

To, 30.09.2016  
The, Manager  
Corporate relation office  
Mumbai stock exchange, P.J TOWER, DALAL STREET. FORT  
MUMBAI-400001

Dear Sir,

Sub:- ANNUAL REPORTS FOR 2015-2016

Ref:- BSE CODE NO 531227

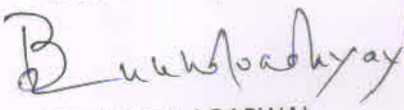
We are sending herewith the scan copy of the ANNUAL REPORTS FOR 2015-2016 .

Please note that the AGM was held on 30-09-2016.

Kindly take note of the same do the needful & oblige.

Thanking you

Yours sincerely

  
for Vijaykumar AGARWAL



DIRECTOR.





## DECO-MICA LIMITED

<b>Board of Directors</b>	: Shri Vijay kumar Agarwal	Chairman & Managing Director
	Shri Vishal V. Agarwal	Director
	Shri Harishbhai Joshi	Director
	Smt. Lalita Devi Shyamsundar Murarka	Director
<b>Auditors</b>	: J.T.Shah & Co.	
	Chartered Accountants	
	Ahmedabad	
<b>Bankers</b>	: HDFC Bank Ltd.	
	Ahmedabad	
<b>Registered Office</b>	: 306, ISCON Mall, Star bazaar building, Jodhpur Char Rasta, Ahmedabad-15	
<b>Factory</b>	: Plot No. 1195, Rajpur, Chhatral-Mehsana Highway, Taluka-Kadi, Gujarat	



## TWENTY SEVENTH ANNUAL REPORT 2015-16

### NOTICE

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of The **DECO MICA LIMITED** (CIN: L20299GJ1988PLC010807) will be held on the Friday, 30<sup>th</sup> September, 2016 at 9:30 a.m. in the premises of 408-10, Milestone Building near Drive- in Cinema Ahmedabad-380054 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Vijay Kumar Dindayal Agarwal (DIN:01869337) who retires by rotation and being eligible offers himself for reappointment.
3. To Ratify the appointment of Auditors and their remuneration thereto.

#### SPECIAL BUSINESS

1. To Consider and if thought fit to pass with or without modification the following resolution as an ordinary resolutions:

**RESOLVED THAT** Pursuant to Section 92 of The Companies Act, 2013, M/s. D.N. Motwani & Co., Company Secretaries, be and are hereby appointed to sign the Annual Return in the format as prescribed under Rule 11 of The Companies (Management & Administration) Rules, 2014 for the F.Y. 2016-17 on such remuneration plus out of pocket expenses incurred for signing of such Annual Return as may be decided by the Chairman in consultation with the said Company Secretary.

**For and on behalf of the Board**

**Date: 26/05/2016**  
**Place: Ahmedabad**

**VIJAY KUMAR DINDAYAL AGARWAL**  
**M.D (DIN: 01869337)**

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOK OF COMPANY WILL REMAIN CLOSED FROM 26<sup>TH</sup> SEPTEMBER, 2016 TO 29<sup>TH</sup> SEPTEMBER, 2016 (BOTH DAYS INCLUSIVE)
3. A BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IS GIVEN IN THE CORPORATE GOVERNANCE SECTION OF THE ANNUAL REPORT.
4. THE SHARES OF THE COMPANY ARE LISTED ON BOMBAY STOCK EXCHANGE LTD. (BSE) AND THE LISTING FEES IN RESPECT THEREOF FOR THE YEAR 2016-17 HAVE BEEN PAID TO BSE.
5. ALL ENQUIRIES AND CORRESPONDENCE REGARDING TRANSFER OF SHARES, DEMATERIALIZATION, ETC. SHOULD BE MADE WITH THE SHARE TRANSFER AGENTS OF THE COMPANY, MCS SHARE TRANSFER AGENT LIMITED, 201, SHATDAL COMPLEX, OPP. BATA SHOW ROOM, ASHRAM ROAD, AHMEDABAD- 380009.
6. COPIES OF THE ANNUAL REPORT 2015-16 ARE BEING SENT BY ELECTRONIC MODE ONLY TO ALL THE MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANT(S) FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL

ADDRESSES, PHYSICAL COPIES OF THE ANNUAL REPORT 2015-16 ARE BEING SENT BY THE PERMITTED MODE.

7. THE NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING AND INSTRUCTIONS FOR E-VOTING, ALONG WITH THE ATTENDANCE SLIP/PROXY FORM, ARE SENT BY ELECTRIC MODE TO ALL MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH COMPANY/DEPOSITORY PARTICIPANT(S) UNLESS A MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES, PHYSICAL COPIES OF THE AFORESAID DOCUMENTS ARE SENT BY THE PERMITTED MODE. MEMBERS MAY ALSO NOTE THAT THE NOTICE OF THE TWENTY SEVENTH AGM AND THE ANNUAL REPORT 2015-16 WILL BE AVAILABLE ON THE COMPANY'S WEBSITE, [www.decomicaltd.com](http://www.decomicaltd.com). THE PHYSICAL COPIES OF THE AFORESAID DOCUMENTS WILL ALSO BE AVAILABLE AT THE COMPANY'S REGISTERED OFFICE FOR INSPECTION DURING NORMAL BUSINESS HOURS ON WORKING DAYS. MEMBERS WHO REQUIRE COMMUNICATION IN PHYSICAL FORM IN ADDITION TO E-COMMUNICATION, OR HAVE ANY OTHER QUERIES, MAY WRITE TO US AT: [decomicalimited@yahoo.co.in](mailto:decomicalimited@yahoo.co.in)

**8. VOTING THROUGH ELECTRONIC MEANS:**

- a) PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, THE COMPANY IS PLEASED TO PROVIDE MEMBERS THE FACILITY TO EXERCISE THEIR RIGHT TO VOTE AT THE ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND THE BUSINESS MAY BE TRANSACTED THROUGH E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL).
- b) A MEMBER MAY EXERCISE HIS VOTE AT ANY ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND COMPANY MAY PASS ANY RESOLUTION BY ELECTRONIC VOTING SYSTEM IN ACCORDANCE WITH THE RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.
- c) DURING THE E-VOTING PERIOD, MEMBERS OF THE COMPANY, HOLDING SHARES EITHER IN PHYSICAL FORM OR DEMATERIALIZED FORM, AS ON THE CUT-OFF DATE I.E. 9<sup>TH</sup> SEPTEMBER, 2016 MAY CAST THEIR VOTE ELECTRONICALLY.
- d) **THE E-VOTING PERIOD COMMENCES AT 9:00 A.M. ON MONDAY, 26<sup>TH</sup> SEPTEMBER, 2016, AND ENDS AT 5:00 P.M ON WEDNESDAY, 29<sup>TH</sup> SEPTEMBER, 2016. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.**  
**COMPANY'S EVSN NUMBER IS 160829018**
- e) **ONCE THE VOTE ON A RESOLUTION IS CASTED BY THE SHAREHOLDER, THE SHAREHOLDER SHALL NOT BE ALLOWED TO CHANGE IT SUBSEQUENTLY.**
- f) VOTING RIGHTS SHALL BE RECKONED ON THE PAID-UP VALUE OF SHARES REGISTERED IN THE NAME OF THE MEMBERS AS ON THE DATE OF DISPATCH OF NOTICE.
- g) THE BOARD OF DIRECTORS AT THEIR MEETING HAVE APPOINTED MR. DILIP.N.MOTWANI, PRACTICING COMPANY SECRETARY, AS THE SCRUTINIZER TO SCRUTINIZE THE E-VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.
- h) THE SCRUTINIZER SHALL WITHIN A PERIOD NOT EXCEEDING THREE (3) WORKING DAYS FROM THE CONCLUSION OF THE E-VOTING PERIOD UNBLOCK THE VOTES IN THE PRESENCE OF AT LEAST TWO (2) WITNESSES NOT IN THE EMPLOYMENT OF THE COMPANY AND MAKE A SCRUTINIZER'S REPORT AT THE VOTES CAST IN FAVOUR OR AGAINST, IF ANY, FORTHWITH TO THE CHAIRMAN OF THE COMPANY.
- i) THE RESULTS SHALL BE DECLARED ON OR AFTER THE AGM OF THE COMPANY. THE RESULT DECLARED ALONG WITH THE SCRUTINIZER'S REPORT SHALL BE PLACED ON THE COMPANY'S WEBSITE [www.decomicaltd.com](http://www.decomicaltd.com). AND ON THE WEBSITE OF CDSL WITHIN TWO (2) DAYS OF PASSING OF THE RESOLUTIONS AT THE AGM OF THE COMPANY AND COMMUNICATED TO THE BSE LIMITED.

**THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 9:00 A.M, 26<sup>th</sup> September, 2016, and ends on 5:00 P.M 29<sup>th</sup> September 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (9<sup>th</sup> September, 2016) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on “Shareholders”.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number Registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) 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 with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>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.</p>
DividendBankDetails	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 <Company Name> 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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).



## TWENTY SEVENTH ANNUAL REPORT 2015-16

### ANNEXURE TO ITEMS NO. 2 OF THE NOTICE

#### Details of Director seeking appointment / Reappointment at the Forthcoming Annual General Meeting

[In pursuance of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

Particulars	Mr. Vijay D. Agarwal
DIN	01869337
Date of Birth	17/07/1954
Date of First Appointment	01/01/1997
Qualifications	Graduate
List of Directorships/Chairmanships of Committee of other Boards(Listed entities)	
1. Directorships in other Companies:	3
2. Chairmanships of the Committees' of other Boards	0
3. Memberships of the Committees of other Boards	0
4. Memberships of the committees of other Boards	0
Shareholding in Deco Mica Limited.	37.53
Relations between directors inter-se.	Family

Note :

Brief profile and other details of above Directors are furnished in the Report on the Corporate Governance forming part of the Annual Report and are also hosted on the Company's Website [www.decomicaltd.com](http://www.decomicaltd.com).

**For and on behalf of the Board**

**Date: 26/05/2016**  
**Place: Ahmedabad**

**VIJAY KUMAR DINDAYAL AGARWAL**  
**M.D (DIN: 01869337)**



**Certificate of Company with the Code of Conduct Policy**

A provided under clause 49 of the listing agreement with the Bombay Stock Exchange Limited the Board members and the senior management personnel have confirmed compliance with the code of conduct and ethics for the year ended on 31 March 2016.

**Date: 26-08-2016**  
**Place: Ahmedabad**

**For, Deco Mica Ltd.**

**Vijay Agarwal**  
**Managing Director**





**DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS FOR THE FINANCIAL YEAR 2015-2016**

To,

**The Members,  
DECO MICA LIMITED  
CIN: L20299GJ1988PLC010807**

Your Directors have pleasure in presenting their 27<sup>th</sup> Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2016.

**Financial Performance**

The Financial Performance for the year ended March, 2016 is summarized as under and the Directors recommend appropriation of Profit as under:

(Rupees in Lakhs)

Particular	Year ended	Year ended
	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
Turnover	4094.28	4581.57
Profit/(Loss) before taxation	169.68	189.52
Less: Tax Expense		
a) Current Tax	34.50	37.10
b) Excess/Short Provisions of tax	(2.30)	0.00
c) Deferred tax expenses	16.80	29.83
d) Provision for wealth tax	120.69	122.59
<b>Profit/(Loss) after tax</b>	---	---
Less: Appropriationa)		
a) Transferred to General Reserve	---	---
b) Proposed Dividend on Equity Shares	---	---
c) Tax on Dividend	---	---
Add: Balance B/F from the previous year	783.10	662.41
Balance Profit / (Loss) C/F to the next year	662.41	539.82

**State of Company's Affairs and Future Outlook:**

The income of the company during the year was Rs. 4111.54 lacs in comparison of Rs. 4589.53 lacs in the previous year. The operational activity has commenced and the management is confident in achieving higher amount of profits in current and upcoming years.

The Company has earned profit of Rs 120.69 Lacs during the year.

**Statutory Disclosures**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo, pursuant to Section 134(3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in the Management Discussion and Analysis Report. The details pursuant to remuneration of Directors and employees in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given at Annexure I.

**MANAGEMENT ANALYSIS**

The trading activities of the Company mostly comprises of export of Laminates which are subject to Government policies and other Global factor which has direct effect on the operational activities of trading. However the Company has proved its image in global market and has enough capacity to face the uneven situation in the course of its operation which is within its control.

**Dividend**

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the year ended 31<sup>st</sup> March, 2016.

**Amounts Transferred to Reserves:**

The Board proposes to transfer amount Rs. 2,318,244 to General Reserve out of Profit.

