






## FORM B

(Pursuant to Clause 31(a) of Listing Agreement)

No.	Particulars	Details
1.	Name of the Company	Shree Ganesh Elastoplast Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Types of Audit observation	Qualified
4.	Frequency of observation	1 Year.
5.	Drew attention to relevant notes in the Annual financial statement and management response to the qualification in the directors report	(1) Note No. b) Regarding non appointment of whole time Company Secretary. And Management Clarification in Directors' Report on Page No.15.
6.	Additional comments from the Board/ Audit committee Chairman	-
7.	To be signed by- <ul style="list-style-type: none"> <li>• Managing Director/ CEO/ Whole Time Director</li> <li>• CFO</li> </ul>	For Shree Ganesh Elastoplast Limited.  (Bharat V Mashruwala) Whole Time Director & CEO. DIN Number: 03440503  For Shree Ganesh Elastoplast Limited  (Arunkumar Dinkarbhai Parte)

	<ul style="list-style-type: none"><li data-bbox="310 461 613 539">• Audit Committee Chairman</li> <li data-bbox="310 770 581 853">• Auditors of the Company</li></ul>	<p data-bbox="699 282 1068 360">Chief Financial Officer. IT PAN No: AMKPP8494R</p> <p data-bbox="699 416 1325 450">For SHREE GANESH ELASTOPLAST LIMITED</p> <p data-bbox="792 472 1117 539"></p> <p data-bbox="699 551 1162 674">(HARISHBHAI R MEHTA) CHAIRMAN AUDIT COMMITTEE DIRECTOR DIN NO: 05316274</p> <p data-bbox="699 730 1097 842">M/s. Sunil Dad &amp; Co., Chartered Accountants. ICAI Registration No: 126741W</p> <p data-bbox="691 853 1230 965"></p> <p data-bbox="699 976 935 1099">(Sunil Dad) Partner. Membership No:</p> <p data-bbox="976 842 1230 1055"></p>
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# **SHREE GANESH ELASTOPLAST LIMITED**

## **21<sup>TH</sup> AUDITED ANNUAL REPORT FOR THE YEAR 2014-15**



### **DISCLAIMER STATEMENT**

THIS AUDITED ANNUAL REPORT CONTAINING AUDITED BALANCE SHEET, PROFIT & LOSS ACCOUNT, SCHEDULES, NOTES TO THE ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31/03/2015 AND THE DOCUMENTS ATTACHED THERETO I.E REPORT OF THE AUDITORS, BOARD OF DIRECTORS, REPORT ON THE CORPORATE GOVERNANCE AND ANY OTHER ATTACHMENTS ARE PREPARED IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1956 AS PER GENERAL CIRCULAR 08/2014 ISSUED VIDE LETTER NO. 1/19/2013-CL-V DATED 04.04.2014 AND APPLICABLE PROVISIONS OF VARIOUS SECTIONS OF COMPANIES ACT 2013 WHICH WERE MADE APPLICABLE W.E.F 12/09/2013.HOWEVER IN PREPARATION OF THIS REPORT AT SOME PLACES A REFERENCE OF VARIOUS SECTIONS OF COMPANIES ACT 2013 ARE ALSO MADE AS AN ABUNDUNT CAUTION.

DATE : 29<sup>TH</sup> SEPTEMBER, 2015  
DAY : Wednesday  
TIME : 11.00 A.M.  
VENUE : 119, Gr.Floor, Kamdhenu Complex  
Opp.SahjanadColleage, Polytechnic Road,  
Ahmedabad: 380015

**NOTE TO SHAREHOLDERS:**

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

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#### **BOARD OF DIRECTORS**

Shri Nitin. H. Mehta,	Chairman and Director
Shri Bharatkmar V Mashruwala,	Whole Time Director & CEO
Shri HarishbhaiRatilal Mehta,	Director
Shri Mihir R. Shah	Director
Shri Mayukh J. Pandya,	Director
Shri Sharmishthaben R. Shah,	Additional Director (upto 21.03.2015)
Shri Ramesh S Shah,	Independent Director (upto 30.09.2014)
Shri Satish M Kavathe,	Additional Director (W.e.F. 14.11.2014)
Shri Bina V Patel	Women Director (W.e.F. 21.03.2015)
Shri Arunkumar D parte	Chief Financial Officer (W.e.F 02.03.2015)

#### **COMPANY LAW CONSULTANT**

M/s Kamlesh M. Shah &Co.,Company Secretaries,  
801- A, Mahalay Building,  
Opp. Hotel President,  
Off. C.G. Road,  
Ahmedabad – 380 009

#### **BANKERS OF THE COMPANY**

Central Bank of India, Ahmedabad  
ICICI Bank, AHmedabad

#### **STATUTORY AUDITORS**

M/S Sunil Dad & Co.,  
1016, AnandMangal III,  
Near Parimal Cross Roads,  
Ellisbridge, Ahmedabad: 380 006.

