loss) for the period		(38991.84)	(15187.50)
XV	Earning per equity share:			
	(1) Basic		(38.73)	(15.09)
	(2) Diluted		(38.73)	(15.09)
	No.of share used in computing earning per share		100,668,325	100,668,325

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

The accompanying notes are intergal part of the financial statements

This is the Balance Sheet referred to in our Report of even date.

FOR A.F.KHASGIWALA & CO
CHARTERED ACCOUNTANTS

SD/-

A.F.KHASGIWALA

Partner

Membership No. : 006491

Firm Reg. No.: 105114W

SD/-

MANOJKUMAR RAMJI SHARMA
(MANAGING DIRECTOR)

DIN: 01884806

SD/-

DEEPAK MATHUR
(DIRECTOR)

DIN: 02246715

SD/-

PUSHPENDRA PRATAP SINGH
(COMPANY SECRETARY)

PLACE : MUMBAI

DATED : 16/05/2015

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2015

Note : 2.1 Share Capital

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	AUTHORIZED CAPITAL 250000000 Equity Shares of Rs. 4/- each. (Previous Year 250000000 Equity Shares of Rs.4/-each)	10000.00	10000.00
	50,00,000 Redeemable Preference Shares of Rs.10/- each (Previous year 5000000 Red. Preference Shares of Rs.10/- each)	500.00	500.00
	4000000 Redeemable Preference Shares Of Rs.100/-each (Of Subsidiary Company)	40000.00	40000.00
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 100668325 Equity Shares of Rs. 4/- each (Previous Year 100668325 Equity Shares of Rs. 4/- each)	4026.73	4026.73
	4000000 Redeemable Preference Shares Of Rs.100/-each (Of Subsidiary Company)	4000.00	4000.00
	Total	8026.73	8026.73

2.1(a) Details of share holders holding morethan 5 % shares

(Rs.in Lacs)

Name of Shareholders	As at 31st March,2015	
	No. of Shares held	% of Holding
Ram Pratap Tayal	11204658	11.13
Jyotika Tayal	7025400	6.98
Vandana Tayal	7020000	6.67
Bhavana Tayal	6474600	6.43

Note: The above shareholding is pledged to unsecured lenders.

2.1(b) Reconciliation of Number of Shares Outstanding as at 1st April 2014 and 31st March,2015 :

EQUITY SHARES :

Particulars	Number	(Rs. in Lacs)
Shares outstanding as at the 1st April,2014	100668325	4026.73
Add : Shares issued during the period	NIL	NIL
Shares outstanding as at 31 st March,2015	100668325	4026.73

KSL AND INDUSTRIES LIMITED

Note : 2.2 Reserve & Surplus

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	(a) Reserves		
	General Reserve	5527.48	5527.48
	Securities Premium Account	25136.62	25136.62
	Capital Reserve	3.76	3.76
	Total (a)	30667.86	30667.86
	(b) Surplus		
	Profit & Loss Account		
	Balance brought forward from previous year	(47190.98)	(32,003.48)
	Add: Net Profit/(Net Loss) for the period	(38991.84)	(15,187.50)
	Total (b)	(86182.82)	(47190.98)
	Total	(55514.96)	(16523.12)

Note : 2.3 Long Term Borrowings

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	Secured		
	Term Loan		
	From Bank	34658.96	33,721.20
	ECB Loan	5297.49	5,297.49
	Fitt working capital loan	2310.38	
	FITL LOAN		
	From Bank	1265.99	4,269.03
	Unsecured		
1	From Corporates	62810.50	62,810.50
2	MSTC Current A/c	1.99	1.99
3	FCCB Liability	89.91	89.91
	Total	106435.22	106190.12

Note : 2.4 Deffered Tax Liabilities/Assets

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Depreciation on Fixed Assets	2805.10	2,138.00
	Total	2805.10	2138.00