**Extract of Annual Return:**

The extract of Annual Return, in format MGT -9, for the Financial Year 2015-16 has been enclosed with this report as **Annexure -1**

**Details of Subsidiaries Companies, Associate Company & LLP/Partnership**

**\*There is no Subsidiary of Company hence no such information is provided**

**Directors**

The Board comprises of four Directors as on March 31, 2016 viz. Shri Vijaykumar D. Agarwal (Managing Director and CFO), Shri Vishal V. Agarwal (Director), Shri Harishkumar D. Joshi (Director) and Smt. Lalitadevi S. Murarka (Whole time Director).

**(a) Woman Director**

In terms of the provisions of Section 149 of the Companies Act, 2013 and the Listing Regulations, specified Companies are required to have at least one Woman Director in their Board. Smt Lalitadevi S. Murarka was appointed as on 27<sup>th</sup> April, 2015 as Whole Time Director on Board.

**(b) Chairman of the Board**

Shri Vijaykumar D. Agarwal (DIN 01763739) has been Chairman since 8<sup>th</sup> November, 2008.

**(c) Managing Director & CEO**

Shri Vijaykumar D. Agarwal (DIN 01763739) has been the Managing Director and CFO since 8<sup>th</sup> November 2008.

**(d) Appointment/ Re-appointment/ Resignation/ Retirement of Directors**

In order to ensure compliance with Section 152 (6) of the Act, the Board has considered Shri Vijaykumar D. Agarwal, Managing Director and CFO as liable to retire by rotation and being eligible offer themselves for reappointment.

**Number of Board Meetings:**

During the Financial Year 2015-16, the following meetings of the Board of Directors of the company were held.

**Number of Board Meetings:**

During the Financial Year 2014-15, meetings of the Board of Directors of the company were held.

Sr. No.	Date of Board Meeting	No. of Director Present in the Meeting
1.	27-05-2015	Three Directors were present out of four Directors.
2.	12-08-2015	Three Directors were present out of four Directors.
3.	05-11-2015	Three Directors were present out of four Directors.
4.	11-02-2016	Four Directors were present.
5.	31-03-2016	Three Directors were present out of four Directors.

The details of the Committee Meetings held during the year is as follows:

Sr. No.	Name of Committee	Name of Committee Members	Category
1.	Audit Committee	1. Harishkumar D. Joshi 2. Lalitadevi S. Murarka	Independent Independent
2.	Nomination and Remuneration Committee	1. Harishkumar D. Joshi	Independent
3.	Risk Management Committee (if applicable)	Not Applicable	
4.	Stakeholders Relationship Committee	1. Vijay D. Agarwal 2. Vishal V. Agarwal	Managing Director Director

**System for Internal Financial Controls and its adequacy**

The Financial Statements are prepared based on Computer system outputs. Responsibility of preparation of Financial Statements is entrusted to a dedicated unit which is completely independent of business, risk, audit or other functions. This unit does not originate accounting entries except for limited matters such as Share Capital, Taxes, and Transfers to Reserves. The Company has implemented adequate procedures and internal controls which provide reasonable assurance regarding reliability of financial reporting and preparation of Financial Statements and that such internal financial controls were adequate and were operating effectively during the year.

**Particulars of Loan, Guarantees and Investments under Section 186:**

During the financial year 2015-16, the Company has not given any loan to any other Company.

The investment in other securities is within the authority given to the Board by the shareholders under Section 186 of the Companies Act, 2013

**Particulars of Contracts or Arrangements with Related Parties:**

All the transactions entered by the Company with related parties were in the ordinary course of business and at Arm's Length Pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors.

The pricing basis is mostly based on Arm's Length Price and the decision is taken based on the consideration and Comparable Uncontrolled Price Method prevailing in the market.

**Explanation to Auditor's Remarks**

The remarks made by the Auditors in their Report have been suitably dealt with in the schedules and notes and therefore, do not call for any further clarification.

**Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:**

The details of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are as under:

**A. Conservation of Energy:**

The Company continues its endeavor to improve energy conservation and utilization.

**B. Technology Absorption:****(1) the efforts made towards technology absorption:**

Indigenously developed technologies for the improvement of production in the factory were adopted and required modifications and innovations were done on continuous basis.

**(2) the benefits derived like product improvement, cost reduction, product development or import substitution:**

The innovations made by the Company has provided better results in quality and production and also reducing the involvement of manual workers without increasing the overall cost of production and maintenance.

**(3) in case of imported technologies( imported during last three years reckoned from the beginning of the financial year)**

(a) The details of technology imported: Nil

(b) The year of import: Nil

(c) Whether the technology been fully absorbed: Not applicable

(d) If not fully absorbed, areas where absorption has not taken place and the reasons therefor: Not applicable.

**C. Foreign Exchange earnings and outgo:**

1. Activities relating the export	:	Company exports Laminates.
2. Foreign Exchange earned	:	Rs.11,46,600
3. Foreign Exchange used	:	Nil

**Risk Management Policy:**

The Company has developed a very comprehensive risk management policy and the same is reviewed by the Audit Committee at periodical intervals, which in turn, informs the Board about the risk assessment and minimization procedures adopted by the management. Suggestions or guidance given by the audit committee members are immediately implemented. At the corporate level major risks are reviewed by the Managing Directors and directions in this regard are issued accordingly.

**Details of Directors and Key Managerial Personnel:**

NAME OF DIRECTOR	DIN	DESIGNATION	DATE OF APPOINTMENT	RESIDENTIAL ADDRESS
VISHAL VIJAY BHAI AGARWAL	01763739	Director	08/11/2008	8, KAIRVI BUNGLOW, NR SARTHI HOTEL, BODAKDEV, AHMEDABAD, 380054, Gujarat, INDIA
VIJAY KUMAR DINDAYAL AGARWAL	01869337	Managing director	01/01/1997	8-KAIRVI BUNG. NR. SARTHI HOTEL, NR. HARIVELLA FLATS, BODAKDEV, AHMEDABAD, 380054, Gujarat, INDIA
HARISH KUMAR DHANJIBHAI JOSHI	01871634	Director	15/03/2007	72 SHIVGANESH BUNGLOWS SHILAJ, ROAD THALTEJ, AHMEDABAD, 380059, Gujarat, INDIA
LALITADEVI SHYAM SUNDER MURARKA	07168017	Additional director	27/04/2015	84,ISKON GREENS, GHUMA, AHMEDABAD, 380058, Gujarat, INDIA

**Comparison of Remuneration to Directors and employees:**

There is Rs. 2318/-p.m. increase in the remuneration payable to Directors in Comparison to Rs. 1,22,405 /- p.m. increase in the salary of employee.

The Salary rise is based on the inflation data. The previous year increase in salary of Director is after one year. As such the rise in the salary is at par with other employee of the Company. The Performance of the Company has been affected by Global recession and economic slowdown in the Indian economy.

In comparison to the Remuneration of Directors and other employees is as under:

- 1) Median of Directors remuneration:-Rs. 34,94,165/- per annum.
- 2) Median of employees remuneration:-Rs 174,88,894/- per annum.

**Details of significant & material orders passed by the regulators or courts or tribunal:**

No order has been passed by the Court/Tribunal during the financial year 2015-2016.

**Deposits (As per the Definition Section 2(31) of the Companies Act, 2013)**

The following details of deposits, covered under Chapter V of the act:

- I. Deposits Accepted during the year: Nil
- II. Remained unpaid or unclaimed as at the end of the year: Nil
- III. Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved- N.A.
  - a. At the beginning of the year: Nil
  - b. Maximum during the year: Nil
  - c. At the end of the year: Nil

- IV. The details of deposits which are not in compliance with the requirements of Chapter: There is no such Deposit held by the Company.

**Receipt of any commission by Managing Director / Whole Time Director from a Company or for receipt of commission / remuneration from it holding or subsidiary:**

Company is not paying any commission to its director.

**Declaration by Independent Director:**

The Company has received declaration from all the Independent Directors under the Companies Act, 2013 and rules made thereunder.

**Secretarial Audit Report:**

In terms 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 D. N. Motwani & Co. to undertake Secretarial Audit. The Secretarial Audit Report submitted by M/s. D. N. Motwani & Co. is furnished as Annexure II.

***The explanation pertaining to Para 3(i) of the Secretarial Audit Report following explanation is furnished:-***

- ***The Company is in the process of appointing Company Secretary under section 203 of the Companies Act, 2013.***

**DISCLOSURE**

**Corporate Social Responsibility (CSR) Policy:**

The Company is not falling within the criteria of Section 135 of the Companies Act, 2013 and hence the Company is not required to form CSR committee.

**Audit Committee:**

The Audit Committee comprises of Shri Harishkumar Dhanjibhai Joshi and Smt. Latitadevi D. Murarka. All the recommendations made by the Audit Committee were accepted by the Board.

**Vigil Mechanism:**

The Vigil Mechanism of the Company incorporates Whistle Blower Policy in terms of the Listing Agreement. Protected disclosures can be made by a Whistle Blower through a mail or a letter to the Chairman of the Company. The Policy on Vigil Mechanism and Whistle Blower Policy may be accessed on Company's Website.

**Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its Directors, and that of its Committees:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**Nomination & Remuneration Committee Policy:**

The sitting fee paid to the non-executive directors and remuneration paid to the whole-time director is approved by the remuneration committee. Remuneration Committee consists of ShriHarishkumarDhanjibhai Joshi (DIN: 01871634) and LalitadeviShyamsunderMurarka (DIN :07168017) both Independent Directors.

**Half- yearly Declaration**

A half – yearly/Quarterly Declaration of financial performance including summary of significant events in the last six months is currently not being send to each household of shareholders. However, the Company publishes its results in national and state level newspapers having wide circulation. The results are also posted on the website of the Company i.e. [www.decomicaltd.com](http://www.decomicaltd.com).

**Managerial remuneration:**

**Managerial Remuneration**

Sr. No.	Name of Director	Remuneration for F.Y 2015-2016 (Amount In Rs.)	Remuneration for F.Y 2014-2015 (Amount In Rs.)
1.	Vijaykumar V. Agrawal (Managing Director and CFO)	2,50,000/- p.m.	2,50,000/- p.m.

**\*Remuneration is not required to be paid to independent director as per Section 149 read with Schedule IV of Companies Act, 2013.**

**Statutory Auditors:**

M/s J.T Shah & Co. Chartered Accountants, who have audited the accounts of the year 2015-16, shall retire at the conclusion of the ensuing General Meeting and are eligible for Re appointment.

Members are requested to consider the re appointment of M/s J.T.Shah& Co. Chartered Accountants, as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting at the remuneration to be decided by the Board based on the recommendations of the Audit Committee. A Certificate has been received from M/s J.T.Shah& Co. Chartered Accountants to the effect that their appointment if made would be within the prescribed limits under Section 141 of the Companies Act, 2013.

**Cost Auditors:**

Company does not fall within the purview of Section 148 of the Companies Act, 2013and hence there is no requirement for the Company to appoint Cost Auditor for the F.Y 2015-16.

**Directors Responsibility Statement:**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of

the state of affairs of the Company as at 31st March, 2016 and of the profit /loss of the Company for that period;

- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

**Material events that have happened after the Balance Sheet date**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which the Financial Statements relate and the date of the Report.

**Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace**

The Company has zero tolerance for sexual harassment at the Workplace and has adopted a 'Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Work Place', in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder.

The Policy aims to provide protection to women employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto with the objective of providing a safe working environment. However no complaint was registered with regard to the same.

**Green initiatives:**

During fiscal 2011, we started a sustainability initiative with the aim of going green and minimizing our impact on the environment. Like the previous years, this year too, we are publishing only the statutory disclosures in the print version of the Annual Report. Additional information is available on our website, [www.decomicaltd.com](http://www.decomicaltd.com).

Electronic copies will be the Annual Report 2015-16 and Notice of the 27<sup>th</sup> Annual General Meeting are sent to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2016 and the Notice will be the 27<sup>th</sup> Annual General Meeting are sent in the permitted mode. Members requiring physical copies can send a request to the Company.

The Company provides e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The instructions for e-voting are provided in the Notice.

**Acknowledgment**

The Directors express their sincere appreciation to the valued shareholders, bankers and clients for their support.

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

**VijaykumarAgarwal**

**(DIN: 01869337)**

**Chairman & Managing Director**

**Place : Ahmedabad**

**Date : 26<sup>th</sup> May, 2016.**



To  
J T Shah and Co  
Chartered Accountants  
Ahmedabad

Date: 21.05.2016

**Sub: Management Representative Letter**

This representation letter is provided in connection with your audit of the internal financial controls over financial reporting in the audit of **Deco-Mica Limited** ("the Company") in conjunction with your audit of the standalone financial statements of the Company for the year ended March 31, 2016, for the purpose of expressing an opinion as to whether the Company had, in all material respects, an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed by the Central Government in accordance with Section 143(10) of the 2013 Act, to the extent applicable to an audit of internal financial controls over financial reporting.