#### **LISTING AT**

Ahmedabad Stock Exchange Kamdhenu Complex, Nr. Panjarapole, Ahmedabad 380 015	The Bombay Stock Exchange 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai 400 001
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#### **REGISTERED OFFICE**

119, Gr.Floor, Kamdhenu Complex,  
Opp.Sahajanad Collage,  
Ahmedabad: 380 015.

#### **REGISTRARS & SHARETRANSFER AGENTS**

Skyline Financial Services Pvt. Ltd  
D-153 A, First Floor, Okhla Industrial Area,  
Phase - 1,New Delhi, Delhi-110020

## NOTICE TO THE MEMBERS.

**NOTICE** is hereby given that 21<sup>st</sup> Annual General Meeting of the Members of SHREE GANESH ELASTOPLAST LIMITED will be held on Tuesday the 29<sup>th</sup> September, 2015, at 11:00 AM at the Registered Office of the Company situated at 119, Gr. Floor, Kamdhenu Complex, Opp. Sahjanand Complex, Polytechnic Road ,Ahemdabad.380 015 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 31<sup>st</sup> March, 2015, Balance Sheet as on that date, Directors' Report and the Auditors' Report thereon,
2. To Reappoint Mr. Bharat V Mashruwala who retires by the rotation at this Annual General Meeting and being eligible offers himself for re-appointment
3. To appoint Auditors M/s. Sunil Dad & Co., Chartered Accountants, for the Company for the year 2015-16 and to hold the office as such from the date of conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and such other applicable provisions, M/s Sunil Dad & Co., Ahmedabad (ICAI Registration No. 126741W), Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Next Annual General Meeting, to audit the accounts of the Company for the financial years 2015-16, on such remuneration as may be agreed upon between the Auditors and the Board of Directors."

### SPECIAL BUSINESS:

4. **To appoint Mrs. Bina V Patel (DIN- 07121537) as an Independent 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 section 149(1) & 149(6) of the Companies Act, 2013 refer to Companies (Directors Appointment & Qualification) Rules, 2014, Mrs. Bina V. Patel (Holding a valid Director Identification Number: 07121537) is not disqualified for being appointed as an Independent Woman Director of the company in term of the section 164 of the Companies Act, 2013 or any other applicable provisions and had given her consent to for appointment as a Independent woman Director be and is hereby appointed as Independent Director of the company with effect from 16<sup>th</sup> March, 2015 for the period of 5 years."

"RESOLVED FURTHER that as per the provision of section 149(6) of the Companies Act, 2013 Mrs. Bina V. Patel is appointed for the period of 5 years, as an Independent Director of the Company is not eligible for Retire by rotation.

5. **To appoint Mr. Satish M Kavathe (DIN- 00745013) as an Independent 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 section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications 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, Mr. Satish M Kavathe (DIN-00745013) who was appointed as Additional director up to the date of the next Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director not liable to retire by rotation of the Company to hold office for a term of 5 (five) consecutive years, from the date of this Annual General Meeting up to the conclusion of 25th Annual General Meeting of the Company in the calendar year 2019."



“RESOLVED FURTHER that as per the provision of section 149(6) of the Companies Act, 2013 Mrs. Satish M Kavathe is appointed for the period of 5 years, as an Independent Director of the Company is not eligible for Retire by rotation.

**6. To appoint Mr. Mayukh J Pandya (DIN- 00572719) as an Independent 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 section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications 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, Mr. Mayukh JPandya (DIN-00572719) who was appointed as director liable to retire by rotation at last Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 4 (four) consecutive years, from the date of this Annual General Meeting up to the conclusion of 24<sup>th</sup> Annual General Meeting of the Company in the calendar year 2018.”

**7. To appoint Mr. Harish R Mehta (DIN- 05316274) as an Independent 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 section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications 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, Mr. Harish R Mehta (DIN-00572719) who was appointed as director liable to retire by rotation at last Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 4 (four) consecutive years, from the date of this Annual General Meeting up to the conclusion of 24<sup>th</sup> Annual General Meeting of the Company in the calendar year 2018.”

**NOTES**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her self and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.** A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Pursuant to Clause 49 of the Listing Agreement, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.
5. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

6. Shareholders are requested to bring their copy of Annual Report to the meeting.
7. Members/Proxies should fill Attendance Slip for attending the meeting.
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23<sup>RD</sup> September, 2015 to Tuesday, 29<sup>TH</sup> September, 2015 (both days inclusive).**
9. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
12. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
13. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2015 is uploaded on the Company's website [www.shreeganeshelastoplastltd.com](http://www.shreeganeshelastoplastltd.com) and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. [www.bseindia.com](http://www.bseindia.com).
14. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2014 -15 is being sent in the permitted mode.
15. **GENERAL INSTRUCTIONS FOR VOTING:**
  - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 21<sup>ST</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
  - b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - d. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - e. Shri Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India,) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - f. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, submit to the Chairman of the Company.
  - g. The Results declared by the Chairman along with the Scrutinizer's Report shall be placed on the Company's website <http://www.shreeganeshelastoplastltd.com> and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the NSE and BSE Limited and will be uploaded on website of Stock Exchanges.