ANNUAL REPORT 2014-2015

Note : 2.5 Short Term Borrowings

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	Secured Term Loan From Bank		
	Working Capital Loan	42250.52	41,620.80
	FITL Term Loan From Banks	0.00	375.11
	Total	42250.52	41995.91

Note : 2.6 Trades Payable

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Sundry Creditors for Material/Supplies	219.49	501.38
	Total	219.49	501.38

Note : 2.7 Other Current Liabilities

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Interest Accured & due	985.36	1035.39
2	Advance from customer	0.95	7.35
3	Other Liabilities	5890.81	15,347.40
	Total	6877.12	16391.87

Note : 2.8 Short Term Provisions

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Provision for Taxation	0.95	0.00
2	outstanding Expenses payable	455.78	1,146.56
3	Provison for Interest	2112.94	1,490.49
	Total	2569.67	2637.05

KSL AND INDUSTRIES LIMITED

Note- 2.9: FIXED ASSETS AS ON 31.03.2015 (CONSOLIDATED)

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
		AT COST 01.04.2014	ADDITION	DEDUC- TION	AS ON 31.03.2015	AS ON 1.4.2014	DEDU CTION	DURING THE YEAR	DISPOSAL	UPTO 31-3-2015	AS ON 31-3-2015	AS ON 31-3-2014
1	Land & Building(emp)	30754.89		0	30754.89	3530.86	0	1160.82	0	4691.68	26063.21	27224.03
2	Land & Site Development	4312.89	0	0	4312.89	0	0	0.00	0	0.00	4312.89	4312.89
3	Building	30231.23	0	0	30231.23	6369.1	0	872.38	0	7241.48	22989.75	23862.13
4	Development property	15.51	0	0	15.51	8.9	0	0.25	0	9.15	6.36	6.61
5	Plant & Machinery	89067.22	0	0	89067.22	50688.91	0	4230.70	0	54919.61	34147.61	38378.31
6	Electric Installation	958.71	0	0	958.71	268.4	0	45.54	0	313.94	644.77	690.31
7	Furniture & Fixtures	380.13	0	0	380.13	215.2	0	23.49	0	238.69	141.44	164.93
8	Air Conditioner	159.69	0	0	159.69	75.29	0	10.11	0	85.40	74.29	84.40
9	Office Equipment	731.03	0	0	731.03	258.1	0	45.37	0	303.47	427.56	472.93
10	Computers	88.75	2.41	0	91.16	82.99	0	4.59	0	87.58	3.58	5.76
11	Vehicle	76.20	0	0	76.20	72.25	0	3.94	0	76.19	0.01	3.95
	Total	156776.25	2.41	0.00	156778.66	61570.00	0.00	6397.19	0.00	67967.19	88811.47	95206.25
	Capital Work in Progress(tex)	1724.92	52.22	0	1777.14	0	0	0	0		1777.14	1724.92
	Capital Work in Progress(rel)	1359.87	0	0	1359.87	0	0	0	0		1359.87	1359.87
	TOTAL	159861.04	54.63	0.00	159915.66	61570.00	0.00	6397.19	0.00	67967.19	91948.48	98291.04

Note : 2.10 Non Current Investment

(Rs.in Lacs)

Sr. No	Particulars	No.of share	As at 31.03.2015	As at 31.03.2014
(a)	Investment in Equity Instruments ;			
(i)	Quoted Shares			
	In others			
	Mori hanol Hydro-power Ltd.of Rs.10/-each fully paid up	499996	50.00	50.00
	tayal Energy Ltd. O Rs.10/-each fully paid up	469500	46.95	46.95
	Total	969,496	96.95	96.95

Aggregate Book Value of Quoted Investments

160.00

160.00

Aggregate Market Value of Quoted Investments

5336.00

5336.00

Aggregate Book Value of Unquoted Investments

1151.95

1151.95

Note :2.11 Others(Fixed Assets)

