FORM A

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

1.	Name of the company	TWINSTAR INDUSTRIES LIMITED
2.	Annual financial statements for the year ended	2014-2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not Applicable as the report is Un-qualified
5.	To be signed by- • CEO/Managing Director • Director • Auditor of the company • Audit Committee Chairman	For TWINSTAR INDUSTRIES LTD Managing Director For TWINSTAR INDUSTRIES LTD Director N. K. JALAN & Co. 2A, Mayur Apartments Vile Parle (West) Mumbai-400 056. CHARTERED ACCOUNTANTS

21st Annual Report

2014-2015

TWINSTAR INDUSTRIES LTD

(FORMERLY KNOWN AS TWINSTAR SOFTWARE EXPORTS LTD)

CIN: L30007MH1994PLC079084

Annual Report 2014-2015

BOARD OF DIRECTORS

Mr. Daulat Mehta	Managing Director
Mr. Nirmal Jain	Director
Mr. Kailash Mehta	Director
Mr. Virendra kumar bhandari	Director
Mrs. Kala Daulat Mehta	Director
Mr. Harsh Daulatmal Mehta	Additional Director

COMPLIANCE OFFICER

Mr. Daulat Mehta

AUDITORS

M/s. N. K. Jalan & Co.
Chartered Accountants
Mumbai

BANKERS

Union Bank of India

State Bank of India

SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd
Unit No. 1, Luthra Ind. Premises,
Andheri - Kurla Road,
Safed Pool, Andheri (E),
Mumbai - 400 072
Tel.: 2851606, Fax: 28512885.

REGISTERED OFFICE

Plot No. EL-178,
TTC MIDC INDL. Area,
Mahape, Navi Mumbai - 400 701

BOOK CLOSURE

21/09/ 2015 to 30/09/ 2015
(both days inclusive)

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NOTE : Shareholders are requested to bring their copy of the Annual Report with them to the Annual General Meeting

TWINSTAR INDUSTRIES LTD

(FORMERLY KNOWN AS TWINSTAR SOFTWARE EXPORTS LTD)

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of **Twinstar Industries Limited** will be held on, 30th Day of September, 2015 at 09.00 a.m. at the Registered Office of the Company at Plot No. EL-178, TTC MIDC INDL. Area, Mahape, Navi Mumbai - 400 701, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Daulat Samirmal Mehta (DIN: 01575366), who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s N.K. Jalan & Co. Auditors and to fix their remuneration

SPECIAL BUSINESS:

1. Appointment of Mr. Harsh Daulatmal Mehta as a Promoter Executive Director

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

   "RESOLVED THAT Mr. Harsh Daulatmal Mehta (DIN: 01719123) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 09th February, 2015 under section 161 of Companies Act, 2013 by the Board of Directors and who holds office upto the date of this Annual General Meeting being eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Promoter Executive Director of the Company under the provisions of Section 152 who shall be liable to retire by rotation.

   RESOLVED FURTHER THAT any of the Directors be and hereby authorized to do all such acts, deeds, matters and things as may be necessary in this regard including filing of necessary e-forms with the Registrar of Companies and intimations to such other authorities as may be required."

For and on behalf of the Board

Sd/-

D. S. Mehta
Managing Director
DIN: 01575366

Place: Mumbai
Date: 14/08/15

Register Office:
Plot No El-178ttc MIDC INDL Area,
Mahape, Navi Mumbai- 400701

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote instead of herself/himself and a proxy need not be a Member of the Company.
2. The proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the meeting.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.

4. For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.

5. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

6. The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending meeting.

7. The Register of Members and Share Transfer Books of the Company will remain closed from, Monday, September 21st, 2015 to Wednesday, September 30th, 2015 (both days inclusive).

8. Green Initiatives:

   Recently, The Ministry of Corporate Affairs (MCA), Government of India, had issued the following circulars in Green Initiative i.e. Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, allowing companies to send official documents to their Shareholders electronically as part of its Green Initiatives in Corporate Governance.

   Recognizing the spirit of the circular issued by the MCA, we propose to send notices/documents (i.e., physical Annual Report of the Company comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report etc.,) to the email address.

   In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

   Shareholders who have not updated their email ID till date are requested to kindly update your email address with your depository participant for Demat holding of shares and with

   Mr. Daulat Mehta from 'Twinstar Industries Limited' on the email id admin@twinstar.in for physical holding of shares and co-operate with the Company to implement the Green Initiative of the Government in the following format.

Name of the member	Son of/ Daughter of/ Wife of	Client ID/ Ledger Folio No.	No. of Shares held	Pan No. (mandatory in case of Demat holders)	E-mail address

9. Share holders are requested to dematerialize their shares. The Company has appointed M/s. SHAREX DYNAMIC (INDIA) PVT. LTD. for handling share transfer job and also for maintaining electronic connectivity with NSDL AND CDSL who have allotted ISIN ACTIVATION NUMBER AS – ISIN No.- INE070B01013.

10. Members desirous of making nomination in terms of Section 72 of the Companies Act, 2013 in respect of their shareholding may approach the Registrar for assistance, Shareholders holding shares in electronic form may approach their DP with whom they maintain their account for nomination.

11. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

* In compliance with 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 the facility of voting through electronic means to its members. Members of the Company can

transact all the items of the businesses with the facility of voting through electronic means as contained in the notice of the meeting through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).

* The facility for voting, either through electronic voting system or ballot or polling paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

* The Company has appointed Ms. Priti Jayant Sheth, Practicing Company Secretary, who in the opinion of the Company is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner.

* The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and shall declare the result of the voting forthwith.

* **The cut-off date i.e. date not earlier than seven days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting shall be 23rd day of September 2015.**

* A member whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e voting as well as voting in the general meeting.

* The instructions for shareholders voting electronically are as under:

1. The voting period begins at 09:00 A.M. on 27th Day of September 2015 and will end at 05:00 P.M. on 29th Day of September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd day of September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

7. If you are a first time user follow the steps given below:

	* For Members holding shares in Demat Form and Physical Form
PAN	* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. * In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
* DOB#	* Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
* Dividend Bank Details#	* Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. * Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

8. After entering these details appropriately, click on "SUBMIT" tab.

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

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

11. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

12. 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.

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

14. 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.

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

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

17. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

* Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.

* They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

* After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

* The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

* They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (1) to sl. no. (17) above to cast vote.

(A) The voting period begins on Sunday, 27th September 2015 at 9:00 a.m. and ends on Tuesday 29th September 2015 at 5.00 p. m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

13. Members are requested to notify immediately any change in their address :

* to their Depository Participants (DPs) in respect of their electronic share accounts; and

* to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.

14. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready & replies will be provided at the meeting.

15. All the documents referred to in accompanying Notice are open for inspection at the registered office of the Company on all the working days, except Saturdays. Sundays, and holidays between 11.00 a.m. and 1.00 p.m. upto the date of Annual general Meeting.

16. Disclosures as per Clause 49 of the Listing Agreement for appointment /reappointment of Directors. Brief particulars of Directors being appointed/re-appointed as under:

Name	Brief Profile covering experience, achievements etc	Date of Birth	Shares held in the Company	Directorships held in other companies (excluding section 25 and foreign companies) as on 31st March, 2015	Memberships of committees across companies (includes only Audit & Shareholders'/ Investors' Grievance Committee)	Relationship between directors inter-se
Mr. Harsh Daulatmal Mehta	B Com, MBA from University of Southampton Solent (UK), Experience in the field of Project Management and Marketing	03/09/1987	Nil	04	0	Son of Managing Director Mr. Daulat Mehta
Mr. Daulat Samirmal Mehta	Chartered Accountant, 25 years of industry experience of which about 20 years is in the field of IT & ITES , also has exposure to International Finance and Banking.	09/01/1957	11,61,900	03	0	Spouse of Mrs. Kala Mehta, Father of Mr. Harsh Mehta, Brother of Mr. Kailash Mehta

For and on behalf of the Board

Sd/-
Daulat Samirmal Mehta
Managing Director
DIN: 01575366

Place:Mumbai
Date: 14/08/15

Register Office:
Plot No EL-178 TTC MIDC INDL Area
Mahape, Navi Mumbai- 400701

ANNEXURE TO NOTICE

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

Item No: 4

Appointment of Mr. Harsh Daulatmal Mehta as a Director

Mr. Harsh Daulatmal Mehta was appointed as an Additional Director by the Board of Directors with effect from 09th February 2015 pursuant to Section 161(1) of the Companies Act 2013. Mr. Harsh Daulatmal Mehta holds office as Director of the Company up to date of the ensuing Annual General Meeting.

The Company is in receipt of Notice under Section 160(1) of the Act, proposing candidature of Mr. Harsh Daulatmal Mehta as a Director of the Company.

Further the Board of Directors on the recommendation of the Nomination and Remuneration Committee hereby proposes to the Shareholders to appoint Mr. Harsh Daulatmal Mehta as a Director of the Company who shall be liable to retire by rotation and to pass the resolution as an Ordinary Resolution as set out in agenda item Number 4 of the notice of the 21st Annual General Meeting of the company.

Expect Mr. Daulat Mehta and Mrs. Kala Mehta, and Mr. Harsh Mehta none of the Directors and KMP's of the Company and their relatives is directly or indirectly interested in the above said resolution except to the extent of their shareholding.

For and on behalf of the Board

Sd/-
Daulat Samirmal Mehta
Managing Director
DIN: 01575366

Place: Mumbai
Date: 14/08/15

Register Office:
Plot No EL-178 TTC MIDC INDL Area
Mahape, Navi Mumbai- 400701

DIRECTORS REPORT

Dear Members,

Your Directors' have pleasure in presenting their 21st Annual Report together with the Audited Statement of Accounts for the year ended March 31st, 2015.

Financial Results

The financial results of the Company for the year ended March 31st, 2015 compared to the previous year are summarized below:

Particulars	Financial Year 2014-15	Financial Year 2013-14
Gross Profit (+) Loss (-) After Interest But Before Depreciation & Taxation	**1,95,15,152**	**95,54,167**
Depreciation	1,58,09,577	43,34,771
Profit Before Income Tax After Depreciation	**37,05,575**	**52,19,396**
Short Provision of Earlier Years	—	—
Prior Period Expenses	—	—
Current Tax	7,75,000	10,00,000
Deferred Tax	28,50,987	(17,06,047)
Net Profit after Tax	**57,81,562**	**25,13,349**

Performance and Future Prospects

Twinstar Industries Limited, the company has been involved into IT businesses since its inception, At Twinstar our constant endeavor is to grow. In some recent developments the company has been appointed by UIDAI as an Enrollment Agency (EA). The company has started its operations and is progressing. The company expects good growth from the project. With a wider objective and trying to cater to a wider audience the company is also looking into various fields of work with the Government of India and a few other companies as well. With the recent changing and constant increasing competition, the company plans to take the challenge to them and perform better than its peers. With the new Mantra of "Inspire" the company would look into projects which are new and different.

