

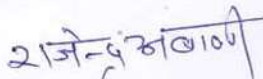


## FORM A

### Format of Covering letter of the annual audit report to be filed with the stock exchange

1.	Name of the Company	Neelkanth Rockminerals Ltd.
2.	Annual financial statements for the year ended	31 <sup>st</sup> March , 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Whether appeared first time...../repetitive...../since how long period..... <b>NIL</b>
5.	To be signed by- <ul style="list-style-type: none"><li>• CEO/Managing Director</li><li>• CFO</li><li>• Auditor of the Company</li><li>• Audit Committee Chairman</li></ul>	  

**27th  
Annual Report  
2014-2015**

**Neelkanth  
Rockminerals Limited**

322 3rd Floor, A-Wing, Ahura Centre, 82- Mahakali Caves Road Andheri (East)  
Mumbai - 400 093

**BOARD OF DIRECTORS :**

Mr. Shantilal Kawar	Managing Directors
Mr. Gautam Chand Kawar	Directors
Mr. Rajendra Abani	Non Executive Independent Directors
Mr. Naresh Kumar Jain	Non Executive Independent Directors
Mrs. Shweta Vikash Kawar	Additional Directors

**AUDITORS:**

M/s Maheshwari & Jain  
Chartered Accountants  
Jodhpur (Rajasthan)

**BANKERS :**

IDBI Bank Limited

**REGISTERED OFFICE :**

322 3rd Floor,  
A-Wing  
Ahura Centre  
82-Mahakali Caves Road  
Andhari (East) Mumbai - 400 093

**OFFICE & PLANT :**

18 KM. STONE  
Jodhpur-Baramer Road  
Village : Narnadi  
Distt : Jodhpur  
Sate : Rajasthan

**REGISTERAR & TRANSFER AGENTS :**

Universal capital securities Pvt. Ltd.  
21, Shakil Niwas,  
Mahakali Caves Road,  
Andheri (E), Mumbai - 400093

**Web-Site : [www.neelrock.com](http://www.neelrock.com)**

## **NOTICE**

NOTICE is hereby given that 27<sup>th</sup> Annual General Meeting of NEELKANTH ROCK MINERALS LIMITED will be held on Thursday, the 24<sup>th</sup> September, 2015 at 10.00 a.m at the Registered Office of the Company at 322, 3<sup>rd</sup> Floor, A-Wing, Ahura Centre, 82-Mahakali Caves Road, Andheri {East}, Mumbai -400 093 to transact the following business :

### **ORDINARY BUSINESS**

1. To consider and adopt the Profit & Loss Account for the year ended on 31<sup>st</sup> March 2015 and the Balance Sheet as on that date and the Report of the Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Gautamchand Kavar, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors to hold the office for a period of five years, from the conclusion of this meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in the year 2020 and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s Maheshwari & Jain, Chartered Accountants (Firm Registration No. 011496C), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 27<sup>th</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2020, at a remuneration to be decided by the Audit Committee of the Board of Directors and reimbursement of traveling and out of pocket expenses incurred by the Auditors for the purpose of audit.”

### **SPECIAL BUSINESS**

#### **4. APPOINTMENT OF MRS. SHWETA VIKASH KAWAR AS A DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED** that Mrs. Shweta Vikash Kavar (DIN 07119867) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 30, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

**5. APPOINTMENT OF MR. RAJENDRAKUMAR ABANI AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Rajendra Kumar Abani (DIN: 0001729425), a non executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from the conclusion of the 27<sup>th</sup> Annual General Meeting till the next five years.

**6. APPOINTMENT OF MR. NARESH KUMAR JAIN AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Naresh

Kumar Jain (DIN: 01777930), a nonexecutive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from the conclusion of the 27<sup>th</sup> Annual General Meeting till the next five years.

**7. RE-APPOINTMENT OF MR. SHANTILAL KAWAR, MANAGING DIRECTOR .**

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"**RESOLVED** that pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Shantilal Kavar (DIN : 00372240) be and is hereby reappointed as Managing Director of the Company for a period of Five years with effect from the conclusion of the 27<sup>th</sup> Annual General Meeting at a remuneration to be decided by the Remuneration Committee of the Board of Directors.

**RESOLVED FURTHER** that the Board 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."

PLACE:MUMBAI  
DATED:21.05.2015

By Order of the Board of Directors

**Registered Office:**

322, 3<sup>rd</sup> Floor, A-Wing, Ahura Centre,  
82, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093

SHANTILAL KAWAR  
CHAIRMAN

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF/ HER SELF AND THE PROXY NEED NOT BE A MEMBER
2. Proxies, in order to be effective, must be received by the company not later than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
4. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item No. 4 is also annexed hereto.
5. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Friday, September 18, 2015 to Thursday, September 24, 2015, both days inclusive.
6. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2014-15 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical

copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with Universal Capital Securities Pvt. Ltd. (in case of Shares held in physical form).

7. Members are requested to:
  - (a) intimate to the Company's Registrar and Transfer Agents, Universal Capital Securities Pvt. Ltd, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
  - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
  - (c) quote their folio numbers/Client ID/DP ID in all correspondence; and
  - (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
8. Members are requested to intimate to the Company queries, if any, on the accounts at least 10 days before the Meeting to enable the management to keep the required information available at the meeting.
9. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
10. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting
11. Voting Through Electronic means:
  - I. In compliance with provisions of Section 108 of the Companies Act,



2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Central Depository of Securities Limited (CDSL).

II. The facility for voting through poll paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll.

III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on September 18, 2015 (9.00 am) and ends on September 20, 2015 (6.00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of September 18, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.

- (iii) Now, select the "COMPANY NAME- NEELKANTH ROCKMINERALS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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"> <li>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 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence 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 or R. Amit Kumar with Sr.No. 1 then enter RA00000001 in the PAN field.(For your password please refer to address sticker affixed on AGM report i.e. 2 character of your name and 8 digit of Sr. numbers.)</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant NEELKANTH ROCKMINERALS 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](mailto: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](mailto: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) 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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) Mr. Sanjay S Risbud, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (C) Members who do not have access to e-voting facility may send duly completed Ballot Form [sent along with the Notice] so as to reach the Scrutinizer appointed by the Board of Director of the Company. Mr. Sanjay S Risbud, Practicing Company Secretary, 303 Sai Anand , Subhash nagar, Chendani Koliwada, Mith Bunder Road, Thane-400 603, not later than Thursday September 24, 2015 [6.00 p.m.]. Members have the option to request for hard copy of the Ballot Form by sending an e-mail to [info@neelrock.com](mailto:info@neelrock.com) by mentioning their Folio/DP ID/and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer appointed by the Company not later than Thursday, September 24, 2015, 6.00 p.m.] Ballot form received after this date will be treated as Invalid A Member can opt for only one mode of voting, i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- (D) The result of voting shall be declared by the Chairman of the meeting on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website. [www.neelrock.com](http://www.neelrock.com) and will be communicated to the BSE Ltd.

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

**ITEM No.4**

The Board appointed Mrs. Shweta Vikash Kavar, as Additional Director with effect from March 30, 2015 As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Board of Directors of The Company proposing her candidature for the office of Director of the Company, along with the requisite deposit.

The Board commends the Resolutions at Item Nos. 4 for approval by the Members. None of the Directors except Mr. Shantilal Kavar and Mr. Gautamchand Kavar

**ITEM NO. 5**

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Rajendra Kumar Abani as Independent Directors at various times, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company.

The Nomination & Remuneration Committee has recommended the appointment of the Director as Independent Director.

The above Independent Director has given a declaration to the Board that hemeet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the

management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

#### **ITEM NO. 6**

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Naresh Kumar Jain as Independent Director at various times, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company.

The Nomination & Remuneration Committee has recommended the appointment of the Director as Independent Director.

The above Independent Director have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Director fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of

the Act, the appointment of the above Director as Independent Director is now being placed before the Members in General Meeting for their approval. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

**ITEM NO. 7**

The Company had, pursuant to the provisions of section 269 of the Companies act, 1956, appointed Mr. Shanti Lal Kavar as Managing Director, in compliance with the requirements of the said clause.

As per the provisions of Section 196, 197 and 203 or all other applicable provisions and rules made thereunder of The Companies Act, 2013 and Schedule V of the Companies Act, 2013, every company is required to re appointment of Managing Director on the expiry of 5 years term.

The Nomination & Remuneration Committee has recommended to Mr. Shanti Lal Kavar for reappointment as Managing Director.

Mr. Shanti Lal Kavar has given a consent and declaration to the Board that he is eligible to re appointment as Managing Director of the Company.

In compliance with the provisions of Section 196, 197 and 203 read with Schedule V of the Act, the re appointment of the Mr. Shanti Lal Kavar as Managing Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of re appointment of Managing Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.

**PLACE: MUMBAI**  
**DATED: 21.05.2015**

**By Order of the Board of Directors**

**SHANTILAL KAWAR**  
**CHAIRMAN**



## DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 27<sup>th</sup> Directors' Report on the business and operations of the Company together with the Audited Statement of Accounts for the Financial Year ended March 31, 2015.

### FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

During the year under review, performance of your company as under:

	2014-2015	2013-2014
Sales & Other Income	173.69	109.48
Profit Before Interest & Depreciation	13.06	13.31
Less : Interest	0.19	0.01
Depreciation	7.66	11.62
Profit Before Taxation	5.21	1.69
Less:Provision for Taxation	1.31	1.99
Deferred Tax Asset	-0.15	-1.03
Profit After Taxation	4.06	0.73
Add: (Less) Balance b/f from previous year	35.30	35.15
Add: (Less) : Excess provision for Tax in previous years		
Surplus Carried to Balance Sheet	35.30	35.15

### PERFORMANCE REVIEW:

Your Company achieved performance of both in turnover and its profits, the turnover of the Company has increased 58.65% as compared to previous year and profit of the year increased 5.56% as compared to previous year.