- h. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23.09.2015, may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com).

The voting period begins on 26.09.2015 at 10 a.m. and ends on 28.09.2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 23.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**Note:** For detailed instructions for e-voting, please visit website of CDSL.

**Date: 25<sup>th</sup> May 2015**  
**Place: Ahmedabad**

**By Order of the Board of Directors**  
**Shree Ganesh Elastoplast Limited**

**SD/-**

**(Bharat V. Mashruwala)**  
**Whole time director**  
**(DIN: 03440503)**

**ANNEXURE TO NOTICE**

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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

**Item No.4, 5, 6, 7**

Mr. Satish M Kavathe (DIN- 01989486), Mr. Mayukh J Pandya (DIN-00572719), Mr. Harish R Mehta (DIN-05316274) and Mrs. Bina V Patel (DIN- 07121537) are Independent directors of the Company and have held the position as such for the period up to 5 Years. As per the current provisions of company law and clause 49 of the Listing Agreement, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Satish M Kavathe as independent director under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of 25<sup>th</sup> Annual General Meeting of the company in the calendar year 2019. It is proposed to appoint Mr. Mayukh J Pandya as independent director under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 4 (Four) consecutive years for a term up to the conclusion of 24<sup>th</sup> Annual General Meeting of the company in the calendar year 2018. It is proposed to appoint Mr. Harish R Mehta as independent director under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 4 (Four) consecutive years for a term up to the conclusion of 24<sup>th</sup> Annual General Meeting of the company in the calendar year 2018. It is proposed to appoint Mrs. Bina V Patel as independent Women director under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of 25<sup>th</sup> Annual General Meeting of the company in the calendar year 2019.

Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta and Mrs. Bina V Patel are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as directors. The company has received notices in writing from members along with deposits of requisite amount under section 160 of the Act proposing the candidature of each of Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta and Mrs. Bina V Patel for the office of Directors of the Company.

The company has also received declarations from Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta and Mrs. Bina V Patel that they meet with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta and Mrs. Bina V Patel fulfil the conditions for appointment as independent directors as specified in the Act and the Listing Agreement. Brief resume of Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta and Mrs. Bina V Patel nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of Board committees, shareholding as stipulated under clause 49 of the Listing Agreement with the stock exchanges, are provided herein below:

**Date: 25<sup>th</sup> May 2015**  
**Place: Ahmedabad**

**By Order of the Board of Directors**  
**Shree Ganesh Elastoplast Limited**

**SD/-**  
**(Bharat V. Mashruwala)**  
**Whole time director**  
**(DIN: 03440503)**

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT**

<b>Name of Director</b>	Bharat V Mashruwal
<b>Director Identification Number</b>	03440503
<b>Date of Birth</b>	20/01/1944
<b>Date of Appointment</b>	30/09/2014
<b>Relationship with other Directors Inter se</b>	NONE
<b>Profile &amp; Expertise in Specific functional Areas</b>	He is retired asst. bank manger having more than 25 years of banking experience. He has through knowledge of general management and banking operation.
<b>Qualification</b>	B COM
<b>No. of Equity Shares held in the Company</b>	NONE
<b>List of other Companies in which Directorships are held</b>	MERRY SHARE FIN LTD
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held</b>	-

<b>Name of Director</b>	MAYUKH J PANDYA
<b>Director Identification Number</b>	00572719
<b>Date of Birth</b>	22/07/1955
<b>Date of Appointment</b>	30/04/2011
<b>Relationship with other Directors Inter se</b>	NONE
<b>Profile &amp; Expertise in Specific functional Areas</b>	He is legal professional having reach experience of more than 15 years in legal consulting in equity market related cases.
<b>Qualification</b>	B COM
<b>No. of Equity Shares held in the Company</b>	NONE
<b>List of other Companies in which Directorships are held</b>	Monarch Comtrade Pvt Ltd, Shivam Commodity Broking Pvt Ltd, Merry Sharefin Ltd, Network Stock Broking Ltd
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held</b>	-

<b>Name of Director</b>	SATISH M KAVATHE
<b>Director Identification Number</b>	01989486
<b>Date of Birth</b>	11/01/1951
<b>Date of Appointment</b>	14/11/2014
<b>Relationship with other Directors Inter se</b>	NONE
<b>Profile &amp; Expertise in Specific functional Areas</b>	He is business professional graduated from top Indian college, IIM Ahmedabad. He has through knowledge of business operation and utilization of financial products.
<b>Qualification</b>	MBA, IIM A
<b>No. of Equity Shares held in the Company</b>	NONE
<b>List of other Companies in which Directorships are held</b>	-
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held</b>	-