Dividend & Reserves

The Directors did not recommend any dividend for the Financial Year ended 31st March, 2015.

During the year under review, no transfers were made to any Reserves.

Change in the Nature of Business

There are no changes in the nature of business during the Financial Year 2014 – 2015 and from the end of Financial Year 31st March 2015 till the date of this report.

Internal Financial Control

The Company has effective internal financial control and risk mitigation system which are constantly assessed and strengthened. The Audit committee actively reviews the adequacy and effectiveness of the Internal Financial control and suggests the improvements for the same.

Subsidiary/Joint Ventures

The Company has no subsidiaries or joint ventures with any other entities.

Related Party Transaction

The transactions enter into by the Company are at Arm's Length Price and in ordinary course of business.

Deposits

The Company has not accepted any deposits under the provisions of section 73 of the Companies Act 2013 during the Financial Year 2014 – 2015

Auditors' Report

The Statements made by the Auditors in their report are self-explanatory and doesn't require any comments by the Board of Directors.

Statutory Auditor

The Statutory Auditors M/s. N.K. Jalan & Co, Chartered Accountants hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. Certificate from the Auditors has been received to the effect that their re-appointment if made, would be within limits prescribed under Section 139 of the Companies Act, 2013.

Share Capital

A) Issue of Equity Shares with Differential Rights: The Company has not issued any equity shares with differential rights during the Financial Year 2014 – 2015.

B) Issue of Sweat Equity Shares: The Company has not issued any Sweat Equity Shares during the Financial Year 2014 – 2015.

C) Issue of Employee Stock Options: The Company has not issued any Employee Stock Options during the Financial Year 2014 – 2015.

Extract of Annual Return

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

Conservation of Energy and Technology Absorption

The information relating to conservation of energy and technology absorption by the Companies annexed to the report as "Annexure B".

Foreign Exchange Earning and Outgo

During the year under review there were no earnings in foreign exchange and there was no foreign exchange out go.

Corporate Social Responsibility Initiative

The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

Directors

A) **Changes in directors and appointment of Key Managerial Personnel :**

During the year under review, the Company appointed Mr. Harsh Daulatmal Mehta(DIN: 01719123) as an Additional Director to hold office until the conclusion of the forthcoming Annual General Meeting. The company seeks shareholder's approval for appointing Mr. Harsh Daulatmal Mehta as an Executive Director of the Company liable to retire by rotation.

During the year under review, Mr. Yogesh Wadhvana (DIN:00266533) and Mr. Rishabh Jain (DIN: 03439137) have resigned from the Board due to their pre-occupation. The company appreciates for their valuable contribution during their tenure.

B) **Declaration by Independent Directors and Re-appointment of Directors :**

All the Independent Directors have given the declarations that they meet the criteria for Independence as laid down under Section 149(6) of the Companies Act 2013 and Clause 49 of the Listing Agreement.

In accordance with the provisions of Section 152 of the Companies Act 2013 and the Company's Articles of Association, Shri. Daulat Samirmal Mehta,(DIN: 01575366) Director retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

C) **Board Evaluation :**

Pursuant to the provisions of the Companies Act 2013, and clause 49 of the Listing Agreement , a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning , composition of the Board and its committee , culture , execution and performance of specific duties , obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Non – Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Number of Meetings of Board of Directors

During the year Board duly met 6 (Six) times. The details of the number of meetings of the Board held during the Financial Year 2014 -2015 forms a part of the Corporate Governance Report

Audit Committee

The composition of the Audit Committee and the number of Audit Committee meetings held during the Financial Year 2014 – 2015 forms a part of the Corporate Governance Report.

Vigil Mechanism for Directors and Employees

The Company has a Vigil Mechanism policy to report genuine concerns or grievances. The detail forms a part of the Corporate Governance Report.

Nomination and Remuneration Committee

The company has policies framed for remuneration and appointment of directors, Key managerial personnel and senior management of the company. The composition and policies forms a part of the Corporate Governance Report.

Particulars of Loans, Guarantees or Investments u/s 186 of the Companies Act 2013

The Company has not given any loan, guarantee or security in connection with any loan to any other body corporate or person exceeding the specified limits mentioned under section 186(2) of the Companies Act 2013.

Sr No.	Investment/Guarantee/Loans and Advances	Amount in INR
1	Investment	56,049,500
2	Loans and Advances	11,41,88,145

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act 2013 and the rules made there under the Company has appointed M/s Priti J Sheth & Associates, a firm of Company Secretaries in Practice (C.P. No 5518) to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is included as “Annexure C” and forms an integral part of this report.

Directors Comment on the Secretarial Audit Report:

The Company is in process of Appointing Key Managerial Personal. The Company is in process of reactivating its website. The Company is in process of restructuring the Composition of Board to align the same as per the provisions of Companies Act 2013 and Listing Agreement.

Corporate Governance

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate governance practices followed by the Company, together with a certificate from the Company’s Statutory Auditor’s confirming compliances, forms an integral part of this Report.

Risk Management Policy

The Company has a Risk Management framework to identify, evaluate business risks and opportunities. The framework helps in identifying risks, exposure and potential impact analysis for the Company level. The details forms a part of the Corporate Governance Report

Directors’ Responsibility Statement

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

1. That in preparation of the Annual Accounts for the year ended 31st March 2015, the applicable accounting standards have been followed along with the proper explanation relating to material departures , if any;

2. And applied them consistently and made Judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31,2015 and of the profit of the company for the year ended on that date;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going concern basis.
5. That 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;
6. That 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.

Particulars of Employees

Details of Remuneration as per Companies (Appointment and remuneration of Managerial Remuneration) Rules 2014 are as follows:

1. the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :6.43%
2. the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: NA
3. the percentage increase in the median remuneration of employees in the financial year: NA
4. the number of permanent employees on the rolls of company: 3 (Three)
5. the explanation on the relationship between average increase in remuneration and company performance: NA
6. comparison of the remuneration of the Key Managerial Personnel against the performance of the company: NA
7. variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year: NA
8. average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NA
9. the key parameters for any variable component of remuneration availed by the directors:NA
10. the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: NA
11. affirmation that the remuneration is as per the remuneration policy of the company: NA

Acknowledgements

The Board of Directors of acknowledge the continued the support and co-operation extended by the Statutory Authorities, Government Authorities, Bankers, Stock Exchange, Stake holders and employees of the Company.

for, Twinstar Industries Limited

Sd/-	Sd/-
D. S. Mehta	**Kailash Mehta**
Managing Director	*Director*
DIN: 01575366	DIN: 01741399

Place: Mumbai
Date: 14/08/15

ANNEXURE A

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L30007MH1994PLC079084
ii	Registration Date	20-06-1994
iii	Name of the Company	TWINSTAR INDUSTRIES LIMITED
iv	Category/Sub-category of the Company	Company Limited By Shares (Non Government Company)
v	Address of the Registered office & contact details	PLOT NO EL-178TTC MIDC INDL AREA,MAHAPE,NAVI MUMBAI-400701
vi	Whether listed company	Listed
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Sharex Dynamic (India) Pvt. Ltd ,17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort,Mumbai,Maharashtra,400001

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	% to total turnover of the company
1	Trading in Commodities	47190	60%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES N.A.

SR. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	ORIGINET TECHNOLOGIES LIMITED Address:702,ACME PLAZA,ANDHERI-KURLA ROAD, ANDHERI (E).MUMBAI,400059	U64200MH1996PLC103469	Associates Company	35.3992	2(6)
2					

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

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year					% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Number of Shares	
A.	**Promoters**										
(1)	Indian	0	0	0	0.00	0	0	0	0.00	0	0.00
a)	Individual/HUF	2205700	1418100	3623800	16.11	2205700	1418100	3623800	16.11	0	0.00
b)	Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0	0.00
c)	Bodies Corporates	1900000	1700	1901700	8.45	1900000	1700	1901700	8.45	0	0.00
d)	Bank/FI	0	0	0	0.00	0	0	0	0.00	0	0.00
e)	Any other	0	0	0	0.00	0	0	0	0.00	0	0.00
	SUB TOTAL:(A) (1)	**4105700**	**1419800**	**5525500**	**24.56**	**4105700**	**1419800**	**5525500**	**24.56**	**0**	**0.00**
(2)	Foreign										
a)	NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0	0.00
b)	Other Individuals	0	0	0	0.00	0	0	0	0.00	0	0.00
c)	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0	0.00
d)	Banks/FI	0	0	0	0.00	0	0	0	0.00	0	0.00
e)	Any other.	0	0	0	0.00	0	0	0	0.00	0	0.00
	SUB TOTAL (A) (2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**
	Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**4105700**	**1419800**	**5525500**	**24.56**	**4105700**	**1419800**	**5525500**	**24.56**	**0**	**0.00**
B.	**PUBLIC SHAREHOLDING**										
(1)	Institutions										
a)	Mutual Funds	14300	0	14300	0.06	14300	0	14300	0.06	0	0.00
b)	Banks/FI	200000	0	200000	0.89	200000	0	200000	0.89	0	0.00
C)	Cenntral govt	17750	21400	39150	0.17	17750	21400	39150	0.17	0	0.00
d)	State Govt.	0	0	0	0.00	0	0	0	0.00	0	0.00
e)	Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0	0.00
f)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0	0.00
g)	FIIS	0	16800	16800	0.07	0	16800	16800	0.07	0	0.00
h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0	0.00
i)	Others (specify)	0	0	0	0.00	0	0	0	0.00	0	0.00
	Stressed Assets Stabilisation Fund	250000	0	250000	1.11	250000	0	250000	1.11		
	SUB TOTAL (B)(1):	**482050**	**38200**	**520250**	**2.30**	**482050**	**38200**	**520250**	**2.30**	**0**	**0.00**
(2)	Non Institutions										
a)	Bodies corporates										
i)	Indian	7175945	21170	7197115	31.99	7175945	21170	7197115	31.99	0	0.00
ii)	Overseas	0	0	0	0.00	0	0	0	0.00	0	0.00
b)	Individuals										
i)	Individual shareholders holding nominal share capital upto Rs.1 lakhs	3452618	37485	3490103	15.34	3490103	63165	3553268	15.79	0	0.00
ii)	Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	5093757	115000	5208757	23.15	5093757	14350	5108107	22.70	0	0.00
iii)	Hindu Undivided Famiies										
iv)	Clearing Members	17513	14578	32091	0.14	17513	14578	32091	0.14		
v)	NRI Repartiable	516032	47637	563669	2.51	516032	47637	563669	2.51		
	SUB TOTAL (B)(2):	**16255865**	**235870**	**16491735**	**73.13**	**16293350**	**160900**	**16454250**	**73.13**		**0.00**
	Total Public Shareholding (B)= (B)(1)+(B)(2)	**16737915**	**274070**	**17011985**	**75.43**	**16775400**	**199100**	**16974500**	**75.43**		**0.00**
C.	**Shares held by Custodian for GDRs & ADRs**	0	0	0	0.00	0	0	0	0.00	0	0.00
	Grand Total (A+B+C)	**20843615**	**1693970**	**22500000**	**100.00**	**20881100**	**1618900**	**22500000**	**100.00**		