### DIVIDEND:

However with the view to conserve the resources of company the directors are not recommending any dividend.

### AMOUNTS TRANSFERRED TO RESERVES:

The Board of the company has decided/proposed to carry Rs. 405779/- to its reserves.

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

Information as per Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in Annexure forming part of this report.

**DIRECTORS**

**a) Directors and Key Managerial Personnel (KMP):**

In accordance with the provisions of Section 203 of the Act, the following have been designated as KMP of the Company:

<b>Name of KMP</b>	<b>Designation</b>
Mr. Shantilal Kawar	Managing Director
<b>Name of Directors</b>	<b>Designation</b>
Mr. GautamchandKawar	Director
Mr. Rajendra Kumar Abani	Non Executive Independent Director
Mr. Naresh Kumar Jain	Non Executive Independent Director
Mrs. ShwetaVikashKawar	Additional Director

Mr. GautamchandKawar, Director of the Company, who is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

In terms of Section 161 of the Companies Act, 2013 Mrs. Shweta Vikash Kawar was appointed as an Additional Director with effect from March 30, 2015 retire at the ensuing Annual General Meeting. We have received a Notice under Section 160 (1) of the Companies Act, 2013 from a member proposing the candidatures of Mrs. Shweta Vikash Kawar to the office of Directorship, whose terms of office shall be determined for retirement by rotation.

**b) Declaration by Independent Directors**

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Act that they meet with

the criteria of their independence laid down in Section 149(6) of the Act read with Clause 49 of the Listing Agreement.

**c) Formal Annual Evaluation**

Pursuant to the provisions of Section 178 of the Act, read with Clause 49 of the Listing Agreement, the Board of Directors has carried out an annual evaluation of the performance of the Board as a whole, the Directors individually and the working of the committees of the Board. The performance evaluation of the Chairman and other Non-Independent Non-Executive Directors was carried out by obtaining feedback on them from the entire Board.

**DIRECTORS' RESPONSIBILITY STATEMENT"**

Pursuant to clause (c) of sub-Section (3) of Section 134 of the Act, the Directors would like to state that:

- (a) in the preparation of the annual accounts for financial year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Act for safeguarding the assets of the Company, and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts for the year ended March 31, 2015, on a going concern basis;

- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

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

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year under review, Seven (7) Board Meetings were convened and held. Details of the composition of the Board and its Committees and of the Meetings held attendance of the Directors at such Meetings and other relevant details are provided in the Corporate Governance Report.

#### **EXTRACT OF ANNUAL RETURN:**

The extract of Annual Return, in format MGT-9, for the Financial Year 2014-15 has been enclosed with this report.

#### **PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:**

Particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security are provided in Financial Statements.

#### **DEPOSITS:**

The Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188:**

All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company. The details of related party transactions are disclosed in Note No.30 attached to and forming part of the accounts.

**AUDITORS:**

**Statutory Auditors and Auditors' Report**

M/s. Maheshwari & Jain, Chartered Accountants, retire as Auditors of the Company at the conclusion of the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment. The Company has received a Certificate from the Auditors to the effect that their appointment, if made, would be in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013. The Board recommends their re-appointment for a term of five years i.e till the conclusion of the Annual General Meeting to be held for the financial Year 2019-2020, subject to ratification of their appointment at every Annual General Meeting during the said term.

**Secretarial Auditor**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Paliwal Vikas & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company.

In terms of provisions of sub-section 1 of section 204 of the Companies Act, 2013, the Company has annexed to this Board Report as Annexure I, a Secretarial Audit Report given by the Secretarial Auditor.

**AUDIT COMMITTEE:**

The Audit Committee of the Company comprises Mr. Gautamchand Kwar, Mr. R. Abani and Mr. Naresh Kumar Jain. Mr. Rajendra Kumar Abani is the

Chairman of the Committee.

The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Act and Clause 49 of the Listing Agreement. The charter of the committee is in conformity with the Act and the Listing Agreement as more particularly set out in the Corporate Governance Report, which forms a part of this report.

During the year under review, there was no instance wherein the Board had not accepted any recommendation of the Audit Committee.

#### **VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:**

Pursuant to the provisions of sub-sections 9 and 10 of Section 177 of the Act and as per Clause 49 of the Listing Agreement, the Company has established a Vigil Mechanism to enable the Directors and employees of the Company to report concerns of any unethical behaviour, violation of law or regulations, or suspected fraud.

#### **INTERNAL FINANCIAL CONTROLS:**

Your Company has in place, adequate internal financial controls with reference to financial statements, commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

#### **RISK MANAGEMENT:**

The Company has been undertaking periodic review of its operations to address various risks impacting it and consequently measures are taken to mitigate or minimize the risks. Normal foreseeable risks to the Company's assets are adequately covered by comprehensive insurance. The Company's risk management approach and practices continued to focus on minimizing the adverse impact of risks on its business objectives and to enable the Company to leverage market opportunities based on risk-return parity.

### **NOMINATION & REMUNERATION COMMITTEE:**

The Remuneration Committee comprises Mr. Gautamchand Kavar, Mr. Rajendra Abani and Mr. Naresh Kumar Jain. Mr. Naresh Kumar Jain is the Chairman of this Committee.

The Committee is constituted in line with the regulatory requirements mandated by the Act and Clause 49 of the Listing Agreement. The terms of reference thereof are in conformity with the said requirements, as more particularly set out in the Corporate Governance Report, which forms a part of this report.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement, is annexed to this Report.

### **CORPORATE GOVERNANCE:**

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the disclosure norms as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 has been annexed with this report.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year under review and the date of this report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There have been no significant and material orders passed by any regulators or courts or tribunals, impacting the going concern status of the Company and its future operations.

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company has in place an Anti Sexual Harassment Policy, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has set up an Internal Complaints Committee to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Company organizes workshops and awareness programmes at regular intervals for sensitizing the employees with the provisions of the Act.

During the year under review, the Company did not receive any complaint.

**ACKNOWLEDGMENTS:**

The Directors take this opportunity to express their deep and sincere gratitude to the customers of the Company for their confidence and patronage, as well as to the Government of India and other regulatory authorities for their co-operation, support and guidance. The Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

**Place: Mumbai**  
**Date: 21 May, 2015**

**For and on behalf of the Board  
of Directors**

**GAUTAMCHAND KAWAR**  
**DIRECTOR**

**SHANTILAL KAWAR**  
**CHAIRMAN**



## SECRETARIAL AUDIT REPORT

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

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

To,  
The Members,  
Neelkanth Rockminerals Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Neelkanth Rockminerals 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 our 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 31<sup>st</sup> MARCH, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31<sup>st</sup> MARCH, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (vi) Environmental laws, Air (Prevention and Control of Pollution) Act, 1981, Water (Prevention and Control of Pollution) Act, 1974, The Environment (Protection) Act 1986 and the Regulations and Bye-laws framed thereunder;
  - (vii) Employees State Insurance Act, 1948, Employees PF & Misc. Provisions Act, 1954, and the Regulations and Bye-laws framed thereunder;
  - (viii) The Industries (Development & Regulation) Act, 1951, The Factories Act, 1948 and the Regulations and Bye-laws framed thereunder;
  - (ix) The Legal Metrology Act, 2009 and Bye-laws framed thereunder;
- We have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with Bombay Stock Exchange Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above subject to the following Observation under Clause 49 of listing agreement and the Companies Act, 2013 read with rules made thereunder:

1. The Company is carrying out related party transactions in the ordinary course of business and at arms' length price.
2. Pursuant to section 203 of the Companies Act, 2013 read with the rule made thereunder and clause 49 of listing agreement, Company Secretary has not been appointed in the company in the financial year ending 31 March 2015. However, management of the Company has given representation to us for appointing a Company secretary.
3. Pursuant to section 196 of the Companies Act, 2013 read with Rules made thereunder, reappointment Managing Director of the Company is due. However, management of the company has given a representation to us to reappoint him in next Annual General Meeting.
4. During the continuance of Secretarial Audit, receipt given by Registrar of Companies in respect of Form -17 (as per previous Companies Act, 1956) for satisfaction of charge was not in the record maintained by the company. In response of which the company has given a representation.