<b>Name of Director</b>	Harish R mehta
<b>Director Identification Number</b>	05316274
<b>Date of Birth</b>	17/05/1945
<b>Date of Appointment</b>	16/07/2012
<b>Relationship with other Directors Inter se</b>	NONE
<b>Profile &amp; Expertise in Specific functional Areas</b>	Retired Bank Manager, having knowledge of Banking operations, Internal Control, Internal Audit of business operations, financial control, accounting of financial transactions etc.
<b>Qualification</b>	B COM
<b>No. of Equity Shares held in the Company</b>	NONE
<b>List of other Companies in which Directorships are held</b>	Winsome Diamonds and Jewellery Ltd, Forever Precious Jewellery and Daimonds Ltd, Flucid Jewellery Pvt Ltd
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held</b>	-

<b>Name of Director</b>	BINA V PATEL
<b>Director Identification Number</b>	07121537
<b>Date of Birth</b>	22/02/1961
<b>Date of Appointment</b>	21/03/2015
<b>Relationship with other Directors Inter se</b>	NONE
<b>Profile &amp; Expertise in Specific functional Areas</b>	She is a independent management consultant with more than 20 years of hands on experience of general management and HR management.
<b>Qualification</b>	B COME
<b>No. of Equity Shares held in the Company</b>	NONE
<b>List of other Companies in which Directorships are held</b>	-
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held</b>	-

## DIRECTORS' REPORT

To,  
The Members,  
**SHREE GANESH ELASTOPLAST LIMITED.**

Dear Shareholders,  
Your directors have pleasure in presenting herewith the 21<sup>st</sup> Audited Annual Report for the year ended on 31<sup>st</sup> March, 2015 of your Company.

### Financial Results:

The Financial performance of the company during the year is as under:

PARTICULARS	FOR THE YEAR ENDED ON 31/03/2015	FOR THE YEAR ENDED ON 31/03/2014
Income From Sales(Net)	139,339,729	51,748,126
Other Income	261,985	387,538
Total Income.	139,601,715	52,135,664
Total Expenses	142,915,969	51,788,033
Profit Before Tax	(3,300,940)	304,966
Depreciation	62,296	20,703
Tax Expenses	-	68,650
Deferred Tax	1,033	(4,231)
Provision for FBT.	0	0
Profit / (Loss) After Tax.	(33,01,972)	232,085
Net Profit / (Loss) for the Year	(33,01,972)	232,085
Other Adjustment	0	0
Previous Year Balance B/F	(28,299,135)	(28,531,220)
Balance Carried to Balance Sheet	(31,601,107)	(28,299,135)
Earnings Per Share (In Rupees)	(0.60)	0.04

### OPERATIONAL OVERVIEW

The company has engaged in business of commodities. During the year the company has earned total income of Rs. 139,601,715/- (Previous year 52,135,664/-) and total expenses of Rs.142,915,969/- (Previous year of Rs. 51,788,033/-). After deduction of depreciation of Rs. 62,296 /- (Previous Year Rs. 20,703/-), the company has earned a net loss after tax of Rs. 33,01,972/- (Previous year 232,085/-).

### DIVIDEND:

In the view of carried forward losses, Board does not recommend any dividend for the year under review.

### PERFORMANCE

The company has accumulated losses at the end of the Financial Year and it has incurred cash losses in the current and immediately preceding financial years. The company has registered for the period more than five years and accumulated losses of the company is more than 50% of company's network.

#### **DETAILS OF THE ASSOCIATES/ JOINT VENTURE / SUBSIDIARIES COMAPANIES**

The company does not have holding or subsidiary companies during the year and no other company has become holding / subsidiary/ joint venture.

#### **SHARE CAPITAL STRUCTURE:**

During the year under review there were no changes in the Authorized, Issued, Subscribed and Paid up Share Capital Structure of the Company.

#### **FIXED DEPOSIT**

The Company has not accepted any public deposit during the year under review and no amount against the same was outstanding at the end of the year.

#### **REGULATORY STATEMENT**

In conformity with provision of Clause 32 in the Listing Agreement (s), the Cash Flow Statement for the year ended 31.03.2015 is annexed hereto. The equity shares of the Company are listed on the BSE Ltd. and the National Stock Exchange of India Ltd. (NSE).

The Company has paid listing fees for the year 2015-16 to above stock exchanges.

#### **CORPORATE GOVERNANCE**

The Board of Directors supports to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. In addition to the basic governance issues, the Board lays strong emphasis on transparency, accountability and integrity. The Report on corporate governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Clause 49, is attached to the Report on corporate governance.