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during theyear
1	Kala Mehta	1481800	6.59	Nil	1481800	6.59	Nil	Nil
2	Daulat S Mehta	1161900	5.16	Nil	1161900	5.16	Nil	Nil
3	Kailash S Mehta	980100	4.36	Nil	980100	4.36	Nil	Nil
4	Kapila Consultants Private Limited	1700	0.01	Nil	1700	0.01	Nil	Nil
5	Twinstar Holding Finance Limited	1900000	8.44	Nil	1900000	8.44	Nil	Nil
	Total	5525500	24.56		5525500	24.56		

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

Sl No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1					
2					
3					
1					
2					
3					
1					
2					
3					
1					
2					
3					
1					
2					
3					
1					
2					
3					

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Namita Stocktrade Private Limited				
	At the beginning of the year	95031	0.422		
	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)				
	02/01/15-Transfer	324480			
	At the end of the year (or on the date of separation, if separated during the year)			419511	1.864
2	Nariman Point Finance Limited				
	At the beginning of the year	273356	1.215		
	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)				
	17/10/14-Transfer	2000		271356	1.206
	31/10/14-Transfer	500		270856	1.204
	At the end of the year (or on the date of separation, if separated during the year)			270856	1.204
3	Vintage Finstock Private Limited				
	At the beginning of the year	161350	0.717		
	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)				
	02/01/25-Transfer	186087			
	At the end of the year (or on the date of separation, if separated during the year)			347437	1.544
4	Shanti Vinimay Private Limited				
	At the beginning of the year	269098	1.196		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year)				
5	Vijay Dutt Vyas				
	At the beginning of the year	491951	2.186		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year)				
6	Stressed Assets				
	At the beginning of the year	250000	1.111		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year)				
7	Shashi Bhala				
	At the beginning of the year	205883	0.915		
	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)				
	21/11/14-Transfer	220		206103	0.916
	28/11/14-Transfer	376		206479	0.918
	05/12/14-Transfer	5154		211633	0.941
	12/12/14-Transfer	700		212333	0.944
	31/03/15-Transfer	9000		221333	0.984
	At the end of the year (or on the date of separation, if separated during the year)			221333	0.984
8	Nayan Desai				
	At the beginning of the year	300000	1.333		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year)				

9	Sandeep Arvind Karmarkar				
	At the beginning of the year			240303	1.068
	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)				
	17/10/14-Transfer	247003	1.098		
	14/11/14-Transfer	249382	1.108		
	21/11/14-Transfer	260382	1.157		
	05/12/14-Transfer	268182	1.192		
	12/12/14-Transfer	268382	1.193		
	At the end of the year (or on the date of separation, if separated during the year)	268382	1.193		
10	Debabrata Sahhu				
	At the beginning of the year	265000	1.178		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year)				

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Mr. NIRMAL JAIN				
	At the beginning of the year	NIL	0.00		
	At the end of the year	NIL	0.00		
2	Mr. KAILASH MEHTA				
	At the beginning of the year	980100	4.36		
	At the end of the year	980100	4.36		
3	Mr.DAULAT SAMIRMAL MEHTA				
	At the beginning of the year	1161900	5.16		
	At the end of the year	1161900	5.16		
4	Mr.VIRENDRA KUMAR BHANDARI				
	At the beginning of the year	NIL	0.00		
	At the end of the year	NIL	0.00		
5	Mrs. KALA DAULAT MEHTA				
	At the beginning of the year	1481800	6.59		
	At the end of the year	1481800	6.59		
6	Mr.HARSH DAULATMAL MEHTA				
	At the beginning of the year	NIL	0.00		
	At the end of the year	NIL	0.00		

V INDEBTEDNESS : Nil

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits			Total Indebtedness
Indebtness at the beginning of the financial year						
i) Principal Amount						
ii) Interest due but not paid						
iii) Interest accrued but not due						
Total (i+ii+iii)						
Change in Indebtedness during the financial year						
Additions						
Reduction						
Net Change						
Indebtedness at the end of the financial year						
i) Principal Amount						
ii) Interest due but not paid						
iii) Interest accrued but not due						
Total (i+ii+iii)						

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager				Total Amount
		DAULAT SAMIRMAL MEHTA				
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	6,18,000				
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NA				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NA				
2	Stock option	NA				
3	Sweat Equity	NA				
4	Commission as % of profit	NA				
5	Others, please specify	NA				
	Total (A)	6,18,000				6,18,000
	Ceiling as per the Act					

B. Remuneration to other directors: No remuneration was paid to Independent Directors

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

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD : No Remuneration is paid to CFO

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

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority RD/NCLT/ (Court)	Appeall made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

"Annexure B" to the Board's Report

The information relating to conservation of energy and technology absorption by the Company

(A) Conservation of Energy

i. the steps taken or impact on conservation of energy: As the Company is not engaged in any manufacturing activity the conservation of energy is relatively low.

ii. the steps taken by the company for utilizing alternates source of energy: NIL

iii. the Capital Investment on energy conservation equipments: NIL

(B) Technology Absorption

i. the efforts made towards technology absorption: NIL

ii. the benefits derived like product improvement, cost reduction, product development or import substitution: NIL

iii. in case of imported technology (imported during last three years reckoned from beginning of financial year)

(a) Details of technology imported: Nil

(b) Year of Import: Nil

(c) Whether technology has been fully absorbed: Nil

(d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof: Nil

iv. The expenditure incurred on Research and Development: Nil

"Annexure C"

Secretarial Audit Report

(For the Financial Year Ended 31st March 2015

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

To,
The Members,
Twinstar Industries Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Twinstar Industries Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

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

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Twinstar Industries Limited ("The Company")** for the period ended on 31st March 2015 according to the provisions of:

   I. The Companies Act, 2013 (the Act) and the Rules made thereunder;

   II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; (Not applicable to the Company during Audit period)

   III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

   IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during Audit period)

   V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

      a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

      c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during Audit period)

      d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during Audit period)

      e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during Audit period)

      f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during Audit period)

      g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during Audit period)

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during Audit period)

VI. Minimum Wages Act, 1948

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not applicable to the Company during Audit period)

(ii) Listing Agreements entered into by the Company with Bombay Stock Exchange Limited

During the period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc. mentioned above except to the extent as mentioned below:-

1. Company does not have Key Managerial Personnel except Managing Director as required u/s 203 of the Companies Act 2013; 2. Company does not have Functioning website as required under provisions of Clause 54 of Listing Agreement.3.The Composition of Board of Director is not as prescribed under Provisions of Companies Act 2013. 4. The Company not have appointed Company Secretary in whole time employment of the Company as per Companies Act 2013.5. During the F.Y 2014-15 the Company was not able to provide E voting facility to its shareholders for voting at the Annual General Meeting.6.The Company does not publish its Notices of Board Meeting, Quarterly Results, Notice of Annual General Meeting in the newspaper as per the listing agreement.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

2. **I further report that:**

Due to Changes in the Director the Composition is not as per the Clause 49 of the Listing Agreement and provisions of Section 149 of the Companies Act 2013, However Company is in process of restructuring the Board as per the requirement. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meeting were carried out unanimously.

3. **I further report that** based on the information received and records maintained 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.

4. **I further report that** during the audit period there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Priti J. Sheth & Associates
Company Secretaries

Sd/-
Priti Sheth
CP No.: 5518
FCS.: 6833

Place : Mumbai
Date : 14/08/15

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Industry Structure and Development:

With the IT expertise the company also focuses in various other fields of trade, commerce, commodity trades. The company is also very keen to work with the government of India on various other IT projects. With the "Make in India" initiative the company is very keen in working with various top players in the country on various projects which our well under its scope of Interest and expertise.

Opportunity and Threats:

The Board of Directors are exploring the possibilities of earning revenue for the Company through entering into BPO services by making use of the large infrastructure of the Company at Navi Mumbai.

Segment Wise/ Product Wise Performance

There has been a very good performance in the trading division as well as in I.T. Now since company has started government business the performance of I.T. division will be many folds in the year to come.

Outlook:

Due to the presence of the Company in various industries and the willingness of the Board of Directors of the Company to keep on exploring various opportunities the future of the Company is promising and growth centered.

Risk Mitigation

The Company has a dynamic Risk Management framework to identify, evaluate business risks and opportunities. The framework helps in identifying risks, exposure and potential impact analysis for the Company level.

Management Perception and Initiatives

Management aims to achieve success in its aim to achieve with its endeavor to work with the Government of India and try and pick a few other projects too from various other departments of the Indian government. Management is already successful in its first step by becoming an EA with the UIDAI.

Internal Control System:

The Company has an in-house internal audit department which examines and ensures adequate internal checks and control procedures. It also ensures proper accounting, records authorization, control of operations and compliance with law.

The company also believes in the importance of technology and systems in improving controls at various levels and strives to enhance them on a continuous basis. Further the Company is continuously working to improve and strengthen internal check and control system to align with the expected growth in operations.

Operational and Financial Performance:

The summarized performance of Twinstar Industries was as under:

	2014-15	**2013-14**
Revenue from Operations	100,17,73,631	71,42,40,478
Others	4,89,242	5,62,588
Profit before Tax	37,05,575	52,19,396

Human Resources and Industrial Relations:

The Company has appropriate policies in place for recruitment, training, skill development and compensation for its workmen, employees and staff. The Company makes an effort to keep on building good relationship with its associates, competitors and all the stakeholders in the various industries wherein it operates.

For Twinstar Industries Limited

Sd/-	Sd/-
D.S. Mehta	**Kailash Mehta**
Managing Director	*Director*
DIN: 01575366	DIN: 01741399

Place: Mumbai
Date: 14/08/15

REPORT ON COPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2015.

COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

Twinstar Industries Limited believes that "Corporate Governance" refers to the processes and structure by which the business and affairs of the Company are directed and managed, in order to enhance long term shareholder value through enhancing corporate performance and accountability, whilst taking into account the interests of all stakeholders. Good corporate governance, therefore, embodies both enterprise (performance) and accountability (conformance).

GOVERNANCE STRUCTURE

The Corporate Governance Structure at "Twinstar Industries Limited" is as follows:

1. Board of Directors: The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. Committees of the Board: The Board has constituted the following committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.

THE BOARD OF DIRECTORS

Composition of the Board:

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The Non-Executive Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberations and decisions of the Board.

