



HARIA APPARELS LIMITED

**4th ANNUAL REPORT
2014 - 2015**

**BOARD OF DIRECTORS**

Mr. Kantilal L. Haria
Mr. Manish K. Haria
Mr. Mohit Sudala
Mr. Nitin V. Oza
Mrs. Kamala Kantilal Haria

Chairman & Managing Director
Joint Managing Director
Director
Director
Director

AUDITORS

M/s. Kanak Rathod & Co.

Chartered Accountants

BANKERS

HDFC Bank

REGISTERED OFFICE

8, Subhash Road,
Vile Parle (East),
Mumbai – 400 057.

Tel.: 91-22-61546154
Fax: 91-22-61546155
Email: accounts@hariagroup.com

INVESTOR SERVICE CELL

Registrar & Transfer Agent
M/s Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S.Marg, Bhandup,
Mumbai - 400 078.
Tel : 25963838 Fax : 25946969
Email : isrl@vsnl.com

PLANTS

1) Vapi:
Unit No. 1
345/358, G.I.D.C.
Silvassa Road, Vapi
Gujarat.

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**HARIA APPARELS LIMITED**

CIN NO: L18204MH2011PLC212887

8, SUBHASH ROAD, VILE PARLE EAST

MUMBAI, Maharashtra-400057

Email Id: HYPERLINK "mailto:accounts@hariagroup.com" accounts@hariagroup.com

NOTICE

Notice is hereby given that the Fourth **ANNUAL GENERAL MEETING** of the Members of **HARIA APPARELS LIMITED** will be held on **Wednesday, 30th September, 2015 at 10.30 A.M.** at its Registered Office at **8, Subhash Road, Vile Parle (East), Mumbai – 400057** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015, together with the Reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of MANISH KANTILAL HARIA (DIN: 00585234), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Kanak Rathod & Co, Chartered Accountants, (FRN: 104700W) , Chartered Accountants, Mumbai as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business:

4. To appoint Ms. Kamala Kantilal Haria (DIN: 07144885) as an Women Director and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Kamala Kantilal Haria (DIN: 07144885), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f March 31, 2015 and who holds office till the date of this ensuing Annual General Meeting be & is hereby appointed as a Women Director of the Company whose period of office is liable to retirement of Directors by rotation”.

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and a proxy need not be a member of the company.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.



2. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members/ Proxies should bring the enclosed attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday 26th day of September 2015 to Wednesday 30th day of September 2015** (both days inclusive).
6. Members are requested to notify any change in their address/ mandate/bank details immediately to the share transfer Agent of the Company- **M/S. LINK INTIME INDIA PVT LTD**
7. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Share Registrars and Transfer Agents.
9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.
10. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all workings days except Saturdays and Public Holidays between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. In terms of and in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility as an alternate to all its Members to enable them to cast their vote electronically instead of casting the vote at the Meeting. The Members who have cast their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but shall not be allowed to cast vote again at the Meeting. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
13. The remote e-voting facility shall be opened from, **Sunday 27, September 2015 at 9.00 a.m. to Tuesday, September 29, 2015 till 5.00 p.m.**, both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 p.m., on **Tuesday, September 29, 2015**. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date,

may opt for remote e-voting. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

14. The Company has fixed **Wednesday, September 23, 2015** as the cut-off date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
15. Any person who becomes a member of the Company after the dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e, **Wednesday, September 23, 2015**, may obtain the User ID and Password by sending an email. Members may also send a request to Mr Rajesh Parmar, Compliance Officer, by writing to him at 8, Subhash Road, Vile Parle (East), Mumbai-400 057.
16. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on **Wednesday, September 23, 2015**, the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or at the Meeting by Ballot
17. The Notice of the Meeting is being placed on the website of the Company viz., www.hariagroup.com and on the website of CDSL viz., www.cdslindia.com.
18. Mr. Milind Nirkhe, Company Secretary in Whole Time Practice, (CP No. 2312) has been appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast by Ballot at the Meeting, thereafter unblock the votes cast through remote e-voting in the manner provided in the Rules and make, not later than 3 days of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes cast in favour or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hariagroup.com and on the website of CDSL at www.cdslindia.com, immediately after the results are declared by the Chairman.
20. **The instructions for members for voting electronically are as under:-**

The voting period begins on **Sunday 27, September 2015 at 9.00 a.m. to Tuesday, September 29, 2015 till 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, **Wednesday, September 23, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
For CDSL: 16 digits beneficiary ID
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the 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.



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> 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.

B. In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Date : 14/08/2015

Place : Mumbai

Registered Office:

8, Subhash Road, Vile Parle (East),
Mumbai – 400057

By Order of the Board of Directors
For **Haria Apparels Limited**

KANTILAL LAKHAMSHI HARIA
Chairman

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

As per the provisions of Section 149 of the Companies Act 2013 (Act), and amended Clause 49 of the Listing Agreement, the Company should have at least one Woman Director. The Board of Directors in its meeting held on March 31st, 2015 appointed, Ms. KAMALA KANTILAL HARIA as an Additional Director w.e.f from March 31st, 2015.

Brief resume of Ms. KAMALA KANTILAL HARIA, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees and shareholding, if any, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the notice convening this meeting.

Save and except Ms. KAMALA KANTILAL HARIA and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item 4 of the Notice for approval by the shareholders.


Details of Directors seeking appointment/re-appointment at the Annual General Meeting.

Name of Director	KAMALA KANTILAL HARIA
Date of Birth	08/09/1958
Date of Appointment	31/03/2015
Expertise in specific functional area	Mr. Kamala Kantilal Haria holds a Bachelors degree in Commerce from Mumbai University and expertise in General Administration
Qualification	B.com
Directorship held in other Indian public limited Companies	Haria Exports Limited
Chairman/ Member of the Committee Board of Directors of the other Indian public limited Companies	NIL
No. of shares held in the Company	NIL
Disclosure of Relationship	Wife of Kantilal Haria



DIRECTORS' REPORT

**TO,
THE MEMBERS,
M/S. HARIA APPARELS LIMITED
MUMBAI.**

Your Directors have pleasure in presenting their Fourth Annual Report on the business and operation of the Company and the accounts for the Financial Year ended March 31st, 2015.

1. Financial Summary or Highlights/Performance of the Company (Standalone)

Particulars	Financial Year ended	
	31st March, 2015	31st March, 2014
Total Income	2,05,85,676	1,76,30,545
Expenditure	3,46,70,789	2,53,79,955
Profit before Depreciation, Finance Charges and Tax	1,03,63,920	1,18,47,608
Interest and Finance Charges	38,69,343	37,83,795
Depreciation	2,05,79,690	1,58,13,223
Profit before Tax	(1,40,85,113)	(77,49,410)
Taxes paid and provided	19,19,990	(4,48,581)
Profit after Tax	(1,60,05,104)	(73,00,829)
Transferred to Reserves	NIL	NIL
Proposed Final Dividend	NIL	NIL
Dividend distribution tax	NIL	NIL
Balance (credit/debit) to be carried to balance sheet.	(1,92,15,531)	(1,19,14,702)

2. Operational Performance

- Revenue from operations has increased during the year Rs.2.05 Cr as compared to previous year Rs.1.76 Cr.
- The Company has suffered a Loss which has increased by Rs.1.60 Cr in the Current Year as Compared to Last Year's Loss of Rs.0.73 Cr.

3. Management Discussion & Analysis

The detailed Management Discussion & Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement is presented in a separate section forming part of the Annual Report.

4. Dividend

In view of the losses incurred by the Company during the financial year under review your Directors are unable to recommend any dividend for F.Y. 2014-2015.

5. Reserves

The Company has not transferred any amount to the Reserves during the Year under Review.



6. Brief description of the Company's working during the year/State of Company's affair

The Company is engaged in the Business of Manufacturing of Garments and trading of Goods. The Company has earned Rent Income and Dividend Income during the Year under Review.

7. Change in the nature of business, if any

No Changes have occurred in the Nature of the Business during the Year under Review

8. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

No Material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

9. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

No Significant and Material Orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future during the Year under Review.

10. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

Your Company has in place adequate internal financial controls with reference to financial statements. Your Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

11. Details of Subsidiary/Joint Ventures/Associate Companies

As on March 31, 2015 your Company has one Subsidiaries / Associates.

1. Vilco Pharma Pvt. Ltd

No Company has become or has ceased to become a Subsidiary/Associate Company during the Year under review.

12. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

The Financial Position of the Associates is annexed to the Boards Report as Annexure A (AOC-1).

13. Deposits

The Company has not accepted any Deposits within the meaning of section 73 of the Companies Act, 2013 and the Rules made there under. Hence, there is nothing to Report in this Matter. The Company has however repaid the Unsecured Loans from Inter-Corporate Deposits.

14. Statutory Auditors

Kanak Rathod & Co Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible to offer themselves for re-appointment.

M/s Kanak Rathod & Co, have furnished a certificate, confirming that if re-appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Act. Pursuant to the provisions of the Act and the Rules made there under, it is proposed to appoint **M/s Kanak Rathod & Co** as the statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the next Annual General Meeting, subject to ratification at every subsequent Annual General Meeting held after this Annual General Meeting.

Members are requested to consider the re-appointment of **M/s Kanak Rathod & Co** and authorize the Board of Directors to fix their remuneration.

**INTERNAL AUDITOR:**

As per the Companies Act, 2013 every Listed Company shall appoint an Internal Auditor or a firm of internal auditors within a period of six months from the date of commencement of Section 139 of the Companies Act, 2013 i.e. 01.04.2014.

Your Directors have pleasure to intimate you that, your Company has appointed M/s.O.S. Agarwal & Associates as an Internal Auditor of the Company for the Financial Year 2014-2015, on the basis of the recommendation of Audit Committee at the meeting of the Board of Directors held on 30th May, 2014 in compliance of the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2013.

Secretarial auditors:

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed CS. Milind Nirkhe, Practicing Company Secretary (Proprietor) , Practicing under the name & style M/S Milind Nirkhe & Associates, CP No: 2312 to undertake the Secretarial Audit of the Company for the year ended 31st March, 2015. The Secretarial Audit Report is annexed as Annexure. The Auditors' Report and the Secretarial Audit Report for the financial year ended March 31, 2015 do not contain any qualification, reservation, adverse remark or disclaimer.

Cost Auditor:

The Company was engaged in trading of Fabrics during the Financial Year 2013-2014 & hence, the Company was not required to appoint the Cost Auditor for the Financial Year 2014-2015.

15. Auditors' Report

Comments made by the Statutory Auditors in the Auditors' Report are self- explanatory and do not require any further clarification.

16. Share Capital

The paid up Equity Share Capital as on March 31, 2015 was Rs. 15,28,98,000/- during the year under review. The Company has not issued any shares.

A) Issue of equity shares with differential rights

The Company has not issued shares with differential voting rights during the year

B) Issue of sweat equity shares

The Company has not issued employee stock options and does not have any scheme to fund its employees to purchase the shares of the Company

C) Issue of employee stock options

The Company has not issued sweat equity shares during the year

17. Extract of the annual return

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form MGT.9 is annexed as Annexure I.

18. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The Information Regarding Conservation of Energy & Technology Absorption is provided for in Annexure II

Foreign Exchange Earnings and Outgo:**Amount (Rupees)**

Total Foreign Exchange Inflow	NIL
Total Foreign Exchange outflow	NIL



19. Corporate Social Responsibility (CSR)

As a socially responsible Company, your Company has a strong sense of community responsibility.