Place : Mumbai

For Paliwal Vikas & Associates

Date : 21<sup>st</sup> May, 2015

(VIKAS PALIWAL)  
ACS No- 22567  
C P No.- 9174

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

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	L14219MH1988PLC179734
ii	Registration Date	Incorporation on 25/05/1988
iii	Name of the Company	NEELKANTH ROCK-MINERALS LIMITED
iv	Category/Sub-category of the Company	Public Listed Company, Limited by shares
v	Address of the Registered office & contact details	322, 3rd Floor, Ahura Centre 82, Mahakali Caves Road, Andheri (East)Mumbai - 400 093 Telephone - 9829121839
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Universal Capital Securities Private Limited (Formerly known as Mondkar Computers Pvt Ltd.)21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 93. T:+91 (22) 2820 7203-05 / 2825 7641

**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	Sale of Granite Slabs/Tiles/ Bentonite	141	84.98

### III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
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### 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	
<b>A. Promoters</b>									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	2381507	-	2381507	47.21	2414609	6600	2421209	48.00	0.79
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	463850	-	463850	9.20	463850	-	463850	9.20	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A) (1)</b>	<b>2845357</b>	<b>-</b>	<b>2845357</b>	<b>56.41</b>	<b>2878459</b>	<b>6600</b>	<b>2885059</b>	<b>57.20</b>	<b>0.78</b>
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter</b>									
<b>(A)= (A)(1)+(A)(2)</b>	<b>2845357</b>	<b>-</b>	<b>2845357</b>	<b>56.41</b>	<b>2878459</b>	<b>6600</b>	<b>2885059</b>	<b>57.20</b>	<b>0.78</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>(2) Non Institutions</b>									
a) Bodies corporates									
i) Indian	118088	50200	168288	3.34	120205	50200	170405	3.38	0.04
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	769486	665820	1435306	28.46	739299	650620	1389919	27.56	-0.90
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	455330	83600	538930	10.69	458577	83600	542177	10.75	0.06
c) Others (specify)									
Clearing Members	6019	-	6019	0.12	6240	-	6240	0.12	-
NRI/OCB's	9700	40100	49800	0.99	9800	40100	49900	0.99	-
<b>SUB TOTAL (B)(2):</b>	<b>1358623</b>	<b>839720</b>	<b>2198343</b>	<b>43.59</b>	<b>1334121</b>	<b>824520</b>	<b>2158641</b>	<b>42.8</b>	<b>-0.79</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1358623</b>	<b>839720</b>	<b>2198343</b>	<b>43.59</b>	<b>1334121</b>	<b>824520</b>	<b>2158641</b>	<b>42.8</b>	<b>-0.79</b>
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>4203980</b>	<b>839720</b>	<b>5043700</b>	<b>100</b>	<b>4212580</b>	<b>831120</b>	<b>5043700</b>	<b>100</b>	<b>-</b>

**(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	ANIL SAYARCHAND KAWAR	357425	7.09	-	357425	7.09	-	-
2	GAUTAMCHAND KAWAR	332890	6.60	-	332890	6.60	-	-
3	NORATMAL KAWAR	317886	6.30	-	317886	6.30	-	-
4	SAJJANRAJ KAWAR HUF	89227	1.77	-	89227	1.77	-	-
5	SAJJANRAJ KAWAR	243950	4.84	-	243950	4.84	-	-
6	SHANTILAL KAWAR	417345	8.27	-	457047	9.06	-	0.79
7	SOHANLAL KAWAR	323922	6.42	-	323922	6.42	-	-
8	SUNIL KAWAR	298862	5.93	-	298862	5.93	-	-
9	JAI AMBAY GRANITES (P) LTD.	463850	9.20	-	463850	9.20	-	-
	Total	2,845,357	56.41	-	2,885,059	57.20	-	-

## (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
<b>1</b>	<b>ANIL SAYARCHAND KAWAR</b>				
	At the beginning of the year	357425	7.09	357425	7.09
	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	357425	7.09	357425	7.09
<b>2</b>	<b>GAUTAMCHAND KAWAR</b>				
	At the beginning of the year	332890	6.60	332890	6.60
	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	332890	6.60	332890	6.60
<b>3</b>	<b>NORATMAL KAWAR</b>				
	At the beginning of the year	317886	6.30	317886	6.30
	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	317886	6.30	317886	6.30
<b>4</b>	<b>SAJJANRAJ KAWAR HUF</b>				
	At the beginning of the year	89227	1.77	89227	1.77
	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	89227	1.77	89227	1.77
<b>5</b>	<b>SAJJANRAJ KAWAR</b>				
	At the beginning of the year	243950	4.84	243950	4.84
	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	243950	4.84	243950	4.84

<b>6</b>	<b>SHANTILAL KAWAR</b>				
	At the beginning of the year	417345	8.27		
	18/07/2014 - Transfer	7700	0.15	425045	8.43
	22/09/2014 - Transfer	-1100	-0.2	423945	8.41
	20/03/2015 - Transfer	33102	0.66	457047	9.06
	At the end of the year	457047	9.06		
<b>7</b>	<b>SOHANLAL KAWAR</b>				
	At the beginning of the year	323922	6.42	323922	6.42
	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	323922	6.42	323922	6.42
<b>8</b>	<b>SUNIL KAWAR</b>				
	At the beginning of the year	298862	5.93	298862	5.93
	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	298862	5.93	298862	5.93
<b>9</b>	<b>JAI AMBAY GRANITES (P) LTD.</b>				
	At the beginning of the year	463850	9.20	463850	9.20
	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	463850	9.20	463850	9.20

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

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
<b>1</b>	<b>SHAKUNTALA SURESH SHAH</b>				
	At the beginning of the year	63661	1.26	63661	1.26
	Date wise increase/decrease in 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 (or on the date of separation, if separated during the year)	63661	1.26	63661	1.26

<b>2 VORA CONSTRUCTIONS LIMITED</b>				
At the beginning of the year	58200	1.15	58200	1.15
Date wise increase/decrease in 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 (or on the date of separation, if separated during the year)	58200	1.15	58200	1.15
<b>3 PRAVEEN JASRAJ KOTHARI</b>				
At the beginning of the year	34000	0.67	34000	0.67
	-	-	-	-
At the end of the year (or on the date of separation, if separated during the year)	34000	0.67	34000	0.67
<b>4 GAUTAM MOHANLAL JAIN</b>				
At the beginning of the year	33000	0.65		
13/02/2015 - Transfer	-3000	-0.06	30000	0.59
At the end of the year (or on the date of separation, if separated during the year)	30000	0.59		
<b>5 FICON LEASE AND FINANCE LTD</b>				
At the beginning of the year	30550	0.61		
Date wise increase/decrease in 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 (or on the date of separation, if separated during the year)	30550	0.61	30550	0.61
<b>6 SHOBHA THANMAL KANKARIA</b>				
At the beginning of the year	29690	0.59	29690	0.59
Date wise increase/decrease in 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 (or on the date of separation, if separated during the year)	29690	0.59	29690	0.59
<b>7 CHANDRESH LUNIYA</b>				
At the beginning of the year	29122	0.58	29122	0.58
Date wise increase/decrease in 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 (or on the date of separation, if separated during the year)	29122	0.58	29122	0.58
<b>8</b>	<b>HARSHA HITESH JAVERI</b>				
	At the beginning of the year	2500	0.05		
	06/06/2014 - Transfer	22500	0.45	25000	0.50
	25/07/2014 - Transfer	50	0.00	25050	0.50
	12/09/2014 - Transfer	3350	0.07	28400	0.56
	19/09/2014 - Transfer	8498	0.17	36898	0.73
	31/10/2014 - Transfer	152	0.00	37050	0.73
	07/11/2014 - Transfer	-12000	-0.24	25050	0.50
	14/11/2014 - Transfer	3350	0.07	28400	0.56
	21/11/2014 - Transfer	8498	0.17	36898	0.73
	05/12/2014 - Transfer	-11848	-0.23	25050	0.50
	12/12/2014 - Transfer	3350	0.07	28400	0.56
	19/12/2014 - Transfer	8498	0.17	36989	0.73
	02/01/2015 - Transfer	152	0.00	37050	0.73
	At the end of the year (or on the date of separation, if separated during the year)	37050	0.73	37050	0.73
<b>9</b>	<b>MADHU RAKESH MARDIA</b>				
	At the beginning of the year	416	0.01		
	27/03/2015 - Transfer	29851	0.59	30267	0.60
	At the end of the year (or on the date of separation, if separated during the year)	30267	0.60	30267	0.60
<b>10</b>	<b>MAHENDRA RATHOR</b>				
	At the beginning of the year	27600	0.55	27600	0.55
	Date wise increase/decrease in 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 (or on the date of separation, if separated during the year)	27600	0.55	27600	0.55

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
<b>1</b>	<b>GAUTAMCHAND KAWAR</b>				
	At the beginning of the year	332890	6.60	332890	6.60
	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	332890	6.60	332890	6.60

2	SHANTILAL KAWAR				
	At the beginning of the year	417345	8.27		
	18/07/2014 - Transfer	7700	0.15	425045	8.43
	22/09/2014 - Transfer	-1100	-0.2	423945	8.41
	20/03/2015 - Transfer	33102	0.66	457047	9.06
	At the end of the year	457047	9.06	457047	9.06

## V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
Additions	-	-	-	-
Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

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

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager				Total Amount	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	-	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-
2	Stock option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-
	as % of profit	-	-	-	-	-	-
	others (specify)	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	Total (A)	-	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-	-

**B. Remuneration to other directors:**

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount	
1	Independent Directors						
	(a) Fee for attending board committee meetings	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-
2	Other Non Executive Directors						
	(a) Fee for attending board committee meetings	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	-
	Overall Ceiling as per the Act.	-	-	-	-	-	-

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO	Company Secretary	CFO	Total	
1	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	as % of profit	-	-	-	-	-
	others, specify	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total	-	-	-	-	-

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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**ANNEXURE 'A'**

INFORMATION PURSUANT TO COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988 FORMING PART OF THE REPORT OF BOARD OF DIRECTORS.

**A. CONSERVATION OF ENERGY**

(a) Energy Conservation Measures Taken: Strict vigilance is maintained over consumption of energy for manufacturing process.

(b) Additional investment and proposals, if any being implemented for reduction of consumption of energy : Continuous education and awareness creation programmes for energy conservation

(c) Impact of measures of (a) above: The measures taken by the company have resulted in improvements and saving of electricity.

**B. TECHNOLOGY ABSORPTION & ADAPATION**

The Company has not incurred any specific expenditure on research & development. However continuous in-house efforts to upgrade and improve technology have been made in all areas of operations of the company.