The Board of Directors presently comprises of 6 members.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in clause 49 of the Listing Agreement), across all the Companies in which he is a Director. The composition of the Board in detail is as follows:

Sr. No.	Name of the Directors	Category	No. of Directorships in other Public Limited Companies	Number of Committee positions held in other Public Limited Companies.
1.	Mr. Nirmal Jain	Independent, Non Executive Director	Nil	Nil
2.	Mr. Kailash Mehta	Non Executive Director	Nil	Nil
3.	Mr. Daulat Samirmal Mehta	Executive Director	Nil	Nil
4.	Mr. Virendra Kumar Bhandari	Independent, Non Executive Director	Nil	Nil
5.	Mrs. Kala Daulat Mehta	Non Executive Director	Nil	Nil
6.	Mr. Harsh Daulatmal Mehta	Additional Director	Nil	Nil

Notes:

1. Mr. Harsh Daulatmal Mehta was appointed as an Additional Director with effect from 09th February 2015 and is proposed to be regularized in ensuing Annual General Meeting.
2. Mr. Yogesh Wadhvana, has resigned as a Director with effect from 09th October 2014.
3. Mr. Rishab Jain, has resigned as a Director with effect from 23rd January 2015.

Meetings of the Board:

The meetings of the Board of Directors are generally held at its registered office of the company at Plot No EL-178TTC MIDC INDL Area, Mahape, Navi Mumbai- 400701. The Board met Six times during the year with clearly defined agenda, circulated well in advance before each meeting.

The Attendance of the members of the Board at the meeting held during the year and at the last Annual general Meeting (AGM) and also the number of other Directorship & Membership /Chairmanship of Committees as on March 31, 2015 are as follows:

Sr. No.	Name of the Directors	Meetings held during the tenure of the Director from 01/04/2014 to 31/03/2015	No of Meetings attended	Attendance at the last AGM
1.	Mr. Nirmal Jain	6	3	Yes
2.	Mr. Kailash Mehta	6	6	Yes
3.	Mr. Daulat Samirmal Mehta	6	6	Yes
4.	Mr. Virendra Kumar Bhandari	4	2	No
5.	Mrs. Kala Daulat Mehta	4	3	No
6.	Mr. Harsh Daulatmal Mehta	Nil	Nil	No

Notes:

1. Mr. Harsh Daulatmal Mehta was appointed as an Additional Director with effect from 09th February 2015 and is proposed to be regularized in ensuing Annual General Meeting.
2. Mr. Yogesh Wadhvana, has resigned as a Director with effect from 09th October 2014.
3. Mr. Rishab Jain, has resigned as a Director with effect from 23rd January 2015.

Independent Directors Meeting:

During the year under review, the Independent Directors met on March 25, 2015, inter alia, to discuss :

1. Evaluation of performance of Non Independent Directors and the Board of Directors as a whole;
2. Evaluation of performance of the Chairman of the Company, taking into account the views of Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the Management and the board that is necessary for the Board to effectively and reasonably perform its duties.

Information Given to the Board

The Company provides the information as set out in Clause 49 of the listing agreement to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted as a part of the agenda papers in advance of the respective meetings.

Familiarization Programme for Directors

At the time of appointing a Director a formal letter of appointment is given to him/her which inter alia explains the roles, functions, duties and responsibilities expected of him/her as a director of the company. The Director is explained in detail the compliance required from him/her under the Companies Act 2013, Clause 49 of the Listing Agreement and other relevant regulations and affirmations taken with respect to the same.

Further the Company has put in place a system to familiarize the Independent Directors about the Company business.

Insider Trading Code

The Company has adopted a Code of Conduct for prevention of insider trading in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations 2015 with effect from 15th May 2015. The Code is applicable to promoters, and promoters group, all directors and such designated employees who are expected to have access to un-published price sensitive information relating to the company.

Code of Conduct:

All the Directors and Senior Management personnel have affirmed Compliance with the code of conduct.

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding adherence to Code of Conduct:

In accordance with Clause 49 (1) (D) of the listing agreement all the Directors and Senior Management personnel have affirmed compliance with the code of conduct for the year ended on 31st March 2015.

Board Committees

The Board has constituted the following committees:

* Audit Committee
* Stakeholders Relationship Committee
* Nomination and Remuneration Committee
* Risk Management Committee

1. Audit Committee :

In the financial year 2014-15, the Audit Committee duly met 4 times on 25/05/2014, 07/08/2014, 10/11/2014 and 09/02/2015. The Composition of the Audit Committee and the details of meetings attended by the members of the Audit Committee are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Virendra Kumar Bhandari	Independent, Non Executive Director	4	1
Mr. Nirmal Jain	Independent, Non Executive Director	4	1
Mr. Kailash Mehta	Non Executive Director	4	4
Mr. Yogesh Wadhwana	Independent, Non Executive Director	4	2
Mr. Rishab Jain	Independent, Non Executive Director	4	1

Notes:

1. Mr. Yogesh Wadhwana, has resigned as a Director with effect from 09th October 2014.
2. Mr. Rishab Jain, has resigned as a Director with effect from 23rd January 2015.
3. Mr. Virendra Kumar Bhandari replaced Mr. Rishabh Jain as the member of the Committee with effect from 09th February 2015.

The Audit Committee is responsible for the areas specified by Clause 49 of the Listing Agreement and provisions of the Companies Act besides other roles as may be referred by the Board of Directors. The Audit Committee has reviewed the Annual financial results, half-yearly results and internal working system of the company and has held discussion with the Statutory Auditors of the company.

2. Stakeholders Relationship Committee :

In the financial year 2014-15, the Shareholder and Investor Grievance Committee duly met once on 09th August 2014. The Composition of the Shareholders Relationship Committee and details of Meetings attended by the Members of the Committee are given below:

mittee are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Nirmal Jain	Independent, Non Executive Director	1	0
Mr. Virendra Kumar Bhandari	Independent, Non Executive Director	1	0
Mr. Kailash Mehta	Non Executive Director	1	1
Mr. Yogesh Wadhvana	Independent, Non Executive Director	1	1

Notes:

1. Mr. Yogesh Wadhvana, has resigned as a Director with effect from 09th October 2014.
2. Mr. Virendra Kumar Bhandari replaced Mr. Yogesh Wadhvana as the member of the Committee with effect from 09th October 2014.

The Committee has been delegated authority by the Board to approve transfers/transmission of shares, issue of share certificates etc. The Committee meets as and when there transfers/transmission of shares, or any complaints/ queries of the shareholders need to be attended.

The committee also reviews the queries and complaints received from the shareholders and the steps taken for their redressal. There were no complaints pending as on 31st March 2015.

There were no transfers/transmission of shares, issue of share certificates or investor complaints during the financial year.

Half-yearly Transfer Audit and Quarterly Secretarial Audit in terms of the Listing Agreement are regularly carried out by an Independent Practicing Company Secretary.

3. Nomination and Remuneration Committee :

In the financial year 2014-15, the Nomination and Remuneration Committee duly met 2 times on 07/08/2014 and 01/02/2015. The Composition of the Nomination and Remuneration Committee and details of Meetings attended by the Members of the Committee are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Nirmal Jain (Chairman)	Independent, Non Executive Director	2	1
Mr. Virendra Kumar Bhandari	Independent, Non Executive Director	2	1
Mr. Kailash Mehta	Non Executive Director	2	2
Mr. Yogesh Wadhvana	Independent, Non Executive Director	2	1

Notes:

1. Mr. Yogesh Wadhvana, has resigned as a Director with effect from 09th October 2014.
2. Mr. Virendra Kumar Bhandari replaced Mr. Yogesh Wadhvana as the member of the Committee with effect from 09th October 2014.

The broad terms of reference of the Nomination &Remuneration Committee are as under:

To approve the annual remuneration plan of the Company;

To approve the remuneration and commission/incentive remuneration payable to the Managing Director and Whole Time Director for each financial year;

To approve the remuneration and annual performance bonus payable to the Chief Financial Officer and the Executive Vice Presidents of the Company for each financial year;

Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.

Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key managerial personnel and Senior Management and their remuneration.

The said policy is available for inspection at the registered office of the Company on all the working days, except Saturdays, Sundays and holidays between 11.00 a.m. and 1.00 p.m.

1. Remuneration to Executive Directors

The Appointment and Remuneration of Executive Directors including Chairman and Managing Director and Whole time Director is governed by the recommendations of the Remuneration and Nomination Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to the Executive Directors is governed by the respective agreements executed between them and the Company.

The remuneration package of Chairman and Managing Director and Whole Time Director comprises of salary, perquisites, and allowances as approved by the shareholders at the General Meeting.

The remuneration policy is directed towards rewarding performance based on review of achievements.

Details of Remuneration paid to Directors for F.Y 2014 – 2015

Sr. No	Name of the Director	Designation	Salary paid during the year 2014-2015
1	Daulat Samirmal Mehta	Managing director	6,18,000/- Per Annum

The Company does not have any stock option scheme and No Commission was paid to any Director during the year 2014-2015

2. Remuneration to Non – Executive & Independent Directors:

No remuneration is paid to the Non Executive & Independent Directors.

4. Risk Management Committee:

Pursuant to clause 49 of the Listing Agreement with effect from 01st October 2014, the company required to constitute Risk Management Committee for evaluating the risk aspects of the company. The Company has constituted the Risk Management Committee consisting of three members and it met once during the Financial Year 2014 – 2015. The details are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Nirmal Jain	Independent, Non Executive Director	1	1
Mr. Virendra Kumar Bhandari	Independent, Non Executive Director	1	1
Mr. Kailash Mehta	Non Executive Director	1	1

General Body Meetings (Held in last 3 Years)

Year	Date	Time	Venue	Details of Special Resolutions Passed
2013-2014	September 30 , 2014	09.00 a.m	Plot No EL-178TTC MIDC INDL Area, Mahape, Navi Mumbai,-400701.	Adoption of new set of Articles of Association
2012-2013	September 30 , 2013	09.00 a.m	Plot No EL-178TTC MIDC INDL Area, Mahape, Navi Mumbai,-400701.	No Special Resolution
2011-2012	September 28, 2012	09.00 a.m	Plot No EL-178TTC MIDC INDL Area, Mahape, Navi Mumbai,-400701.	No Special Resolution

Disclosures

1. The disclosure of related party transactions have been made Notes to Accounts annexed to the Balance sheet as on March 31, 2015.
2. There has not been any non-compliance, penalties or structures imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to any of capital market, during the last three years.
3. Pursuant to Section 177(9) & (10) of the Companies Act 2013 and Clause 49 of the Listing Agreement the company has formulated the Whistle Blower Policy for Vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Companies Code of Conduct. The mechanism provides for adequate safeguards against the victimization of the employees and directors who use such mechanism and makes provisions for direct access to the chairperson of the audit committee in exceptional cases. None of the personnel of the company has been denied access to the audit committee.
4. Adoption of non mandatory requirements of Clause 49 of the Listing agreement is being reviewed by the Board from time to time.

Means of Communication

a. Financial Results :

The unaudited quarterly/half yearly results are announced within 45 days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the Financial year as per the requirements of the Listing agreements with the stock exchanges.

b. Website Details :

The Company has complied with Clause 54 of the Listing Agreement whereby the Company has its website however the Company is in process of reactivating the same.

c. Quarterly results, shareholding pattern, quarterly compliances, and all other corporate communication to the stock exchanges i.e BSE ltd are filed electronically.