We confirm that to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves:

1. We are responsible for establishing and maintaining adequate and effective internal financial controls based on Control environment, Risk assessment, Control activities, Information system and communication, Monitoring and the preparation and presentation of the financial statements as set out in the terms of the audit engagement and the assertions to you on the internal financial controls in accordance with the guidance note on internal financial controls. The Company has implemented internal financial Control throughout the financial year 2015-16.
2. We have performed an evaluation and made an assessment of the adequacy and effectiveness of the company's internal financial controls and based on the following control criteria:
  - Facilitates the effectiveness and efficiency of operations.
  - Helps ensure the reliability of internal and external financial reporting.
  - Assists compliance with laws and regulations.
  - Helps safeguarding the assets of the entity.
3. We have used the procedures performed by you during the audit of internal financial controls over financial reporting as part of the basis for our assessment of the effectiveness of internal financial controls.
4. Based on the assessment carried out by us and the evaluation of the results of the assessment, we conclude that the Company has adequate internal financial controls system that was operating effectively during the financial year 2015-16.
5. There are no deficiencies in the design or operation of internal financial controls that we believe to be significant deficiencies or material weaknesses in internal financial controls.
6. There were no instances of fraud resulting in a material misstatement to the company's financial statements and any other fraud that does not result in a material misstatement to the company's financial statements but involves senior management or management or other employees who have a significant role in the company's internal financial controls.
7. There have been no communications from regulatory agencies concerning non-compliance with or deficiencies in financial reporting practices.



8. We have provided you with:
- All information, such as records and documentation, and other matters that are relevant to your assessment of internal financial controls;
  - Unrestricted access to those within the entity, Audit reports of the component auditors.
  - Additional information that you have requested from us; and
  - Unrestricted access to those within the entity.
9. There are no changes in the internal financial controls system from March 31, 2016 till the date of this representation letter.

**For and on behalf of Deco-Mica Limited**

**(Signature)**

**Name and Designation    Name and Designation**

**Date: 21st May, 2015**

**To**

**M/s J. T. Shah & Co.**  
**Chartered Accountants,**  
 201/202, Lalita Complex,  
 352/3, Rasala Marg, Navrangpura,  
 Ahmedabad – 380 009.

Dear Sir,

**Sub.: Letter of Representation for FY 2015-2016**

We confirm to the best of our knowledge and belief the following information and opinion given to you in connection with your examination of Company's book of accounts for the year ended on 31<sup>st</sup> March 2016 and in light of the requirements of the Company's Act 2013.

1. That all Tangible & Intangible Fixed the assets shown in the Company's book of account of Rs. 11,18,86,260/- (WDV) were owned by the Company and were free from any charge except to the extent the disclosure has been made in the accounts for the above referred period.
2. As at Balance Sheet date there were no outstanding commitments for capital expenditure excepting those stated in the Balance Sheet.
3. We have physically verified all the assets and no material discrepancies were noticed on such verification.
4. None of the fixed assets have been revalued during the year and fixed assets register has been maintained completely during the year.
5. The management has certified the Stock-in-trade at the end of the year which are as follows.

Particulars	Amount Rs.
Raw Materials	3,89,36,672
Work-in-Progress	9,02,000
Finished Stocks	3,96,82,210
Goods-in-Transit	11,22,304
Power & Fuel	1,22,203
<b>Total Rs...</b>	<b>8,07,65,389</b>

No significant discrepancies have been noticed on such verification. The valuation of stock-in-trade has been made at cost or net realizable value whichever is lower.

- a. There is no change in the method of valuation of closing stock as compared to last year.
6. The Company has taken unsecured loans from Corporate Bodies/ Directors of the Company, the rate of interest and other terms and conditions on which such loans have been taken are not prejudicial to the interest of the Company.
7. There are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, no major continuing failures to correct major weakness has been observed.
8. The company has not accepted any public deposits and hence the directives issued by provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.

9. The books of accounts relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records as per the provisions of Companies (Cost Records and Audit) Rules, 2014.
10. No personal expenses of employees or directors have been charged to revenue accounts other than those payable under contractual obligations or in accordance with generally accepted business practice.
11. The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues except there were delay, provident fund, employees' state insurance, income tax, central sales tax, value added tax, Service Tax.
12. There was no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty and Excise Duty outstanding as at 31<sup>st</sup> March 2016 for a period of more than 6 months from the date they became payable except as reported in Notes on Accounts.
13. In the opinion of the company on realization in the ordinary course of the Companies business, the other current assets and loans and advances as shown in the balance sheet are expected to produce at least the amount at which they are stated there on. It is also certified that the loans, advances, deposits etc. as at 31<sup>st</sup> March 2016 are considered good and fully recoverable.
14. All liabilities have been taken up in the books of accounts.
15. Company have no contingent liabilities during the year.
16. Since the date of Balance Sheet there have been no material changes affecting the accounts as on 31<sup>st</sup> March 2016.
17. Since the date of Balance Sheet no events have occurred which though property excluded from the accounts are of such importance that they should be disclosed to the share holders, through some other medias.
18. In case of deposit taken by the company, all relevant provision of section 73 to 76 of the company act are complied.
19. In case of loans and advances, investment and guarantees granted by the company to any party then all relevant provision of Section 185, 186 and 188 of the companies Act are complied.
20. All wages, salaries and expenses have been recognized as up to that date.
21. The cash balance as on 31<sup>st</sup> March 2016 was Rs. 1,57,053/- which was physically verified by us.
22. The Company follows the mercantile system of accounting and recognizes Income & Expenditure on accrual basis to the extent ascertainable. The accounts are prepared on historical cost basis as a going concern and are consistent with generally accepted accounting principles.
23. Provision has been made towards liability for gratuity to employees.
24. We hereby certify and confirm generally and more particularly in cases where evidences are not available that all the expenses which are debited to account have actually been incurred. We have verified this genuineness and the expenses were incurred for and on behalf of Company & contain no element of Profit.
25. We have disclosed & considered all known and actual or possible non-compliance with laws and regulations whose effect should be considered when preparing financial statements.
26. We confirm following representation in respect of related parties :
  - a) We have identified all the related parties & transactions on the basis of MBP-1 and disclosure made by directors to the company. The information provided to you is complete in all respect.

- b) The disclosure made in financial statements are adequate having regards to the frame work under which the financial statement has been drawn.
- c) The financial statements are free from material misstatement including commission with regards to related parties & transactions with related parties.
27. All the payments which have been made by Cheque are made through Account payee Cheque.
28. The company has not granted loans and advances on the basis of security by way of pledge of Shares, debentures and other securities.
29. Closing Balance of Loan Taken by company are as under.

<b>Long Term Borrowings</b>	<b>Non Current</b>	<b>Current</b>
<b>Term Loan - From Bank - Secured</b>		
HDFC Bank Ltd. Office Loan A/c.80443413	19,73,652	23,64,922
HDFC Bank Ltd. (Honda City) Loan A/c.28116090	46,212	2,60,943
HDFC Bank Ltd. (Mercedes) Loan A/c.28846	55,11,286	8,23,714
HDFC BANK LTD(MERCEDES) A/C NO 28846957	20,54,439	10,42,584
HDFC BANK LTD (EICHER )- A/C NO 37443741	9,29,667	2,70,288
HDFC Term Loan	97,19,494	37,83,066
<b>Unsecured Loans from Directors/Promoters and their Relatives</b>		
Minor Aarya Vikaskumar Vijaykumar Agarwal	-	15,57,789
Minor Khvahish Vikaskumar Vijaykumar Agarwal	-	15,78,174
Vijaykumar Dindayal Agarwal	-	17,05,200
Vishal Vijaykumar Agarwal	-	48,99,190
V.K.A. Finance & Investment Co.	-	1,55,45,606
<b>Unsecured Loans from Corporate Bodies</b>		
Arc Finance Ltd.	26,58,791	-
Emerald Commercial Ltd	18,08,133	-
S K GROWTH FUNDPVT LTD KOLKATA	26,59,344	-
C B K ESTATE DEVELOPER LIMITED	30,66,393	-

30. We hereby confirm that the funds obtained have been used for the sanctioned purpose only.
31. The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained u/s 189 of the Companies Act, 2013.
32. The Company has not raised any money through public issues during the year.
33. No fraud on or by the Company has been noticed.
34. We hereby confirm the acknowledgement of engagement letter and we have also noted the contents of the further, we acknowledge that the letter will be effective for future years unless it is terminated amended or superseded.

For, **DECO-MICA LIMITED**

Vijaykumar D. Agarwal  
**( Managing Director )**  
**DIN: 01869337**

**SECRETARIAL AUDIT REPORT FOR THE F.Y 2015-16**

To,  
The Members  
Deco mica limited,  
306, 3rd floor, Iscon Mall,  
Star Bazar building, Jodhpur Char Rasta,  
**Satellite, Ahmedabad-380 015**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DECO MICA LIMITED (CIN: L20299GJ1988PLC010807)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us with 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 and explanations 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 31st March, 2016 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 **DECO MICA LIMITED (CIN: L20299GJ1988PLC010807)**(for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under ***except Section 203 of Companies Act, 2013 relating to the appointment of Key Managerial Personnel i.e Company Secretary and Chief Financial Officer and non compliance of Chapter V relating to Deposit.***
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under
- (iv) 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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) All relevant laws applicable to the Company as provided by the management hereunder :

**A. TAXATION-DIRECT AND INDIRECT TAXATION (INCLUDING SALES TAX AND MUNICIPAL/LOCAL LEVIES)**

➤ **Income Tax Act, 1961**

➤ *The Income Tax Act, 1961 (the Act) and the rules made there under :*

*The Relevant Laws are complied with however, Company has filed Appeal before Sales Tax Authorities which is pending upto 31<sup>st</sup> March,2016.*

**B. GENERAL LAWS****➤ Shops and Establishment Act:**

Complied With

**C. APPLICABLE LOCAL / MUNICIPAL LAWS:**

Complied With

**D. COMPETITION LAW**

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

**(1) Secretarial Standards**

The Secretarial Standards issued and notified by the Institute of Company Secretaries of India are not applicable for the financial year under review and were only optional. Therefore, we have not commented on the said compliances.

**(2) Listing Agreements**

The Listing Agreements entered into by the Company with Bombay Stock Exchange.

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

We further report that:

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

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

Majority decision is carried through as there are no dissenting members' views.

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

We further report that during the audit period there were no specific events/actions such as Public Issue of Securities, buy back, merger, amalgamation, foreign technical collaborations etc. or any other major decisions in pursuance of section 180 of the Companies Act, 2013 which require compliance of applicable provisions there of.

**E. CUSTOM LAWS/FEMA**

Complied With

This Secretarial Audit Report is subject to observations made in *italic mode*.

**For, D.N.MOTWANI & CO.  
COMPANY SECRETARY  
D.N.MOTWANI  
COMPANY SECRETARY  
ACS NO. 5016  
C.P NO. 2431**

**Date: 28-05-2016  
Place: Ahmedabad**



## TWENTY SEVENTH ANNUAL REPORT 2015-16

FORM NO. MGT.9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2016

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

#### I. REGISTRATION AND OTHER DETAILS:

i) CIN: - L20299GJ1988PLC010807

ii) Registration Date: 7<sup>th</sup> June, 1988

iii) Name of the Company: DECO MICA LIMITED

iv) Category / Sub-Category of the Company:

Category: Company Limited by shares

Sub-Category: Indian Non-Government Company

v) Address of the Registered office and contact details: 306, 3<sup>rd</sup> Floor, Iscon Mall, Star Bazar Building, Jodhpur Char Rasta, Satellite, Ahmedabad-380015

vi) Whether listed company Yes / No: Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any

MCS Share Transfer Agent Limited: 201, Shatdal Complex,  
2nd, Floor, Ashram Road, Ahmedabad - 3800 09.