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	Miscellaneous Expenditure	419.30	558.53
	(To the extent not adjusted or written off)		
	Less : Written off	139.23	139.23
	Total	280.07	419.30

ANNUAL REPORT 2014-2015

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2015

Note :2.12 Inventories

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	(a) Textiles :		
1	Raw Material	8377.40	21286.03
2	Work-in-Progress	746.16	1691.01
3	Finished Goods	576.19	2009.80
4	Consumables	12.95	61.10
	Total (a)	9712.70	25047.93
	(b) Real Estate :		
1	Marol Maroshi Project	0.00	1994.44
2	Kandivali Project	0.00	1536.84
3	Nagpur Residential Project	0.00	0.00
	Total (b)	0.00	3531.28
	Total (a+b)	9712.70	28579.23

Note : 2.13 Trade Recievables

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Outstanding for more than six months		
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	273.66	596.95
	c) Doubtful		
2	Others		
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	8061.96	26,869.90
	c) Doubtful		
	Total	8335.62	27466.85

Note : 2.14 Cash & Cash Equivalent

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	(a) Cash-in-Hand		
	Cash Balance	111.77	67.55
	Sub Total (a)	111.77	67.55
	(b) Bank Balance		
	In Current Account	107.15	643.47
	Sub Total (b)	107.15	643.47
	(c)Fixed Deposit	267.54	275.62
	Sub Total (c)	267.54	275.62
	Total [a + b + c]	486.46	986.64

KSL AND INDUSTRIES LIMITED

Notes Forming Part of the Consolidated Statement Of Profit & Loss Accounts as at 31st March, 2015

Note :2.15 Short Terms Loans and Advances

(Rs.in Lacs)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Others	1519.92	4023.91
	Advance Recoverable in cash or in kind or for value to be considered good		
2	Security Deposit	0.00	
3	Subsidiary receivable	620.38	824.01
	Total	2140.30	4850.95

Note : 2.16 Revenue from Operations

(Rs.in Lacs)

Sr. No	Particulars	Year ending 31.03.2015	Year ending 31.03.2014
	(a) sale of Product :	107335.21	122,444.83
	Less : Rebate/Discount		
	(b) Sale of Services :	0.00	
	(c) other Income :	4148.36	2576.53
	Total	111,483.57	125,021.36

ANNUAL REPORT 2014-2015

Note : 2.17 Cost of Sales

(Rs.in Lacs)

Sr. No	Particulars	Year ending 31.03.2015	Year ending 31.03.2014
a)	MATERIALS AND GOODS CONSUMED		
	Opening Stock	21285.45	26,145.63
	Add : Purchases	105398.94	91,491.85
		126,684.39	117,637.48
	Less : Closing Stock	8377.40	21,285.46
	Raw Material Consumed Sub total (a)	118,306.99	96,352.03
b)	Change in inventories		
	Opening Stock :		
	Finished goods	2009.80	2,835.08
	Stores & Consumables	61.11	-
	Work in progress (merge store consumable)	1691.01	3,365.25
	Real Estate	3531.28	3,531.28
	Total (i)	7,293.21	9,731.61
	Closing Stock :		
	Finished goods	576.19	2,009.80
	Stores & Consumables	100.60	-
	Work in progress	658.50	1,752.12
	Real Estate	0.00	3,531.30
	Total (ii)	1,335.29	7,293.22
	Sub total (b)(i-ii)	5,957.92	2,438.39
c)	DIRECT/PRODUCTIONS EXPENSES		
	Power & Fuel	1755.05	7,080.34
	Stores, chemical & Packing Materials	672.12	1,813.71
	Labour Charges	2328.07	3,586.46
	Processing & Job work charges	102.56	288.70
	Freight Charges	46.73	681.02
	Repair & Maintenance	171.27	518.73
	Water Charges	42.56	-
	Loading & Unloading Expenses	12.15	0.75
	Factory Exp.	0.00	
	House Keeping	0.00	
	Other Charges	0.00	
	Packing Charges	150.02	402.33
	Loss on sale of plant & Machinery	0.00	
	Sub total	5,280.53	13,969.72
	Total (a+b+c)	129,545.44	113,163.02