Share Holders Information

1. Annual General Meeting

The Annual General Meeting of the Company for the year ended March 31, 2015 will be held at its Registered Office situated at Plot No EL-178TTC MIDC INDL Area, Mahape, Navi Mumbai,-400701 on 30th Day of September 2015 at 09.00 a.m.

2. Financial Calendar For 2015 – 2016 (Provisional)

1	Results for the Quarter ended June 30, 2015	August 14, 2015
2	Results for the Quarter ended September 30, 2015	By November 14, 2015
3	Results for the Quarter ended December 31, 2015	By February 15, 2016
4	Results for the Year ended March 31, 2016	By end of May 2016
5	Annual general Meeting for the year ended March 31, 2016	By end of September 2016

3. Book Closure

The Register of Members and Share Transfer Books are closed keeping in view the proposed dates of annual general meeting. For the year reference the above registers/books would be closed from 21st Day of September 2015 to 30th Day of September 2015 (both days inclusive) and was notified accordingly.

4. Listing of Shares

The equity shares issued by the Company are listed on the following Stock Exchanges:

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400 001

Ahmedabad Stock Exchange Limited
A-2, Kamdhenu Complex, Opposite Sahajanand College,
120 Feet Ring Road, Panjara Pol, Ambawadi,
Ahmedabad, Gujarat 380015

Bangalore Stock Exchange
51, Stock Exchange Towers, 1st Cross Road,
J.C Road, Bengaluru,
Karnataka 560027

5. Dematerialization of Shares

The Equity Shares of the Company are to be traded compulsorily in Dematerialised form. About 92.81% of paid-up Equity Capital has been dematerialised as on 31/03/2015.

The Company has entered in to agreements with the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for the purpose.

ISIN number for NSDL & CDSL: INE070B01013

6. Dividend Payment

No dividend has been recommended for the year 2014-2015.

7. Listing of shares on stock exchanges and Stock Code

Sr. No.	Name of the Stock Exchange	Stock code
1	The Bombay Stock Exchange Limited	532053
2	Ahmedabad Stock Exchange Limited	61860
3	Bangalore Stock Exchange	TSEL

8. E- Voting Facility

E voting facility has been made available for voting on all resolutions at the AGM. The details of the same are given in the notice of the AGM.

9. Stock Market Data

Stock Market Price Data for the year 2014-2015:

Month	BSE Prices	
	High (Rs.)	Low (Rs.)
April, 2014	1.42	1.04
May, 2014	1.59	1.21
June, 2014	1.47	1.13
July, 2014	1.48	1.23
August, 2014	1.40	1.09
September, 2014	1.62	1.16
October, 2014	1.95	1.30
November, 2014	1.76	1.28
December, 2014	1.51	1.09
January, 2015	1.26	1.05
February, 2015	1.39	1.01
March, 2015	1.11	0.74

10. Share Transfer Agent

M/s. Sharex Dynamic (India) Pvt. Ltd, Mumbai has been appointed as a common agency for both physical and Electronic Connectivity for dematerialization of shares.

To supplement to the prompt services given by the Registrar & Transfer Agent the Share Transfer and Investors grievance Committee meets as and when there are transfers/transmission of shares for the approvals of periodical transfers, issue of share certificates, splitting of shares etc.

All requests for dematerialization of shares are processed and confirmation thereof is sent to the shareholders within 21 days of the receipt thereof.

11. Share Transfer System

The transfer of shares in physical form is processed and completed by the registrar and transfer agent within a period of 7 days from the date of receipt thereof provided that all the documents are in order. In case of shares in electronic form the transfers are processed by NSDL/CDSL through respective depository participants. In compliance with the listing agreement with the stock exchanges, a practicing company secretary carries out audit of the system of transfers and the certificate to that effect is issued.

Reconciliation of Share Capital Audit Report

As stimulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges where the Company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

12. Distribution of Shareholding of the Company as on March 31, 2015 is as follows

Share Holding of Nominal Value of	Folios		Shares	
	Numbers	%	In Rs.	%
Up to 5000	6828	67.57	15251120	6.78
5001 – 10000	1357	13.43	12012990	5.34
10001 – 20000	759	7.51	12645050	5.62
20001 – 30000	287	2.84	7513830	3.34
30001 – 40000	143	1.42	5239870	2.33
40001 – 50000	205	2.03	9981520	4.44
50001 – 100000	270	2.67	20716510	9.21
100001 and Above	256	2.53	141639110	62.95
Total	**10105**	**100.00%**	**225000000**	**100**

CHANGE IN PROMOTER GROUP AND SEBI TAKEOVER

During the year there were no changes in promoter's shareholding.

13. The Shareholding Pattern of the Company as on March 31, 2015 is as follows:

	CATEGORY	Nos. of Equity Shares	Total %
(A)	Shareholding of Promoter Group		
(1)	Indian		
	Individuals / Hindu Undivided Family	3623800	16.11
	Body Corporates	1901700	8.45
	Sub Total	**5525500**	**24.56**
(2)	Foreign	—	
	Total shareholding of Promoter and Promoter Group (A)	**5525500**	**24.56**
(B)	Public Shareholding	—	
(1)	Institutions	—	
	Mutual Funds/UTI	14300	0.06
	Financial Institutions/Bank	200000	0.89
	Central Government/State Government(S)	39150	0.17
	Venture Capital Funds	0	0
	Insurance Companies	0	0
	Foreign Institutional Investors	16800	0.07
	Foreign Venture Capital Investors	0	0
	Stressed Assets Stabilisation Fund	250000	1.11
(2)	Non-Institutions		
	Bodies Corporate	7197115	31.99
	Individuals		
	Individual shareholders holding nominal share capital up to Rs. 1 lakh	3553268	15.79
	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5108107	22.70
	Any Others (Specify)		
1.	Non Resident Indians	563669	2.51
2.	Clearing Members	32091	0.14
	Sub Total	**16454250**	**73.13**
	Total Public shareholding (B)	**16974500**	**75.44**
	Total (A)+(B)	**22500000**	**100.00**
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
	Total (A)+(B)+(C)	**22500000**	**100.00**

14. Address for Correspondence - Investor Services

For any complaints relating to non-receipt of shares after transfer, transmission, change of address, mandate etc., dematerialization of shares, non-receipt of Annual Report, non-receipt of dividend etc., the complaint should be forwarded to M/s. Sharex Dynamic (India) Pvt. Ltd, at the following address:

7/B, Dena Bank Building
2nd Floor, Horniman Circle,
Fort,Mumbai,Maharashtra,400001

OR Regd. Office: Plot No EL-178TTC MIDC INDL Area
Mahape, Navi Mumbai- 400701

Directors Certification

(Issued in accordance with provisions of Clause 49 of the Listing Agreement)

To,
The Board of Directors
TWINSTAR INDUSTRIES LIMITED
Mumbai

I, Daulat Samirmal Mehta, Managing Director of the Company do hereby certify to the Board that :

a. I, have reviewed the Financial Statements read with the Cash Flow Statement of Twinstar Industries Limited for the year ended March 31, 2015 and to the best of our knowledge and belief ;

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

   ii. these statement present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

c. I accept responsibility for establishing and maintaining internal control for financial reporting. I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and steps I have taken or proposed to be taken for rectifying these deficiencies.

d. I have indicated to the Auditors and the Audit Committee:

   1. Significant changes in internal control over financial reporting during the year;

   2. Significant changes accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statement; and

   3. There have been no instances if significant fraud of which we have become aware and the involvement therein if any of the management or an employee having a significant role in the company's internal control system over financial reporting.

By Order of the Board
For Twinstar Industries Limited

Sd/-
Daulat Samirmal Mehta
(Managing Director)
DIN: 01575366

AUDITOR'S CERTIFICATE

To,
The Members,
Twinstar Industries Ltd.

We have examined the compliance of conditions of Corporate Governance by **M/s. Twinstar Industries Limited** for the year ended 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement, except for the following:

1) The Company has not appointed Company Secretary in whole time employment to act as a secretary of Audit Committee.

2) The Company does not has a working website

3) The Board composition doesnot appear in compliance of the Clause 49 of the listing agreement.

We state that no investor grievance is pending as at 31st March, 2015, for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investor Grievance Committee.

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

FOR N. K. JALAN & CO.
CHARTERED ACCOUNTANTS

Sd/-
(N.K. JALAN)
Proprietor

Place: Mumbai
Date: 14/8/2015

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TWINSTAR INDUSTRIES LTD (FORMERLY KNOWN AS TWINSTAR SOFTWARE EXPORTS LTD)

Report on the Financial Statements

We have audited the accompanying financial statements of TWINSTAR INDUSTRIES LTD (FORMERLY KNOWN AS TWINSTAR SOFTWARE EXPORTS LTD) ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 ?nancial 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 provision 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 ?nancial statements are free from material mis-statement.

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 financial statements.

Opinion

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

Other Matter

We did not audit the financial statements of company's wholly owned subsidiary "Twinstar Software Exports Inc" (USA), whose financial statement reflect total assets (net) of ` 31,87,036 as at 31st March 2015. These financial statements of subsidiary are not audited. The consolidation has been done based on management certified financial statement as on 31st March 2015.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 and on the basis of such checks of the books and records of the Company as we considered appropriate and

according to the information and explanation given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.

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

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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

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

   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards speci?ed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

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

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

FOR N.K. JALAN & CO
CHARTERED ACCOUNTANTS
FIRM NO. 104019W

PLACE: MUMBAI
DATED: 30/05/2015

(N.K. JALAN)
PROPRIETOR
Membership No.011878

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of its fixed assets:

   (a) The company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets. However no separate fixed asset register is available.

   (b) The fixed assets are physically verified by the management according to a phased program designed to cover all the items over a period, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, a portion of the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such physical verification. However no written report is available.

(ii) In respect of its inventories:

   (a) The inventory has been physically verified by management during the year. In our opinion, the frequency of verification is reasonable.

   (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to size of company and nature of business.

   (c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

(iii) During the year the Company has not granted loan to any party covered in the register maintained under Section 189 of the Companies Act, 2013. However there is old outstanding in respect of loans given to two parties covered in the register maintained under Section 189.

(a) There is regular receipt towards the principal amount as stipulated. The loans given are interest free.

(b) In our opinion and according to the information and explanations given to us, there is no overdue amount in respect of said loan and therefore provisions of sub clause (b) of clause (iii) of paragraph 3 of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

(v) The company has not accepted any deposits from the public of the nature which attracts the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made there under. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.

(vi) As per the information and explanations given to us, in respect of the class of industry in which the Company falls, the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company.

(vii) In respect of statutory dues:

(a) The company is regular in depositing with appropriate authority undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities except in certain cases where there were delays in deduction and deposit of TDS. According to the information and explanations given to us, no undisputed amounts payable in respect of above dues were in arrears, except as stated below, as at 31st March, 2015 for a period of more than six months from the date they became payable.