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr.. No.	Name and Description of main products/services	NIC Code of the Product/service	% of total turnover of the company

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr.No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	NIL	--	--	--	--



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

Category of shareholder	No. of Shares Held at the beginning of the year				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) Indiana	2941900	00	2941900	70.05	2941900	---	2941900	70.05	
a. Individual/HUFb)									
b. Central Govt/ State Govt (s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
c) Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
d) Banks/Fl e) Any Other..(e-i) Director Relative(e-ii)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Sub-total (A) (1):- (2)</b>	2941900	00	2941900	70.05	2941900	---	2941900	70.05	
Foreign(a) NRIs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Individuals									
b) Other - Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
c) Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
d) Banks / Fl e) Any Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Sub-total (A) (2):-</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Total shareholding of Promoter (A) = (A)(1)+(A) (2)</b>	2941900	00	2941900	70.05	2941900	---	2941900	70.05	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
b) Banks/Fl	0.00	27100	27100	0.65	0.00	27100	27100	0.65	
c) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
d) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
e) Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
f) Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
g) FIs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
h) Foreign Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
i) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Sub-total (B)(1):-</b>	0.00	27100	27100	0.65	0.00	27100	27100	0.65	
<b>2. Non-Institutions</b>									
a) Bodies Corp	39000	202200	241200	5.74	84000	202200	286200	6.81	
i) Indian									
ii) Overseas									
b) individuals	183900	459300	643200	15.31	187300	447600	634900	15.12	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	141600	205000	346600	8.25	117800	192100	309900	7.38	

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

Category of shareholder	No. of Shares Held at the beginning of the year				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	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
(NRI)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Clearing Members	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Office Bearers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub-total (B)(2):-</b>	<b>364,500</b>	<b>866,500</b>	<b>12,31,000</b>	<b>29.31</b>	<b>3,89,100</b>	<b>8,41,900</b>	<b>12,31,000</b>	<b>29.31</b>	
Total Public Shareholding (B) = (B)(1) + (B)(2)	364500	893600	12,58,100	29.95	3,89,100	8,69,000	12,58,100	29.95	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
<b>Grand Total (A+B+C)</b>	<b>3306400</b>	<b>893600</b>	<b>42,00,000</b>	<b>100</b>	<b>33,31,000</b>	<b>8,69,000</b>	<b>42,00,000</b>	<b>100</b>	

**(ii) Shareholding of Promoters**

Sr.	Shareholder's Name	Share Holding at the beginning of the year			Share Holding 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.	Vijaykumar D Agarwal	1576100	37.53	0.00	1576100	37.53	0.00	0.00
2.	Aadit Vishal Agarwal	203600	4.85	0.00	203600	4.85	0.00	0.00
3.	Santoshdevi V Agarwal	217000	5.17	0.00	21700	5.17	0.00	0.00
4.	Agarwal Shraddha Vishal	120300	2.86	0.00	120300	2.86	0.00	0.00
5.	Aarya Vikas Agarwal	194200	4.62	0.00	194200	4.62	0.00	0.00
6.	Khwaish Vikas Agarwal	100100	2.38	0.00	100100	2.38	0.00	0.00
7.	Vikas Vijaybhai Agarwal	93100	2.22	0.00	93100	2.22	0.00	0.00
8.	Vishal V Agarwal	71100	1.69	0.00	71100	1.69	0.00	0.00
9.	Vishalkumar Agarwal	67200	1.60	0.00	67200	1.60	0.00	0.00
10.	Ruchira Vikas kumar Agarwal	55000	1.31	0.00	55000	1.31	0.00	0.00

**(ii) Shareholding of Promoters**

Sr.	Shareholder's Name	Share Holding at the beginning of the year			Share Holding 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	
11	Vikas Kumar Agarwal	54000	1.29	0.00	54000	1.29	0.00	0.00
12	Vanita Vijay kumar Agarwal	41900	1.00	0.00	41900	1.00	0.00	0.00
13	Ruchira Agarwal	41100	0.98	0.00	41100	0.98	0.00	0.00
14	Vikas Agarwal	20700	0.49	0.00	20700	0.49	0.00	0.00
15	Santoshdevi V Agarwal	30000	0.71	0.00	30000	0.71	0.00	0.00
16	Vanita Agarwal	35800	0.85	0.00	35800	0.85	0.00	0.00
17	Ruchira V. Agarwal	20700	0.49	0.00	20700	0.49	0.00	0.00
	<b>Total</b>	<b>2941900</b>	<b>70.05</b>	<b>0.00</b>	<b>2941900</b>	<b>70.05</b>	<b>0.00</b>	<b>0.00</b>

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	2941900	70.05		
	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):	N/A	N/A		
	At the End of the year	2941900	70.05		

**(iv) Shareholding of Directors and Key Managerial Personnel:**

Sr. no.	Name of Directors & Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year		Datewise increase /decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g.allotment/ transfer/bonus/ sweat equity etc.)
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company	
<b>1</b>	VISHAL VIJAY BHAI AGARWAL	138300	3.29	138300	3.29	0.00
<b>2</b>	VIJAY KUMAR DINDAYAL AGARWAL	1576100	37.53	1576100	37.53	0.00
	At the beginning of the year 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	1714400	40.82	1714400	40.82	

**I. INDEBTEDNESS:-**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>				
· Addition	Nil	Nil	Nil	Nil
· Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Vijay Kumar D. Agarwal	
1.	Gross salary(a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961(b)Value of perquisites u/s 17(2) Income-tax Act, 1961(c)Profits in lieu of salary under section 17(3) Income- tax Act, 1961.	Rs. 34,94,165	Rs. 34,94,165
2.	Stock Option		
3.	Sweat Equity		
4.	Commissionas % of profit-others, specify..		
5.	Others, please specify		
	<b>Total (A)</b>	<b>Rs. 34,66,351</b>	<b>Rs. 34,66,351</b>

Ceiling as per the Act\*

Thus, the remuneration payable to working Directors is within the limits prescribed under Schedule V of the Companies Act, 2013.

**B. Remuneration to other directors:**

Sr. no.	Particulars of Remuneration	Total Amount
<b>3.</b>	<b>Independent Directors</b>	
•	Fee for attending board committee meetings	Nil
•	Commission	Nil
•	Others, please specify	Nil
	<b>Total (1)</b>	Nil
<b>4.</b>	<b>Other Non-Executive Directors</b>	
•	Fee for attending board committee meetings	Nil
•	Commission	Nil
•	Others, please specify	Nil
	<b>Total (2)</b>	Nil
	<b>Total (B) = (1 + 2)</b>	Nil
	Total Managerial Remuneration	Nil
	Overall Ceiling as per the Act	Nil

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

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

## **Independent Auditors' Report**

The Members of  
**DECO-MICA LIMITED**  
Ahmedabad

### **1. Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **DECO-MICA LIMITED ("the Company")**, which comprise the Balance Sheet as at **31st March, 2016**, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **2. Management's Responsibility for the Standalone Financial Statements**

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

### **3. Auditor's Responsibility**

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

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

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

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

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### **4. Opinion**

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

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- ii. In the case of the Profit and Loss Account, of the profit for the period ended on that date; and
- iii. In the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

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

- i. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the "Annexure – A" on the matters specified in paragraphs 3 and 4 of the Order.
- ii. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a



director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, refer to our separate Report in “Annexure - B”
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. (Refer Note 25).
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For, J. T. Shah & Co.**  
**Chartered Accountants,**  
**[FRN No. 109616W]**

**Place : Ahmedabad**  
**Date : 21<sup>th</sup> May 2016**

**(J. T. Shah)**  
**Partner**  
**[M. No. 3983]**

**ANNEXURE “A” TO INDEPENDENT AUDITORS REPORT**

Referred to in paragraph 5(i) of our report of even date to the Members of DECO-MICA LIMITED for the year ended 31<sup>st</sup> March 2016.

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

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

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

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

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

As regards the loans , the company has not granted any loans , secured or unsecured during the year under audit, to the companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the companies Act , 2013 and therefore, the clauses (iii) (a) to (c) of the companies (Auditor’s Report) Order, 2016 are not applicable.

**4. Loans, Investments and gurantees:**

According to the information and explanation given to us, the company had neither given any loan, guarantee or security, nor made any investments during the year. Hence the provisions of section 185 and 186 are not applicable. Therefore clauses (iv) of companies (Auditor’s Report) Order, 2016 is not applicable.

**5. During the year, the company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company. Therefore clauses (v) of companies (Auditor’s Report) Order, 2016 is not applicable.****6. We have broadly reviewed the books of accounts relating to materials, labour and other items of cost 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 we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination of the records with a view to determine whether they are accurate or complete.**

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

- (a) According to the records of the Company, *the Company is by and large regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues except there were delay in payment of provident fund, employees' state insurance, income tax, central sales tax, value added tax, Service Tax.*

*According to the information and explanations given to us, undisputed amounts payable in respect statutory dues no amount were outstanding as at 31<sup>st</sup> March, 2016 for a period of more than six months from the date they became payable. However, there is an undisputed amount of Rs. 20.68 lacs in respect of Advance Tax of current financial year which has remained unpaid for a period exceeding six months from the date it became payable.*

- (b) According to the records of the company, following dues of income tax, sales tax, wealth tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of dispute.

Name of Statute	Nature of Dues	Amount (Rs. In Lacs)	Period to Which amount Relates (A.Y.)	Forum Where Dispute is Pending	Remarks, if any
Income Tax Act,1961	Income Tax	3.43	2013-14	CIT (Appeal)	—

8. Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a Financial Institutions, Banks or debenture holders.
9. According to the information and explanations given to us, the company had not raised any money by way of public issue during the year. According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, in our opinion, the term loans taken during the year were applied for the purpose for which they were obtained.
10. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or any fraud on the company by it's officer or employees has been noticed or reported during the course of our audit.
11. In our opinion and according to the information and explanations given to us, the company had paid managerial remuneration which is in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of The Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the provisions of special statute applicable to chit funds and nidhi / mutual benefit funds / societies are not applicable to the company. Hence, clause (xii) of the Company's (Auditor's Report) Order, 2016 is not applicable.
13. In our opinion and according to the information and explanations given to us, the transactions entered by the company with related parties are in compliance with the provisions of section 177 and 188 of The Companies Act, 2013 and details thereof are properly disclosed in the financial statements.



- 14.** In our opinion and according to the information and explanation given to us, no preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, clause (xiv) of the Company's (Auditor's Report) Order, 2016 is not applicable.
- 15.** The company had not entered in to any non-cash transactions with the directors or persons connected with him during the year, and hence clause (xv) of Company's (Auditor's Report) Order, 2016 is not applicable.
- 16.** In our opinion and according to the information and explanation given to us the company is not registered under section 45-IA of Reserve Bank of India Act, 1934, hence clause (xvi) of Company's (Auditor's Report) Order, 2016 is not applicable.

**For, J. T. Shah & Co.  
Chartered Accountants,  
[FRN No. 109616W]**

**Place : Ahmedabad  
Date : 21<sup>th</sup> May 2016**

**(J. T. Shah)  
Partner  
[M. No. 3983]**

## Annexure “B” to Independent Auditors’ Report

Referred to in paragraph 5(ii)(f) of our Report of even date to the Members of **DECO-MICA LIMITED** for the year ended **31st March, 2016**.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **DECO-MICA LIMITED** as of **31st March 2016**, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures

that (1)Pertain to the maintenance of records that, in reasonable detail ,accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, J. T. Shah & Co.  
Chartered Accountants,  
[FRN No. 109616W]**

**Place : Ahmedabad  
Date : 21<sup>th</sup> May 2016**

**(J. T. Shah)  
Partner  
[M. No. 3983]**



**TWENTY SEVENTH ANNUAL REPORT 2015-16**

**Balance Sheet As At 31st March 2016**

<b>P a r t i c u l a r s</b>	<b>Note No.</b>	<b>31/03/2016</b>	<b>Rs.</b>	<b>31/03/2015</b>	<b>Rs.</b>
<b>EQUITY AND LIABILITIES</b>					
<b>[1] Shareholders' Funds :</b>					
[a] Share Capital	1	42,000,000		42,000,000	
[b] Reserves & Surplus	2	80,627,946		68,559,244	
		<b>122,627,946</b>		<b>110,559,244</b>	
<b>[2] Non-Current Liabilities :</b>					
[a] Long Term Borrowings	3	30,427,411		19,084,834	
[b] Deferred Tax Liabilities (Net)	4	12,142,832		10,463,321	
		<b>42,570,243</b>		<b>29,548,155</b>	
<b>[3] Current Liabilities</b>					
[a] Short Term Borrowings	5	117,987,478		86,463,047	
[b] Trade Payables					
(i) Total Outstanding dues to micro enterprises and small enterprises	6				
(ii) Total Outstanding dues to other than micro enterprises and small enterprises	6				
		103,362,930		107,508,784	
[c] Other Current liabilities	7	44,525,527		42,215,750	
[d] Short Term Provisions	8	3,656,369		4,148,467	
		<b>269,532,304</b>		<b>240,336,048</b>	
<b>Total</b>		<b>434,730,493</b>		<b>380,443,447</b>	
<b>ASSETS :</b>					
<b>[1] Non-Current Assets</b>					
[a] Fixed Assets :					
(i) Tangible Assets	9	111,876,260		99,148,686	
(ii) Intangible Assets	9	10,000		15,000	
(iii) Work in Progress		-		-	
		<b>111,886,260</b>		<b>99,163,686</b>	
[b] Non-Current Investments	10	6,625		6,625	
[c] Long-term loans and Advances	11	3,535,423		3,542,164	
		<b>3,542,048</b>		<b>3,548,789</b>	
<b>[2] Current Assets</b>					
[a] Inventories	12	80,765,389		79,432,527	
[b] Trade receivables	13	190,173,601		180,064,873	
[c] Cash & Bank Balances	14	42,529,250		11,247,854	
[d] Short term Loans and advances	11	5,833,945		6,985,718	
		<b>319,302,185</b>		<b>277,730,972</b>	
<b>Total</b>		<b>434,730,493</b>		<b>380,443,447</b>	