**C. FOREIGN EXCHANGE EARNING AND OUT GO (Rs. In Lacs)**

	2014-2015	2013-2014
Earning	0.00	0.00
Outgo	0.00	0.00

## REPORT ON CORPORATE GOVERNANCE

(1) Company's philosophy on code of Corporate Governance : The company believes that goals & objectives of the company & only proper governance implemented in achieving & attaining the goals & objectives of the company & only proper governance implemented in the true spirit would lead to effectiveness & transparency in the functioning of a corporate.

(2) Board of Directors The Board of Directors comprises of Five Directors. Out of five Directors two Directors are promoter Directors and two Directors are non executive independent Directors.

Category	Name of the Directors
1. Executive Director	Mr. Shantilal Kawar Mr. Gautam Chand Kawar
2. Non executive independent Director	Mr. Rajendra Abani Mr. Naresh Kumar Jain
3. Additional Director	Mrs. Sweta Vikash Kawar

The composition of directors and their attendance at the Board Meeting during the year and at the last Annual General Meeting as also number of other directorship/membership of committee is as follows.

Name of Directors	Category of Directorship	No. of Board Meeting Attended	Attendance at Last AGM	No. of Other Directorship	Committee Membership	
					Member	Chairman
Sh. Shanti Lal Kawar	Managing Director		YES	5	-	-
Sh. Guatam Chand Kawar	Director		YES	1	3	-
Sh. Rajendra Kumar Abani	Director		YES	-	3	1
Sh. Naresh Kumar Jain	Director		YES	-	3	2
Smt. Sweta Vikash Kawar	Additional Director		NA	1	-	-

\*\*Ceased to be a Director during the year.

MD-Managing Director, D-Director

During the period 1<sup>st</sup> April 2014 to 31<sup>st</sup> March 2015 Board Meeting were held on the following dates:

21-05-2014, 30-05-14, 25-7-14, 30-10-14, 30-01-15, 03-03-2015 and 30-03-2015

- (1) Audit Committee
- A. Term of Reference
- a. To oversee the Company' financial reporting process and disclosure of financial information.
- b. To review and discuss with the Auditors about internal control system/audit scope and the observation of the Auditors.
- c. Adequacy of the internal audit functions, major accounting policies and accounting standards.
- d. To review the quarterly, half yearly and annual financial statement before submission to the Board of Directors.

The Audit committee meets the requirement of both section 177 of the Companies Act, 2013 & Clause 49 of the Listing Agreement. The committee has all the powers, duties & obligation conferred upon & vested in it terms of Section 177 of the Companies Act, 2013 as amended from time to time & also such additional power, functions/features, duties, obligations & discretions as is contained in Clause 49 of the Listing Agreement as amended from time to time & as entered into by the company are listed &/or any other powers, duties & obligations that may be assigned from time to time by the Board of Directors & the said committee shall submit its reports, recommendations etc, to the board of directors on all matters.

The Audit Committee of the Board comprise of two independent Directors and one executive director. Mr. R.Abani is the Chairman of Committee. Mr. Shanti LalKawar & Mr. Naresh Kumar Jain are the members of the committee. The committee met four times during the year and all the members were present at all the meetings.

- (2) Nomination & Remuneration Committee

A. The Remuneration Committee has the following members:

- B. Mr. Gautam Chand Kawar Non Executive director  
Mr. Rajendra Abani Non executive Independent directors  
Mr. Naresh Kumar Jain(Chariman) Non executive Independent directors

The committee met once during the year to fix the remuneration of the Executive director

- (3) Shareholders'/Investors Grievance Committee The Board of Directors entrusted, inter alia, the following powers and responsibilities to the committee:

1. To approve & register transfer, transmission, issue of equity shares other than duplicate shares, to approve the demat request, demat request in connection with dematerialization & or rematerialization of equity shares.

2. To attend shareholders' grievances & redress the complaints of shareholders & attend to the complaints receive from other authorities.

Mr. Naresh Kumar Jain is the Chairman of the Committee Mr. Rajendra Abani and Mr. Gautam Chand Kavar are the other members of the committee Mr. Shantilal Kavar, Managing Director, is the compliance officer. No complaints were received during the year M/s Universal capital securities Pvt. Ltd. Have been vested with powers for all transfers. There is no pending share transfer.

#### (1) General Body Meetings

The last three Annual General Meeting held as under:-

Financial Year	Date	Time	Location
2013-14	26-09-2014	10.00 A.M.	Regd. Office of Company
2012-13	27-09-2013	10.00 A.M.	Regd. Office of Company
2011-12	27-09-2012	10.00 A.M.	Regd. Office of Company

No special resolutions were required to be put through postal ballot last year

No special resolutions on matter postal balloting are placed for shareholders' approval at this meeting.

Means of Communication: - Quarterly as well as annual audited results are published in prominent daily newspaper, Viz, English and in regional news paper

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE & DEVELOPMENT

Indian granite industry is one of the world's major producers of granite, Indian granite is well placed among various come up during this year and the competition has become fierce.

#### Opportunities

The Granite continues to be in demand in developed world due to its natural characteristics and aesthetic look

#### Threats

Competition from new granite processing countries like China & Brazil along with existing establishment.

#### Outlook

The company will continue consolidate its position being unforeseen circumstances and subject to currency fluctuation.

#### Risk & Concerns :

New Capacities

Currency fluctuation

New granite processing countries

#### Internal Control system & Adequacy

The Company has a proper and adequate system of internal control commensurate with its size & nature of business.

#### Financial performance

The financial performance of the Company has been given separately in the Director's Report.

#### Material Development in Human Resources & Industrial Relations

The industrial relations remained cordial throughout the year. The company has 5 employees.

The company assumes no responsibility in respect of forward looking statement which may undergo substantial revisions in future on the basis of subsequent development and/or event.

### (1) General Information for Shareholders

1. Annual General Meeting is proposed to be held at 10.00 A.M. on 24<sup>th</sup> September 2015 at our Registered Office

322 3<sup>rd</sup> Floor A-wing, Ahura Centre, 82-Mahakali Caves Road, Andheri (East) Mumbai-400 093

2. Financial calendar 2013-14

Annual results of previous year 30.05.2014

Annual General Meeting 26.09.2014

First quarter results Before end of July 2013

Second quarter results/Half yearly results Before end of October 2013

Third quarter results Before end of January 2014

3. Date of book closure 21<sup>st</sup> September 2015 to 24<sup>th</sup> September 2015 (Both days inclusive)

4. Dividend payment date Not Applicable

5. Listing on stock exchange Mumbai (BSE)

6. Stock Code & ISIN Number Script Code No. : 531049

The Stock Exchange, Mumbai ISIN No. INR741D01015



1. Stock market prices data for the year 2014-15

the high low prices during each month in the last financial year on Mumbai Stock Exchange are given below.

Month	Company's Share Price	Company's Share Price	BSE Sensex	BSE Sensex
	High (Rs.)	Low (Rs.)	High	Low
April	8.94	6.66	22939.31	22197.51
May	9.20	6.90	25375.63	22277.04
June	11.00	7.52	25725.12	24270.20
July	10.99	8.90	26300.17	24892.00
August	9.51	7.11	26674.38	25232.82
September	10.00	7.40	27354.99	26220.49
October	8.21	7.08	27894.32	25910.77
November	7.90	7.00	28822.37	27739.56
December	8.38	7.99	28809.64	26469.42
January	7.97	6.67	29844.16	26776.12
February	8.59	6.49	29560.32	28044.49
March	7.99	6.97	30024.74	27248.45

1. Register & Share Transfer/Demat agent.

The Company's share transfer work and dematerialization of share is done Universal capital securities Pvt. Ltd., 21, Shakil Nilwas, Mahakali Caves Road, Andheri (E), Mumbai 400093

2. Share Transfer System: - The share transfer are registered and returned within a period of 30 days from the date of receipt if document are in order. The share transfers are approved by the Share Transfer Committee, Which meets as and when required.

3. Distribution of Shareholding as on 31<sup>st</sup> March 2015

No. of Shares	No. of Shareholders	% of Shareholders	Share/Holding	% of Share/Holding	Share/Debtures Amount	% of Share/Debtures
UP TO -500	1514	72.302	459454	9.109	4594540	9.109
501-1000	264	12.607	234167	4.643	2341670	4.643
1001-2000	116	5.540	182265	3.614	1822650	3.614
2001-3000	88	4.202	220292	4.368	2202920	4.368
3001-4000	29	1.385	102135	2.025	1021350	2.025
4001-5000	21	1.003	96219	1.908	962190	1.908
5001-10000	25	1.194	174182	3.453	1741820	3.453
10001- And Above	37	1.767	3574986	70.880	35749860	70.880
	Total 2094	100.000	5043700	100.000	50437000	100.000

1. Categories of Shareholders as on 31<sup>st</sup> March 2015

Category	No. of Shares	% of Shareholding
<b>Promoter Holding</b>	<b>2885059</b>	<b>57.20</b>
1.Promoter Holding-India Promoter/Director	-	-
2.Non-Promoter Holding	-	-
3.Institutional Investor Other	-	-
4.Private Corporate Bodies	170405	3.38
5.Indian Public	1932096	38.31
6.NRI/OCB	49900	0.99
7.Other-Clearing member	6240	0.12

1. Dematerialization of Shares

As on 31<sup>st</sup> March, 2015 83.52% of the Company's total shares, representing 4212580 shares were held in demat form and the balance 831120 Shares representing 16.48% of the Company's total shares were in physical form.