Nature of dues	**Amount (') (excluding interest, if any)**
Profession Tax	13,500
Property Tax	22,82,930
TDS on Professional fees	9,000
Service Tax	99,411
Vat	2,47,555
FBT	24,110
Income Tax	3,48,855

(b) According to the information and explanations given to us, there are no dues of sales tax, custom duty, income tax, wealth tax, excise duty or cess, which have not been deposited on account of any dispute.

(c) In our opinion and according to the information and explanations given to us, there are no amounts which are required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under.

(viii) The company is registered for a period of more than 5 years and there are no accumulated losses at the end of the financial year. The company has not incurred cash losses during the financial year and in the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to bank / financial institutions.

(x) In our opinion and according to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions. Therefore, the provisions of clause (x) paragraph 3 of the Order are not applicable to the Company.

(xi) According to the information & explanation given to us, the term loans taken by the company have been applied for the purpose for which they have been obtained.

(xii) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

FOR N.K. JALAN & CO
CHARTERED ACCOUNTANTS
FIRM NO. 104019W

PLACE: MUMBAI
DATED: 30/05/2015

(N.K. JALAN)
PROPRIETOR
Membership No.011878

TWINSTAR INDUSTRIES LTD

(FORMERLY KNOWN AS TWINSTAR SOFTWARE EXPORTS LTD)

Balance Sheet as at 31st March, 2015

Particulars		Note No.	As at 31 March, 2015 ₹	As at 31 March, 2014 ₹
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	2	22,46,02,360	22,46,02,360
	(b) Reserves and surplus	3	91,59,181	33,77,619
2	**Non-current liabilities**			
	(a) Long term Borrowings	4	16,30,750	14,93,609
	(b) Deferred tax liability (Net)	12	-	5,57,302
	(c) Other Non Current Laibilities	5	1,85,00,000	1,85,00,000
3	**Current liabilities**			
	(a) Trade payables	6	5,15,18,797	5,65,04,665
	(b) Short term Borrowings	7	5,55,02,400	3,78,18,663
	(c) Other current liabilities	8	5,83,28,028	30,54,434
	(d) Short term Provisions	9	29,00,000	21,33,500
	TOTAL		**42,21,41,515**	**34,80,42,152**
B	**ASSETS**			
1	**Non-current assets**			
	(a) Fixed assets			
	(i) Tangible assets	10	5,95,35,497	7,53,19,474
	(b) Non - Current Investments	11	5,60,49,500	6,86,94,500
	(c) Deferred tax assets (Net)	12	22,93,685	-
	(d) Long-term loans and advances	13	52,02,500	4,68,88,613
	(e) Other Non Current Assets	14	10,99,696	6,99,696
2	**Current assets**			
	(a) Inventories	15	47,61,982	-
	(b) Trade receivables	16	14,48,85,121	14,24,08,113
	(c) Current Investments	-	-	
	(d) Cash and cash equivalents	17	3,80,62,408	34,07,804
	(e) Short-term loans and advances	18	10,89,85,645	1,06,23,952
	(f) Other Current Assets	19	12,65,482	-
Notes To Balance Sheet and Statement Of Profit and Loss		1 to 31		
	TOTAL		**42,21,41,515**	**34,80,42,152**

As per our report Of Even Date

For N. K. JALAN & CO.
Chartered Accountants
Firm Reg No : 104019 W

CA N K JALAN
PROPRIETOR
Mem. No. 011878

Place : Mumbai
Date : 30.05.2015

FOR TWINSTAR INDUSTRIES LTD (FORMERLY KNOWN AS TWINSTAR SOFTWARE EXPORTS LTD)

sd/-
Daulat Mehta
Director
(DIN : 01575366)

sd/-
Kailash Mehta
Director
(DIN : 01741399)

Statement of Profit & Loss for the year ended 31st March, 2015

Particulars	Note No.	For the year ended 31 March, 2015 ₹	For the year ended 31 March, 2014 ₹
A CONTINUING OPERATIONS			
1 Revenue from operations (gross)	20	1,00,17,73,631	71,42,40,478
Less: Excise duty		-	-
Revenue from operations (net)		**1,00,17,73,631**	**71,42,40,478**
2 Other income	21	4,89,242	5,62,588
3 Total revenue (1+2)		**1,00,22,62,873**	**71,48,03,066**
4 Expenses			
(a) Purchases of stock-in-trade	22	97,51,31,587	69,61,73,087
(b) Change in inventories of stock-in-trade	23	-47,61,982	-
(c) Employee benefits expense	24	32,21,837	23,41,451
(d) Depreciation and amortisation expense	10	1,58,09,577	43,34,771
(e) Financial expenses	25	65,61,792	38,81,079
(f) Other expenses	26	25,94,488	28,53,282
Total expenses		**99,85,57,298**	**70,95,83,670**
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		37,05,575	52,19,396
6 Exceptional and Extraordinary items		-	-
7 Profit before tax (5-6)		37,05,575	52,19,396
8 Tax expense:			
(a) Current tax		7,75,000	10,00,000
(b) Deferred tax Asset / (Liability)		28,50,987	-17,06,047
9 Profit / (Loss) from continuing operations		57,81,562	25,13,349
10 Profit / (Loss) from discontinuing operations		-	-
11 Profit / (Loss) for the year		57,81,562	25,13,349
Notes To Balance Sheet and Statement Of Profit and Loss	1 to 31		
12.i Earnings per share (of ' 10/- each):	28		
(a) Basic			
(i) Continuing operations		0.26	0.11
(ii) Total operations		0.26	0.11
(b) Diluted			
(i) Continuing operations		0.26	0.11
(ii) Total operations		0.26	0.11
12.ii Earnings per share (excluding extraordinary items) (of ' 10/- each):			
(a) Basic			
(i) Continuing operations		0.26	0.11
(ii) Total operations		0.26	0.11
(b) Diluted			
(i) Continuing operations		0.26	0.11
(ii) Total operations		0.26	0.11

As per our report Of Even Date

For N. K. JALAN & CO.
Chartered Accountants
Firm Reg No : 104019 W

CA N K JALAN
PROPRIETOR
Mem. No. 011878

Place : Mumbai
Date : 30.05.2015

FOR TWINSTAR INDUSTRIES LTD (FORMERLY KNOWN AS TWINSTAR SOFTWARE EXPORTS LTD)

sd/-
Daulat Mehta
Director
(DIN : 01575366)

sd/-
Kailash Mehta
Director
(DIN : 01741399)

2. Share capital

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	₹	Number of shares	₹
(a) Authorised				
Equity shares of ‘ 10 each	2,25,00,000	22,50,00,000	2,25,00,000	22,50,00,000
(b) Issued				
Equity shares of ‘ 10 each	2,24,60,236	22,46,02,360	2,24,60,236	22,46,02,360
(c) Subscribed and fully paid up				
Equity shares of ‘ 10 each	2,24,60,236	22,46,02,360	2,24,60,236	22,46,02,360
Total	**2,24,60,236**	**22,46,02,360**	**2,24,60,236**	**22,46,02,360**

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Kala Mehta	14,81,800	6.59	14,81,800	6.59
Daulat S. Mehta	11,61,900	5.16	11,61,900	5.16
Twinstar Holding & Finance Ltd.	19,00,000	8.44	19,00,000	8.44
Vintage Finstock Pvt. Ltd.	33,00,000	14.67	33,00,000	14.67

The company has only one class of shares referred to as equity shares having a par value of ‘ 10/- each. Each holder of equity shares is entitled to one vote per share.

3. Reserves and surplus

Particulars	As at 31 March, 2015 ₹	As at 31 March, 2014 ₹
(a) General Reserve		
Opening balance	1,98,37,000	1,98,37,000
Add : Transferred from surplus in Statement of Profit & Loss	-	-
Less : Utilised/ transferred during the for:	-	-
Closing balance	1,98,37,000	1,98,37,000
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	-1,64,59,381	-1,89,72,729
Add: Profit / (Loss) for the year	57,81,562	25,13,349
Amounts transferred from:		
General reserve	-	-
Other reserves (give details)	-	-
Closing balance	-1,06,77,819	-1,64,59,381
Total	**91,59,181**	**33,77,619**

Particulars	As at 31 March, 2015 ₹	As at 31 March, 2014 ₹
4. Long term Borrowings		
Secured :		
Car Loan (Secured against the Car)	16,30,750	14,93,609
Total	**16,30,750**	**14,93,609**
5. Other Non Current Liabilities		
Deposit	1,85,00,000	1,85,00,000
Total	**1,85,00,000**	**1,85,00,000**
6. Trade payables		
Sundry Creditors for goods	5,15,18,797	5,65,04,665
Total	**5,15,18,797**	**5,65,04,665**

Balance of Creditors are subject to confirmation and/or Reconciliation/consequential adjustments if any.

7. Short Term Borowings		
Secured :		
Bank O/d	5,55,02,400	3,75,39,723
Car Loan (Secured against Car)	-	2,78,940
Total	**5,55,02,400**	**3,78,18,663**

Bank O/d is secured against :

1) Hypothecation of Stock & Debtors

2) Personal Guarantee of Mr. Daulat Mehta and Mr. Kailash Mehta, directors of company

3) Mortgage of Property situated at 178, Electronic Road, MIDC Industrial Area, Navi Mumbai - 400 701.

8. Other current liabilities		
Duties & Taxes	30,97,392	26,84,810
Sundry creditors for expenses	4,05,636	3,69,624
Advance from customers	5,48,25,000	-
Total	**5,83,28,028**	**30,54,434**

There is no contingent liability outstanding as on 31st March 2015.