Significant Accounting Policies and  
Notes to Financial Statement

1 to 37

**As per our report of even date attached herewith**

**For, Deco Mica Limited**

**For, J.T. Shah & Company**

**Chartered Accountants**

**(FIRM REGD. No. 109616W)**

**(Vijaykumar D. Agarwal)**  
**Managing Director**  
**(DIN - 01869337)**

**Vishal V. Agarwal)**  
**Director**  
**(DIN - 01763739)**

**[J. T. Shah]**

**Partner**

**(M. No. 3983)**

**Place : Ahmedabad**

**Date: 21.05.2015**

**(Harishkumar D. Joshi)**  
**Director(DIN - 01871634)**

**Siddhi Shah**

**Company Secretary (ACS No. 44885)**

**(Lalitadevi S. Murarka)**  
**Director(DIN - 07168017)**



## TWENTY SEVENTH ANNUAL REPORT 2015-16

### Statement of Profit and Loss for the year ended 31st March 2016

Particulars	Note No.	31/03/2016 Rs.	31/03/2015 Rs.
<b>Income</b>			
Revenue from Operations	15	457,794,359	509,218,282
Less: Excise Duty		48,366,463	51,061,406
		<u>409,427,896</u>	<u>458,156,876</u>
Other Income	16	1,726,509	796,160
<b>Total Revenue</b>		<b><u>411,154,405</u></b>	<b><u>458,953,036</u></b>
<b>Expenditure</b>			
Cost of Materials Consumed	17	301,886,305	357,926,982
Purchase of Stock in Trade	18	1,012,500	-
Changes in Inventories of Finished Goods Work in Progress and Stock in Trade	19	(6,010,494)	(9,390,820)
Employee Benefits Expense	20	20,983,059	19,486,384
Finance Costs	21	13,596,533	11,555,057
Depreciation and Amortisation expense	22	8,196,929	5,615,213
Other Expenses	23	54,521,380	54,807,766
<b>Total Expenses</b>		<b><u>394,186,213</u></b>	<b><u>440,000,582</u></b>
<b>Profit Before Tax</b>		<b>16,968,192</b>	<b>18,952,454</b>
<b>Less : Tax expenses</b>			
- Current Tax		3,450,000	3,710,000
- Short / (Excess) provision of income tax		(230,021)	-
- Deferred Tax Liability/ (Assets)	24	1,679,511	2,983,041
<b>Profit After Tax</b>		<b><u>12,068,702</u></b>	<b><u>12,259,413</u></b>
<b>Basic &amp; Diluted Earnings Per Share of Rs. 10 Each</b>	28	2.87	2.92
Significant Accounting Policies and Notes to Financial Statement	1 to 37		

As per our report of even date attached herewith

For, J.T. Shah & Company

Chartered Accountants

(FIRM REGD. No. 109616W)

[J. T. Shah]

Partner

(M. No. 3983)

Place : Ahmedabad

Date: 21.05.2015

For, Deco Mica Limited

(Vijaykumar D. Agarwal)

Managing Director

(DIN - 01869337)

(Harishkumar D. Joshi)

Director(DIN - 01871634)

Siddhi Shah

Company Secretary (ACS No. 44885)

Vishal V. Agarwal)

Director

(DIN - 01763739)

(Lalitadevi S. Murarka)

Director(DIN - 07168017)





**AUDITOR'S CERTIFICATE**

We have examined the attached Cash Flow Statement of Deco-Mica Ltd. : for the year ended 31st March, 2016. The statement has been prepared by the company in accordance with the requirements of Listing agreement clause 32 with Stock Exchanges and is based.

**For, J.T. SHAH & CO.**  
CHARTERED ACCOUNTANTS  
(FRN No. 109616W)

Date: 21.05.2016  
Place: Ahmedabad

(J.T. SHAH)  
Partner  
(M No. 3983)



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2016**

Particulars	2015-16		2014-15	
	Rs.	Rs.	Rs.	Rs.
<b>A: Cash from Operating Activities :</b>				
Net Profit before Taxation		16,968,192		18,952,454
Adjustment For :				
Depreciation	8,196,929		5,615,213	
Interest Paid	10,336,490		10,103,350	
Loss on Sale of Fixed Asset	-		335,499	
Interest Income	(924,544)		(796,160)	
		17,608,875		15,257,903
<b>Operating Profit Before Working Capital Changes:</b>		34,577,067		34,210,356
<b>Adjustment For :</b>				
Increase/(decrease) in short-term Provision	203,594		(58,208)	
Increase/(decrease) in other current liability	1,119,852		8,376,671	
Decrease/(increase) in Trade Payable	(4,145,854)		(11,928,320)	
Decrease/(increase) in Trade Receivable	(10,108,728)		(9,532,635)	
Decrease/(increase) in inventories	(1,332,862)		(1,676,590)	
Decrease/(increase) in long term loans and advances	6,741		1,306,825	
Decrease/(increase) in short term loans and advances	1,242,255		(937,842)	
		(13,015,002)		(14,450,098)
Cash Generated From Operations		21,562,065		19,760,258
Income Tax Paid	(4,305,671)		(4,383,031)	
Interest Paid	(9,195,781)		(9,687,595)	
		(13,501,452)		(14,070,626)
<b>Net Cash From Operating Activities (A)</b>		<b>8,060,613</b>		<b>5,689,632</b>
<b>B: Cash Flow From Investment Activities :</b>				
Purchase of Fixed Assets	(20,919,503)		(20,783,725)	
Sale of Fixed Assets	-		145,000	
Interest Income	834,060		746,667	
Decrease/(increase) in other Bank Deposit	6,279,577		(477,100)	
<b>Net Cash from Investment Activities (B)</b>		<b>(13,805,866)</b>		<b>(20,369,158)</b>
<b>C: Cash Flow From Financing Activities :</b>				
Proceeds from Long Term Borrowings	30,484,567		7,149,406	
Repayments of Long Term Borrowings	(18,702,774)		(2,725,828)	
Repayments of Short Term Borrowings	-		-	
proceeds from Short Term Borrowings	31,524,431		13,351,505	
<b>Net Cash from Financing Activities (C )</b>		<b>43,306,224</b>		<b>17,775,083</b>
<b>Net Increase in Cash &amp; Cash Equivalents</b>		<b>37,560,974</b>		<b>3,095,559</b>
Cash & Cash Equivalents at the Beginning		4,968,277		1,872,718
Cash & Cash Equivalents at the Ends		42,529,250		4,968,277

As per our report of even date attached.

**Notes :**

The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard - 3 issued by Companies (Accounting Standard) Rules, 2008.

As per our report of even date attached herewith

For, Deco Mica Limited

For, J.T. Shah & Company

Chartered Accountants

(FIRM REGD. No. 109616W)

(Vijaykumar D. Agarwal)  
Managing Director  
(DIN - 01869337)

Vishal V. Agarwal  
Director  
(DIN - 01763739)

[J. T. Shah]

Partner

(M. No. 3983)

Place : Ahmedabad

Date: 21.05.2015

(Harishkumar D. Joshi)  
Director(DIN - 01871634)  
Siddhi Shah  
Company Secretary (ACS No. 44885)

(Lalitadevi S. Murarka)  
Director(DIN - 07168017)

**SIGNIFICANT ACCOUNTING POLICIES:****Significant Accounting Policies for the year ended 31.03.2016 :****A. Basis of preparation**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The financial statements have been prepared as a going concern on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**B. Use of estimates**

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

**C. Fixed Assets and Depreciation:****Fixed Assets:**

Fixed Assets is stated at cost of acquisition (net of CENVAT, wherever applicable) as reduced by accumulated depreciation. All costs including financial cost till commencement of commercial production are capitalized for qualifying assets.

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

**Depreciation:**

The depreciation on assets for own use is provided on "Straight Line Method" on the basis of useful life of assets as specified in Schedule II to the Companies Act, 2013 on Pro-rata Basis. Intangible assets are amortised on a straight line basis over a period of 5 years.

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

**D. Intangible Assets**

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

Intangible assets are amortized on a straight – line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortization period and the amortization method are reviewed at least at each reporting date. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

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

**E. Inventories:**

Inventories are valued at “Lower of cost or net realizable value”. Cost in respect of Raw Materials is computed on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make sale.

Cost in respect of process and finished goods are computed on weighted average basis method. Finished goods and process stock includes cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.

**F. Revenue Recognition:**

i) Sales of goods are net off trade discounts, return and inclusive of Excise Duty but excluded sales tax and state value added tax. Revenue is recognised when practically all risk and rights connected with ownership have been transferred to the buyer. This usually occurs upon dispatch, after the price has been determined and collection of the sales proceeds is reasonable certain.

ii) Interest Income

**Interest Income is recognized on accrual basis.**

iii) Export Incentives

Export entitlements under Duty Drawback Scheme are recognized in the Statement of Profit & Loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made.

**G. Foreign Currency Transactions / Exchange Fluctuation**

i) Transactions in foreign currencies are recorded in Indian rupees using the rates of exchange prevailing on the date of the transactions. At each balance sheet date, monetary balances are reported in Indian Rupees at the rates of exchange prevailing at the Balance Sheet date. All realized or unrealized exchange adjustment gains or losses are dealt with in the Statement of Profit and Loss.

ii) In order to hedge exposure to foreign exchange risks arising from export or import foreign currency, bank borrowings and trade receivables, the company enters into forward contracts. In case of forward exchange contract, the cost of the contracts is amortized over the period of the contract, any profit or loss arising on the cancellation or renewal of a forward exchange contract is recognized as income or expenses for the year.

- iii) Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the report period and the corresponding foreign currency amount translated at the later of the dates of inception of the forward exchange contract and the last reporting date. Such exchange difference rate recognised in the Statement of profit and loss in the reporting period in which the exchange rates change.
- iv) Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

#### **H. Derivative instruments**

The Company has entered cross currency interest rate swap contracts with a view to hedge the risks of foreign currency borrowings. The notional amounts of instruments outstanding as at the year end, are restated at closing rates an unrealized transaction difference are included in the Statement of Profit and Loss. The net interest accruing is recorded in the Statement of Profit and loss over the period of the instruments, changes in fair value of other derivative instruments that do not qualify for hedge accounting are recognized in the Statement of Profit and Loss as they are arise

#### **I. Employee Benefits**

- i) The Employee and Company make monthly fixed Contribution to Government of India Employee's Provident Fund equal to a specified percentage of the Covered employee's salary, Provision for the same is made in the year in which services are rendered by the employee.
- ii) The Liability for Gratuity to employees, which is a defined benefit plan. The Company's Scheme is administered by LIC. The liability is determined by based on Projected Unit Credit method. Actuarial gain / loss in respect of the same are charged to the Statement of profit and loss.
- iii) The Company does not allow carry forward of unavailed leave and hence unavailed leaves are encashed in the current year itself.
- iv) Short Term benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

#### **J. Provision for Current and Deferred Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or subsequently enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realized in future.

#### **K. Borrowing Cost:**

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

**L. Segment Information:**

Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by accounting standard notified by Companies (Accounting Standard) Rules, 2008, the company is mainly engaged in the business of Decorative Laminated Sheets and all other activity surrounded with main business of the company hence there is no reportable segment.

**M. Investments:**

Long Term Investments are stated at cost. Provision is only made to recognize a decline other than temporary, in the value of investments. However, where quotation as on 31st March, 2016 was not available, last available quotation was considered.

**N. Impairment**

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

**O. Earning per Share**

Basic earnings per share is calculated by dividing net profit after tax for the year attributable to Equity Shareholders of the company by the weighted average number of Equity Shares outstanding during the year. For the purpose of calculating Diluted Equity per share, the net profit or loss for the period attributable to Equity Shareholders (after adjustment for Diluted earnings) and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential Equity.

**P. Provisions, Contingent Liabilities and Contingent Assets :**

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources.

Contingent Assets are neither recognized nor disclosed in the financial statements.

**Q. Excise Duty, VAT & CENVAT:**

CENVAT / VAT credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and CENVAT / VAT credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The CENVAT credits so taken are utilized for payment of excise duty on goods manufactured. The unutilized CENVAT credit is carried forward in the books. The VAT credits so taken are utilized for payment of sales tax on goods sold. The unutilized VAT credit is carried forward in the books.