#### **DEMATERIALISATION OF SECURITIES:**

Your Company's Equity shares are admitted in the System of Dematerialization by both the Depositories namely NSDL and CDSL. The Company has signed tripartite Agreement through Registrar and Share Transfer Agent M/s Skyline Financial Services Pvt. Ltd. The Investors are advised to take advantage of timely dematerialization of their securities. The ISIN allotted to your Company is INE400N01017. Total Share dematerialized up to 31st March 2015 were 15, 82,500 which constitute 28.76% of total capital. Your Directors request all the shareholders to dematerialize their shareholding in the company as early as possible.

#### **DETAILS OF RELATED PARTIES TRANSACTIONS PURUSANT TO SECTION 188(1) OF THE COMPANIES ACT, 2013**

The Company is not entering into related parties transactions for sale/purchase of goods or services at preferential prices. However, all the transactions in the nature of sales/purchase of goods or services are made on arm's length basis. The same were reported to the Board at every meeting and Board took a note of the same and approved. Other details for inter corporate financial transactions or remuneration and other benefits paid to directors, their relatives, key managerial personnel etc. are given in the notes to the accounts vide note no 31 as per requirements of AS 18. The Company has formulated various other policies like Risk Management Policy, Evaluation of Board Performance Policy, and CSR Policy etc. All such policies were documented and adopted by the Board in its meeting held on 14.02.2015.

Full details of Risk Management Policy are given in the Corporate Governance Report under the head Whistle Blower Policy. As the Company has incurred loss during the year, the provisions related to CSR is presently not applicable to the Company.

Regarding Performance Review of each of the member of the Board and also the performance of the various Committees and the Board, the Company has adopted the Model Code of Conduct for Independent Directors, Key Managerial Personnel as prescribed in Schedule IV to the Companies Act, 2013 and also as prescribed in the SEBI (Insider Trading)



Regulations. The Company strictly follows the procedure to obtain necessary timely declarations from each of the directors and key managerial personnel from time to time.

### **Management's Discussion and Analysis**

Management's discussion and perceptions on existing business, future outlook of the industry, future expansion and diversification plans of the Company and future course of action for the development of the Company are fully explained in a separately in Corporate Governance Report.

### **DEPOSITS:**

The company has not invited or accepted any Deposit, Loans or finance from the public in violation of section 73(1) of Companies Act 2013 (section 58A of Companies Act, 1956) or any rules made there under.

### **DIRECTORS:**

Mr. Bharat V Mashruwala shall retire by rotation at the ensuing Annual General Meeting as per provisions of Law. He is eligible for reappointment and has offered himself for directorship of the company. Your directors recommend his reappointment.

### **DETAILS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013**

During the year under review the Company has not made any inter corporate loans, investments, given any corporate guarantee to any other body corporate, subsidiary, associate or any other company.

### **DECLARATION BY INDEPENDENT DIRECTORS:**

#### **(Pursuant to Provisions of section 149(6) OF the Companies Act 2013)**

All the Independent Directors of the Company do hereby declare that:

- (1) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.
- (2) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.
- (3) Who are or were not a Promoter of the Company or its Holding or subsidiary or associate company.
- (4) Who are or were not related to promoters or directors in the company, its holding, subsidiary or associate company.
- (5) Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
- (6) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lacs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year,
- (7) Who neither himself, nor any of his relatives,
  - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.
  - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed of
    - (i) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; OR
    - (ii) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent, or more of the gross turnover of such firm;
    - (iii) Holds together with his relatives two per cent, or more of the total voting power of the company; OR

- (iv) Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; OR
- (v) Who possesses such other qualifications as may be prescribed.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of section 134 Clause (C) of Sub-Section (3) of the Companies Act, 2013, in relation to financial statements for the year 2014-15, the Board of Directors state:

- a) In the preparation of the annual accounts for the financial year ended 31st March 2015, as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss account of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis; and
- e) The directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DECLARATION BY BOARD AS PER REQUIREMENT OF SECTION 178 (1)**

In compliance with Section 178 (1) as also in compliance with Clause 49 of the Listing Agreement, the Board of Directors do hereby declare that:

- a. The Company has proper constitution of the Board of Directors including independent directors in proportion as per requirement of clause 49 of the Listing Agreement. However, the Company is still in process for appointing a suitable person as woman director as required under Section 149 of the Companies Act, 2013.
- b. The Company has constituted Nomination and Remuneration Committee, Stakeholders Relationship Committee, Audit Committee as per requirements of the Clause 49 of the Listing Agreement and provisions of the Companies Act 2013.
- c. The Company has the policy for selection and appointment of independent directors who are persons of reputation in the society, have adequate educational qualification, sufficient business experience and have integrity & loyalty towards their duties.
- d. The Company pays managerial remuneration to its Managing/Whole Time Directors based upon their qualification, experience and past remuneration received by them from their previous employers and company's financial position.
- e. The Independent Directors are paid sitting fee for attending sitting fees for attending Board and other committee meetings as decided by the Board from time to time. This sitting fee is decided considering the financial position of the company.
- f. The Company is not paying any commission on net profits to any directors.
- g. During the year the Board has met 4 times during the year. The details of presence of every director at each meeting of the Board including the meetings of the Committees, if any, are given in the reports of the Corporate Governance.