9. Short Term Provisions		
Provision for Tax	29,00,000	21,25,000
Other provisions	-	8,500
Total	**29,00,000**	**21,33,500**

10. Fixed assets

A. Tangible assets	Gross block					Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2014	Additions	Disposals	Other adjustments	Balance as at 31 March, 2015	Balance as at 1 April, 2014	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2015	Balance as at 31 March, 2015	Balance as at 31 March, 2014
(a) Land											
Leasehold	50,13,214	-	-	-	50,13,214	-	-	-	-	50,13,214	50,13,214
(b) Buildings											
Own use	3,87,83,441	-	-	-	3,87,83,441	88,18,144	11,45,177	-	99,63,321	2,88,20,120	2,99,65,297
(c) Furniture & Fixtures											
Owned	95,29,291	-	-	-	95,29,291	68,53,440	2,67,723	-	71,21,163	24,08,128	26,75,851
(d) Vehicles											
Owned	28,37,746	-	-	-	28,37,746	28,37,746	2,97,373	-	31,35,119	-2,97,373	-
(e) Computer Equipments											
Owned	10,69,00,237	-	-	-	10,69,00,237	10,69,00,237	-	-	10,69,00,237	-	-
(f) Office equipment											
Owned	6,40,619	-	-	-	6,40,619	4,07,910	1,29,276	-	5,37,186	1,03,433	2,32,709
(g) Diesel Generating Set											
Owned	3,76,578	-	-	-	3,76,578	3,04,471	53,278	-	3,57,749	18,829	72,107
(h) U.P.S.System											
Owned	15,19,340	-	-	-	15,19,340	7,21,468	3,42,478	-	10,63,946	4,55,394	7,97,872
(i) Air Conditioner											
Owned	12,21,207	-	-	-	12,21,207	7,21,222	3,25,189	-	10,46,411	1,74,796	4,99,985
(j) Electric Installation											
Owned	31,01,140	-	-	-	31,01,140	13,27,137	6,40,750	-	19,67,887	11,33,253	17,74,003
(k) Computer & Hardware											
Owned	3,65,15,962	25,600	-	-	3,65,41,562	44,19,554	1,26,08,333	-	1,70,27,887	1,95,13,675	3,20,96,408
(l) LCDTV											
Owned	34,990	-	-	-	34,990	34,990	-	-	34,990	-	-
(m) Motor Cars											
Owned	24,40,760	-	-	-	24,40,760	2,48,731	-	2,48,731	21,92,029	21,92,029	
Total	**20,89,14,525**	**25,600**	**-**	**-**	**20,89,40,125**	**13,35,95,050**	**1,58,09,577**	**-**	**14,94,04,627**	**5,95,35,497**	**7,53,19,474**
Previous year	16,08,06,643	4,81,07,882	-	-	20,89,14,525	12,92,60,279	43,34,771	-	13,35,95,050	7,53,19,474	3,15,46,364

Note: 1)The Valuation of Fixed Assets has been taken, valued and certified by the managing director of the company.

2) The depreciation includes amount of ' 13,71,117 towards depreciation on such assets whose useful life is NIL as on 01.04.2014 as per Schedule II of the Companies Act, 2013.

11. Non Current investments

Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Quoted ₹	Unquoted ₹	Total ₹	Quoted ₹	Unquoted ₹	Total ₹
Investment in equity instruments (give details separately for fully / partly paid up instruments)						
(i) of subsidiaries	-	39,94,500	39,94,500	-	39,94,500	39,94,500
(ii) of associates	-	-	-	-	-	-
Originet Technologies Limited (22,32,750 (P.Y. NIL) equity shares of ' 10/- each, fully paid)	-	4,46,55,000	4,46,55,000	-	-	-
(iii) of joint venture companies	-	-	-	-	-	-
(iv) of controlled special purpose entities	-	-	-	-	-	-
(v) of other entities	-	-	-	-	-	-
M.M.Gems & Gold Pvt. Ltd.	-	-	-	-	1,02,00,000	1,02,00,000
(NIL (P.Y. 40,000) equity shares of ' 10 each, fully paid)	-					
R Vision India Pvt Ltd.	-	74,00,000	74,00,000	-	74,00,000	74,00,000
Wing Infrastructure Engineers Pvt. Ltd.	-	-	-	4,71,00,000	4,71,00,000	
(NIL (94,200) equity shares of ' 10 each, fully paid)	-					
TOTAL	**-**	**5,60,49,500**	**5,60,49,500**	**-**	**6,86,94,500**	**6,86,94,500**

Particulars	As at 31 March, 2015 ₹	As at 31 March, 2014 ₹
12. Deferred Tax Assets (net)		
In accordance with the Accounting Standard 22 on " Accounting for Taxes on Income " issued by The Institute of Chartered		
Accountants of India, Deferred assets and liabilities should be recognized for all timing differences in accordance with the		
said standard.		
The tax effect of significant timing differences during the year that have resulted in deferred tax assets and liabilities are given below:		
(A)		
(a) WDV As Per Companies Act (except Land)	5,45,22,283	7,53,19,474
(b) WDV As Per Income Tax Act	3,56,05,334	5,20,61,463
Difference	1,89,16,949	2,32,58,011
Deferred Tax Laibility @ 11.845% (P.Y. 30.9%)	22,40,713	71,86,725
(B)		
Total Closing Business Loss	3,59,98,177	5,00,12,643
Deferred Tax Asset @ 11.845% (P.Y. 11.845%)	42,63,984	59,23,998
(C)		
Sec 43B Timing difference (Property Tax)	22,82,930	22,82,930
Deferred Tax Asset @ 11.845% (P.Y. 30.9%)	2,70,413	7,05,425
Net Deferred Tax Asset/(Liability)	22,93,685	-5,57,302
Less: Opening Deferred tax Assets / (Liability)	-5,57,302	11,48,745
Recognized in Balance Sheet	22,93,685	-5,57,302
Recognized in Profit & Loss Account	-28,50,987	17,06,047
13. Long Term Loans & Advances		
Other Loans & Advances	52,02,500	4,68,88,613
Total	**52,02,500**	**4,68,88,613**
14. Other Non Current Assets		
Bank Guarantee	3,61,442	1,61,442
Bank of Baroda (EMD)	2,00,000	-
Deposits	5,38,254	5,38,254
Total	**10,99,696**	**6,99,696**

Particulars	As at 31 March, 2015 ₹	As at 31 March, 2014 ₹
15. Inventories		
(At lower of cost and net realisable value)		
Finished Goods	47,61,982	
Total	**47,61,982**	**-**
(a) The closing stock has been taken and certified by the director of the company.		
16. Trade Receivable		
Debts outstanding for a period exceeding six months		
Unsecured, considered good	1,32,47,528	1,79,16,358
Other Trade receivables		
Unsecured, considered good	13,16,37,594	12,44,91,755
Less: Provision for doubtful trade receivables	-	-
Total	**14,48,85,121**	**14,24,08,113**
Balance of Debtors are subject to confirmation and/or Reconciliation/consequential adjustments if any.		
17. Cash and cash equivalents		
(a) Cash on hand	34,35,098	5,53,670
(b) Balances with banks		
(i) In current accounts		
Axis Bank	3,45,26,713	18,51,998
Union Bank Of India	1,00,597	10,02,136
Total	**3,80,62,408**	**34,07,804**
18. Short-term loans and advances		
(A) Advance recoverable in cash or in kind or for value to be received	5,17,76,252	92,000
(B) Payment of Taxes	8,98,024	6,86,033
(C) Other Loan and Advances	5,63,11,369	98,45,919
Less: Provision for other doubtful loans and advances	-	-
Total	**10,89,85,645**	**1,06,23,952**
Balance of Loans and Advances are subject to confirmation and/or Reconciliation/consequential adjustments if any.		
19. Other Current Assets		
LC Margin Money	12,50,000	-
Accrued interest on above	15,482	-
Total	**12,65,482**	**-**

Particulars	For the year ended 31st March, 2015 ₹	For the year ended 31st March, 2014 ₹
20. Revenue from operations		
Sale of products	1,00,17,73,631	71,42,40,478
Less:		
Excise duty	-	-
Total	**1,00,17,73,631**	**71,42,40,478**
21. Other income		
Interest Income	4,24,465	5,36,146
Discount	64,777	-
Sundry Balance written off	-	26,442
	4,89,242	**5,62,588**
22. Purchase of traded goods		
Purchase of products	97,51,31,587	69,61,73,087
Total	**97,51,31,587**	**69,61,73,087**
23. Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Inventories at the end of the year:		
Stock-in-trade	47,61,982	-
	47,61,982	-
Inventories at the beginning of the year:		
Stock-in-trade	-	-
	-	-
Net (increase) / decrease	**-47,61,982**	**-**
24. Employee benefit expense		
Salaries and wages	25,32,406	16,84,053
Director's Remuneration	6,18,000	6,18,000
Staff Welfare Expenses	41,148	20,098
Staff Travelling Expenses	30,283	19,300
Total	**32,21,837**	**23,41,451**

Particulars	For the year ended 31st March, 2015 ₹	For the year ended 31st March, 2014 ₹
25. Finance Charges		
Interest On CC Limit	61,62,781	34,18,432
Loan Processing Charges	2,23,200	2,68,200
Interest on Car Loan	1,75,811	1,94,447
Total	**65,61,792**	**38,81,079**
26. Other expenses		
Audit Fees	1,01,124	1,01,124
Bank Charges	1,61,539	72,179
Electricity Expenses	3,07,053	3,52,911
Entertainment Expenses	-	1,81,138
Listing Fees	4,98,700	1,25,460
Internet Charges	-	12,640
Service Tax	-	8,709
Insurance Charges	-	35,134
Miscellaneous Expenses	2,583	53,337
Foreign Exchange Loss	-	1,09,961
Motor Car Expenses	-	16,149
Repair & Maintenance	-	25,870
Office Expenses	88,712	60,129
Office Rent	1,56,000	1,55,000
Transport Charges	-	3,51,355
Penalty Charges	4,27,434	-
Printing and Stationery	16,013	-
Professional Fees	1,17,416	4,65,610
Professional Tax	-	2,500
Share Registrar Charges	1,21,397	84,816
Software development Charges	3,371	28,130
ROC Expenses	8,970	29,819
Security Charges	62,000	76,000
Telephone Expenses	86,613	8,958
Travelling Charges	4,13,385	4,77,748
Water Charges	22,179	18,605
Total	**25,94,488**	**28,53,282**

Notes: (i)

(i) Payments to the auditors comprises (net of service tax input credit, where applicable):

As auditors - statutory audit	56,180	56,180
For taxation matters	11,236	11,236
Other Matters	33,708	33,708
Total	**1,01,124**	**1,01,124**

Accompanying notes to the financial statements for the year ended 31st March, 2015

Company Overview :

Twinstar Industries Ltd. (Formerly known as Twinstar Software Exports Ltd.) is a public limited company engaged in business of trading in various products.

1. SIGNIFICANT ACCOUNTIG POLICIES

(i) Basis of Preparation of financial statements:

The financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards notified under section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Companies Act, 2013 and guide lines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use or different accounting policy is required by statute.

(ii) Revenue Recognition:

Sales are recognized, net of returns and trade discounts, on dispatch of goods to Customers.

Interest income is recognized on time proportion basis.

(iii) Use Of Estimates:-

The presentation of financial statements in conformity with the generally accepted accounting principal requires estimates and assumptions to be made. That affects the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized

(iv) Fixed Assets:-

Fixed Assets are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties (net of tax credits as applicable) levies and any directly attributable cost of bringing the assets to their working condition for their Intended use.

(v) Depreciation & Amortisation:-

Depreciation on fixed assets is provided on Straight Line Method (SLM) on pro-rata basis as per the useful life prescribed in the Schedule II of the Companies Act, 2013.

The carrying amount of the asset as on 01.04.2014, after retaining the residual value, has been charged to Statement of Profit & Loss where the remaining useful life of the asset is NIL.

(vi) Investments:-

Long term investments are stated at cost. Provision for diminution in value of Long term investment is made only if such decline is other than temporary in the opinion of management. Investments other than long term investments being current investments are valued at cost or fair value whichever is lower.

(vii) Inventories:-

Stock of finished goods is valued at lesser of Cost and Net Realizable Value.