**R. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.**

**Notes to financial Statement for the year ended on 31.03.2016**

(Amounts in Rs.)

**1 Share Capital**

[i] Authorised :

5000000 ( Previous Year 5000000) equity shares of Rs.10/- each at par value.

[ii] Issued, Subscribed &amp; Paid-up Capital :

4200000 (Pr. Year 4200000) Equity Shares of Rs. 10/- each fully paid up at par value .

**Total**

	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rs.</b>	<b>Rs.</b>
	50,000,000	50,000,000
	42,000,000	42,000,000
	<b>42,000,000</b>	<b>42,000,000</b>

1.1 The company has only one class of shares referred to as Equity shares having face value of Rs. 10/-. Each Holder of equity share is entitled to 1 vote per share.

1.2 In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company , after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholder.

1.3 Reconciliation of the number of shares outstanding and the amount of share capital as at 31/03/2016 & 31/03/2015 is set out below.

(Amounts in Rs.)

Particulars	31/03/2016		31/03/2015	
	No. of Shares	Amt (Rs.)	No. of Shares	Amt (Rs.)
Shares at the beginning	4,200,000	42,000,000	4,200,000	42,000,000
Addition	Nil	Nil	Nil	Nil
Deletion	Nil	Nil	Nil	Nil
Shares at the end	4,200,000	42,000,000	4,200,000	42,000,000

1.4 The details of shareholders holding more than 5% shares is set out below.

Name of Shareholder	31/03/2016		31/03/2015	
	No. of Shares	% held	No. of Shares	% held
Mr. Vijay Agarwal	1,576,100	37.53%	1,576,100	37.53%
Smt. Santoshdevi Agarwal	247,000	5.88%	247,000	5.64%

**2 Reserves & Surplus**
**Current**
**General Reserve**

Balance as per last financial Statement

Less : Amount of depreciation in respect of fixed assets whose useful life has expired on adoption to Schedule - II of the Companies Act-2013

Add : Amount of reversal of Deferred Tax Liability in respect of fixed assets whose useful life has expired on adoption of

Schedule II to the Companies Act-2013

	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rs.</b>	<b>Rs.</b>
	2,318,244	2,463,191
	-	(214,577)
	-	69,630
	<b>2,318,244</b>	<b>2,318,244</b>

**Notes to financial Statement for the year ended on 31.03.2016**

<b>Surplus in the Statement of Profit and Loss</b>	(Amounts in Rs.)	
Balance as per last financial Statement	66,241,000	53,981,586
Add : Profit for the year	12,068,702	12,259,414
Net Surplus in the statement of profit and loss	<b>78309702</b>	<b>66,241,000</b>
<b>Total</b>	<b><u>80,627,946</u></b>	<b><u>68,559,244</u></b>

- 2.1 Particulars**      **Nature and purpose of**  
 General Reserve      The reserve is created out of profit in accordance with Companies (Transfer of Profit to Reserve) Rule, 1975 and is distributable in accordance with Companies(Distribution of dividend out of Reserve) Rules 1975.

3 Long Term Borrowings (Rs.)	31.03.2016 (Rs.)		31.03.2015 (Rs.)	
	Non Current	Current	Non Current	Current
Term Loan - From Bank-Secured	20,234,750	8,545,517	19,084,834	8,081,604
Term Loan - From other-Secured	-	-	-	24,697
Inter Corporate Deposits	10,192,661	-	-	-
<b>Total</b>	<b>30,427,411</b>	<b>8,545,517</b>	<b>19,084,834</b>	<b>8,106,301</b>
Less : Amount disclosed under head Other Current Liabilities (Note 7)	-	8,545,517	-	8,106,301
<b>Total</b>	<b>30,427,411</b>	<b>-</b>	<b>19,084,834</b>	<b>-</b>

**3.1 Secured Loan** (Amounts in Rs.)

Name of Lender	Securities Details	Interest Rate	Terms of Repayment
HDFC Bank Ltd.- Vehicle - Honda City	Secured against Hypothecation of Vehicles	<b>11.15%</b>	Repayable in 36 Monthly Equal instalments
HDFC Bank Ltd.-Vehicle-Elentra		10.28%	Repayable in 36 Monthly Equal instalments
HDFC Bank Ltd.- Vehicle - Mercedes Benz		<b>10.37%</b>	Repayable in 60 Monthly Equal instalments
HDFC Bank Ltd.- Vehicle-Verna		10.37%	Repayable in 36 Monthly Equal instalments
L & T Finance Ltd.- Tempo		10.00%	Repayable in 48 Monthly Equal instalments
HDFC Bank Ltd.- Vehicle Loan Echer		10.00%	Repayable in 48 Monthly Equal instalments
HDFC Bank Ltd.- Vehicle Loan Mercedez		9.35%	Repayable in 48 Monthly Equal instalments



**Notes to financial Statement for the year ended on 31.03.2016**

(Amounts in Rs.)

Name of Lender	Securities Details	Interest Rate	Terms of Repayment
HDFC Bank Ltd.- Office Building	Secured against Mortgage of Office No. 303, Pinnacle.	12.30%	Repayable in 60 Monthly Equal instalments
SBI Term Loan - Term Loan	Primary Security against Hypothecation of Plant & Machinery and other Misc. fixed assets of the Company. Collateral Security against Factory Building , Commercial Office and Personal Gurantees of Mr. Vijaykumar Agarwal, Mr. Vishal Agarwal and third party gurantees of Shri Vikas V Agrawal.	13.90%	Repayable in 60 Monthly Equal instalments
HDFC Bank Ltd.- Term Loan	Primary Security against Hypothecation of Plant & Machineries and other misce. fixed assets of the Company. Collateral Security against Factory Building , Commercial Office and Personal Gurantees of Mr. Vijaykumar Agarwal, Mr. Vishal Agarwal and third party gurantees of Shri Vikas V Agrawal.	10.75%	Repayable in 39 Monthly Equal instalments

(Amounts in Rs.)

**4 Deffered Tax**
**Current**

	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>(Rs.)</b>	<b>(Rs.)</b>
Deferred Tax Assets arising out of timing difference relating to :		
Diminution in value of investment -that are deducted for tax purpose when written off	50,813	49,876
Provision of doubtful debts -that are deducted for tax purpose when written off	-	73,820
Provision for gratuity -that are deducted for tax purpose when paid	274,661	203,527
<b>Total Deferred Tax Assets</b>	<b><u>325,474</u></b>	<b><u>327,222</u></b>
<b>Deferred Tax Liability arising out of timing difference relating to :</b>		
Difference of Depreciation as per Tax Provision and Company Law	12,468,306	10,790,543
<b>Total Deferred Tax Liability</b>	<b><u>12,468,306</u></b>	<b><u>10,790,543</u></b>
<b>Net Deffered Tax Liability</b>	<b><u>12,142,832</u></b>	<b><u>10,463,321</u></b>

Notes to financial Statement for the year ended on 31.03.2016

(Amounts in Rs.)

**5 Short Term Borrowing**
**Current**

	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>(Rs.)</b>	<b>(Rs.)</b>
Cash Credit	24,698,114	29,808,605
Buyers Credit	31,003,405	32,032,266
Working Capital Demand Loan	37,000,000	-
<b>Unsecured Loan</b>		
Loan from Relatives	25,285,959	24,622,176
<b>Total</b>	<b>117,987,478</b>	<b>86,463,047</b>

<b>Name of Lender</b>	<b>Securities Details</b>	<b>Interest Rate</b>
C C Account - State Bank of India	Primary Security against Hypothecation of Inventory, Receivables an other Current Assets of the Company. Collateral Security against Hypothecation of Plant and Machinery, Factory Building and Commercial Office. Personal Gurantee of Mr. Vijaykumar Agarwal and Mr. Vishal Agarwal	13.45% p.a.
Working Capital Demand Loan HDFC		10.75 % p.a.
Buyers Credit State Bank of India		4 to 6% p.a.
Loans from relatives		12% p.a.

(Amounts in Rs.)

**6 Trade payables**
**Current**

	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Trade payable	103,362,930	107,508,784
<b>Total</b>	<b>103,362,930</b>	<b>107,508,784</b>

6.1 The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at year end together with interest paid / payable under this Act has not been given.

**7 Other Current Liabilities**
**Current**

	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Current Maturity of Long Term Borrowing (Note- 3)	8,545,517	8,106,301
Forward Cover	1,151,129	1,333,536
Advance received from customers	12,179,106	13,300,873
Other Statutory dues	4,404,839	7,200,422
TDS Payable	431,248	448,888
Unpaid Expenses	1,051,681	899,196
Interest Accrued and Due	975,901	225,192
Other Payables	15,786,106	10,701,342
<b>Total</b>	<b>44,525,527</b>	<b>42,215,750</b>

**Note No - 9  
TANGIBLE ASSETS**

Cost of Valuation	Land Leasehold Free Hold	Office Buildings	Factory Building	Plant & Machinery	Electric Installation	Laboratory Instrument	Office Equipment	Furniture & Fuxtures	Motor Vehicle & Tempo	Motor Cycle Scooter & Other Moped	Computer	Total	Intangible Assets
01.04.2013	203,370	12,259,420	9,583,635	44,578,594	683,040	328,893	499,821	1,347,735	12,085,593	95,948	530,717	82,196,766	-
Addition	-	-	83,760	26,122,299	252,472	127,597	18,560	252,634	-	-	111,600	26,968,922	25,000
Disposal	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31.03.2014	203,370	12,259,420	9,667,395	70,700,893	935,512	456,490	518,381	1,600,369	12,085,593	95,948	642,317	109,165,688	25,000
Addition	-	-	-	80,000	-	7,823,682	-	146,600	8,050,282	-	-	-	-
Disposal	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31.03.2015	203,370	12,259,420	9,667,395	70,700,893	935,512	456,490	598,381	1,600,369	19,909,275	95,948	788,917	117,215,970	25,000
31.03.2016	203,370	12,259,420	10,484,635	87,603,027	1,030,512	527,790	518,381	3,463,897	16,605,593	95,948	787,317	133,579,890	25,000
Cost of Valuation	Land Leasehold Free Hold	Office Buildings	Factory Building	Plant & Machinery	Electric Installation	Laboratory Instrument	Office Equipment	Furniture & Fuxtures	Motor Vehicle & Tempo	Motor Cycle Scooter & Other Moped	Computer	Total	Intangible Assets
01.04.2013	-	37,776	3,656,775	15,594,723	648,888	103,142	207,422	369,576	4,297,402	67,289	481,573	25,464,566	-
Charge for the year	-	199,829	321,051	2,358,899	874	17,980	24,372	99,642	1,148,131	3,977	10,264	4,185,019	5,000
Disposal	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31.03.2014	-	237,605	3,977,826	17,953,622	649,762	121,122	231,794	469,218	5,445,533	71,266	491,837	29,649,585	5,000
Charge for the year	-	199,829	324,882	3,184,980	44,598	23,255	24,623	95,027	1,258,706	3,977	119,085	5,278,961	5,000
Disposal	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31.03.2015	-	437,433	4,302,709	21,138,601	694,360	144,378	256,417	564,244	6,704,239	75,243	610,922	34,928,546	10,000
NET BLOCK	-	-	-	-	-	-	-	-	-	-	-	-	-
AS AT 31.3.2014	203,370	12,021,815	5,689,569	52,747,271	285,750	335,368	286,587	1,131,151	6,640,059	24,682	150,480	79,516,103	20,000
AS AT 31.3.2015	203,370	11,821,987	5,364,687	49,562,292	241,152	312,112	341,964	1,036,125	13,205,035	20,705	177,995	82,287,424	15,000

- In accordance with the provisions of Schedule II of the Companies Act, 2013 in case of fixed assets which have completed their useful life as at 1st April' 2014, the carrying value (net of residual value) amounting to Rs. 1,44,947/- (net of deferred tax of Rs. 69,630/-) as a transitional provision has been recognised in the Retained Earnings.
- As required by the schedule II to the Companies's Act 2013, due to change in estimation for useful life of the assets, depreciation charged to statement of profit and loss is Higher by Rs. 3,31,252/- (P.Y. Rs. Nil).