2. Outstanding AD Rs./GD Rs/Warrants or any convertible instruments, conversion date and likely impact on equity : Not applicable

3. Plant Location : The Company's plant is located as at 18 Km. Stone, Jodhpur Barmer Road, Village Narnadi, Dist. JODHPUR

## INDEPENDENT AUDITOR'S REPORT

To the Members of NEELKANTH ROCKMINERALS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of NEELKANTH ROCKMINERALS LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### 1. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in sec 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under sec 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, 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.

### 2. Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply

with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 statement that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of 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 financial statements.

### 3. Opinion

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

### 4. 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.

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 purpose of our audit;

b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

c) The Balance Sheet, Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid 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 written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sec 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 explanation given to us:

i) The company does not have any pending litigation which would impact its financial position.

ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR MAHESHWARI AND JAIN;  
Chartered Accountants  
ICAI FRN 011496C

(RAJENDRA JAIN)  
PARTNER  
MEM NO. 070918  
PLACE : JODHPUR  
DATED: 21TH MAY 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT TO  
THE MEMBERS OF NEELKANTH ROCKMINERALS LIMITED AS AT 31ST MARCH 2015  
(Referred to in paragraph 4 of our report of even date)

i) In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The fixed assets were physically verified during the year by the Management. According to the information and explanations given to us no material discrepancies were noticed on such verification.

ii) In respect of its inventories:

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

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firm or other parties covered in the register maintained under Section 189 of the Companies Act 2013 and hence sub cl. (a) and (b) are not applicable.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further on the basis of examination of the books and records of the company and according to information and explanation given to us, we have not observed any major weakness in the internal control system during the course of the audit.

(v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under and the directive issued by the Reserve Bank of India, where applicable, with regard to the deposit accepted from the public.

(vi) "We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost

records under section 148 (1) of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have however not made detailed examination of these cost records with a view to determine whether they are accurate or complete. "

(vii) a. According to the information and explanations given to us in respect of Statutory and other dues the Company has been regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Sales Tax, Wealth tax, service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities during the year.

b. As stated to us, there is no disputed amount of the statutory and other dues pending for payment which are under litigation at any forum.

c. As stated to us there is no amount required to be transferred to Investor Education and Protection Fund.

(viii) The Company does not have accumulated losses as at the end of the year. The Company has not incurred any cash losses during the current year as well as in the preceding year.

(ix) As stated to us, the company has not availed any financial assistance from financial institution, banks and debenture holders and therefore question of default for their repayment does not arise.

(x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and other financial institution.

(xi) To the best of our knowledge and belief and according to the information and explanation given to us, there is no term loans availed by the Company and therefore question of its application for otherwise purposes does not arise.

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

**For MAHESHWARI AND JAIN;**

**Chartered Accountants**

**ICAI FRN 011496C**

**(RAJENDRA JAIN)**

**PARTNER**

**MEM NO. 070918**

**PLACE: JODHPUR**

**DATED: 21TH MAY 2015**

**M/S NEELKANTH ROCK MINERALS LIMITED**  
Balance Sheet As At 31 March 2015

PARTICULARS	NOTES	31-Mar-15 Rs.	31-Mar-14 Rs.
<b>Shareholders' Funds</b>			
Share capital	4	50,437,000	50,437,000
Reserves and surplus	5	5,529,953	5,514,860
		<b>55,966,953</b>	<b>55,951,860</b>
<b>Current Liabilities</b>			
Trade payables	6	925,753	168,818
Other current liabilities	7	308,237	643,167
Short-term provisions	8	129,977	155,558
		<b>1,363,967</b>	<b>967,543</b>
<b>TOTAL</b>		<b>57,330,920</b>	<b>56,919,403</b>
<b>Non-Current Assets</b>			
Tangible assets	9	6,409,640	8,116,734
Capital work-in-progress		0	0
Non-current investments	10	2,517,000	2,517,000
Deferred Tax Assets	11	2,291,766	2,101,915
Long-term loans and advances	12	20,285,595	23,191,454
		<b>31,504,001</b>	<b>35,927,103</b>
<b>Current Assets</b>			
Inventories	13	8,786,857	12,649,035
Trade receivables	14	6,484,893	3,997,944
Cash and bank balances	15	5,066,186	547,519
Short-term loans and advances	12	5,488,982	3,797,802
		<b>25,826,918</b>	<b>20,992,301</b>
<b>Total</b>		<b>57,330,920</b>	<b>56,919,403</b>
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

**FOR MAHESHWARI AND JAIN;**  
Chartered Accountants  
ICAI FRN 011496C

For and on behalf of the board

(RAJENDRA JAIN)  
PARTNER  
MEM NO. 70918  
PLACE: JODHPUR  
DATED: 21TH MAY 2015

SHANTI LAL KAWAR  
MANAGING DIRECTOR

GAUTAM CHAND KAWAR  
DIRECTOR

RAJENDRA ABANI  
DIRECTOR

NARESH KUMAR JAIN  
DIRECTOR

**M/S NEELKANTH ROCK MINERALS LIMITED**  
Statement of Profit and Loss for the year ended 31 March 2015

Particulars	Notes	31-Mar-15 Rs.	31-Mar-14 Rs.
Revenue from operations (gross)	16	14,761,556	9,084,925
Less: excise duty		0	0
Revenue from operations (net)		<b>14,761,556</b>	<b>9,084,925</b>
Other income	17	2,607,939	1,863,065
Total revenue (I)		<b>17,369,495</b>	<b>10,947,990</b>
Cost of raw material and components consumed	18	6,753,721	5,153,550
(Increase)/ decrease in inventories of finished goods,	19	3,234,718	-507,428
Employee benefits expense	20	616,075	792,651
Other expenses	21	5,458,811	4,177,950
Total (II)		<b>16,063,325</b>	<b>9,616,723</b>
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		1,306,170	1,331,267
Depreciation and amortization expense	22	766,265	1,161,832
Finance costs	23	18,714	616
Profit/(loss) before tax		<b>521,191</b>	<b>168,820</b>
Tax Expenses			
Current tax		129,977	155,558
Deferred Tax		-15,145	-103,231
Income Tax Paid		580	43,295
Total Tax Expense		<b>115,412</b>	<b>95,622</b>
Profit/(loss) for the year		<b>405,779</b>	<b>73,197</b>
Earnings Per Equity Share [Nominal Value of Share Rs. 10/- (31 March 2014: Rs. 10/-)]			
Basic			
Computed on the basis of profit from continuing operations	24	0.08	0.01
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

FOR MAHESHWARI AND JAIN;  
Chartered Accountants  
ICAI FRN 011496C

For and on behalf of the board

SHANTI LAL KAWAR  
MANAGING DIRECTOR

GAUTAM CHAND KAWAR  
DIRECTOR

(RAJENDRA JAIN)  
PARTNER

RAJENDRA ABANI  
DIRECTOR

NARESH KUMAR JAIN  
DIRECTOR

MEM NO. 70918  
PLACE: JODHPUR  
DATED: 21TH MAY 2015



## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

### 1. CORPORATE INFORMATION

Neelkanth Rockminerals Limited is a Public Limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 then in force. The company is engaged in the manufacturing and selling of Granite slabs/Tiles and Mineral Products.

### 2. BASIS OF PREPARATION

The accounts are prepared as per historical cost convention on going concern basis following mercantile basis of accounting and recognizing income and expenditure on accrual basis except otherwise stated. The mandatory applicable accounting standards in India and the provisions of the Companies Act, 2013 have been followed in preparation of these financial statements.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Change in Accounting policy:- As stated to us, there is no significant change in accounting policy of the company affecting the financial statements in any manner.

b) Use of estimates:- The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c) Tangible Fixed Assets :- Fixed Assets are shown at cost net of accumulated depreciation and impairment losses if any. Cost comprises of purchase price, other direct attributable costs for bringing the assets to its working conditions for its intended use and proportionate allocated share of indirect expenses, if any.

d) Depreciation on Tangible Fixed Assets :- Pursuant to Companies Act, 2013 ('the Act') being effective from 1st April, 2014, the company has revised depreciation rates on tangible fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act and due to the same there has been a change in the estimated useful life of depreciable tangible assets which affects the depreciation in the current period and in each period during the remaining useful life of the assets. The change is only in regard to accounting estimates requiring an adjustment of the carrying

amount of tangible assets.

Depreciation on tangible fixed assets is computed on written down value method at such rates as computed considering useful life provided in Sch II of the Act. During the preceding years, the company was providing depreciation on written down value basis at the rate prescribed in Schedule XIV of the Companies Act, 1956.

Depreciation on intangible fixed assets is computed on written down value method as per the provisions of accounting standards applicable for the time being in force.

e) Investment : -"Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments."

"On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties."

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

"On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss."

f) Inventories are valued and shown as under:

- i) Inventories are taken as per physical verification conducted by the management.
- ii) Inventories of Raw Material, Consumables, Stores, Oil & Lubricants, Fuel, and Packing Materials have been valued at cost or market price whichever is lower.
- iii) Work in Progress and Finished Goods have been valued at lower of cost or market price.
- iv) Scrap and wastage are valued at market realisable value.

g) Revenue Recognition

- i) Sales of products are recognized at the time of invoicing to customers
- ii) The company has charged excise duty separately on sales.
- h) Preliminary Expenses

Preliminary expenditure is amortized over a period of 5 years commencing from the year of

commencement of commercial production.

i) Taxation

Tax expenses for the year, comprising current tax and deferred tax are included in determining the net profit for the year.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. The deferred tax for all timing differences arising between taxable income and accounting income are recognized at currently enacted tax rates.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

j) Contingent Liabilities :- A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements

k) Gratuity and other Benefits to Employees :- The contribution to provident fund are being made monthly and are accounted for on accrual basis. Provision of Gratuity has however not been made.

l) Prior period and Extra ordinary Items :- Material events accruing after the Balance Sheet date are taken into cognizance. These items and changes in accounting policies, if material, are separately disclosed wherever required. The changes in accounting policies are generally made only where so required by statutes or standards or by compulsion of convenience.

m) Foreign Exchange Fluctuations :- The exchange fluctuation arising on the foreign currency transactions are recognised in the Profit and loss account at the time of realization/remittance except those relating to acquisition of fixed assets which are adjusted in cost of fixed assets.