KSL AND INDUSTRIES LIMITED

Note : 2.18 Finance Cost

(Rs.in Lacs)

Sr. No	Particulars	Year ending 31.03.2015	Year ending 31.03.2014
	Interest Cost	10478.04	8,773.31
	Other borrowing cost	2.73	0.89
	Bank charges	0.51	10.44
	Loss on foreign currency transaction	0.00	1571.43
	Total	10481.28	10356.07

Note : 2.19 Depreciation & Amortization Expenses

(Rs.in Lacs)

Sr. No	Particulars	Year ending 31.03.2015	Year ending 31.03.2014
	Depreciation	6397.19	12,158.40
	Miscellaneous Expenses W/off	139.04	139.23
	Total	6536.23	12297.63

ANNUAL REPORT 2014-2015

Note : 2.20 Other Administrative Expenses Note : 2.20 Other Administrative Expenses

(Rs.in Lacs)

Sr. No	Particulars	Year ending 31.03.2015	Year ending 31.03.2014
	Commission & Brokerage	1.57	36.02
	Sales Promotion Expenses	11.78	76.44
	Transportation Charges	126.12	175.38
	Insurance Charges	2.03	23.01
	Rent,Rates and Taxes	29.41	336.67
	Directors Remuneration	6.00	6.28
	Directors Sitting Fees	4.12	2.70
	Legal,Professional & Consultancy Charges	159.69	492.81
	Travelling & Conveyance	114.50	277.54
	Auditors Fees	2.33	1.84
	Telephone Charges	26.63	30.86
	Salary & Staff Welfare Expenses	2125.89	1,817.36
	Security Charges	43.27	162.06
	Postage & Telegram	66.71	101.44
	Printing & Stationery	11.56	19.39
	General Expenses	157.76	30.86
	Motor Car Expenses	1.44	13.11
	Electricity Charges (Net)	3.91	349.14
	Repairs and Maintenance (Building)	100.69	150.69
	Repairs and Maintenance (Others)	67.88	405.36
	Advertisement Expenses	98.29	205.20
	Office Expenses	64.18	146.50
	Service Charges	0.27	6.47
	Registration & filling Fees	1.62	16.40
	Profession Tax	6.05	0.03
	Listing Fees	1.12	1.99
	Miscellaneous Expenses	0.00	0.75
	Repairs and Maintenance others	0.00	0.00
	Computer Expenses	0.51	0.59
	Business Promotion Exp	8.00	0.00
	Loss on sale of Machinery	0.00	1.45
	Total	3243.33	4888.35

KSL AND INDUSTRIES LIMITED

Consolidated Financial Statements as on 31.03.2015

1) SIGNIFICANT ACCOUNTING POLICIES TO THE CONSOLIDATED BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

1.1. ACCOUNTING CONVENTION & CONCEPTS:

The financial statements have been prepared under the historical cost convention on an accrual basis and accordance with applicable mandatory Accounting Standard.

1.2. PRINCIPLE OF CONSOLIDATION:

- i) The consolidated financial statements have been prepared in accordance with Accounting Standard 21 (AS-21) issued by the Institute of Chartered Accountants of India. The consolidated financial statements have been prepared on the following basis:
- ii) The financial statement of KSL and Industries Limited And its subsidiary companies have been consolidated on a line-by line basis by adding together the book values of like items of assets, liabilities, Income and expenses, after fully eliminating intra-group balances and intra-group transaction and are presented to the extent possible in the same manner as the company's separate financial statement
- iii) Notes on Accounts of the financial statement of the company and all the subsidiaries are set out in their respective financial statement

1.3 FIXED ASSETS:

Fixed Assets are stated at cost less depreciation. The cost comprises the purchase price and other attributable costs.