The Company however, does not fall within the above Criteria as laid down by the Act is not required to constitute a CSR Committee. Further the Company has been suffering a loss for the Last two Years; hence the Company has not formulated any Policy.

20. Directors:

A) Changes in Directors and Key Managerial Personnel

Appointments and changes in Designation during the Year under Review.

- 1) Mr. Kamala Kantilal Haria was appointed as an Additional Director on 31/03/2015 to hold office till the Conclusion of the ensuing Annual General Meeting of the Company.

B) Declaration by an Independent Director(s) and re- appointment, if any

The Company has received Declaration from Independent directors Pursuant to the Provisions of Section 149 sub-section (6) of the Companies Act, 2013

C) Formal Annual Evaluation :

Pursuant to the provisions of the Companies Act, 2013 the Board had carried out evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning. Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director & CEO. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

21. Number of meetings of the Board of Directors

The Board of Directors of the Company has met 06 times during the Year under review

Date of the meeting	No. of Directors attended the meeting
30.05.2014	8
21.07.2014	8
14.08.2014	8
14.11.2014	8
14.02.2015	8
16.03.2015	8

**22. Audit Committee :**

Audit Committee of the Company as constituted by the Board is headed by Mr. Mohith Suddala as the Chairman with Mr. Kantilal Haria and Mr. Nitin Oza as Members. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board. All the recommendations made by the Audit Committee were accepted by the Board.

23. Details of establishment of vigil mechanism for directors and employees

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

24. Nomination and Remuneration Committee

The Nomination and Remuneration Committee has considered the following factors while formulating the Policy:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

25. Policy on prevention, prohibition and redressal of sexual harassment at workplace:

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

The Company has less than 10 Employees and hence is not required to constitute the Internal Complaints Committee.

26. Particulars of loans, guarantees or investments under section 186

The Company has given Loans or Guarantees to Material Related Parties as detailed in Annexure IV.

27. Particulars of contracts or arrangements with related parties:

The Particulars of Contracts or arrangements with related Parties is provided for in Annexure III (AOC-2)

28. Particulars of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under Rule 5 (2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules. Hence, no particulars are required to be disclosed in this Report.

The information required under Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed.



The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2014-15 are given below:

Directors	Ratio to Median	Percentage Increase in Remuneration
NIL	NIL	NIL

Secretarial Audit Report

A Secretarial Audit Report given by M/s Milind Nirkhe & Associates, a company secretary in practice shall be annexed with the report.

The Following Qualifications have been observed by the secretarial Auditor during the Audit Period.

Secretarial Auditors Remarks	Directors Reply
<i>The Company has not filed Form ADT-1: Intimation to the ROC regarding Appointment of the Statutory Auditor, M/s Kanak Rathod & Co, Chartered Accountants for the Financial Year 2014-2015.</i>	As reported to us by the Management of the Company, the Company is in the process of filing the following Forms with ROC/MCA
<i>The Company does not have any Existing Website registered and has thus not Complied with the Requirements which follow with respect to Disclosures to be made by the Company on its Registered Website.</i>	The company belongs to Haria Group, the Company is in the process of developing its web site.
<i>The Company has not filed Form MGT-15: A Report on each Annual General Meeting of the Company pursuant to the provisions of Section 121(1) of the Companies Act, 2013 read with Rule 13(2) of the Companies (Management and Administration) Rules, 2014</i>	As reported to us by the Management of the Company, the Company is in the process of filing the following Forms with ROC/MCA
<i>The Company has not filed Form MGT-14 : Appointment of Secretarial Auditor & Internal Auditor for the Financial Year 2014-2015 as well as for taking on record Quarterly Financial Results for the Quarter ended June 30, 2014 & September, 30, 2014. Special Resolution passed at the Annual General Meeting held on 29/09/2014 under Section 180(1)(c) and 180(1)(a) read with Rules made there under.</i>	As reported to us by the Management of the Company, the Company is in the process of filing the following Forms with ROC/MCA

29. Corporate Governance Certificate

Your Company has implemented all the mandatory requirements pursuant to Clause 49 of the Listing Agreement. A separate report on Corporate Governance is given as a part of the Annual Report along with the certificate received from the Practicing Company Secretary, M/s. Milind Nirkhe & Associates, Company Secretaries, confirming the compliance

30. Risk Management Policy

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

**31. Directors' Responsibility Statement**

In terms of the provisions of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, and to the best of their knowledge and belief and according to the information and explanations obtained by them and same as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

32. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 14/08/2015



Annexure I

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2015

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

I REGISTRATION AND OTHER DETAILS:

- i) CIN:- L18204MH2011PLC212887
- ii) Registration Date:- 01/02/2011
- iii) Name of the Company:- HARIA APPARELS LIMITED
- iv) Category / Sub-Category of the Company: Company limited by shares
- v) Address of the registered office and contact details:
8, SUBHASH ROAD, VILE PARLE (EAST), MUMBAI-400057
- vi) Whether listed company Yes / ~~No~~
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:
M/S. LINK INTIME INDIA PVT LTD
C - 13, Pannalal Silk Mills Compound, L. B. S. Marg,
Bhandup (West), Mumbai - 400078.
Phone No.: 25963838 Fax: 25946969
Email: isrl@vsnl.com

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)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Rental Income	8520	81.26 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

Sr. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate
NIL	NIL	NIL	NIL
NIL	NIL	NIL	NIL
NIL	NIL	NIL	NIL


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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014] 07/04/2014- Date of Listing				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	4648374	NIL	4648374	30.40	4648074	NIL	4648074	30.40	NIL
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	4296399	NIL	4296399	28.10	4296399	NIL	4296399	28.10	NIL
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A)	8944773	NIL	8944773	58.50	8944473	NIL	8944473	58.50	NIL
(2) Foreign									
(a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b) Other – Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	8944773	NIL	8944773	58.50	8944473	NIL	8944473	58.50	NIL



B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	1066	1066	0.01	NIL	1066	1066	0.01	NIL
b) Banks / FI	NIL	177	177	0.00	NIL	177	177	0.00	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1):-	NIL	1243	1243	0.01	NIL	1243	1243	0.01	NIL
2. Non-Institutions									
a) Bodies Corp.	416170	NIL	416170	2.72	462217	1192	463409	3.03	0.31
i) Indian	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3706071	628104	4334175	28.35	4160204	324460	4484664	29.33	0.98



ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1349657	172272	1522229	9.95	739946	501726	1241672	8.12	(1.83)
c) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Non Resident Indians									
-Repat	29430	NIL	29430	0.19	50727	NIL	50727	0.33	0.14
-Non Repat	2885	NIL	2885	0.02	4993	NIL	4993	0.03	0.01
Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Clearing Members	39195	NIL	39195	0.26	98619	NIL	98619	0.64	0.38
Trusts	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Bodies - D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
HUF	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(2):-	5543708	800376	6344084	41.49	5516706	827378	6344084	41.48	(0.01)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5543708	801619	6345327	41.50	5516706	828621	6345327	41.49	(0.01)
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	14488181	801619	15289800	100.00	14461179	828621	15289800	100.00	

**B) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2014] 04.04.2014- Date of Listing			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Vilco Pharma Pvt Ltd	42,96,399	28.10		
2.	Sheetal M Haria	6,99,800	4.58		
3.	Kantilal Haria	7,50,100	4.91		
4.	Kanailal Lakhamshi Haria HUF	1,42,906	0.93		
5.	Manish K Haria	20,396	0.13		
6.	Manish K Haria HUF	30,00,100	19.62		
7.	Kantilal L Haria	34,772	0.23		

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	89,44,775	58.50	89,44,473	58.50
	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)	NIL (No Change)	NIL (No Change)	NIL (No Change)	NIL (No Change)
	At the end of the year	89,44,775	58.50	89,44,473	58.50

D) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	10,40,099	7.84	10,40,099	7.84
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	9,12,279	5.97	9,12,279	5.97

E) Shareholding of Directors and Key Managerial Personnel:

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	39,48,276	25.81	39,48,276	25.81
	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)	NIL	NIL	NIL	NIL
	At the end of the year	39,48,276	25.81	39,48,276	25.81

F) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8,94,602	9,97,14,292	9,64,500	10,15,73,394
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	8,94,602	9,97,14,292	9,64,500	10,15,73,394
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
* Addition	2,95,00,000	4,01,58,227	31,96,960	7,28,55,187
* Reduction	3,87,073	5,52,46,617	NIL	5,56,33,690
Net Change	2,91,12,927	(1,50,88,390)	31,96,960	1,72,21,497
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	3,00,07,529	8,46,25,902	41,61,460	11,87,94,891
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	3,00,07,529	8,46,25,902	41,61,460	11,87,94,891

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	NIL	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission- as % of profit- others, specify...	NIL	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act					

B. Remuneration to other Directors :

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		-----	-----	-----	-----	
1	Independent Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act					

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

SN	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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



Annexure II

Conservation of Energy

Sr No.	Particulars	Details
1	the steps taken or impact on conservation of energy	N.A.
2	the steps taken by the company for utilizing alternate sources of energy	N.A.
3	the capital investment on energy conservation equipments	N.A.

Technology Absorption

Sr No.	Particulars	Details
1	the efforts made towards technology absorption	N.A.
2	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
3	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N.A.
	(a) the details of technology imported	N.A.
	(b) the year of import	N.A.
	(c) whether the technology been fully absorbed	N.A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
4	The expenditure incurred on Research and Development.	N.A.



Annexure III

Details of Contracts or arrangements or transactions not at arm's length basis

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

Details of Contracts or arrangements or transactions at arm's length basis

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Kantilal Haria, Director Manish Haria, Director Haria Expots Ltd., Common Director Vilco Pharma Pvt. Ltd., Common Director
2	Nature of contracts/arrangements/transaction	Loan Received Loan Repaid Rent Paid
3	Duration of the contracts/arrangements/transaction	1-04-2014 to 31-03-2015
4	Justification for entering into such contracts or arrangements or transactions	The transactions are entered into ordinary course of business at arms length.
5	Date(s) of approval by the Board	30/05/2015
6	Amount paid as advances, if any	NIL

**Annexure IV****RELATED PARTY DISCLOSURES:**

LIST OF RELATED PARTIES	PARTICULARS
Subsidiaries / Associates	
Key Management Personnel	1. Kantilal Haria 2. Manish Haria
Enterprise in which key management personnel, and their relatives have significant influence	1. Haria Exports Ltd. 2. Vilco Pharma Pvt. Ltd.
Relative of Key Management Personnel	

Particulars	Subsidiaries/ Associates	Enterprise in which management personnel and relatives have significant influence their Relatives	Key Management Personnel &	Total
1 Loan Received	-	2,97,34,485 (2,10,000)	3,89,23,742 (1,90,60,000)	6,86,58,227 (1,92,70,000)
2 Loan Repaid	-	63,55,291 (7,46,658)	6,18,63,800 (67,45,000)	6,82,19,091 (74,91,658)
3 Rent Paid	-	89,888 (1,34,832)	- -	89,888 (1,34,832)

**Form No. MR-3****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 Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31st March, 2015.