8 Provisions	31.03.2016		31.03.2015	
	Non Current Rs.	Current Rs.	Non Current Rs.	Current Rs.
Provision for Gratuity (Net)	-	830,795	-	627,201
Provision For Income Tax	-	12,160,000	-	13,380,000
Less : Advance Payment Of Income Tax	-	(9,334,426)	-	(9,858,734)
<b>Total</b>	<b>-</b>	<b>3,656,369</b>	<b>-</b>	<b>4,148,467</b>

		(Amounts in Rs.)	
10 Non-Current Investments		Non Current	
<b>Investments In Shares (Quoted) :</b>	<b>31/03/2016</b>	<b>31/03/2015</b>	
<b><u>Non Trade</u></b>			
(Valued at Cost)			
26,500 (P.Y. 26,500) Equity Shares of Welcome Coir Industries Ltd. of Rs. 10/- each	160,325	160,325	
Less: Provision for Diminution in value of Investment)	(153,700)	(153,700)	
	6,625	6,625	
<b>Total</b>	<b>6,625</b>	<b>6,625</b>	
Market Value of Investment	6,625	6,625	
Amount of Quoted investment	160,325	160,325	

		(Amounts in Rs.)			
11 Loans and Advances (Unsecured, Considered Good)	31.03.2016		31.03.2015		
	Non Current Rs.	Current Rs.	Non Current Rs.	Current Rs.	
Security Deposits	2,045,560	1,048,067	2,052,301	196,000	
Advance to Suppliers	1,489,863	2,433,615	1,489,863	2,219,354	
Balance With Govt Authorities	-	991,649	-	1,520,590	
Employee Advance	-	6,000	-	49,000	
Other Advance	-	62,086	-	1,348,037	
Prepaid Expense	-	792,695	-	1,243,385	
Interest Receivable	-	499,834	-	409,353	
	<b>3,535,423</b>	<b>5,833,945</b>	<b>3,542,164</b>	<b>6,985,718</b>	

**Notes to financial Statement for the year ended on 31.03.2016**
**12 Inventories** (Valued at Lower of Cost and net realisable Value)

 (Amounts in Rs.)  
**Current**

	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Raw materials	38,936,672	42,793,630
Work-in-Process	902,000	437,325
Finished Stock	39,682,210	34,136,391
Goods in Transit	1,122,304	1,978,900
Power and Fuel	122,203	86,281
<b>Total</b>	<b><u>80,765,389</u></b>	<b><u>79,432,527</u></b>

**13 Trade receivables**
**Current**

	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Trade Receivables (Unsecured)</b>		
Outstanding for a period exceeding Six Months from the date they are due for Payment		
Considered Good	31,272,523	28,472,696
Considered Doubtful	-	227,488
	<b>31,272,523</b>	<b>28,700,184</b>
Less: Provision for doubtful receivable	-	227,488
	<b>31,272,523</b>	<b>28,472,696</b>
Other Receivables		
Others - Considered Good	158,901,078	151,592,177
Others - Considered Doubtful	-	-
	158,901,078	151,592,177
Less : Provision for doubtful receivable	-	-
	<b>158,901,078</b>	<b>151,592,177</b>
<b>Total</b>	<b><u>190,173,601</u></b>	<b><u>180,064,873</u></b>

**14 Cash & Bank Balance**
**31.03.2016**
**31.03.2015**

	<b>Non Current</b>	<b>Current</b>	<b>Non Current</b>	<b>Current</b>
<b>Cash and cash equivalents</b>				
Cash on hand	-	157,053	-	390,067
Balance With Banks	-	42,372,198	-	4,578,210
<b>Total</b>	-	<b>42,529,250</b>	-	<b>4,968,277</b>
<b>Other Bank balance</b>				
Deposits with Original maturity for more than 12 months	-	-	-	6,279,577
	-	-	-	<b>6,279,577</b>
<b>Total</b>	<b>Nil</b>	<b><u>42,529,250</u></b>	<b>Nil</b>	<b><u>11,247,854</u></b>

**Notes to financial Statement for the year ended on 31.03.2016**
**15 Revenue from operation**

	<b>31/03/2016</b>	<b>31/03/2015</b>
<b>Sale of Product</b>		
Finished Goods	452,842,440	505,581,534
<b>Other Operating Revenue</b>		
Scrap Sales	4,951,919	3,636,748
<b>Total</b>	<b>457,794,359</b>	<b>509,218,282</b>
<b>Details of products sold</b>		
<b>Finished Goods Sold</b>		
Laminated Sheets	430,932,555	504,751,234
Industrial Insulation	20,763,285	830,300
Door Screen	1,146,600	-
<b>Total</b>	<b>452,842,440</b>	<b>505,581,534</b>

**16 Other Income**
**(Amounts In Rs.)**

	<b>31/03/2016</b>	<b>31/03/2015</b>
Interest Income from current investments	924,544	796,160
CST Refund	552,787	-
Duty Drawback Received	21,690	-
Bad Debts Provision of Earlier year W/back	227,488	-
<b>Total</b>	<b>1,726,509</b>	<b>796,160</b>

**17 Cost of Raw Material Consumed**

	<b>31/03/2016</b>	<b>31/03/2015</b>
Inventory at the beginning of the year	42,793,630	52,340,215
Add: Purchase during the year	325,005,877	370,609,534
Less: Inventory at the end of the year	(38,936,672)	(42,793,630)
Less: Raw material Sold during the year	(26,976,530)	(22,229,137)
<b>Cost of Raw Material Consumed</b>	<b>301,886,305</b>	<b>357,926,982</b>
<b>Details of Raw Material Consumed</b>		
Design Paper	100,938,333	98,430,270
Kraft Paper	74,976,644	80,092,721
Phenol	51,205,794	83,814,330
Methanol	19,909,818	28,234,881
Others	54,855,716	67,354,780
<b>Total</b>	<b>301,886,305</b>	<b>357,926,982</b>
<b>Details of Inventories</b>		
Design Paper	30,527,778	37,139,126
Kraft Paper	3,430,232	2,333,408
Phenol	1,396,785	174,314
Methanol	273,242	279,615
Other Raw material	3,308,635	2,867,167
<b>Total</b>	<b>38,936,672</b>	<b>42,793,630</b>

**Notes to financial Statement for the year ended on 31.03.2016**
**17.1 Details of Imported and Indigenous Raw Materials Consumption**

Particulars	31/03/2016	31/03/2016	31/03/2015	31/03/2015
	Rs.	%	Rs.	%
Indigenous Raw Materials	202,158,589	66.97%	303,455,822	84.78%
Imported Raw Materials	99,727,716	33.03%	54,471,160	15.22%
<b>Total</b>	<b><u>301,886,305</u></b>	<b><u>100.00%</u></b>	<b><u>357,926,982</u></b>	<b><u>100.00%</u></b>

**18. Purchase of Traded Goods**

	31/03/2016	31/03/2015
<b>Traded Goods</b>	1,012,500	-
	<b><u>1,012,500</u></b>	<b><u>-</u></b>
<b>Details of Products Purchased</b>		
<b>Traded Goods Purchased</b>		
Door Screen	1,012,500	-
	<b><u>1,012,500</u></b>	<b><u>-</u></b>

**19. Change In Inventories Of Finished Goods, Work In Progress and Stock In Trade**

	31/03/2016	31/03/2015
<b>Inventory at the beginning of the year</b>		
Work-in-process	437,325	397,320
Finished Stock	34,136,391	24,785,576
	<b><u>34,573,716</u></b>	<b><u>25,182,896</u></b>
<b>Inventory at the end of the year</b>		
Work-in-process	902,000	437,325
<b>Finished Stock</b>	39,682,210	34,136,391
	<b><u>40,584,210</u></b>	<b><u>34,573,716</u></b>
<b>Decretion / (Accretion) to Stock</b>	<b>(6,010,494)</b>	<b>(9,390,820)</b>
<b>Details of Inventory</b>		
<b>Finished Goods</b>		
Laminated Sheets	33,797,324	31,789,955
Industrial Insulation	5,884,886	2,346,436
<b>Total</b>	<b><u>39,682,210</u></b>	<b><u>34,136,391</u></b>

**Notes to financial Statement for the year ended on 31.03.2016**
**Work in Progress**

Laminated Sheets	902,000	437,325
<b>Total</b>	<b>902,000</b>	<b>437,325</b>

**20. Employee Benefit Expense**

	<b>31/03/2016</b>	<b>31/03/2015</b>
Salary, Wages & Bonus	15,538,698	14,431,420
Managerial Remuneration	3,494,165	3,466,351
Contribution to Provident Fund, Gratuity & Other Funds	1,950,196	1,588,613
<b>Total</b>	<b>20,983,059</b>	<b>19,486,384</b>

**20.1 The Disclosure requirement as required by Accounting Standard 15 "Employee Benefits" of Actuarial Valuation in Respect of Gratuity Liability as at 31st March 2016 are given below.**

(Amounts In Rs.)

<b>Particulars</b>	<b>31/03/2016</b>	<b>31/03/2015</b>
<b>Assumption</b>		
Discount Rate	8%	8%
Salary Escalation Rate	7%	7%

**Table Showing Changes in the Present Value of Obligation**

as on 31.03.2016

PV of Obligation at the beginning of the year (01.04.2015)	3,091,314	3,124,421
Interest Cost (8%)	247,305	249,954
Current Service Cost (31.03.2016)	296,680	271,823
(Benefits Paid)	(30,289)	(168,750)
Actuarial (Gain) / Loss on Obligation (Netting Figure)	(157,790)	(386,134)
Pv of Obligation at the end of the year (31.03.2016)	3,447,220	3,091,314

**Table Showing Changes in the fair Value of plant assets as on 31-3-2016**

Fair Value of Plan Asset at the beginning of the year (01.04.2015)	2,448,113	2,423,012
Expected Return on Plan Asset	182,601	211,515
Contributions	-	-17,664
(Benefits Paid)	(30,289)	(168,750)
Actuarial gain / (Loss) on Plan Asset	-	-
Fair Value of Plan Asset at the end of the year (31.03.2016)	2,600,425	2,448,113

**Table Showing the Fair Value of Plan Asset**

Fair Value of Plan Asset at the beginning of the Year (01.04.2015)	2,448,113	2,423,012
Actual Return on Plan Asset	182,601	211,515
Contributions	-	(17,664)
(Benefits paid)	(30,289)	(168,750)
Fair Value of Plan Asset at the end of the Year (31.03.2016)	2,600,425	2,448,113
Fund Status	(846,795)	(643,201)



Particulars	(Amounts In Rs.)	
	31/03/2016	31/03/2015
<b>Actuarial (Gain) / Loss on Obligation</b>		
Actuarial (Gain) / Loss on Obligation	(157,790)	(386,134)
Actuarial (Gain) / Loss for the year on Plan Asset	-	-
Total (Gain) / Loss for the Year	(157,790)	(386,134)
Actuarial (gain) / loss recognized in the year.	(157,790)	(386,134)
<b>The Amount to be recognized in Balance Sheet and Profit &amp; Loss Statement</b>		
PV of Obligation at the end of the year.	3,447,220	3,091,314
Fair Value of Plan Asset at the end of the year.	2,600,425	2,448,113
Fund Status	(846,795)	(643,201)
Net asset / (Liability) recognized in the Balance Sheet	(846,795)	(643,201)
<b>Expenses Recognized in the Profit &amp; Loss Statement</b>		
Current Service Cost	296,680	271,823
Interest Cost	247,305	249,954
(Expected Return on Plan Asset)	182,601	211,515
Net Actuarial (gain) / Loss recognized in the year	(157,790)	(386,134)
Expenses recognized in Profit & Loss Account ( <b>Netting Figure</b> )	203,594	(75,872)

**Experience adjustment - Gratuity**

Particulars	31.3.16	31.3.15	31.3.14	31.3.12 & 31.3.103
Defined Benefit Obligation	3,447,220	3,091,314	3,124,421	-
Plan Assets	2,600,425	2,448,113	2,423,012	-
Unrecognized past service Cst	-	-	-	-
Deficit	-	-	-	-
Experience adjustments on plan liabilities	-	-	-	-
Experience adjustments on plan assets	(846,795)	(643,201)	(701,409)	-

G. Contribution expects to be paid during sthe year ending March,31, 2016 Rs. NIL

**21 Finance Cost**
**(Amounts In Rs.)**

Particulars	31/03/2016	31/03/2015
Interest to Bank	6,910,109	6,864,971
Interest to Others	3,426,381	3,238,379
Other Borrowing Cost	3,260,043	1,451,707
<b>Total</b>	<b>13,596,533</b>	<b>11,555,057</b>

**22 Depreciation And Amortisation Expense**
**(Amounts In Rs.)**

	31/03/2016	31/03/2015
Depreciation of Tangible Assets	8,191,929	5,610,213
Depreciation of Intangible Assets	5,000	5,000
<b>Total</b>	<b>8,196,929</b>	<b>5,615,213</b>

22.1 Depreciation for the year is net off by excess depreciation provided erroneusly in earlier years amounting to Rs. (NIL) (P.Y. 16,80,528/-).