1.4. DEPRECIATION:

Depreciation on fixed assets has been provided on Straight Line method at the rates prescribed in Schedule XIV to the Companies (Amendment) Act 1988 read with Section 205(2) (b) of the said Act on pro-rata basis uniformly in respect of all assets.

1.5. INVENTORIES:

Finished goods are valued at the lower of cost or net realisable value. Value of Stock-in-process is determined considering cost of material, labour and related overheads. Raw material and Consumables are valued at cost or market value, whichever is lower

2.21.others

a The subsidiary companies considered in the consolidated financial statements are as under:

Name of the company	Country of Incorporation	% shareholding & Voting power
Kalameshwar Textile Mills Ltd.	India	100%
Actif Corporation Ltd	India	U/s 4(1)(a)

b EARNING PER SHARE:

Basic and Diluted Earnings per Share is calculated as under:

	31.03.2015	31.03.2014
i. Net Profit available for Equity shareholder (Rs.in lacs)	(38991.84)	(15187.50)
ii. Weighted average Number of Equity shares (nos.)	100668325	100668325
iii Basic and diluted Earning per share (Rs.) (Face value Rs.4 each)	(38.73)	(15.09)

c. The company has Two business segment namely "Textiles & Real Estate, and others hence segment reporting as required under AS-17 issued by ICAI and made mandatory w.e.f. 1/04/2001 for certain business enterprises is applicable in case of company. The Segment wise details are as under :

d. Figures of previous year have been re-grouped/re-arranged wherever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A.F.KHASGIWALA & CO
CHARTERED ACCOUNTANTS
SD/-
A.F.KHASGIWALA
Partner
Membership No. : 006491
Firm Reg. No.: 105114W

SD/-
MANOJKUMAR RAMJI SHARMA
(MANAGING DIRECTOR)
DIN: 01884806

SD/-
DEEPAK MATHUR
(DIRECTOR)
DIN: 02246715

SD/-
PUSHPENDRA PRATAP SINGH
(COMPANY SECRETARY)
PLACE : MUMBAI
DATED : 16/05/2015

ANNUAL REPORT 2014-2015

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015

PARTICULARS	2014-2015 (Rs. In lacs)	2013-2014 (Rs. In lacs)
I CASH INFLOWS		
From Operating activities		
(a)Profit from operating activities		
Adjustments :		
Depreciation and amortization	6536.23	12297.63
(b) Working capital changes :		
Decrease in inventories	18866.53	7298.01
Decrease in trade receivables	19131.23	
Decrease in short-term loans and advances	2710.65	585.01
Decrease in other current assets		
Increase in trade payables		
Increase in other current liabilities		
Increase in provisions		1767.97
Total of (1)	47244.64	21948.62
(2) From Investing activities		
(a) Proceeds from sale of fixed assets		2849.90
(b) Proceeds from sale of investments		160.00
(c) Realisation of long-term loans and advances from subsidiaries / associates / business ventures		
(d) Decrease in other long-term loans and advances		
(e) Decrease in other non-current assets	689.71	
(f) Dividend received		
(g) Interest received		
(h) Other income		
Total of (2)	689.71	3009.90
(3) From Financing activities		
(a) Proceeds from issue of share capital		
(b) Share application money pending allotment		
(c) Proceeds from long-term borrowings	245.10	
(d) Proceeds from short-term borrowings		
Total of (3)	245.10	0.00
Total cash inflows (1+2+3)	48179.45	24958.52
II CASH OUTFLOWS		
From Operating activities		
(a)Loss from operating activities		
Adjustments :		
Depreciation and amortization	38322.71	15683.71
(b) Working capital changes :		
Increase in inventories		
Increase in trade receivables		4668.20
Increase in short-term loans and advances		
Increase in other current assets		
Decrease in trade payables	281.89	500.89
Decrease in other current liabilities	9514.75	1114.52
Decrease in provisions	67.38	
(c) Direct taxes paid (Net of refunds)		
Total of (1)	48186.73	21967.41
(2) From Investing activities		
(a) Purchase of tangible assets / capital work -in-progress		208.99
(b) Purchase of intangible assets /assets under development		
(c) Purchase of investments		
(d) Investment in subsidiaries / associates / business ventures		
(e) Payment of long-term loans and advances to subsidiaries / associates / business ventures		
(f) Increase in other long-term loans and advances		
(g) Increase in other non-current assets		
Total of (2)	0.00	208.99