To,
The Members,
HARIA APPARELS LIMITED
8, SUBHASH ROAD,
VILE PARLE (EAST),
MUMBAI-400057

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HARIA APPARELS 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 the Haria Apparels 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 31 March 2015 ('Audit Period'), , 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **HARIA APPARELS LIMITED** ("the Company") for the financial year ended on 31 March 2015 ('Audit Period'), according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the 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; (Since the Scrip of the Company was listed on BSE Limited w.e.f. 4th April, 2014 these Regulations were not applicable for the year ended March 31, 2014).
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (As informed to us by the management of the Company, the Company has not received any disclosure from any person being the Insider of the Company regarding Insider Trading in Form D prescribed as per Regulation 13(4), 13(4A), 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 , hence



no disclosure in Form D as per Regulation 13(4), 13(4A), 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations was made by the Company to the Stock Exchange during audit period.

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period);
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period);

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, since the Company is engaged in Renting out Properties as reported to us by the Management of the Company in their Representation Letter there are no laws specifically applicable to the Company during the Financial Year under review.

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 notified hence not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges. i.e BSE Limited. However, the following documents were not available for verification:
 - 1) Book Closure/AGM Notice for the Financial Year 2013-2014 in Two Newspapers in English & Regional Language.
 - 2) Publication of Financial Results in Newspapers for the quarter ended 31st March, 2014, 30th June, 2014, 30th September, 2014 and 31st December, 2014
 - 3) Publication of Intimation of Date of Board Meeting for Approving the (Unaudited/Audited) Quarterly Financial Results for the Quarter ended 31st December, 2014. (The Meeting of which was held in the Fourth Quarter, i.e. 01/01/2015 to 31/03/2015- Meeting Date: 14/02/2015)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

The Company does not have any Existing/Operating Website registered and has thus not Complied with the Requirements which follow with respect to Disclosures to be made by the Company on its Registered Website.

Forms which the Company was unable to file with the ROC/MCA:

Form ADT-1: Intimation to the ROC regarding Appointment of the Statutory Auditor, M/s Kanak Rathod & Co, Chartered Accountants for the Financial Year 2014-2015.



Form MGT-15: A Report on each Annual General Meeting of the Company pursuant to the provisions of Section 121(1) of the Companies Act, 2013 read with Rule 13(2) of the Companies (Management and Administration) Rules, 2014

DIR-12: Change in designation of Mr. MOHITH RAMAMURTHY SUDDALA and Mr. NITIN VASUDEV OZA on 23/04/2012 for Regularizing their appointment from Additional Director to Director of the Company whose period of office is liable to retirement of Directors by rotation.

Form MGT-14 : Appointment of Secretarial Auditor & Internal Auditor for the Financial Year 2014-2015 as well as for taking on record Quarterly Financial Results for the Quarter ended June 30, 2014 & September, 30, 2014. Special Resolution passed at the Annual General Meeting held on 29/09/2014 under Section 180(1)(c) and 180(1)(a) read with Rules made there under.

As per Clause 49 of the Listing Agreement the Company has entered into transactions with Material Related Parties during the Financial Year ended 31st March, 2015 & as informed to us by the management of the Company, the said transactions are subject to the approval of the Shareholders in General Meeting.

I further report that

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period the company has No events having a major bearing on the Companies Affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place : Mumbai
Date : 14/08/2015

Signature:
CS.MILIND NIRKHE
FCS No: 4156
C P No.: 2312

**‘Annexure A’**

To,
The Members
HARIA APPARELS LIMITED
8, Subhash Road,
Vile Parle (East),
Mumbai – 400057, India.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature:

Date : 14/08/2015

Place: Mumbai

(CS.MILIND NIRKHE)
Practising Company Secretary
Membership No.:4156
Certificate of Practice No.:2312



REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement a Report on Corporate Governance is given below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Our Company's Corporate Governance philosophy is to continuously strive to attain higher levels of accountability, transparency, responsibility, and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers, bankers and the communities in which we operate.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and

Our Company believes that Good Corporate Governance is performance, as well as the leadership and governance of the Company.essential ingredient of any business, a way of life rather than a mere legal compulsion.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism, and accountability.

2. BOARD OF DIRECTORS

(a) Composition

Your Company's Board comprises of 6 Directors with considerable experience in their respective fields. Of these 2 are Executive Directors and 2 Non Executive (Independent) Directors and 1 is Promoter Director. The Chairman of the Board is an Executive Director.

All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Clause 49 II (D) (2) of the Listing Agreement), across all the Companies in which he/ she is a Director.

(b) Meetings and attendance during the year

Eight Board Meetings were held during the financial year April 1, 2014 to March 31, 2015. All relevant and materially significant information, are submitted as part of the agenda papers well in advance of the Board Meetings. The Company Secretary, in consultation with the Chairman & Managing Director, drafts the agenda of the meetings.



Details of attendance of Directors in the Board Meetings during the financial year April 1, 2014 to March 31, 2015 are as under:

Sr. No.	Name of the Director	Category of Directorship	Attendance details		
			Board Meetings Attended	% of total meetings attended during the tenure as a Director	Last AGM
1	Mr. Kantilal Haria	Director	6	100	Yes
2	Mr. Manish Haria	Director	6	100	Yes
3	Mr. Mohith Suddala	Independent & Non-executive	6	100	Yes
4	Mr. Nitin Oza	Independent & Non-executive	6	100	Yes
5	Mr Pritul Sanghavi	Executive Director	6	100	Yes
6	Ms Kamala kantilal Haria (w.e.f 31/03/2015)	Non-Executive Director	NIL	NIL	NIL

ED – Executive Director

NED – Non-Executive Director

(c) Number of Board Meetings held and the dates of the Board Meeting

During the Financial Year April 1, 2014 to March 31, 2015, 6 (SIX) meetings were held on the following dates: 30th May, 2014, 21st July, 2014, 14th August, 2014, 14th November, 2014, 14th February, 2015, 16th March, 2015

(d) Number of Other Companies or Committees the Director is a Director / Member / Chairman:

Name of the Director & Designation	Category	No. of positions held in other Public Companies		
		Board	Committee	
			Member-ship	Chairman-ship
Mr. Kantilal Haria	Director	1	NIL	NIL
Mr. Manish Haria	Director	1	NIL	NIL
Mr. Mohith Suddala	Independent & Non Executive Director	NIL	NIL	NIL
Mr. Nitin Oza	Independent & Non Executive Director	1	NIL	NIL
Mr Pritul Sanghavi	Executive Director	1	NIL	NIL
Ms Kamala Kantilal Haria	Non-Executive	NIL	NIL	NIL



In accordance with Clause 49 of the Listing Agreement, Memberships/ Chairmanships of Audit Committee and Stakeholders Relationship Committee in public limited companies have been considered.

(e) Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

(f) Board and Director Evaluation and criteria for evaluation

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

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

(g) Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. These include orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis.

The familiarization programme for Independent Directors is disclosed on the Company's website at the following web link: www.hariagroup.com

(h) Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 16TH MARCH 2015, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Clause 49 of the Listing Agreement.

At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

NITIN VASUDEV OZA, MOHITH RAMAMURTHY SUDDALA attended the Meeting of Independent Directors
Mr. NITIN VASUDEV OZA chaired the Meeting.



3. AUDIT COMMITTEE

(a) Terms of Reference of Audit Committee

The Committee's composition meets with requirements of section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Role of Audit Committee inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, and fixation of audit fees and other terms of appointment.
- Approving payment to statutory auditors for any other services rendered by them.
- Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
- Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by the management.
- Significant adjustments made in financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of related party transactions.
- Qualifications in draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing and monitoring the auditors independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.



- Discussion with internal auditors, any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board.
- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background of the candidate.
- Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.
- Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- Reviewing the following information:
 - The Management Discussion and Analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of internal auditors / chief internal auditor.

(b) Composition, name of Members, Chairman and their attendance at meetings during the year

The Audit Committee of the Company is constituted in accordance with the provisions of Clause 49 of the Listing Agreement and the provisions of Section 177 of the Companies Act, 2013. All members of the Committee are financially literate.

During the Financial Year April 1, 2014 to March 31, 2015, 4 meetings were held on the following dates: 28/05/2014, 12/08/2014, 12/11/2014 and 12/02/2015.

The attendance of each member of the committee is given below.

Name of the Member	Attendance at the Audit Committee Meeting	% of total meetings attended during the tenure as a Director / Secretary
Mr. Mohith Suddala	4	100
Mr. Kantilal Haria	4	100
Mr. Nitin Oza	4	100
Mr. Ashwin Shah (Company Secretary)	4	100



During the year, the Audit Committee reviewed key audit findings covering operational, financial and compliance areas. Risk mitigation plans covering key risks affecting the Company were presented to the Committee.

The Chairman of the Audit Committee, Mr. Mohith Suddala was present at the Annual General Meeting of the Company held on 29/09/2014.

4. NOMINATION AND REMUNERATION COMMITTEE

The Committee's constitution and terms of reference are in compliance with Provisions of the Companies Act, 2013, Clause 49 of the Listing Agreement.

(a) Terms of Reference of Nomination and Remuneration Committee, inter alia, includes the following

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- To ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

(b) Composition, name of Members, chairman and their attendance at meetings during the year During the Financial Year April 1, 2014 to March 31, 2015, 4 meetings were held on the following dates: 30th May, 2014

Name of the Member	Attendance at the Nomination & Remuneration Meeting	% of total attended during the tenure as a Director / Secretary
Mr. Nitin Oza (Chairman)	1	100
Mr. Mohit Suddala (Member)	1	100
Mr. Ashwin Shah (Company Secretary)	1	100

(c) Remuneration Policy of the Company

The Managing Directors of the Company are entitled for payment of Remuneration as decided by the Board of Directors, based on the recommendation of the Remuneration Committee. No remuneration is paid to any Non-Executive Directors during the financial year 1st April, 2014 to 31st March 2015. The key principles governing the Company's Remuneration Policy are as follows:

**Remuneration to Non- Executive / Independent Director:**

- **Remuneration / Commission:**

No Remuneration / Commission is paid to any Non –Executive Director/Independent Director

- **Sitting Fees:**

No Sitting fee is paid to any Non-Executive Directors during the financial year 1st April, 2014 to 31st March 2015.

- **Commission:**

No Sitting fee is paid to any Non-Executive Directors during the financial year 1st April, 2014 to 31st March 2015.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

Payment of Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel is fixed as decided by the Board of Directors, based on the recommendation of the Remuneration Committee.