## **SYSTEM OF PERFORMANCE EVALUATION OF THE BOARD, INDEPENDENT DIRECTORS AND COMMITTEES AND INDIVIDUAL DIRECTORS**

1. The Board makes evaluation of the effectiveness and efficiency of every individual directors, committee of directors, independent directors and board as a whole.
2. For these purpose the Board makes evaluation twice in a year on a half yearly basis.
3. The performance of individual directors are evaluated by the entire Board, excluding the Director being evaluated on the basis of presence of every directors at a meeting, effective participation in discussion of each of the business of agenda for the meetings, feedback receives from every directors on draft of the minutes and follow up for action taken reports from first line management.
4. Effectiveness and performance of various committees are evaluated on the basis of the scope of work assign to each of the committees the action taken by the committees are reviews and evaluated on the basis of minutes and agenda papers for each of the committee meetings.
5. The performance of independent directors are evaluated on the basis of their participation at the meetings and post meeting follow up and communication from each of such independent directors.

## **DISCLOSURE AS PER COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE,2014.**

- i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Total Remuneration expenses :	Rs. 2,116,000
Managerial Remuneration Expenses:	Rs. 1,80,000
Other employees Remuneration:	Rs. 1,963,000
- ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year: NONE
- iii) The percentage increase in the median remuneration of employees in the financial year: NONE
- iv) The number of permanent employees on the rolls of company; Six (6)
- v) The explanation on the relationship between average increase in remuneration and company performance; NONE
- vi) Comparison of the remuneration of the Key managerial personnel against the performance of the company ; The KMP i.e. Whole Time Director is being paid Remuneration of Rs.1.80 Lacs per annum. There is no increase of any amount of remuneration during last year's.
- vii) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration ; NONE
- viii) The key parameters for any variable component of remuneration availed by the directors; NONE
- ix) The ratio of the remuneration of the highest paid director to the of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; 4.33
- x) Affirmation that the remuneration is as per the remuneration policy of the company. All remuneration of the Employees and directors are decided by Nomination & Remuneration Committee and by the Board of Directors within the organization.

## **PARTICULARS OF THE EMPLOYEES**

Particulars of the employees as required under provisions of Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, are not attached with this report since there was no employee who was in receipt of remuneration in excess of Rs.5, 00,000 per month during the year or Rs. 60 Lacs per annum in the aggregate if employed part of the year.

## **AUDITORS**

### **STATUTORY AUDITORS**

M/s. Sunil Dad, Chartered Accountants, an Auditors firm is statutory auditors of the company since 2008-09. As per Rule 6(3) of the Companies (Audit and Auditors) Rules 2014, they are eligible to continue as the statutory auditors of the company for financial years 2015-16. Accordingly, Statutory Auditors of the company have given their letter of consent and confirmation under section 141(1) the Companies Act 2013 for their appointment as Statutory Auditors of the Company for the financial year 2015-16. Hence, the Board has now proposed to appoint the Statutory Auditors for FY 2015-16. Necessary Resolution for their appointment as the Statutory Auditors and fixing their remuneration is proposed to be passed at the Annual General Meeting.

### **SECRETARIAL AUDITOR**

The Company has appointed M/s. KAMLESH SHAH & SHAH CO. as the secretarial auditor for the financial year 2014-15. They have given their report in the prescribed form MR-3 which is annexed to this report as an ANNEXURE.

### **OBSERVATIONS OF THE SECRETARIAL AUDITOR**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executives Directors and Independent Directors with the woman director. *Except the Company is yet to appoint Company secretary and Internal Auditor*

### **AUDITORS REPORT AND OBSERVATION:**

- 1) Note 2 in the financial statement which indicates that the company has accumulated losses and its net worth has been substantially eroded, the Company has incurred a net loss/ net cash loss during the current year and previous year(s) and , however, the Company current liabilities does not exceeded its current assets as at the balance sheet date. These Conditions, along with other matters, indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis and there is no doubt about the company's ability to continue as going concern.
- 2) Please refer to point note 9 of Note 19 forming part of financial statements regarding non appointment of qualified secretary as defined under section 203 of the Companies Act, 2013

### **MANAGEMENT PERCEPTION**

#### **REFER NOTE 1:-**

The Company has diversified its business activities to trading in agricultural commodities. It requires finance only in the working capital form. The said business is running well and company is also maintaining high current assets than current liabilities as per banking norms. Though the company has accumulated losses of previous business activities and its net worth is eroded, the current business activity is running well and is also a profitable. Hence, the financial statements are prepared on going concern basis and management is hopeful that the said status will not be affected.