**23 Other Costs**

	31/03/2016	31/03/2015
Stores & Spares consumed	4,249,539	3,836,109
Packing material consumed	556,267	1,398,970
Electricity & Fuel charges	18,745,626	20,521,930
<b>Repairs To:</b>		
Building	-	-
Machinery	853,137	697,937
Other	181,796	203,483
<b>Total</b>	<b>1,034,933</b>	<b>901,420</b>

Insurance Expense	1,011,561	906,393
Bank Commission and Other Charges	498,831	488,717
Rents, Rates & Taxes	997,459	928,224
Stationery & Printing	449,761	636,461
Advertisement & Sales Promotion Expense	9,992,038	7,068,168
Telephone & Postage	882,804	667,563
Traveling & Conveyance Expense	2,873,924	2,042,597
Professional Fees	823,051	789,188
Freight & Delivery charges	9,363,112	9,082,147
Increase/(decrease) of excise duty on inventory	(1,265,803)	1,066,430
<b>Auditor's Remuneration:</b>		
For Audit Fees	100,000	100,000
For Tax Audit	50,000	50,000
For Vat Audit	15,000	15,000
For Other Capacity	52,220	55,450
<b>Total</b>	<b>217,220</b>	<b>220,450</b>
Donation	44,600	251,100
Loss on Foreign Exchange Fluctuation	607,367	328,599
Loss on Sale of Fixed Assets	-	335,499
Security Charges	1,191,481	1,118,145
General Charges		
(including License Fees, Office & Misc. Expenses	2,247,609	2,219,656
Admn. Charges, Service and water charges services)		
<b>Total</b>	<b>54,521,380</b>	<b>54,807,766</b>

**23.1 Details of Imported and Indigenous Stores & Spares Consumption**

Particulars	31/03/2016 Rs.	31/03/2016 %	31/03/2015 Rs.	31/03/2015 %
Indigenous Stores & Spares	4,249,539	100.00%	3,836,109	100.00%
Imported Stores & Spares	-	-	-	-
<b>Total</b>	<b>4,249,539</b>	<b>100.00%</b>	<b>3,836,109</b>	<b>100.00%</b>

**24. Deferred Tax Liabilities / (Assets)**

	Year Ended 31-3-2016	Year Ended 31-3-2015
<b>Opening balance of deferred Tax Liability / (Assets)</b>	10,463,321	7,549,911
Less: Amount of reversal of Deferred Tax Liability in respect of fixed assets whose useful life has expired on adoption of Schedule II to the Companies Act-2013	-	69,630
Adjusted Opening balance of deferred Tax Liability / (Assets)	10,463,321	7,480,280
Closing balance of deferred Tax Liability / (Assets)	<u>12,142,832</u>	<u>10,463,321</u>
<b>Deferred Tax Liabilities / (Assets) for the year</b>	<b>1,679,511</b>	<b>2,983,041</b>

**NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

25. The contingent liability is Rs. 3.43 lacs (P.Y. Rs. Nil).
26. The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure relating to amounts unpaid as at year end together with interest paid / payable under this Act has not been given.

27. **Related Party Disclosures :**

List of Related Parties with whom transactions have taken place during the year:

A) **Key Management Personnel**

Shri Vijaykumar D. Agarwal

Shri Vishal V Agarwal

B) **Directors and Relatives of Key Management Personnel with whom transaction have taken place during the year**

<b>Name of Party</b>	<b>Related Party Relationship</b>
Minor Aarya V. Agarwal	Grandson of Key Management Personnel
Minor Khwaish V. Agarwal	Grand daughter of Key Management Personnel

C) **Relative of Key Management Personnel and their enterprise with whom transaction have taken place during the year.**

Tanish Industries Pvt Ltd	Relatives of Key Management Personnel are Directors
V.K.A. Finance & Investment Co.	Key Management personnel is Partner
Salasar Laminates Ltd.	Key Management Personnel is Director
Heritage Board Ltd.	Directors are Director in the Company
Heritage Industries Pvt. Ltd	Directors are Director in the Company
Par Export	Key Management Personnel is partner
Krishna Decor Pvt. Ltd.	Directors and their relatives are holding more than 20% shares in the company
Hidesign Innovation	Director's HUF is Proprietor

Details of Transactions are as follows:

(Amount in Rs.)

Sr. No.	Nature of Transactions	Key Management Personnel	Relatives of Key Management Personnel	Relative of Key Management Personnel and their enterprise	Total
<b>1</b>	<b>Expenses</b>				
	Remuneration & Perquisites	34,94,165 (34,66,351)	Nil (Nil)	Nil (Nil)	34,94,165 (34,66,351)
	Interest Expenses	1,15,435 (Nil)	2,61,089 (3,14,186)	18,66,390 (23,55,413)	22,42,914 (26,69,599)
	Job work charge	Nil (Nil)	Nil (Nil)	13,388 (57,645)	13,388 (57,645)
	Reimbursement of Rent, Municipal Tax and Other Charges	2,54,260 (1,56,642)	Nil (Nil)	6,18,636 (3,90,957)	8,72,896 (5,47,599)
	Purchases	Nil (Nil)	Nil (Nil)	3,55,54,162 (2,47,23,174)	3,55,54,162 (2,47,23,174)
	Donation	Nil (Nil)	Nil (Nil)	Nil (2,25,000)	Nil (2,25,000)
<b>2</b>	<b>Unsecured Loan</b>				
	Loan taken by company during the year	79,95,500 (Nil)	Nil (Nil)	8,00,000 (Nil)	87,95,500 (Nil)
	Loan Repaid by the company during the year	15,06,544 (Nil)	26,109 (31,419)	88,41,977 (10,35,541)	1,03,74,630 (10,66,960)
	Balance out standing at 31/03/2016	66,04,390 (Nil)	31,35,963 (29,00,983)	1,55,45,606 (2,17,21,193)	2,52,85,959 (2,46,22,175)
<b>3</b>	<b>Sales &amp; Other Income</b>	Nil (Nil)	Nil Nil(Nil)	6,58,49,018 (9,23,86,842)	6,58,49,018 (9,23,86,842)

List of Transactions, out of the transaction reported in the above table, where the transaction entered into with single party exceeds 10 % of the total related party transactions of similar nature are as under:

List of Transactions, out of the transaction reported in the above table, where the transaction entered into with single party exceeds 10 % of the total related party transactions of similar nature are as under:

(Amounts in Rs.)

Nature of Payments	Related Party	2015-16	2014-15
Interest	V K A Finance and Investment Co.	18,66,390	23,55,413
Job work	Tanish Industries Pvt Ltd	13,388	57,645
Purchase	Salasar Laminates Ltd	68,74,374	64,60,300
Purchase	Heritage Industries Pvt Ltd	88,41,009	Nil
Purchase	Krishna Décor Pvt Ltd	1,88,38,222	1,78,05,602
Reimbursement of Rent, Municipal Tax and Other Charges	V K A Finance and Investment Co. Vikas V Agarwal Vishal V Agarwal	3,60,000 90,000 90,000	3,60,000 90,000 90,000
Remuneration	Vijaykumar -Director	34,94,165	34,66,351
Sales	Krishna Décor Pvt Ltd	1,62,24,960	2,43,15,430
Sales	Heritage Industries Pvt Ltd	2,81,76,136	4,70,26,456
Sales	Hidesign Innovations	1,36,07,184	1,52,35,516
Sales	Salasar Laminates Ltd	69,32,668	45,44,476
<b>Unsecured Loan</b>			
Taken	Vijaykumar Dindayal Agarwal Vishalkumar Vijaykumar Agarwal	17,00,000 62,95,500	Nil Nil
Repaid	V K A Fin. and Investment Co. Vishalkumar Vijaykumar Agarwal	86,55,338 14,95,000	10,66,960 Nil

## 28. Earnings per Share

Particular	Unit	31.03.16	31.03.15
Numerator used for calculating Basic and Diluted Earning per Share (Profit after Tax)	Rs.	1,20,68,702	1,22,59,414
Weighted average No. of shares used as denominator for calculating Basic and Diluted	No. of Shares	42,00,000	42,00,000
Nominal Value of Share	Rs.	10	10
<b>Basic and Diluted Earning per Share</b>	<b>Rs.</b>	<b>2.87</b>	<b>2.92</b>

## 29. Remuneration to directors :

(Amounts in Rs.)

Sr. No.	Particulars	2015-16(Rs.)	2014-2015(Rs.)
1.	Salary & Bonus	30,00,000	30,00,000
2.	Contribution to Provident Fund	3,57,048	3,57,048
3.	Reimbursement of Electricity	1,37,117	1,09,303
	<b>Total</b>	<b>34,94,165</b>	<b>34,66,351</b>

a. Information pursuant to provision of paragraphs 3 and 4 of part II of Schedule VI of the Companies Act, 1956. (As certified by Director):

b. C.I.F. Value of Imports : (Amounts in Rs.)

Sr. No.	Particulars	Amounts (Rs.)
1	Raw Materials	(10,89,07,199) (11,70,90,262)
2	Components & Spare Parts	Nil (Nil)
3	Capital Goods	1,21,96,148 (1,16,00,770)

c) Expenditure in Foreign Exchange:

1	Traveling Expenses	2,16,485 (3,32,003)
---	--------------------	------------------------

D) FOB Value of Export :

1	F.O.B. Value to Export	11,46,600 (Nil)
---	------------------------	--------------------

E) Earning in Foreign Exchange:

1	Earning in Foreign Currency	Nil (Nil)
---	-----------------------------	--------------

30. Balances are subject to confirmation.

31. Paise are rounded up to the nearest rupee.

32. Balances of Debtors, Creditors, Advances and Liabilities have been taken as per books, are subject to reconciliation / confirmation and consequential adjustments, if any.

33. The Company is Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

34. Borrowing costs attributable to the acquisition or construction of Qualifying Assets amounting to Rs. Nil (P. Y. Rs. Nil).

35. The difference between excise duty on opening and closing stock of finished goods is recognized separately in the Statement of Profit & Loss.

36. During the year, the company has impaired the assets to the tune of Rs. Nil (P.Y. Rs. Nil).

37. Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

Signature to notes "1" to "37"

As Per Our Report of Even Date attached herewith

As per our report of even date attached herewith

For, J.T. Shah & Company

Chartered Accountants

(FIRM REGD. No. 109616W)

[J. T. Shah]

Partner

(M. No. 3983)

Date: 21.05.2016

Place : Ahmedabad

For, Deco Mica Limited

(Vijaykumar D. Agarwal)

Managing Director

(DIN - 01869337)

(Harishkumar D. Joshi)

Director (DIN-01871634)

Vishal V. Agarwal)

Director

(DIN - 01763739)

(Lalitadevi S. Murarka)

Director (DIN - 07168017)







**DECO – MICA LIMITED**

306, 3<sup>RD</sup> FLOOR, ISCON MALL, STAR BAZAR BUILDING, JODHPUR CHAR RASTE, SATELLITE AHMEDABAD

**ATTENDANCE / 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*:	

\*Applicable in case shares are held in electronic form

I/We, being the holder(s) of \_\_\_\_\_ shares of Deco-mica Ltd. hereby appoint:

Name:	
Address:	
E-mail id:	or failing him:

Name:	
Address:	
E-mail id:	or failing him:

Name:	
Address:	
E-mail id:	or failing him:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Seventh Annual General Meeting of the Company, to be held on the 30<sup>th</sup> day of September, 2016 at 9:30 a.m. at 408, 10 Mile Stone Building, Nr. Drive-In Theatre, Ahmedabad, and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTIONS	FOR	AGAINST
	<b>ORDINARY BUSINESS</b>		
1.	To receive, consider and adopt Audited Balance Sheet as at 31 <sup>st</sup> March, 2016 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.		
2.	To appoint a Director in place of Shri Vijaykumar Agarwal who retires by rotation and being eligible offers himself for reappointment.		
3.	To appoint Auditors and to fix their remuneration thereto.		
	<b>SPECIAL BUSINESS</b>		
4.	To Consider and if thought fit to pass with or without modification the following resolution as an ordinary resolutions:  <b>RESOLVED THAT</b> Pursuant to Section 92 of The Companies Act, 2013, M/s. D.N. Motwani & Co., Company Secretaries, be and are hereby appointed to sign the Annual Return in the format as prescribed under Rule 11 of The Companies (Management & Administration) Rules, 2014 for the F.Y. 2016-17 on such remuneration plus out of pocket expenses incurred for signing of such Annual Return as may be decided by the Chairman in consultation with the said Company Secretary.		

Signed this \_\_\_\_\_ day of 2016

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note:**

1. The Form should be signed across the stamp as per specimen signature registered with the Company.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27<sup>th</sup> Annual General Meeting
3. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
4. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. A proxy need not be a member of the Company.



**DECO-MICA LIMITED**

**27th**

**Annual Report**

**2015-2016**

Book-Post

If undelivered please return to :  
**DECO-MICA LIMITED**  
306, ISCON Mall, Star bazaar building,  
Jodhpur Char Rasta, Ahmedabad-15

**IMAGE : 9825007085**