(viii) Provision:-

A provision is recognized when an enterprise has a present obligation as a result of past events 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. Provision are determined based on management estimate require to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

(ix) Treatment Of Contingent Liabilities:-

Contingent liabilities are disclosed by way of note on the balance sheet. Provision is made in the accounts for those liabilities which are likely to Materialize after the year end till the finalization of accounts and having effect on the position stated in the balance sheet as at the year end.

(x) Foreign Exchange Transaction:-

Transactions entered into and concluded during the year in foreign currency are recorded at the actual exchange rates prevailing at the time of conclusion of transactions. In respect of transaction covered by forward exchange contracts, the difference between the forward rate and the exchange rate on the date of transaction is recognized as income or expenses over the life of the contracts. Outstanding assets and liabilities at the year end are converted into Indian rupees as per FEDAI rate of exchange prevalent on the said date. Exchange rate Difference arising out of subsequent settlements is dealt in the Profit & Loss Accounts.

(xi) Taxation:-

Provision for taxation has been made in accordance with the rates of Income Tax Act, 1961 prevailing for the relevant assessment year.

(xii) Deferred Taxation:-

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

(xiii) Retirement and other Employee Benefit:

There is no defined contribution scheme prevailing in the company. Provision in respect of leave encashment is recognized as an expense in Profit & Loss Account for the period in which the employee has rendered services. Expenses in respect of other short term benefit are recognized on the basis of the amount paid or payable for the year for which the services are rendered by the employee.

(xiv) Impairment of Assets:-

The Company assess whether there is any indication that any assets may be impaired at the balance sheet date. If any indication exists, the company estimates the recoverable amount and an impairment loss is recognized in the accounts, to the extent the carrying amount exceeds the recoverable amount.

Cash Flow Statement for the year ended 31st March, 2015

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	37,05,575	52,19,396
Adjustments to reconcile profit before tax to cash provided by operating activities		
Depreciation and amortisation expense	1,58,09,577	43,34,771
Finance cost	65,61,792	38,81,079
Interest & Dividend Income	-4,07,261	-5,36,146
Operating Profit before Working Capital changes	2,56,69,682	1,28,99,100
Changes in assets and liabilities		
Trade receivables	-24,77,008	-9,42,07,451
Inventories	-47,61,982	-
Current Investments	-	-
Loans, advances, deposits and other assets	-5,81,29,071	1,91,11,766
Trade Payable and other current liabilities	5,02,79,226	4,38,85,077
Income taxes paid	2,11,991	-
NET CASH GENERATED BY OPERATING ACTIVITIES	**1,03,68,856**	**-1,83,11,509**
CASH FLOWS FROM INVESTING ACTIVITIES		
Payment towards capital expenditure	-25,600	-4,81,07,882
Sale / (Purchase) of Investment	1,26,45,000	2,24,00,000
Interest and dividend received	4,07,261	5,36,146
CASH FLOWS FROM INVESTING ACTIVITIES BEFORE EXCEPTIONAL ITEM	1,30,26,661	-2,51,71,736
NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES	**1,30,26,661**	**-2,51,71,736**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of share capital	-	-
Increase in Short Term Borrowings	1,76,83,737	3,02,21,592
Increase in Long Term Borrowings	1,37,141	14,93,609
Finance cost-65,61,792	-38,81,079	
Increase in Other Non Current Liabilities	-	1,85,00,000
Share Issue Expenses	-	-
NET CASH PROVIDED BY/(USED IN) FINANCING ACTIVITIES	**1,12,59,086**	**4,63,34,122**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**3,46,54,603**	**28,50,877**
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	34,07,804	5,56,926
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	**3,80,62,408**	**34,07,804**

As per our report Of Even Date

For N. K. JALAN & CO.
Chartered Accountants
Firm Reg No : 104019 W

CA N K JALAN
PROPRIETOR
Mem. No. 011878

Place : Mumbai
Date : 30.05.2015

FOR TWINSTAR INDUSTRIES LTD (FORMERLY KNOWN AS TWINSTAR SOFTWARE EXPORTS LTD)

sd/-
Daulat Mehta
Director
(DIN : 01575366)

sd/-
Kailash Mehta
Director
(DIN : 01741399)

FORM MGT – 11

PROXY FORM

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

TWINSTAR INDUSTRIES LIMITED

CIN: L30007MH1994PLC079084

Regd Off.: Plot No. EL – 178, TTC MIDC INDL, Area Mahape, Navi Mumbai – 400701

Twenty First Annual General Meeting

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) Twinstar Industries Limited hold _____ shares of the above named company, hereby appoint

1. Name: _____

   Address: _____

   E-mail Id: _____Signature _____., or failing him

2. Name: _____

   Address: _____

   E-mail Id: _____Signature_____., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on the 30th day of September, 2015 at the registered Office of the Company at Plot No. EL – 178, TTC MIDC INDL, Area Mahape, Navi Mumbai – 400701 at 09.00 a.m. and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To consider and adopt Audited Financials as on 31st March 2015.		
2.	Appointment of Auditors and Fixation of their remuneration		
3.	To Appoint Mr. Daulat Samirmal Mehta as a Director who retires by rotation and being eligible for reappointment.		
4.	To Appoint Mr. Harsh Daulatmal Mehta as a Director of the Company.		

Signed this…… day of…… 20….

_____

Member's Signature

_____ _____

Signature of 01st proxy Signature of 02nd proxy

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. This form needs revenue stamp to be affixed.

TWINSTAR INDUSTRIES LIMITED

CIN: L30007MH1994PLC079084

Regd Off.: Plot No. EL – 178, TTC MIDC INDL, Area Mahape, Navi Mumbai – 400701

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the attending Member _____

Member's Folio Number _____

DP ID _____

Client ID _____

Name of the Proxy (In Block Letters) _____

(To be filled in if the Proxy attends instead of the Member)

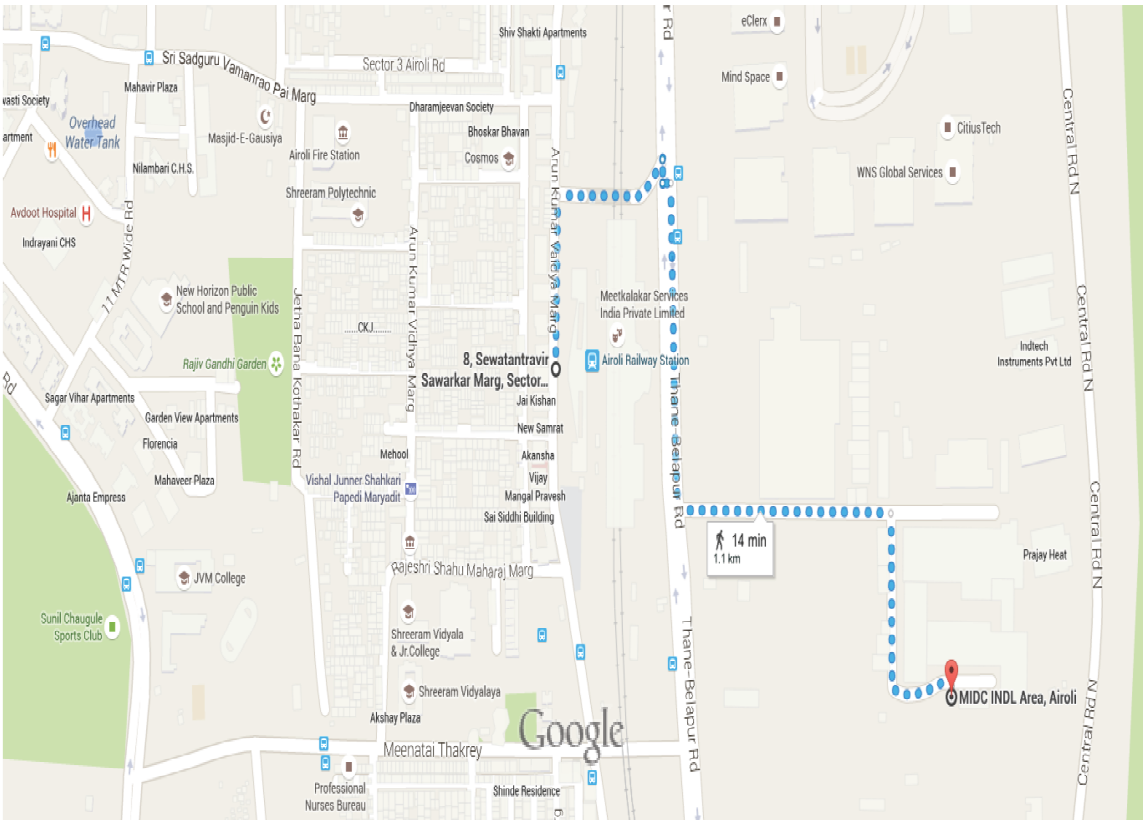
(No. of Shares held: _____

I hereby record my presence at the 21st Annual General Meeting of the company at the registered Office of the Company at Plot No. EL – 178, TTC MIDC Indl, Area Mahape, Navi Mumbai – 400701 to be held on 30th September, 2015 or at any adjournment thereof.

_____

Member's / Proxy Signature

ROUTE MAP


Sri Sadguru Vamanrao Pai Marg
Sector 3 Airoli Rd
Shiv Shakti Apartments
eClerx
Mind Space
CitiusTech
WNS Global Services
Mahavir Plaza
Overhead Water Tank
Masjid-E-Gausiya
Airoli Fire Station
Dharamjeevan Society
Bhoskar Bhavan
Cosmos
Nilambari C.H.S.
Shreeram Polytechnic
Avdoot Hospital
Indrayani CHS
11 MTR Wide Rd
New Horizon Public School and Penguin Kids
Jetha Rama Kothakar Rd
Arun Kumar Vidhya Marg
Rajiv Gandhi Garden
8, Sewatantravir Sawarkar Marg, Sector...
Airoli Railway Station
Meetkalakar Services India Private Limited
Indtech Instruments Pvt Ltd
Sagar Vihar Apartments
Garden View Apartments
Florencia
Mahaveer Plaza
Ajanta Empress
Jai Kishan
New Samrat
Akansha
Vijay
Mangal Pravesh
Sai Siddhi Building
Mehool
Vishal Junner Shahkari Papedi Maryadit
Thane Belapur Rd
14 min
1.1 km
Prajay Heat
Central Rd N
Rajeshri Shahu Maharaj Marg
JVM College
Sunil Chaugule Sports Club
Shreeram Vidyala & Jr.College
Shreeram Vidyalaya
Akshay Plaza
Meenatai Thakrey
Professional Nurses Bureau
Shinde Residence
MIDC INDL Area, Airoli
Google

TWINSTAR INDUSTRIES LTD
(FORMERLY KNOWN AS TWINSTAR SOFTWARE EXPORTS LTD)
Plot No. EL-178,
TTC MIDC Indl. Area,
Mahape,
Navi Mumbai - 400 701.