#### **REFER NOTE 2:-**

The Company is in process of appointing the qualified Company secretary considering the current financial conditions of the Company. However the management is Hopeful to complete the process in the current financial year.

### **STATUTORY INFORMATION**

The Information required to be disclosed in the report of the Board of Directors as per the provisions of Section 134 of the Companies Act-2013 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 regarding the conservation of energy; technology absorption, foreign exchange earnings and outgo are not applicable to the company. As Company is not manufacturing any product or providing any services.

**MATERIAL CHANGES / INFORMATION:**

1. No material changes have taken place after the closure of the financial year up to the date of this report which may have substantial effect on the business and financial of the Company.
2. No significant and material orders have been passed by any of the regulators or courts or tribunals impacting the going concern status and companies operations in future.

**APPRECIATION**

Your Directors place on record their sincere appreciation for the valuable support and co-operation as received from government authorities, Financial Institutions and Banks during the year. The Directors are also thankful for the support extended by Customers, Suppliers and contribution made by the employees at all level. The Directors would also like to acknowledge continued patronage extended by Company's shareholders in its entire endeavor.

**Date: 25<sup>th</sup> May 2015**

**Place: Ahmedabad**

**By Order of the Board of Directors  
Shree Ganesh Elastoplast Limited**

**SD/-**

**(Bharat V. Mashruwala)  
Whole time director  
(DIN: 03440503)**

**A. FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDING ON 31/03/2015**  
[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:**

1	CIN	L25200GJ1994PLC021666
2	Registration Date	28/03/1994
3	Name of the Company	SHREE GANESH ELEASTOPLAST LIMITED
4	Category / Sub-Category of the Company	Public Company- Limited by Shares/ Indian Non Government Company
5	Address of the Registered office	119, GR. FLOOR, KAMDHENU COMPLEX, OPP: SAHJANAND COLLEGE, POLYTECHNIC AHMEDABAD- 380015 Gujarat
6	Whether listed company Yes / No	Yes Bombay Stock Exchange & Ahmedabad Stock Exchange
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b>  D-153 A, First Floor, Okhla Industrial Area, Phase - 1, New Delhi, Delhi, 110020

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

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

SL. No.	Name and descriptions of main products/ services	NIC Code of the product/ Service	% to Total turnover of the company
1.	Agricultural Raw Material, including Raw Maize, Cotton Seed Oil Cake, Jeera, Castor Seed	51219	100%

**II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	CONCERN	% of shares held by COMPANY	APPLICABLE SECTION
1.	NIL	NIL	NIL	NIL	NIL



### III. 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]				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	
<b>A. Promoter's</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	740400	740400	13.46	0	740400	740400	13.46	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (1)</b>	<b>0</b>	<b>740400</b>	<b>740400</b>	<b>13.46</b>	<b>0</b>	<b>740400</b>	<b>740400</b>	<b>13.46</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRI- Individual	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp	0	0	0	0	0	0	0	0	0
d) Banks. FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>740400</b>	<b>740400</b>	<b>13.46</b>	<b>0</b>	<b>740400</b>	<b>740400</b>	<b>13.46</b>	<b>0</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	150000	150000	2.73	0	150000	150000	2.73	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0

h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>150000</b>	<b>150000</b>	<b>2.73</b>	<b>0</b>	<b>150000</b>	<b>150000</b>	<b>2.73</b>	<b>0</b>
<b>2. Non-Institutional</b>									
a) Bodies Corp.	824,800	676400	1501200	27.28	674028	824800	1498828	27.24	-0.04
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	657300	20300	677600	12.32	35767	643600	679367	12.35	0.03
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1484800	872100	2356900	42.84	872700	1484800	2357500	42.85	0.01
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	75900	0	75900	0	75900	0	75900	1.38	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Member	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>3042800</b>	<b>1568800</b>	<b>4611600</b>	<b>83.82</b>	<b>1582500</b>	<b>3029100</b>	<b>4611600</b>	<b>83.82</b>	<b>+0.01</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>3192800</b>	<b>1568800</b>	<b>4761600</b>	<b>86.54</b>	<b>1582500</b>	<b>3179100</b>	<b>4761600</b>	<b>86.54</b>	<b>+0.01</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>3933200</b>	<b>1568800</b>	<b>5502000</b>	<b>100.00</b>	<b>1582500</b>	<b>3919500</b>	<b>5502000</b>	<b>100</b>	<b>0</b>

(ii) Shareholding of promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DEVDA S N SHETH	312500	5.68	0	312500	5.68	0	0
2	BHART CHINUBHAI PATEL	156600	2.85	0	156600	2.85	0	0
3	KAUTILYA J GANDHI	125000	2.27	0	125000	2.27	0	0
4	SUDHA NARESH PATEL	115900	2.11	0	115900	2.11	0	0
5	RAJESH SHETH	25400	0.46	0	25400	0.46	0	0
6	MANORAMA SHETH	5000	0.09	0	5000	0.09	0	0
	<b>Total</b>	<b>740400</b>	<b>13.46</b>	<b>0</b>	<b>740400</b>	<b>13.46</b>	<b>0</b>	<b>0</b>

During the year, there is no change in promoter's holding.