(d) Details of the Executive Directors Remuneration for the financial year ended March 31, 2015

(Amt. in lakhs)

REMUNERATION	Executive Directors			Non-Executive Directors
(a) Salary & Allowances (fixed)	Nil	Nil	Nil	Nil
(b) Benefits & Perquisites	Nil	Nil	Nil	Nil
(c) Bonus/Commission Additional Salary	Nil	Nil	Nil	Nil
(d) Pension, Contribution to Provident fund & Superannuation Fund	Nil	Nil	Nil	Nil
(e) Stock Option Details(if any)	Nil			
(f) Notice period	Nil	Nil	Nil	Nil
(g) Severance fess	Nil	Nil	Nil	Nil

Note:

- The agreement with each Executive Director is for a period of 3 years.
- There were no performance linked incentive paid to the directors for the year 2014-15



(e) Details of the Sitting Fees paid to Non-Executive Directors for the financial year ended March 31, 2015

(Amt. in lakhs)

Name of the Non-Executive Director	Amount of Sitting Fees Paid
NITIN VASUDEV OZA	Nil
MOHITH RAMAMURTHY SUDDALA	Nil
KAMALA KANTILAL HARIA	Nil

(f) Shareholdings of Non-Executive Directors

None of the Non-Executive Directors held shares in the Company as on March 31, 2015.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders Relationship Committee in accordance with the Provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Terms of Reference of Stakeholders Relationship Committee

- To look into redressing shareholders and investors' complaints and to expedite the process of redressal of complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. and carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

(a) Composition, name of Members, chairman and their attendance at meetings during the year

Name of the Member	Attendance at the Stakeholders Relationship Committee Meeting	% of total attended during the tenure as a Director / Secretary
Mr. Mohith Suddala	1	100
Mr. Kantilal Haria	1	100
Company Secretary		
Mr. Ashwin Shah	1	100

(b) Meetings of the Committee

During the Financial Year April 1, 2014 to March 31, 2015, 1 (One) meetings were held on the following dates: 30/05/2014

(c) Name & Designation of the Compliance Officer

Mr. Ashwin Shah, Company Secretary is the Compliance Officer of the Company up to 31st March, 2015.

(d) Redressal of Complaints

Shareholders may send their complaint for redressal to the email ID: accounts@hariagroup.com



(e) No. of Complaints received, resolved and pending during the financial year:

During the financial year, the company has not received even a single complaint from the shareholders. There was no pending complaint from any shareholder as on 31st March 2015. Also, the number of pending share transfers as on March, 31, 2015: NIL

6. GENERAL BODY MEETINGS

(a) Particulars of past three Annual General Meetings of the Company

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2011-2012	30.07.2012	1st Floor, Vilco Centre, 8, Subhash Road, Vile Parle (East), Mumbai - 400 057	11.00 a.m.	Nil
2012-2013	27.09.2013	1st Floor, Vilco Centre, 8, Subhash Road, Vile Parle (East), Mumbai - 400 057	10.30 a.m.	Nil
2013-2014	29.09.2014	1st Floor, Vilco Centre, 8, Subhash Road, Vile Parle (East), Mumbai - 400 057	10.00 a.m.	2

(b) Postal Ballot

The Company had not conducted any postal ballot during the year and there is no resolution proposed to be passed by postal ballot at the ensuing Annual General Meeting.

(c) Disclosure Regarding Re-appointment of Director in the ensuing AGM

Mr. KANTILAL LAKHAMSHI HARIA, Director who shall be retiring in this AGM, being eligible to be offered himself for re-appointment. His brief particulars as stipulated under Clause 49 of Listing Agreement, are provided in the notice convening this meeting.

7. CODE OF CONDUCT

The Company has adopted the Code of Conduct for all Board members and senior management which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. The Code is posted on the Company's website. All Board members and senior management personnel (as per Clause 49 of the Listing Agreement) have affirmed compliance with the applicable Code of Conduct.

A declaration to this effect, signed by the Managing Director & CEO forms part of this Report.

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

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

**8. SUBSIDIARIES**

The Company does not have any material non-listed Indian subsidiary as defined under Clause 49 of the Listing Agreement, viz. an unlisted subsidiary incorporated in India, whose income or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year. It is, therefore, not required to have an Independent Director of the Company on the Board of such subsidiary.

9. DISCLOSURES**(a) Related Party Transactions**

There are no materially significant related party transactions with its Promoters, Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the Company at large. The other related party transactions are given in Notes to Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company. The Company has formulated a Related Party Transactions Policy and the same is displayed on the Company's website at the web link www.hariagroup.com

(b) Disclosure of Accounting treatment

In the preparation of the financial statements, the Company has followed the accounting standards issued by the Companies (Accounting Standards) Rules 2006 (as amended), to the extent applicable.

(c) Non-compliance by the Company, Penalties, Strictures

There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(d) Disclosure of Risk management

The Company has a well defined risk management framework in place. The Company periodically places before the Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.

(e) Whistle Blower Policy

The Company has formulated a policy for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The policy also lays down the mechanism to prohibit managerial personnel from taking adverse action against employees, who are disclosing in good faith alleged wrongful conduct on matter of public concern involving violation of law, mismanagement, misappropriation of public funds etc.

Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee. The policy shall also provide for direct access to the Chairman of the Audit Committee.

(f) Details of compliance with mandatory requirements

The Company has complied with all mandatory requirements as mandated under Clause 49 of the Listing Agreement. A certificate from the practicing Company Secretary to this effect has been included in this report. It is also confirmed that no personnel has been denied access to the Audit Committee.



10. CEO CERTIFICATION

The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Clause 49 IX of the Listing Agreement pertaining to CEO/ CFO certification for the Financial Year ended March 31, 2015.

MEANS OF COMMUNICATION

(a) Quarterly Results / Annual Results

The Quarterly / Annual Results and notices as required under clause 41 of the Listing Agreement are normally published in Financial Express (English & Marathi editions)

(b) Posting of Information on the website of the Company:

The Annual / Quarterly results of the Company, Share Holding Pattern, and other official news releases are regularly posted on its website www.hariagroup.com

(c) The Management Discussion and Analysis Report forms a part of the Annual Report.

11. GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting

Day & Date : Wednesday, 30th September, 2015

Time : 10:30. A.M.

Venue : 8, Subhash Road, Vile Parle (East), Mumbai – 400057

(b) Financial Year: April 2014 to March 2015 Financial Calendar

(c) Dates of Book Closure:

Saturday 26th day of September 2015 to Wednesday 30th day of September 2015 (Both days inclusive)

(d) Dividend Payment Date:

Interim – N.A

Final - N.A

(e) Listing on Stock Exchanges: Equity Shares

The Shares of the Company are listed on the BSE Limited

Events	Tentative time frame
Financial Reporting for the first quarter ended 30th June, 2014	2nd week of August, 2014
Financial Reporting for the second quarter ending 30th September, 2014	2nd week of November, 2014
Financial Reporting for the third quarter ending 31st December, 2014	2nd week of February, 2015
Financial Reporting for the fourth quarter ending 31st March, 2015	Last Week of May, 2015



Stock Code: 538081

Scrip ID: HARIAAPL

ISIN: INE493N01012

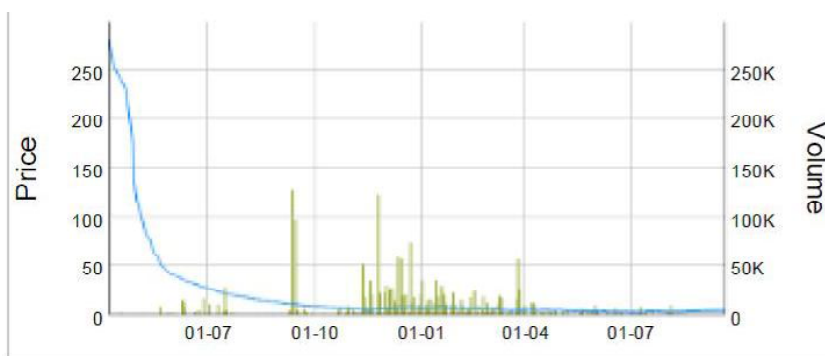
(f) Market Price Data:

High/ low of market price of the Company's equity shares traded on BSE during the last financial year April 1, 2014 to March 31 2015 were as follows:

Month	High BSE	Low BSE	Month	High BSE	Low BSE
April	297.00	125.90	October	9.12	6.54
May	113.35	42.55	November	6.47	5.39
June	41.70	28.30	December	8.88	5.91
July	27.75	18.95	January	9.37	6.41
August	18.60	13.30	February	8.23	5.33
September	13.05	9.30	March	7.25	4.27

Source: www.bseindia.com

(g) Performance in comparison to BSE SENSEX



(h) Registrar and Share Transfer Agent & Share Transfer System

The shares of the Company can be transferred by lodging Transfer Deeds and Share Certificates with the Registrars & Share Transfer Agents viz. M/s. Link Intime India Pvt Ltd (Address as mentioned below). The Shareholders have option of converting their holding in dematerialized form and effecting the transfer in dematerialized mode.

Name	M/s. Link Intime India Pvt. Ltd.
Address	C - 13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai - 400078.
Telephone No.	25963838 Fax: 25946969
Email	isrl@vsnl.com

**(i) Share Transfer System**

The Company's shares are traded in the BSE Ltd. compulsorily in Demat mode. Physical shares which are lodged with the Registrar & Transfer Agent or/ Company for transfer are processed and returned to the shareholders duly transferred within the time stipulated under the Listing Agreement subject to the documents being in order.

(j) Distribution of Shareholding as on March 31,2015:

Shareholding of Nominal		Value of Number	Shareholders % to Total	Share Amount in Rs.	Share Amount % to Total
(1)		(2)	(3)	(4)	(5)
Up to 500		5,398	70.6545	9,70,362	6.3465
501	1,000	1,029	13.4686	7,26,931	4.7544
1,001	2,000	667	8.7304	9,43,138	6.1684
2,001	3,000	205	2.6832	5,14,005	3.3618
3,001	4,000	96	1.2565	3,29,383	2.1543
4,001	5,000	45	0.5890	2,07,292	1.3558
5,001	10,000	121	1.5838	8,26,779	5.4074
10,001 and Above		79	1.0340	1,07,71,910	70.4516
Total		7,640	100.0000	1,52,89,800	100.0000

(k) Secretarial Audit

- M/s Milind Nirkhe & Associates, Practicing Company Secretaries have conducted a Secretarial Audit of the Company for the year 2014-15. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act, 2013 and the Rules made there under, Listing Agreements with the Stock Exchanges, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Directors' Report.
- Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates have been issued on a half-yearly basis, by a Company Secretary in practice.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

(l) Dematerialization of shares and liquidity:

As on March 31, 2015 about 94.5785% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.

**(m) Corporate Ethics:**

The constant endeavor of Panama Petrochem Ltd is to enhance the reputation of the Company and irrespective of the goals to be achieved, the means are as important as the end. The Company has adopted Code Of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and for Disclosure which contains policies prohibiting insider trading.

(n) Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:

Company does not have any GDR / ADR / Warrants or any other convertible instruments.

(o) Plant Locations:

The Company has the following units located at: Plot No.345/358, GIDC, Vapi, Gujarat

(p) Address for Correspondence:

The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

Registered Office:

HARIA APPARELS LIMITED

8, Subhash Road, Vile Parle (East),

Mumbai – 400 057.

Telephone No. : (91 - 22) 6154 6154

Fax : (91-22) 6154 6155

E - mail : accounts@hariagroup.com

On behalf of the Board of
Directors For

Date : 14/08/2015

Place : Mumbai

Chairman

**Certification by the CEO on Financial Statements of the Company:**

I, Pritul Sanghavi, CEO of Haria Apparels Limited, Certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company 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 the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit committee
 - (i) Significant changes in internal control during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which I 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.

Place: Mumbai

Date: 14/08/2015

Pritul Sanghavi
CEO

**Practicing Company Secretary's Certificate on Corporate Governance**

To,|

The Members of Haria Apparels Limited

We have examined the compliance of conditions of corporate governance by Haria Apparels Limited, for the year ended on 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 has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement.