KSL AND INDUSTRIES LIMITED

(3) From Financing activities

(a) Repayment of long-term borrowings		2027.97
(b) Repayment of short-term borrowings	254.61	170.90
(c) Dividends paid (including distribution tax)		
(d) Interest and other finance costs	238.29	
(e) Share issue expenses		
Total of (3)	492.90	2198.87
Total cash Outflows (1+2+3)	48679.63	24375.26
III Net (decrease) / increase in cash and cash equivalents (I - II)	(500.18)	583.24
Add : Cash and cash equivalents at the beginning of the period	986.64	403.40
IV Cash and cash equivalents at the end of the period	486.46	986.64

Sd/-
MANOJKUMAR RAMJI SHARMA
MANAGING DIRECTOR
DIN: 01884806

Sd/-
DEEPAK MATHUR
DIRECTOR
DIN: 02246715

Sd/-
PUSHPENDRA PRATAP SINGH
COMPANY SECRETARY

Place : Mumbai
Date : 16/05/2015

AUDITOR CERTIFICATE

We have examined the attached cash flow statement of KSL and Industries Limited for the year ended 31st March 2015. The Statement has been prepared by the company in accordance with the requirements of Listing Agreement Clause 32 with Bombay Stock Exchanges and is based on and is in Agreement with the corresponding Statement of Profit and Loss account for the year and Balance Sheet as at 31.03.2015 of the company as per report to the members of the company.

For A.F.KHASGIWALA & CO.
Chartered Accountants

Sd/-
A.F.Khasgiwala
Partner
Membership no.6491
Firm Regn No.105114W

Place : Mumbai
Date : 16-05-2015

ATTENDANCE SLIP

KSL AND INDUSTRIES LIMITED

Registered office: Plot No.69A, Dhanu Udyog Industrial Area, Piperia, Silvassa (U.T.)- 396230.

CIN : L17119DN1983PLC000074

(PLEASE COMPLETE THIS SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING HALL)

33RD ANNUAL GENERAL MEETING

Member's Name (in capital letters)

Folio No.No. of Shares held

DP ID*	
--------	--

Client ID*	
------------	--

I hereby record my presence at the 33rd Annual General Meeting of the Company being held on Saturday, 5th September, 2015 at 10.00 a.m. at 65, Krishna Nagar, Samarvani, Silvassa (U.T.)

Signature of the Shareholder or Proxy

* Applicable for investors holding shares in electronic form

----- CUT HERE -----

PROXY FORM

KSL AND INDUSTRIES LIMITED

Registered office: Plot No.69A, Dhanu Udyog Industrial Area, Piperia, Silvassa (U.T.) - 396230

CIN : L17119DN1983PLC000074

DP ID*	
--------	--

Regd. Folio No.	
-----------------	--

Client ID*	
------------	--

I/We of.....

..... being a member/members of the Company, hereby appoint

.....of..... in the District

of or failing him.....

of in the District of.....

as my/our Proxy to vote for me/us on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Saturday 5th September, 2015 at 10.00 a.m. or at any adjournment thereof.

Signed this Day of 2015

Affix Re. 1/- Revenue Stamp

* Applicable for investors holding shares in electronic form.

Note: The Proxy form duly completed and signed must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.