## NOTES ON FINANCIAL STATEMENTS (CONT.)

4. SHARE CAPITAL	31-Mar-15 Rs.	31-Mar-14 Rs.
<b>Authorized Shares Capital</b>		
5500000 (31 March 2014: 5500000) equity shares of Rs. 10/- each	55,000,000.00	55,000,000.00
<b>Issued, Subscribed and Fully Paid-up Shares</b>		
5043700 (31 March 2014: 5043700) Equity shares of Rs 10/- each fully paid up	50,437,000.00	50,437,000.00
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>50,437,000.00</b>	<b>50,437,000.00</b>

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period				
Equity shares	31-Mar-15		31-Mar-14	
	Nos.	Rs.	Nos.	Rs.
At the beginning of the period	5043700.00	50437000.00	5043700.00	50437000.00
Issued during the period -Fully Paid up	0.00	0.00	0.00	0.00
<b>Outstanding at the end of the period</b>	<b>5043700.00</b>	<b>50437000.00</b>	<b>5043700.00</b>	<b>50437000.00</b>

### b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. No dividend however has been proposed by the Board of Directors for the financial year 2014-15.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. Details of shareholders holding more than 5% equity shares in the company	31-Mar-15		31-Mar-14	
	No.	% holding in the class	No.	% holding in the class
Equity shares of Rs.10/- each fully paid				
<b>Name of Shareholder</b>				
Anil Sayarchand Kewar	357425	7.09%	357425	7.09%
Gautam Chand Kewar	332890	6.60%	332890	5.47%
Noratmal Kewar	317886	6.30%	317886	5.50%
Shantilal Kewar	457047	9.06%	417345	8.27%
Sohanlal Kewar	323922	6.42%	323922	6.42%
Sunil Kewar	298862	5.93%	298862	5.93%
Jai Ambay Granites Ltd.	463850	9.20%	463850	9.20%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

5. RESERVES AND SURPLUS	31-Mar-15 Rs.	31-Mar-14 Rs.
<b>a. Surplus/(Deficit) in the Statement of Profit and Loss</b>		
Balance as per last financial statements	3,514,859.51	3,441,662.26
Add/Less: Adjustment for Carrying Value of Fixed Assets	565,391.00	0.00
Add/Less: Adjustment for Deferred Tax asset due to change in Carrying Value of Fixed Assets	174,705.82	0.00
Profit (Loss) for the year	405,778.81	73,197.25
<b>Net surplus in the statement of profit and loss</b>	<b>3,529,953.14</b>	<b>3,514,859.51</b>
<b>b. Subsidy</b>		
Balance as per the last financial statements	2,000,000.00	2,000,000.00
Add: addition during the year	0.00	0.00
<b>Closing Balance</b>	<b>2,000,000.00</b>	<b>2,000,000.00</b>
<b>Total Reserves and Surplus (a+b)</b>	<b>5,529,953.14</b>	<b>5,514,859.51</b>

6. TRADE PAYABLES (including acceptances)	Non-current		Current	
	31-Mar-15 Rs.	31-Mar-14 Rs.	31-Mar-15 Rs.	31-Mar-14 Rs.
Trade payables (refer note 25 for details of dues to micro and small enterprises)	0.00	0.00	925753.25	168818.00
<b>Total (a)</b>	<b>0.00</b>	<b>0.00</b>	<b>925753.25</b>	<b>168818.00</b>

7. OTHER CURRENT LIABILITIES	31-Mar-15 Rs.	31-Mar-14 Rs.
Bonus Payable	28,881.00	90,149.00
EPF/ESI Payable	1,664.00	5,156.00
Bentonite Powder Production Exp. Payable	84,890.00	41,810.00
Electricity Exp Provision	162583.00	16,393.00
Provision for Telephones Expenses	2702.00	4,384.00
Advance received against Car	0.00	526000.00
Vat/CST Payable	18439.52	0.00
Service Tax Payable	8278.00	0.00
TDS/TCS payable	789.00	275.00
<b>Total (b)</b>	<b>308,236.52</b>	<b>643,167.00</b>
<b>Total (a+b)</b>	<b>1,233,989.77</b>	<b>811,985.00</b>

08. SHORT TERM PROVISIONS		31-Mar-15	31-Mar-14
		Rs.	Rs.
Income Tax provision less advance tax paid		129977.00	155558.00
<b>Total (c)</b>		<b>129977.00</b>	<b>155558.00</b>
<b>Total (a+b+c)</b>		<b>1,363,966.77</b>	<b>967,543.00</b>

09. TANGIBLE ASSETS

Particulars	Land	Buildings	Office Building	Plant and Machinery	Computers	Furniture & Fixtures and Office Equipment	Vehicles	Items below Rs. 5000/-	Total
<b>Cost or valuation</b>									
At 1 April 2014	496,271.00	8,507,440.75	739,059.00	28,295,103.03	628,366.00	1,335,117.41	2,556,779.00	25,487.00	42,693,623.19
Additions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	2,055,142.00	0.00	2,055,142.00
<b>At 31 March 2015</b>	<b>496,271.00</b>	<b>8,507,440.75</b>	<b>739,059.00</b>	<b>28,295,103.03</b>	<b>628,366.00</b>	<b>1,335,117.41</b>	<b>601,637.00</b>	<b>25,487.00</b>	<b>40,628,481.19</b>
<b>Depreciation</b>									
At 1 April 2014	0.00	6,629,391.93	109,895.42	24,075,319.94	625,269.75	983,777.07	2,217,758.50	25,487.00	34,566,889.61
Charge for the year	0.00	142,617.00	28,520.00	457,828.00	0.00	108,330.00	28,970.00	0.00	766,285.00
Adjustment for Carrying value				520,502.00	-28,322.00	73,713.00	-502.00	0.00	566,391.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	1,679,704.43	0.00	1,679,704.43
<b>At 31 March 2015</b>	<b>0.00</b>	<b>6,672,008.93</b>	<b>138,405.42</b>	<b>25,053,649.94</b>	<b>625,269.75</b>	<b>1,165,820.07</b>	<b>567,024.07</b>	<b>25,487.00</b>	<b>34,218,841.18</b>
<b>Net Block</b>									
At 31 March 2014	496,271.00	1,978,048.82	629,173.58	4,219,783.09	3,096.25	351,340.34	439,020.50	0.00	8,116,733.58
At 31 March 2015	496,271.00	1,835,431.82	600,653.58	3,241,453.09	3,096.25	109,297.34	34,612.93	0.00	6,409,640.01

10. NON-CURRENT INVESTMENT

	31-Mar-15	31-Mar-14
	Rs.	Rs.
<b>Non-trade investments (valued at cost unless stated otherwise)</b>		
In Govt. Securities		
National Saving certificates	29000.00	29000.00
Unquoted Equity Instruments		
101300 Equity Shares of Deep Diamonds (P) Ltd. (Previous year 101300 shares)	1013000.00	1013000.00
147500 (Previous Year 147500/- Equity Shares of Rs. 10/- each fully paid up in Jai Ambey Granited Ltd.)	1475000.00	1475000.00
<b>Total</b>	<b>2517000.00</b>	<b>2517000.00</b>
Aggregate Amount of Quoted Investments (Market value: NIL) (31 March 2014: NIL)		
Aggregate Amount of Unquoted Investments	2488000.00	2488000.00

11. DEFERRED TAX ASSETS (NET)

	31-Mar-15	31-Mar-14
	Rs.	Rs.
<b>Deferred tax Asset</b>		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	2291766	2101915
<b>Gross Deferred Tax Assets</b>	<b>2291766</b>	<b>2101915</b>
<b>Deferred tax Liability</b>		
Unabsorbed losses etc.	0.00	0.00
<b>Gross Deferred Tax Liability</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Deferred Tax Asset</b>	<b>2,291,766.19</b>	<b>2,101,915.17</b>

12. LOANS AND ADVANCES

	Non-current		Current	
	31-Mar-15	31-Mar-14	31-Mar-15	31-Mar-14
	Rs.	Rs.	Rs.	Rs.
<b>Security deposit</b>				
Unsecured, considered good	1313351.00	1263351.00	0.00	0.00
<b>TOTAL (A)</b>	<b>1313351.00</b>	<b>1263351.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Advances recoverable in cash or kind</b>				
Unsecured considered good	18054549.10	21010408.10	5200443.79	3542261.79
<b>TOTAL (B)</b>	<b>18054549.10</b>	<b>21010408.10</b>	<b>5200443.79</b>	<b>3542261.79</b>
<b>Other Loans and Advances</b>				
Prepaid expenses	0.00	0.00	81660.00	55248.00
Other Assets	98000.00	98000.00	0.00	0.00
Balances with Statutory/Government authorities	818694.99	818694.99	206878.00	200292.20
<b>(C)</b>	<b>817694.99</b>	<b>817694.99</b>	<b>288538.00</b>	<b>255540.20</b>
<b>Total (A+ B + C)</b>	<b>20285595.09</b>	<b>23191454.09</b>	<b>5488981.79</b>	<b>3797801.99</b>