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 MILIND NIRKHE & ASSOCIATES
Company Secretaries

Place : Mumbai
Date: 14/08/2015

MILIND NIRKHE
Membership No: 4156
CP No: 2312



INDEPENDENT AUDITORS' REPORT

To
The Members of
HARIA APPARELS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **HARIA APPARELS LIMITED**, which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under 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 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 provision of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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



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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' 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, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought & obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of 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 litigation which would impact its financial positions.
 - ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

FOR KANAK RATHOD & CO.
CHARTERED ACCOUNTANTS
Firm Registration No.: 104700W

KANAK RATHOD
PROPRIETOR
M No. : 032833

DATE : 30/05/2015
PLACE: MUMBAI

**ANNEXURE TO THE AUDITORS' REPORT**

Referred to in Paragraph 1 under heading **“Report on Other Legal and Regulatory Requirements”** of our report of even date on the accounts for the year ended March 31, 2015 of **HARIA APPARELS LIMITED**

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) The company has a regular programme of physical verification of its fixed assets by which all fixed assets were verified in a phased manner, designed to cover all the fixed assets over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such physical verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and nature of its assets.
- (c) In our opinion and according to information and explanations given to us, the Company has not disposed off a substantial part of its fixed assets during the year and therefore, do not affect the going concern status of the company.
- (ii) (a) As informed to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures explained to us, which are followed by the management for physical verification of inventories, are in our opinion reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the explanations given to us, the company is maintaining proper records of its inventory. No material discrepancies were noticed on such physical verification as compared to the book records.
- (iii) According to the information and explanations given to us, the Company has granted loans, unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act. The company has granted loan of Rs. 32,88,178/- during the year. Outstanding amount of the said loan as on 31st March, 2015 is Rs. NIL/-.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of goods. The activities of the company involve purchase of inventory and sale of goods. During the course of our audit, no major weakness has been noticed in the aforesaid internal control systems.
- (v) During the year under consideration, the company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Act and the rules framed there under.
- (vi) In our opinion and according to the information and explanation given to us company is not required to maintain cost records specified by the Central Government under sub-section (1) of section 148 of the Act.
- (vii) In our opinion and according to the information and explanation given to us in respect of statutory and other dues :
 - (a) The Company has not been regular in depositing undisputed statutory dues, including Income-tax, Service Tax, and any other material statutory dues as applicable to it. According to the information and explanation given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.



- (b) According to the information and explanations given to us and the records of the company examined by us, there are no disputed dues in respect of Income Tax.
- (c) According to the information and explanation given to us there is no amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and the rules made thereunder.
- (viii) The company has accumulated loss of Rs.1,95,12,382/- at the end of financial year 2014-15 and the same is not more than fifty per cent of its worth as on March 31, 2015. However the company has not incurred cash loss during the year under consideration and in the immediately preceding 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 financial institution or bank. The company did not have any outstanding dues to any debenture holders during the year.
- (x) In our opinion and according to the information and explanation given to us the Company has given guarantees for loans taken by others from bank or financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the company.
- (xi) In our opinion and according to the information and explanations given to us, on an overall basis the term loans have been applied for the purpose for which they were raised.
- (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 KANAK RATHOD & CO.
CHARTERED ACCOUNTANTS
Firm Registration No.: 104700W

KANAK RATHOD
PROPRIETOR
M No. : 032833

DATE : 30/05/2015
PLACE : MUMBAI



BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note No.	March 31, 2015	March 31, 2014
I. EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUND			
- Share Capital	2	15,28,98,000	15,28,98,000
- Reserves and Surplus	3	(1,95,12,382)	(35,07,279)
- Money received against Share Warrants		-	-
Sub-Total - (A)		13,33,85,618	14,93,90,721
2 SHARE APPLICATION MONEY PENDING ALLOTMENT			
Sub-Total - (B)		-	-
3 NON-CURRENT LIABILITIES			
- Long-term Borrowings	4	10,86,52,220	10,01,01,365
- Deferred Tax Liabilities (net)		-	-
- Other Current Liabilities		-	-
- Long-term Provisions		-	-
Sub-Total - (C)		10,86,52,220	10,01,01,365
4 CURRENT LIABILITIES			
- Short-term Borrowings	5	36,04,919	3,02,08,229
- Trade Payables	6	1,85,89,909	2,33,71,589
- Other Current Liabilities	7	1,56,12,723	1,31,47,695
- Short-term Provisions	8	3,23,900	3,57,250
Sub-Total - (D)		3,81,31,451	6,70,84,763
TOTAL	(A+B+C+D)	28,01,69,289	31,65,76,849
II. ASSETS			
5 NON-CURRENT ASSETS			
- Fixed Assets	9		
Tangible Assets		2,99,79,725	4,22,48,793
Intangible Assets		1,00,28,353	2,00,56,707
- Non-current investments	10	69,100	69,100
- Deferred Tax Assets (net)	11	48,06,723	52,41,465
- Long-term Loans and Assets	12	8,64,43,206	9,70,97,682
- Other Non-current Assets	13	-	-
Sub-Total - (E)		13,13,27,107	16,47,13,747
6 CURRENT ASSETS			
- Current Investments	14	1,74,08,792	1,99,73,795
- Inventories	15	12,17,97,220	12,63,95,320
- Trade Receivables	16	31,55,300	6,92,118
- Cash and Cash Balances	17	64,80,870	44,21,957
- Short-term Loans and Advances	18	-	3,79,912
- Other Current Assets		-	-
Sub-Total - (F)		14,88,42,182	15,18,63,102
TOTAL	(E+F)	28,01,69,289	31,65,76,849

Note 1 to 40 from an integral part of accounts

For KANAK RATHOD & CO.

Chartered Accountants

Firm Registration No. 104700W

For HARIA APPARELS LTD

KANAK RATHOD
PROPRIETOR

M. No: 032833

Place : Mumbai

DATED : 30/05/2015

KANTILAL L HARIA
Chairman & Managing Director

Place : Mumbai

DATED : 30/05/2015

MANISH K. HARIA
Director

Place : Mumbai

DATED : 30/05/2015



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
ON 31ST MARCH, 2015**

Particulars	Note No.	For the Year Ended 31/03/2015	Year Ended As On 31/03/2014
(i) Revenue form Operations:			
- Sale of Products	19	22,53,500	16,50,160
(ii) Other Income	20	1,83,32,176	1,59,80,385
Total Revenue (i+ii)		2,05,85,676	1,76,30,545
Expenses			
- Cost of Material Consumed		-	-
- Purchase of Stock-in-Trade		-	-
- Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	25,65,003	13,07,810
- Employee benefit expenses	22	17,00,996	5,92,883
- Finance Cost	23	38,69,343	37,83,795
- Depreciation and amortisation expense	9	2,05,79,690	1,58,13,223
- Other Expense	24	59,55,757	38,82,244
Total Expenses		3,46,70,789	2,53,79,955
Profit before exceptional and extra-ordinary items and Tax		(1,40,85,113)	(77,49,410)
Exceptional items		-	-
Profit before extra-ordinary items and Tax		(1,40,85,113)	(77,49,410)
Extra-ordinary items		-	-
Profit Before Tax		(1,40,85,113)	(77,49,410)
- Tax Expense			
Current Tax		-	-
Short / (Excess) provision for tax of earlier year(s)		14,85,248	-
Deferred Tax		4,34,742	(4,48,581)
Total Tax		19,19,990	(4,48,581)
Profit for the period		(1,60,05,104)	(73,00,829)

Note 1 to 40 from an integral part of accounts

For KANAK RATHOD & CO.
Chartered Accountants
Firm Registration No. 104700W

For HARIA APPARELS LTD

KANAK RATHOD
PROPRIETOR
M. No: 032833
Place : Mumbai
DATED : 30/05/2015

KANTILAL L HARIA
Chairman & Managing Director
Place : Mumbai
DATED : 30/05/2015

MANISH K. HARIA
Director
Place : Mumbai
DATED : 30/05/2015



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

	2014-2015	2013-2014
A) NET PROFIT AFTER TAX AND EXTRAORDINARY ITEMS	(1,60,05,104)	(73,00,829)
DEPRECIATION	2,05,79,690	1,58,13,223
PROFIT ON SALE OF ASSETS	(13,95,139)	-
DIVIDEND RECEIVED	(10,380)	10,560
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	31,69,068	85,22,954
ADJUSTMENTS FOR		
TRADE AND OTHER RECEIVABLES	5,46,59,449	(71,06,235)
INVENTORIES	25,65,003	13,07,810
TRADE PAYABLES	(23,50,002)	(2,01,87,416)
NET CASH FROM OPERATING ACTIVITY	5,80,43,518	(1,74,62,888)
B) CASH FLOW FROM INVESTING ACTIVITIES		
PURCHASE OF FIXED ASSETS	(6,29,479)	-
SALE OF FIXED ASSETS	37,42,350	
LOANS AND ADVANCES GIVEN	(4,06,51,132)	(22,54,353)
DIVIDEND RECEIVED	10,380	(10,560)
	3,75,27,881	(22,64,913)
C) CASH FLOW FROM FINANCING ACTIVITIES		
RESERVES AND SURPLUS	-	-
SHARE CAPITAL	-	-
PROCEEDS FROM LONG TERM BORROWINGS	85,50,855	(1,09,79,119)
PROCEEDS FROM SHORT TERM BORROWINGS	(2,66,03,310)	2,99,78,209
NET CASH USED IN FINANCING ACTIVITIES	(1,80,52,455)	1,89,99,090
NET INCREASE IN CASH AND CASH EQUIVALENTS	24,63,182	(7,28,712)
ADD CASH AND CASH EQUIVALENTS AS ON OPN. BAL.	6,92,118	14,20,830
CASH AND CASH EQUIVALENTS AS CLOSING BALANCE	31,55,300	6,92,118

For and on behalf of the Board of Directors

Place : Mumbai
Date : 30/05/2015

Kantilal Haria
Chairman & Managing Director

To,
The Board of Directors,
Haria Apparels Limited

We have examined the attached Cash Flow Statement of Haria Apparels Ltd, for the year ended 31st March, 2015. The statement has been prepared by the Company in accordance with requirement of Listing Agreement Clause 32 of Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the company covered by our report of even date of the members of the company.

For **KANAK RATHOD & CO.**
CHARTERED ACCOUNTANT
Firm Registration No. 104700W

KANAK RATHOD
PROPRIETOR
M.No. 032833

Place: MUMBAI
Date: 30/05/2015



**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2015.**

GENERAL INFORMATION:

Haria Apparels Limited ('the Company') was incorporated on 1st February, 2011 under The Companies Act, 1956. The company is in the Business of manufacturing of Garments and trading of Goods.

1 SIGNIFICANT ACCOUNTING POLICIES:

i) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The financial statements are prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis and are in compliance with pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of Companies Act, 1956(Companies (Accounting Standards) Rules, 2006, as amended) and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities.

ii) USE OF ESTIMATES:

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

iii) TANGIBLE FIXED ASSETS AND DEPRECIATION:

TANGIBLE FIXED ASSETS:

Tangible fixed assets are stated at cost, less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

CAPITAL WORK IN PROGRESS:

Expenses incurred towards acquisition of fixed assets which have not been installed or not put to use before the year end are disclosed under capital work in progress and no depreciation has been provided on that. However there is no Capital Work in Progress during the year under consideration.

DEPRECIATION:

Depreciation is provided on pro rata basis on the straight line method over the remaining useful lives of the assets in the manner prescribed by Schedule II of the Companies Act, 2013, as against the past practice of computing the depreciation at rates with reference to the life of assets subject to the minimum rates provided by Schedule XIV of the Companies Act, 2013.



- a. Useful lives of assets are determined by the management by the internal technical assessments except in case where such assessment suggest a life significantly different from those prescribed by Schedule II - Part 'C', where the useful life is as assessed and certified by a technical expert.
- b. Assets which are depreciated over useful life different than those indicated by Schedule II are as under :

Asset Class	Estimated Useful Life	Useful Life indicate by Schedule II
Plant & Machinery	2 Years	8 Years

Fixed Assets, individually costing less than five thousands, are fully depreciated in the year of purchase.

Depreciation on Assets added / disposed off during the year have been provided on pro-rata basis with reference to the day of additions / deletions from the respective day of purchase/sale.

Continuous process plants are classified based on technical assessment and depreciation is provided accordingly.

iv) INTANGIBLE FIXED ASSETS AND AMORTISATION:

Intangible assets are recognized when it is probable that the future economic benefit attributable to the assets will flow to the Company and its cost can be reliably measured. Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives.

Expenditure incurred on acquisition/development of intangible assets which are not put/ready to use at the reporting date is disclosed under intangible assets under development.

v) IMPAIRMENT OF ASSETS:

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss if any is charged to Statement of Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exist or have decreased.

However there is no such impairment in the year under consideration.

vi) INVENTORY:

Raw Materials are valued at lower of cost or net realizable value. However, these items are considered to be realizable at cost if the finished products in which they will be used, are expected to be sold at or above cost. However there is no stock raw materials for the year under consideration.

Finished Goods and Work in Progress are valued at lower of cost or net realizable value. Cost of Finished Goods and Work in Progress includes the cost of conversion and other costs incurred to bring the inventories to their present location and condition. However there is no stock of Finished Goods for the year under consideration.

Stock in trade is valued at lower of cost or net realisable value.

Cost of inventories is computed on FIFO Basis

Obsolete stock if any is valued at net realizable value. However there is no stock for the year under consideration.

vii) INVESTMENTS:

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

Investments are recorded at cost on the date of purchase, which includes acquisition charges such as brokerage, stamp duty, taxes, etc. Current Investments are stated at lower of cost and quoted/fair value. Provision for diminution in the value of Long Term Investments is made, only if, in the opinion of the management, such a decline is regarded as being other than temporary.

viii) GOVERNMENT GRANTS

Government Grants are recognized when there is reasonable assurance that the same will be received and all attaching conditions will be complied with. Revenue grants are recognized in the Statement of Profit & Loss account. Capital grants relating to specific Tangible/Intangible assets are reduced from the gross value of the respective Tangible/Intangible assets. Other capital grants in nature of promoter's contribution are credited to capital reserve.

However no government grants are received by the company in the year under consideration.

ix) REVENUE RECOGNITION:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured.

SALE OF GOODS:

"Domestic Sale is recognized on dispatch to customers and is net of returns. "Sales" includes basic sales value and excise, but excludes other recoveries such as insurance, sales tax etc.

OTHER INCOME:

Interest is recognized on Time Proportion Basis with reference to principal outstanding and rate of Interest applicable.

Dividend income is recognised when the shareholder's right to receive payment has been established.

Rent income is received on renting their immovable properties and amenities on accrual basis.

x) EMPLOYEE BENEFITS:

Retirement benefits to employees comprise of provident fund contributions, gratuity and leave encashment entitlements. Contribution to Provident Fund is made in accordance with the statute and provided on accrual basis. Gratuity are provided for, according to the rules of these benefit schemes, on the basis of actuarial valuation done at the year-end by independent actuaries using the Projected Unit Credit Method. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise. Leave encashment are paid in the year in which they accrue.

xi) FOREIGN CURRENCY TRANSACTIONS:

Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. The exchange difference resulting from settled transactions is recognized in the statement of profit and loss if applicable.

Year end balances of monetary items are restated at the year end exchange rates and the resultant net gain or loss is recognized in the statement of profit and loss.

Premium or discounts on forward contracts where there are underlying assets/liabilities are amortized over the life of the contract. Such foreign exchange forward contracts are revalued at the Balance Sheet date and the exchange difference between the spot rate at the date of contract and spot rate on the Balance Sheet date is recognized as gain/loss in the Statement of Profit and loss.

xii) BORROWING COST:

Borrowing Costs attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such asset up to the date when such assets are ready for its intended use. Other borrowing costs are charged to the Statement of Profit and Loss Account in the period in which they are incurred.

xiii) LEASES:**[a] As a Lessee:**

Leases, where significant portion of risk and reward of ownership are retained by the Lessor, are classified as Operating Leases and lease rentals thereon are charged to the Statement of Profit and Loss on a straight-line basis over the lease term.

[b] As a Lessor:

If the Company has leased certain tangible assets, and such leases, where the Company has substantially retained all the risks and rewards of ownership, are classified as operating leases.

Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over lease term.

The Company's significant leasing arrangements are in respect of operating leases for administrative office.

xiv) TAXES ON INCOME:

Tax expense comprises of current and deferred tax.

Provision for current tax is made on the basis of estimated taxable income for the relevant accounting year in accordance with the Income Tax Act, 1961.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

In case of unabsorbed losses and unabsorbed depreciation, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profit. At each Balance Sheet date the Company reassesses the unrecognized deferred tax assets.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement.

The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

The Company has the policy of reviewing and passing proper adjustment entries for Income Tax paid, Provision for Income Tax made and excess/short tax provision for the year after filing Income Tax returns. The Company also makes a fair estimate of the Income Tax liability for the said year and gives effects to it in the Books of Accounts.

xv) CASH AND CASH EQUIVALENT:

Cash and Cash Equivalents for the purpose of cash flow statement comprise cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short term highly liquid investments with an original maturity of three months or less.

**xvi) CASH FLOW STATEMENT:**

Cash flows are reported using the Indirect Method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

xvii) RESEARCH & DEVELOPMENT:

Revenue expenditure on Research and Development is charged to the Statement of Profit and Loss in the year in which it is incurred. Capital Expenditure on Research and Development is shown as an addition to Fixed Assets or Work-in-Progress, as the case may be. However there are no such expenditure in the year under consideration.

xviii) EARNINGS PER SHARE:

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

xix) PROVISION & CONTINGENCIES:

The company estimates the probability of any loss that might be incurred on outcome of contingencies on the basis of information available.

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on management's estimate required to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at each balance sheet date and adjusted to reflect the management's current estimates.

In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonable estimated, a disclosure is made in the financial statements.

In case of remote possibility neither provision nor disclosure is made in the financials.

A Contingent Asset is neither recognised nor disclosed in the Financial Statements.



NOTES ON ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

Note No. 2 :- SHARE CAPITAL

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Authorised Capital :		
16,000,000 (PY 16,000,000) Equity Shares of Rs. 10 each	16,00,00,000	16,00,00,000
	16,00,00,000	16,00,00,000
Issued, Subscribed and Fully Paid up :		
EQUITY SHARE CAPITAL		
1,52,89,800 (PY: 1,52,89,800) Equity Shares of Rs.10/- each fully paid up	15,28,98,000	15,28,98,000
	15,28,98,000	15,28,98,000

a. Details of Shareholding as at March 31, 2015

i. Equity Shares held by various entities:

27,69,399(18.29%) {PY: 27,69,399 (18.29%)} Equity Shares of Rs.10/- each held by Associate Company Vilco Pharma Pvt. Ltd.

ii. Shareholders holding more than 5% of Equity Shares:

30,20,496(19.75%) {PY: 30,20,496(19.75%)} Equity Shares of Rs.10/- each held by Mr. Manish K. Haria

9,27,778(6.07%) {PY: 9,27,778 (6.07%)} Equity Shares of Rs.10/- each held by Mr. Kantilal Haria

b. Reconciliation of the number of Equity Shares outstanding

(Amount in Rs.)

Particulars	March 31, 2015 No. of Shares	March 31, 2014 No. of Shares
Number of Shares at the beginning of the year	1,52,89,800	1,52,89,800
Add: Shares issued as per the scheme of arrangement	-	-
Less: Shares Forfeited	-	-
Number of Shares at the end of the year	1,52,89,800	1,52,89,800

c. Each Equity Share is entitled to one voting right only.

d. In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets remaining, and distribution of all preferential amounts.



NOTES ON ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

Note No. 3 - RESERVES AND SURPLUS

(Amount in Rs.)

Particulars	Opening as at April 1, 2014	Additions	Deductions / Adjustments	Balance as at March 31, 2015
General Reserves	1,57,08,253	-	-	1,57,08,253
Surplus as per Profit and Loss Account	(1,92,15,531)	(1,60,05,104)	-	(3,52,20,635)
Total	(35,07,279)	(1,60,05,104)	-	(1,95,12,382)

Details of Profit and Loss Surplus is as given below:

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Net Profit/(loss) after Tax	(1,60,05,104)	(73,00,829)
Balance brought forward	(1,92,15,531)	(1,19,14,702)
Profit Available for Appropriation	(3,52,20,635)	(1,92,15,531)
APPROPRIATIONS:		
	-	-
Surplus Carried to Balance Sheet	(3,52,20,635)	(1,92,15,531)

NOTE NO. 4 - LONG TERM BORROWINGS

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
I. Secured Borrowings:		
a. Term Loans		
- from IDBI lease rental discounting (Refer Note - 4.1)	2,39,49,853	-
- Car Loan from HDFC Bank (Refer Note - 4.2)	76,465	3,87,073
Total Secured Long Term Borrowings - (I)	2,40,26,318	3,87,073
II. Unsecured Borrowings:		
a. Loans and advances from Related Parties (Refer Note - 4.3)	6,12,46,708	8,41,86,766
b. Inter Corporate Deposits - Related (Refer Note - 4.4)	2,33,79,194	-
c. Inter Corporate Deposits - Others (Refer Note - 4.4)	-	1,55,27,526
Total Secured Long Term Borrowings - (II)	8,46,25,902	9,97,14,292
III. Total Long Term Borrowings (I + II)	10,86,52,220	10,01,01,365



NOTES ON ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

Additional Information to Secured / Unsecured Long Term Borrowings:

4.1 Term Loan from Punjab National Bank

- a. Loan from IDBI Bank was secured by plot nos. 279 at GIDC Vapi Industrial Estate, Vapi Taluka: Pardi, District: Valsad, Gujarat @ 12.25% per annum Interest. The loan as at 31st March, 2015 is repayable in 48 equal monthly installments from May 2015 of Rs. 7,80,474/- each.
- b. There was no default in repayment of the loans.

4.2 Car Loan from HDFC Bank

- a. Loan from HDFC Bank is will be by 14-monthly instalments as on 31st March of Rs.38,750/- at interest rate of 10.81% p.a, secured by way of hypothecation of Car as at March 31, 2015
- b. The loans are regularly paid as per the repayment schedule and there is no default in repayment of the loans.

4.3 Loans and advances from related parties

- a. Long Term loans from related parties are not going to be recalled before the end of 2 years.
- b. There was no default in repayment of the loans.