13. INVENTORIES (valued at lower of cost and net realizable value)	Non-current		Current	
	31-Mar-15 Rs.	31-Mar-14 Rs.	31-Mar-15 Rs.	31-Mar-14 Rs.
Raw materials (refer note 18)	-	-	3,138,255.24	2,723,087.00
Work-in-progress (refer note 19)	-	-	0.00	0.00
Finished goods (refer note 19)	-	-	5,150,219.69	8,384,938.00
Consumables	-	-	445,882.01	1,446,010.00
Stores and Spares	-	-	52,500.00	95,000.00
<b>Total</b>	-	-	<b>8,786,856.94</b>	<b>12,649,035.00</b>

14. TRADE RECEIVABLES AND OTHER ASSETS	Non-current		Current	
	31-Mar-15 Rs.	31-Mar-14 Rs.	31-Mar-15 Rs.	31-Mar-14 Rs.
Trade receivables	-	-	-	-
14.1 Considered good unless stated otherwise Outstanding for a period exceeding six months from the date they are due for payment	-	-	-	-
-Secured, considered good	-	-	-	-
-Unsecured, considered good	-	-	2,495,442.40	1,613,883.00
-Doubtful	-	-	-	-
Sub-Total	-	-	2,495,442.40	1,613,883.00
Less: Provision for doubtful receivables	-	-	-	-
<b>TOTAL (A)</b>	-	-	<b>2,495,442.40</b>	<b>1,613,883.00</b>
14.2 Other receivables	-	-	-	-
-Secured, considered good	-	-	-	-
-Unsecured, considered good	-	-	3,989,450.66	2,384,061.05
-Doubtful	-	-	-	-
Sub-Total	-	-	3,989,450.66	2,384,061.05
Less-Provision for doubtful receivables	-	-	-	-
<b>TOATL (B)</b>	-	-	<b>3,989,450.66</b>	<b>2,384,061.05</b>
<b>Total (A + B)</b>	-	-	<b>6,484,893.06</b>	<b>3,997,944.05</b>

15. CASH AND BANK BALANCES	Non-current		Current	
	31-Mar-15 Rs.	31-Mar-14 Rs.	31-Mar-15 Rs.	31-Mar-14 Rs.
Cash and cash equivalents	-	-	-	-
1. Cash on hand	0.00	0.00	366648.74	208354.74
2. Balances with banks:	-	-	-	-
-On current accounts	0.00	0.00	4,699,537.75	339,164.78
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>5066186.49</b>	<b>547519.49</b>

16. REVENUE FROM OPERATIONS	31-Mar-15 Rs.	31-Mar-14 Rs.
	Sale of products	-
a. Finished goods	14,761,555.75	9,084,925.00
b. Raw Material & Consumables	0.00	0.00
Revenue from Operations (Gross)	14,761,555.75	9,084,925.00
Less: Excise duty #	0.00	0.00
Revenue from Operations (net)	14,761,555.75	9,084,925.00

Details of products sold	31-Mar-15 Rs.	31-Mar-14 Rs.
	Granite Slabs/Tiles	718,457.00
Bentonite	12,519,778.75	7,815,747.00
Sub-Total	13,238,235.75	9,084,925.00
Raw materials-Granite Blocks	0.00	0.00
Sub-Total	0.00	0.00
<b>Total</b>	<b>13,238,235.75</b>	<b>9,084,925.00</b>

17. OTHER INCOME	31-Mar-15 Rs.	31-Mar-14 Rs.
	Intt. On Bank and Security deposits	2051812.00
Sundry Balances W/Off	25952.90	4709.34
Rounded off	3.49	0.00
Interest received (KMEL)	5007.00	0.00
Profit on sale of assets	14953.93	0.00
Packing Charges	14500.00	10783.00
Rent Received	361100.00	15600.00
<b>Total</b>	<b>2607939.32</b>	<b>1863065.34</b>

18. COST OF RAW MATERIAL AND COMPONENTS CONSUMED	31-Mar-15 Rs.	31-Mar-14 Rs.
	Inventory at the beginning of the year	2,723,087.00
Add: Purchases	7,168,888.85	4,719,916.20
	9,891,975.85	7,876,637.20
Less: Inventory at the end of the year	3,138,255.24	2,723,087.00
<b>Cost of raw material and components consumed</b>	<b>6,753,720.61</b>	<b>5,153,550.20</b>

Details of raw material and components consumed			31-Mar-15	31-Mar-14
		Rs.	Rs.	Rs.
Granite Blocks		0.00		414,601.00
Bentonite Lumps		4,165,737.01		4,739,049.20
<b>Total</b>		<b>4,165,737.01</b>		<b>5,163,650.20</b>
Details of Inventory			31-Mar-15	31-Mar-14
		Rs.	Rs.	Rs.
Granite Blocks/Tiles		253672.00		253672.00
Bentonite Lumps/Bardana		2884583.24		2469415.00
<b>Total</b>		<b>3138255.24</b>		<b>2723087.00</b>
19. (INCREASE)/DECREASE IN INVENTORIES				
	31-Mar-15	31-Mar-14	(Increase)/decrease Rs.	
	Rs.	Rs.		
Inventories at the end of the year				
Work-in-progress	0.00	0.00		0.00
Finished goods	5,160,219.69	8,384,938.00		3,234,718.31
<b>Sub-Total</b>	<b>5,160,219.69</b>	<b>8,384,938.00</b>		<b>3,234,718.31</b>
Inventories at the beginning of the year				
Work-in-progress	0.00	0.00		0.00
Finished goods	8,384,938.00	7,877,510.00		-507,428.00
<b>Sub-Total</b>	<b>8,384,938.00</b>	<b>7,877,510.00</b>		<b>-507,428.00</b>
<b>Total</b>	<b>3,234,718.31</b>	<b>-507,428.00</b>		<b>-3,742,146.31</b>
Details of Inventory			31-Mar-15	31-Mar-14
		Rs.	Rs.	Rs.
Raw material/Components		3138255.24		2723087.00
<b>Total</b>		<b>3138255.24</b>		<b>2723087.00</b>
Work-In-progress				
Granite Slabs		0.00		0.00
Bentonite Powder		0.00		0.00
<b>Total</b>		<b>0.00</b>		<b>0.00</b>
Finished goods				
Granite Slabs/tiles		3405563.45		6,520,248.00
Bentonite Powder		1,744,656.24		1,854,690.00
<b>Total</b>		<b>5,150,219.69</b>		<b>8,384,938.00</b>
20. EMPLOYEE BENEFIT EXPENSES				
	31-Mar-15	31-Mar-14		
	Rs.	Rs.		
Salaries, wages and bonus	598,406.00	748,606.00		
Contribution to provident and other fund	17,669.00	44,045.00		
<b>Total</b>	<b>616,076.00</b>	<b>792,651.00</b>		
21. OTHER EXPENSES				
	31-Mar-15	31-Mar-14		
	Rs.	Rs.		
<b>a. Manufacturing Expenses</b>				
Consumables Consumed	1000127.99	318926.00		
Power and fuel	2089982.90	1662272.00		
Factory General expenses	105819.00	140009.20		
Stores and Spares Expenses	10000.00	226764.00		
Other mfg expenses	1067628.50	677630.87		
Repairs and maintenance				
-Plant and machinery	409141.00	430003.24		
<b>Sub-Total</b>	<b>4682699.39</b>	<b>3445605.31</b>		
<b>b. Administrative Expenses</b>				
Advertisement	44208.00	26468.00		
Insurance	2844.00	1747.00		
Communication costs	167030.85	92319.14		
Printing and stationery	24266.00	47399.00		
Legal and professional fees	322947.00	208512.00		
Payment to auditor (Refer details below)	22000.00	16000.00		
Misc Expenses	107786.00	222496.00		
<b>Sub-Total</b>	<b>691099.86</b>	<b>612941.14</b>		
<b>c. Selling and Distribution Expenses</b>				
Packing Expenses	0.00	10000.00		
Freight and forwarding charges	0.00	18113.60		
Travelling and conveyance	69394.00	91290.00		
Sales Commission	16618.00	0.00		
<b>Sub-Total</b>	<b>86012.00</b>	<b>119403.60</b>		
<b>Total</b>	<b>6468811.24</b>	<b>4177949.95</b>		
Above expenses include research and development expenses	0.00	0.00		

Payment to auditor	31-Mar-15 Rs.	31-Mar-14 Rs.
As auditor:		
Audit fee	14000.00	11250.00
Tax audit fee	4000.00	0.00
In other capacity:		
Company law matters	4000.00	3750.00
<b>Total</b>	<b>22000.00</b>	<b>15000.00</b>

22. DEPRECIATION AND AMORTIZATION EXPENSES	31-Mar-15 Rs.	31-Mar-14 Rs.
Depreciation of tangible assets	766265.00	1161831.64
<b>Total</b>	<b>766,265.00</b>	<b>1,161,831.64</b>

23. FINANCE COST	31-Mar-15 Rs.	31-Mar-14 Rs.
Interest	18714.00	541.00
Bank charges	0.00	75.00
<b>Total</b>	<b>18714.00</b>	<b>616.00</b>

24. EARNING PER SHARE (EPS)	31-Mar-15 Rs.	31-Mar-14 Rs.
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Total operations for the year		
Profit/(loss) after tax	405,778.81	73,197.25
Net profit/(loss) for calculation of basic EPS	405,778.81	73,197.25
Weighted average number of equity shares in calculating basic EPS	5,043,700.00	5,043,700.00

25. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

It is not known or ascertainable as to which suppliers are S.S.I. units, therefore for want of this information we are of the belief that no interest has become payable and paid under the interest on delayed payment to S.S.I. and Ancillary Industrial Undertakings Act, 1993.