4.4 Inter Corporate Deposits (Related & Others)

- a. Inter Corporate Deposits are not going to be recalled before the end of 2 years.
- b. There was no default in repayment of the loans.

Note No. 5 - SHORT - TERM BORROWINGS

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Unsecured Borrowings		
a. Others		
- Bank Overdrawn as per books	54,919	37,08,229
b. Bajaj Finance loan against shares (Refer Note 5.1)	35,50,000	2,65,00,000
Total Unsecured Short Term Borrowings	36,04,919	3,02,08,229
Total Short Term Borrowings	36,04,919	3,02,08,229

Additional Information to Secured / Unsecured ShortTerm Borrowings:

5.1 Term Loan from Bajaj Finance

- a. Loan from bajaj finance is given for 12 months at interest rate of 12.25%,secured by pledge of 11,260 Shares of Asian Paints, Shares are in name of Mr.Bimal Haria. Loan is guranateed by Mr.Bimal Haria. The loan of Rs. 35,50,000/- will be repaid after 12 months



NOTES ON ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

Note No. 6 - TRADE PAYABLES

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Trade Payables		
- Other than Micro and Small Enterprises		
i. To Others	1,85,89,909	2,33,71,589
Total	1,85,89,909	2,33,71,589

Note No. 7 - OTHER CURRENT LIABILITIES

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
a. Current maturities of Long Term Debt (Secured)		
- IDBI Bank (Refer Note - 4.1)	55,50,147	-
- Car Loan from HDFC Bank (Refer Note - 4.2)	4,31,064	5,07,529
b. Deposits	41,61,460	9,64,500
c. Others		
- Creditors for Expenses	13,75,860	22,59,027
- Creditors for Capital goods	-	47,99,423
- Outstanding Expense	-	-
- Advance received from Debtors	10,27,200	5,30,000
- Statutory Dues		
TDS Payable	-	29,789
Profession Tax	2,500.00	-
Service Tax Payable	30,64,492	40,57,427
Total	1,56,12,723	1,31,47,695

Note No. 8 - SHORT TERM PROVISIONS

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Provision for Employee Benefits		
- Salary payable	3,23,900	3,57,250
Total	3,23,900	3,57,250



NOTES ON ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

Note No. 9 Fixed Assets

		GROSS BLOCK				DEPRECIATION				NET BLOCK	
Sr. No.	Particulars	Value as on 01/04/2014	Addition during the Year	Deduction during the Year	Value as at 31/03/2015	Value as on 01/04/2014	Addition during the Year	Deduction during the Year	Value as at 31/03/2015	WDV as on 31/03/2015	WDV as on 31/03/2014
I.	<u>Tangible Assets</u>										
1	Land	50,31,795	-	-	50,31,795	-	-	-	-	50,31,795	50,31,795
2	Silver Article	1,26,355	-	-	1,26,355	-	-	-	-	1,26,355	1,26,355
3	Building	4,72,08,197	5,54,879	18,23,903	4,59,39,173	3,22,41,115	14,01,823	10,89,008	3,25,53,930	1,33,85,243	1,49,67,082
4	Gide Quarters	3,52,047	-	-	3,52,047	2,57,508	13,968	-	2,71,476	80,571	94,539
5	Furniture & Fixture	87,18,066	-	40,81,215	46,36,851	69,33,451	2,45,755	32,45,732	39,33,475	7,03,377	17,84,615
6	Electrical Instalation	22,91,702	-	13,08,459	9,83,243	18,20,153	52,380	10,39,225	8,33,308	1,49,936	4,71,549
7	Plant & Machinery	9,97,89,125	-	-	9,97,89,125	8,26,85,173	81,24,377	-	9,08,09,550	89,79,575	1,71,03,952
8	Office & Factory Equipment	34,55,387	74,600	34,55,387	74,600	29,95,475	9,488	29,95,475	9,488	65,112	4,59,912
9	Computer	62,38,513	-	14,08,362	48,30,151	61,22,837	56,567	13,82,248	47,97,156	32,995	1,15,676
10	Vehicle	95,99,052	-	98,929	95,00,123	75,05,733	6,46,978	77,355	80,75,356	14,24,767	20,93,319
	Total (I)	18,28,10,239	6,29,479	1,21,76,254	17,12,63,464	14,05,61,445	1,05,51,336	98,29,043	14,12,83,739	2,99,79,725	4,22,48,794
II.	<u>Intangible Assets</u>										
1	Goodwill	4,01,13,415	-	-	4,01,13,415	2,00,56,708	1,00,28,354	-	3,00,85,062	1,00,28,353	2,00,56,707
	Total (II)	4,01,13,415	-	-	4,01,13,415	2,00,56,708	1,00,28,354	-	3,00,85,062	1,00,28,353	2,00,56,707
	Total (I + II) (Current Year)	22,29,23,654	6,29,479	1,21,76,254	21,13,76,879	16,06,18,153	2,05,79,690	98,29,043	17,13,68,801	4,00,08,078	6,23,05,501



NOTES ON ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

Note No. 10 :- NON CURRENT INVESTMENTS

(Amount in Rs.)

Particulars	No	Face Value	March,31 2015	March,31 2014
I. TRADE INVESTMENTS				-
II. OTHER INVESTMENTS				
a. <u>Investment in Equity Instruments</u>				
<u>Unquoted Investments</u>				
Mandvi Co-op Bank Ltd	100 (100)	10 (10)	1,000	1,000
Greater Bombay Co-op Bank Ltd	5 (5)	50 (50)	250	250
North Canara G.S.B Co-op Bank Ltd	5520 (10)	10 (10)	55,200	55,200
Sardar Bhiladwala Pardi People Co-op Bank Ltd	506 (506)	25 (25)	12,650	12,650
Total Non-Current Investments			69,100	69,100
Additional Information				
Aggregate Value of Quoted Investments			69,100	69,100

Note No. 11 :- DEFERRED TAX ASSETS

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Deferred Tax Liability		
Depreciation	13,73,277	32,56,035
Deferred Tax Asset		
On account of loss carried forward for set off	61,80,000	84,97,500
Total	48,06,723	52,41,465

Note No. 12 :- LONG TERM LOANS AND ADVANCES

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
I. Secured, Considered good		-
II. Unsecured, Considered good		
a. Capital Advances	8,15,410	6,00,25,000
b. Security Deposits	7,28,684	7,13,684
c. Loans and Advances to Related Parties	-	43,31,453
d. Loans and Advances to Others	4,57,72,995	7,90,410
e. Employee Advance	-	3,000
f. IncomeTax- Advance on disputed dues	3,91,26,117	3,12,34,135
Total Long Term Loans and Advances	8,64,43,206	9,70,97,682



NOTES ON ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

Note No. 13 :- OTHER NON - CURRENT ASSETS

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
I a. Secured, Considered good		-
b. Unsecured, Considered good	-	-
II. Others	-	-
Total	-	-

Note No. 14 :- INVENTORIES

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
a. Stock in trade	1,74,08,792	1,99,73,795
	-	-
Total Inventories	1,74,08,792	1,99,73,795

Note No. 15 :- TRADE RECEIVABLES

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
a Secured, Considered good		-
b Unsecured, Considered good		
- Outstanding for a period exceeding six months from the date its due	5,50,029	65,10,843
- Others	-	-
c. Doubtful		
- Outstanding for a period exceeding six months from the date its due	12,12,47,191	11,98,84,477
- Others	-	-
Total Trade receivables	12,17,97,220	12,63,95,320

Note No. 16 :- CASH AND CASH BALANCES

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Cash and Cash Equivalents		
- Cash on hand	18,53,967	3,36,188
- Balance with Bank	13,01,333	3,55,930
Total Cash and Bank Balances	31,55,300	6,92,118



**NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS
AS AT 31ST MARCH, 2015**

Note No. 17 - SHORT TERM LOANS AND ADVANCES

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
a Secured, Considered good		-
b Unsecured, Considered good		
- Advance to Suppliers	47,85,209	28,45,016
- TDS Receivable-Earlier Years	-	-
- TDS Receivable - (F.Y. 2013-14)	-	15,76,941
- TDS Receivable - (F.Y. 2014-15)	16,95,661	-
Total	64,80,870	44,21,957

Note No. 18 - OTHER CURRENT ASSETS

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Others		
- Prepaid Expenses	-	27,763
- Preliminary expenses	-	3,52,149
Total	-	3,79,912

Note No. 19 - REVENUE FROM OPERATIONS IN RESPECT OF NON FINANCE COMPANY

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
<u>Revenue from Sale of Products</u>		
Local Sales	22,53,500	16,50,160
Total Revenue from Operations	22,53,500	16,50,160

Note No. 20 - OTHER INCOME

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Rent Income	1,67,28,978	1,59,18,680
Dividend Income	10,380	10,560
Profit on Sale of Fixed Assets	13,95,139	-
Interest Received	4,167	51,145
Sundry Balances write off	1,93,512	-
Total	1,83,32,176	1,59,80,385



**NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS
AS AT 31ST MARCH, 2015**

Note No. 21- CHANGES IN INVENTORIES OF FINISHED GOODS

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Closing Stocks:		
Stock In Trade	1,74,08,792	1,99,73,795
Total (A)	1,74,08,792	1,99,73,795
Less: Opening Stocks:		
Stock In Trade	1,99,73,795	2,12,81,605
Total (B)	1,99,73,795	2,12,81,605
Increase/Decrease in Stocks		
Total (A-B)	(25,65,003)	(13,07,810)

Note No. 22 - EMPLOYEE BENEFIT EXPENSES

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Salaries and Wages	15,22,950	5,91,132
Staff Welfare Expenses	1,78,046	1,751
Total	17,00,996	5,92,883

Note No. 23 - FINANCE COST

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Interest Expenses	36,55,254	35,86,031
Bank Charges	21,111	48,887
Loan Processing fees	1,92,978	1,48,877
Total	38,69,343	37,83,795



**NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS
AS AT 31ST MARCH, 2015**

Note No. 24 - OTHER EXPENSES

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Rent	1,91,388	1,34,832
<u>Repairs and Maintenance of :</u>		
Plant and Machinery	-	-
Others	2,10,432	1,28,740
Service Charges	-	3,40,722
Insurance	2,44,845	1,08,103
Legal & Professional Fees	7,77,937	2,67,282
Electricity Charges	5,77,365	52,508
Security Charges	1,76,736	48,201
Postage. Telephone & Telefax	3,28,647	1,80,294
Listing Fees	75,191	33,708
<u>Rates and Taxes</u>		
Property Tax	41,292	2,10,548
Profession Tax	2,500	2,500
Service Tax	-	5,77,064
Printing & Stationery	54,713	2,63,731
Travelling Expense	4,32,050	2,66,116
Filing Fees	1,23,790	-
<u>Payment to Auditors</u>		
As Auditor	1,34,832	1,34,832
Subscriptions	2,605	3,899
Advertisement / Other Selling Expenses	6,91,094	6,96,912
Preliminary Expenses W/O	3,52,149	3,52,148
Personal Expenses	9,73,605	-
Prior Period Expenses	3,75,000	-
Other Administrative Expenses	1,89,586	80,104
Total	59,55,757	38,82,244

**25) EARNING PER SHARE**

	<u>2014-2015</u> <u>Rupees</u>	<u>2013-2014</u> <u>Rupees</u>
Net Profit / (Loss) as per P/L A/c.	(1,60,05,104)	(73,00,829)
No. of equity shares outstanding (nos.)	1,52,89,800	1,52,89,800
Basic earnings per share	(1.05)	(0.48)
Diluted earning per share	(1.05)	(0.48)

26) CONTINGENT LIABILITIES AND COMMITMENTS

PARTICULARS	2014-2015	2013-2014
(I) Contingent Liabilities		
(A) Claims against the company/ disputed liabilities not acknowledged as debts.	NIL	NIL
(B) Guarantees		
(i) Guarantees to Banks and Financial Institutions against credit facility extended to third parties.	15,35,00,000	12,20,00,000
(II) Capital Commitments		
Estimated amount of contracts remainin g to be executed on Capital Account and not provided for (net of advances)	NIL	NIL

27. EMPLOYEE BENEFITS:

The Company has not completed 5 years of continuous business and there are no permanent employees in the company, hence the employees benefits under the payment of Gratuity Act are not applicable to the company during the year under consideration.