26. Value of imports calculated on CIF basis	31-Mar-15 Rs.	31-Mar-14 Rs.
Raw materials/consumables	0.00	0.00
Capital goods	0.00	0.00

27. Expenditure in foreign currency (accrual basis)	31-Mar-15 Rs.	31-Mar-14 Rs.
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

28. Imported and indigenous raw materials, components and spare parts consumed	% of total consumption 31-Mar-15	Value (Rs.) 31-Mar-15	% of total consumption 31-Mar-14	Value (Rs.) 31-Mar-14
<b>Year ended 31 March 2015</b>				
<b>Raw Materials</b>				
Imported	-	-	-	-
Indigenously obtained	100.00	6,753,720.61	100.00	5,153,550.20
	<b>100.00</b>	<b>6,753,720.61</b>	<b>100.00</b>	<b>5,153,550.20</b>
<b>Components</b>				
Imported	-	-	-	-
Indigenously obtained	-	-	-	-
	-	-	-	-
<b>Spare parts</b>				
Imported	0.00%	-	86.04%	1,860,132.00
Indigenously obtained	100.00%	1,000,127.99	13.96%	301,758.98
	<b>100.00</b>	<b>1,000,127.99</b>	<b>100.00</b>	<b>2,161,890.98</b>

29. Earnings in Foreign Currency (Accrual Basis)	31-Mar-15 Rs.	31-Mar-14 Rs.
<b>Total</b>	<b>0.00</b>	<b>0.00</b>



**30. Related Party Disclosures**

Names of related parties and related party relationship

Managing Director Shanti Lal Kawar

Relatives/Related concerns of Managing Director

Names  
Anil Kawar  
Vinay Kawar  
Siddhi Vinayak Minerals  
Siddhi Vinayak Properties

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

a. Sale/purchase of goods and services	Rs				
	Year ended	Sale of goods/ machine and job charges	Purchase	Amount owed by related parties*	Amount owed to related parties*
Associates Concern -From M/S Siddhi Vinayak Properties	31-Mar-15	590902	0.00	590902.00	0.00
	31-Mar-14	0	0.00	0.00	0.00
-From M/S Siddhi Vinayak Minerals	31-Mar-15		3515310.00	4321836.64	0.00
	31-Mar-14		2364901.76	2736046.64	0.00

b. Rent Received and paid	Date	Rent Recd	Rent Paid
-Paid to Mr. Anil Kawar for Office Rent	31-Mar-15	0.00	72000.00
	31-Mar-14	0.00	72000.00

c. Salary Paid	Date	Salary Paid
-Paid to Mr. Vinay Kawar Salary	31-Mar-15	198000.00
	31-Mar-14	198000.00

31. Contingent liabilities	31-Mar-15 Rs.	31-Mar-14 Rs.
	NIL	NIL

**32 Segment Reporting**

During the year under consideration, the company operated only one segment i.e., manufacturing of Granite Slabs/Tiles and Other Minerals Product.

33. The Balances of Sundry Debtors, Sundry Creditors and Loans and Advances are stated at book value subject to confirmation from respective parties.

34. The Previous year figures have been recomputed, reclassified, regrouped & rearranged wherever considered necessary to make them comparable with current year figures

FOR MAHESHWARI AND JAIN

Chartered Accountants  
ICAI FRN 011496C

(RAJENDRA JAIN)  
PARTNER  
MEM NO. 70918  
PLACE: JODHPUR  
DATED: 21TH MAY 2016

For and on behalf of the board

SHANTI LAL KAWAR  
MANAGING DIRECTOR

GAUTAM CHAND KAWAR  
DIRECTOR

RAJENDRA ABANI  
DIRECTOR

NARESH KUMAR JAIN  
DIRECTOR

## NEELKANTH ROCKMINERALS LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

(PERSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE)

	2014-15 Rs.	2013-14 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
1 Net Profit Before Tax & Extra ordinary items	521,191	168,820
2 Adjustments for :-		
(I) Depreciation	766,265	1,161,832
(II) Preliminary Expenses written off	0	0
(III) Profit /Loss on Sale of Fixed Assets	(149564)	0
(IV) Interest Paid	18,714	616
(V) Interest Received	(2,051,812)	(1,831,973)
	-1,416,397	-669,525
3 Operating Profit before Working Capital Changes (1+2)	-895,206	-500,706
4 Adjustments for :-		
(I) Trade and other Receivables	(1,272,270)	-7,950,594
(II) Inventories	3862178	390,680
(III) Trade Payables	422,005	(226,884)
	3,011,913	(7,786,799)
5 Cash Generated from Operations (3+4)	2,116,707	-8,287,505
6 Less: Interest Paid/Capitalised	18,714	616
: Taxes Paid	156,138	192,311
	174,852	192,927
7 Cash Flow Before Extra-Ordinary Items (5-6)	1,941,855	(8,480,432)
8 Extra-Ordinary Items	NIL	NIL
9 Net Cash from Operating Activities	1,941,855	(8,480,432)
<b>B. CASH FROM INVESTING ACTIVITIES</b>		
10 Purchase of Fixed Assets (Including Capital Work in Progress)	0	(145,397.00)
11 Sale of Fixed Assets	525000	0
12 Sale of Investments	0	0
13 Interest Received	2,051,812	1,831,973
	2,576,812	1,686,576

	2014-15 Rs.	2013-14 Rs.
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
14 Proceeds from issue of Equity Shares	0	0
15 Increase in Deposits	0	0
15 NET INCREASE IN CASH AND CASH EQUIVALENTS [(A)+(B)+( C)]	4518667	(6793856)
16 Opening Balance of Cash and Cash Equivalents	547519	7341375
17 Closing Balance of Cash and Cash Equivalents	5066186	547519

As Per our Report of even Date  
For Maheshwari & Jain  
Firm Reg. No. 011496C  
Chartered Accountants

Shantilal Kwar Director

Gautam Chand Kwar Director

RAJENDRA JAIN  
Partner

Rajendra Abani Director

Jodhpur  
DATED: 21TH MAY 2015

Naresh Kumar Jain Director

**AUDITORS' CERTIFICATE**

We have verified the Cash Flow Statement of Neelkanth Rock Minerals Ltd. for the Year Ended on 31st March, 2015 with reference to the audited statement of accounts of the company. The cash flow statement is found to be in accordance with the requirement of clause 32 of the Listing Agreement with stock exchange.

Jodhpur  
DATED: 21TH MAY 2015

**NEELKANTH ROCKMINERALS LIMITED**

CIN: L14219RJ1988PLC004464

Regd. Office: 322, 3rd Floor, A-Wing, Ahura Centre, 82 Mahakali Caves Road, Andheri (East) Mumbai- 400 093  
E-mail: info@neelrock.com Website: http://www.neelrock.com

**PROXY FORM**

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

Name of the member (s) : .....  
Registered address : .....

E-mail ID ..... Folio No. / DP ID-Client ID .....

I/We, being the member (s) of ..... shares of the Neelkanth Rockminerals Limited, hereby appoint:

1. Name: ..... of ..... having an E-mail ID: ....., failing him / her;

2. Name: ..... of ..... having an E-mail ID: ....., failing him / her;

3. Name: ..... of ..... having an E-mail ID: ....., failing him / her;

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **27th Annual General Meeting** of the Company, to be held on Thursday the 24th day of September, 2015 at 10:00 A.M. at 322, 3rd Floor, A-Wing, Ahura Centre, 82 Mahakali Caves Road, Andheri (East) Mumbai- 400 093 and at any adjournment thereof in respect of the resolutions as indicated below:

Sl. No.	Resolution	For*	Against*
1.	Adoption of Audited financial statements of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet together with the Report of the Board of Directors and the Auditors		
2.	Appointment of Statutory Auditors		
3.	Appointment of Mr. Gautam Chand Kavar Director of the Company, Who Retires by rotation and eligible for reappointment		
4.	Appointment of Mrs. Shweta Vikash Kavar Additional Director of the Company		

Signed this..... day of ..... 2015.  
(Date) (Month)

Affix  
Revenue  
Stamp

Signatures of :

Signatures of Shareholder(s)

.....  
First Proxy Holder

.....  
Second Proxy Holder

.....  
Third Proxy Holder

**Notes:**

\*1. Please put a 'X' in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.

2. Proxy need not to be a member of the Company. A person can act as proxy on behalf of for a maximum of fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. This form of proxy in order to be effective should be duly executed and deposited at the Registered Office of the Company at 322, 3rd Floor, A-Wing, Ahura Centre, 82 Mahakali Caves Road, Andheri (East) Mumbai- 400 093 at least 48 hours before the time of the Meeting.

**NEELKANTH ROCKMINERALS LIMITED**

CIN: L14219RJ1988PLC004464

Regd. Office: 322, 3rd Floor, A-Wing, Ahura Centre, 82 Mahakali Caves Road, Andheri (East) Mumbai- 400 093  
E-mail: info@neelrock.com Website: http://www.neelrock.com

**Attendance Slip**

27th Annual General Meeting  
September 24, 2015

Folio No. ....

DP ID-Client ID .....

Full Name of the Shareholder / Proxy attending the Meeting

(First Name)

(Second Name)

(Surname)

FIRST HOLDER / JOINT HOLDER/PROXY (Strike out whichever is not applicable)

FULL NAME OF FIRST HOLDER

(If Joint Holder / Proxy attending)

(First Name)

(Second Name)

(Surname)

**BOOK POST**

If undelivered please return to :

**NEELKANTH ROCKMINERALS LTD.**  
322 3rd Floor, A-Wing, Ahura Centre  
82-Mahakali Caves Road  
Andheri (East) Mumbai-400 093