28. DETAILS OF AUDITORS' REMUNERATION:

<u>PARTICULARS</u>	<u>2014-2015</u>	<u>2013-2014</u>
<u>Payments to Statutory Auditor :</u>		
<u>As Auditors:</u>		
For Audit Fees	1,34,832	1,34,832
TOTAL	1,34,832	1,34,832

29. PURCHASE OF STOCK IN TRADE

<u>PARTICULARS</u>	<u>2014-2015</u>	<u>2013-2014</u>
Fabric	-	-
TOTAL	-	-

**FINISHED STOCK AND TURNOVER**

<u>PARTICULARS</u>	<u>2014-2015</u>	<u>2013-2014</u>
<u>Manufactured Goods</u>		
<u>Fabric</u>		
Sales value	22,53,500	16,50,160
Opening Stock	1,99,73,795	2,12,81,605
Closing Stock	1,74,08,792	1,99,73,795

30. FOREIGN CURRENCY TRANSACTIONS

<u>PARTICULARS</u>	<u>2014-15</u>	<u>2013-14</u>
Value of imports on CIF basis	NIL	NIL
Expenditure in foreign currency	NIL	NIL
Earnings in foreign exchange		
Export (including deemed) of goods (on FOB basis)	NIL	NIL

31. There is no Foreign Exchange Gain/Loss in the year under consideration.

32. SEGMENT REPORTING :

Segment reporting does not apply to the company, hence reporting under this clause is not applicable

33. RELATED PARTY DISCLOSURE :

<u>LIST OF RELATED PARTIES</u>	<u>PARTICULARS</u>
Subsidiaries / Associates	NIL
Key Management Personnel	1] Kantilal Haria 2] Manish Haria
Enterprise in which key management personnel, and their relatives have significant influence	1] Haria Exports Limited 2] Vilco Pharma Pvt. Ltd.
Relative of Key Management Personnel	1] Haria Exports Limited 2] Vilco Pharma Pvt. Ltd.

Transaction for the year ended 31st March 2015.

Particulars	Subsidiaries / Associates	Enterprise in which management personnel and relatives have significant influence	Key Management Personnel & their Relatives	Total
1. Loan Given	- -	25,76,178 (33,55,000)	7,12,000 (30,000)	32,88,178 (33,85,000)
2. Loan Received	- -	2,97,34,485 (2,10,000)	3,89,23,742 (1,90,60,000)	6,86,58,227 (1,92,70,000)
3. Loan Repaid	- -	63,55,291 (7,46,658)	6,18,63,800 (67,45,000)	6,82,19,091 (74,91,658)
4. Loan Received Outstanding	- -	2,33,79,194 -	6,12,46,708 (8,41,86,765)	8,46,25,902 (8,41,86,765)
5. Loan Given Outstanding	- -	- (43,01,453)	- (30,000)	- (43,31,453)
6. Rent Paid	- -	89,888 (1,34,832)	- -	89,888 (1,34,832)
7. Rent Received	- -	- (1,48,42,380)	- -	- (1,48,42,380)
8. Guarantees Given	- -	15,35,00,000 (12,20,00,000)	- -	15,35,00,000 (12,20,00,000)

Note: Related Parties Relationship is as identified by the company and relied upon by the auditors.

Figures in the brackets represent previous year figures.

34. LEASES

Operating Lease Payment in respect of certain office premises and factory premises on cancellable operating lease which are recognised into the Statement of Profit and Loss:

As at 31st March,	<u>2015</u>	<u>2014</u>
Minimum Lease Payment	1,91,388	1,34,832
Total	1,91,388	1,34,832
As at 31st March,	<u>2015</u>	<u>2014</u>
Lease Rent Received	1,67,28,978	1,59,18,680
Total	1,67,28,978	1,59,18,680



- 35 The trade receivable of Rs. 12,12,47,191/- are overdue and outstanding since last three years. The management was advised to make provision on these doubtful debts. However the management is confident of receiving the sum and hence no provision has been made accordingly.
- 36 The balance confirmations have been sent to Sundry Debtors, Creditors, Deposits and Loans & Advances Parties, due adjustment if any shall be done on receipt of the confirmation. Management is confident of receiving all the sums due. The provisions for all known liabilities and for depreciation is adequate and not in excess of the amounts reasonably necessary.
- 37 In the opinion of the board the current assets, loans and advances are approximately of the values stated in the Balance Sheet, realized in the ordinary course of business.
- 38 In the absence of declaration from sundry creditors / suppliers with regard to their status as SSI Undertaking wherever appropriate, it is not possible to determine the amount, payable to sundry creditors falling within the meaning of SSI Undertaking.
- 39 Disclosure under Micro, Small and Medium Enterprises development Act, 2006. The Company has not received any memorandum (as required to be filed by the suppliers with notified authority under the Micro, Small and Medium Enterprises development Act, 2006) claiming their status as micro, small and medium enterprises. Consequently the amount paid/payable to these parties during the period under review is NIL.
- 40 Previous Year Figures have been regrouped & reclassified/rearranged wherever necessary.
- As per Report of the even date attached.

For KANAK RATHOD & CO.
Chartered Accountants
Firm Registration No. 104700W

For HARIA APPARELS LTD

KANAK RATHOD
PROPRIETOR
M. No: 032833

KANTILAL L HARIA
Chairman & Managing Director

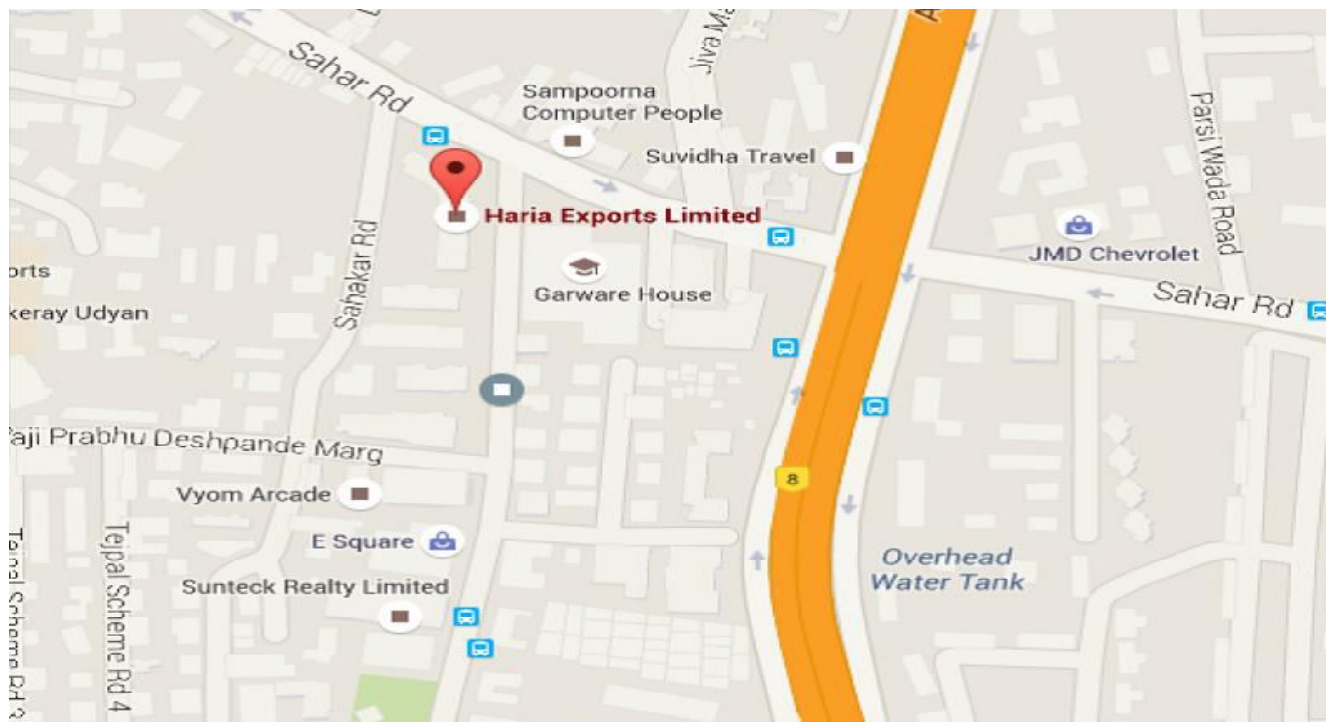
MANISH K. HARIA
Director

Place : Mumbai
DATED : 30/05/2015

Place : Mumbai
DATED : 30/05/2015

Place : Mumbai
DATED : 30/05/2015

Route Map to the venue of the AGM



ATTENDANCE SLIP

(To be handed over at the time of the Meeting)

Fourth Annual General Meeting

30th September, 2015

I / We hereby record my / our presence at the Fourth Annual General Meeting of the Company held at its Registered Office at **8, Subhash Road, Vile Parle (East), Mumbai – 400057** on 30th September, 2015 at **10:30 a.m.**

Full name of the Member

(in BLOCK LETTERS) _____

Regd. Folio No. _____

No. of shares held _____

Full name of Proxy

(in BLOCK LETTERS) _____

Signature of the member(s) or

Proxy/proxies present



PROXY FORM

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

CIN: L18204MH2011PLC212887

Name of the Company: HARIA APPARELS LIMITED

Registered Office: 8, Subhash Road, Vile Parle (East), Mumbai -400057

Name of the member (s)	:
Regd. Address	:
E-mail Id	:
Folio No./Client ID	:

I/We, being a member(s) of _____ shares of the above named company, hereby appoint:

1. Name : _____ Email _____

Address : _____

Signature: _____, or failing him
2. Name : _____ Email _____

Address : _____

Signature: _____, or failing him
3. Name : _____ Email _____

Address : _____

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 **FOURTH** Annual general meeting of the company, to be held on the **Wednesday, 30th September, 2015** and at any adjournment thereof in respect of all resolutions.

Resolution No. :

1.
2.
3.

Signed this _____ day of _____ 20 _____

Signature of the Shareholder

Signature of the Proxy holder (s)

Affix
Revenue
Stamp

Note: 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.

BOOK - POST

If undelivered, please return to :

HARIA APPARELS LIMITED

Haria Centre, 8, Subhash Road,
Vile Parle (E), Mumbai - 400 057.

Tel. No.: 4097 3000