(iv) Shareholding pattern of top ten shareholder (other than directors, promoters and holders of GDRs and ADRs)

Sr. No.	Name of shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total share of the company	No. of shares	% of total share of the company
1	MERRY SHAREFIN LIMITED	636800	11.57	636800	11.57
2	AJAY JAIN	350000	6.36	350000	6.36
3	MIRAJ POLYMERS LTD	332700	6.05	332700	6.05
4	PRAKASH C MEHTA	289500	5.26	289500	5.26
5	MIRAJ FINANC LTD	248900	4.52	248900	4.52
6	TULSIDAS DAHAYABHAI SAVSANI	230000	4.18	230000	4.18
7	PARESH NANAVATI	167800	3.05	167800	3.05
8	PAURAVI MIHIRBHAI SHAH	161500	2.94	161500	2.94
9	BANK OF INDIA BOI MUTUAL FUND	150000	2.73	150000	2.73
10	VIJAY P THAKKAR	142700	2.59	142700	2.59

**(v) Shareholding of directors and key managerial personnel:**

	Bharat V Mashruwal, Director	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	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	0	0	0	0

	Nitin H Mehta, Director	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	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	0	0	0	0

	Mihir R Shah, Director	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	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	0	0	0	0

	Mayukh J Pandya, Director	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	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g.	0	0	0	0

	allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	0	0	0	0

	Satish M Kavathe, Director	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	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	0	0	0	0

	Harish R Mehta, Director	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	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	0	0	0	0

	Bina V Patel, Director	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	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	0	0	0	0

#### IV. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
	30,095,565	2,174,731	0	<b>32,270,296</b>
i) Principal Amount				
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>30,095,565</b>	<b>2,174,731</b>	<b>0</b>	<b>32,270,296</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	NIL	<b>11,442,568</b>	<b>0</b>	<b>11,442,568</b>
* Reduction	(10,460,016)	NIL	NIL	<b>(10,460,016)</b>
<b>Net Change</b>	<b>(10,460,016)</b>	<b>11,442,568</b>	<b>0</b>	<b>982,552</b>
<b>Indebtedness at the end of the financial year</b>				
	19,635,549	13,617,299	0	<b>33,252,848</b>
i) Principal Amount				
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>19,635,549</b>	<b>13,617,299</b>	<b>0</b>	<b>33,252,848</b>

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of WTD	Total Amount
		BHARATBHAI VINODCHANDRA MASHRUWALA	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,80,000/-	1,80,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-



3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>1,80,000/-</b>	<b>1,80,000/-</b>

**B. Remuneration to other directors:**

Other directors of the company have not paid any remuneration or stock option or seating fees.

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

SN	Particulars of Remuneration	Key Managerial Personnel	
		CFO	Total
		<b>ARUN PARTE( W.E.F. 02.03.2015)</b>	-
1	Gross salary	144,000	144,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	<b>Total</b>	<b>144,000</b>	<b>144,000</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

**A. COMPANY**

<b>Penalty</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>
<b>punishment</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>
<b>compounding</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>

**B. DIRECTORS**

<b>Penalty</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>
<b>punishment</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>
<b>compounding</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>

**C. Other Officers In Default**

<b>Penalty</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>
<b>punishment</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>
<b>compounding</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>

**ANNEXURE-A TO DIRECTORS' REPORT  
REPORT ON CORPORATE GOVERNANCE**
**CORPORATE PHYLOSOPHY:**

The Company believes that good corporate governance practices enable the Board to direct and control the affairs of the Company in an efficient manner. At the same time it is also providing transparency in all its day to day management and administration of the business and affairs of the company. Timely information to investors, creditors, institutions, bankers, general public in proper manner also provide them with an opportunity to take right decision on investment in the company whether by way of equity or by debt instrument or even by financing or by making business transactions.

The various systems of controlling and monitoring, and guidance received from non-executive independent directors improve the health of the system of administration and also put a check on the middle management.

**COMPANY'S STRATEGY:**

As per provisions of the Listing Agreement clause 49, the company is required to implement and introduce the system of corporate governance within the organization. In compliance with the same, the company is adhering to comply with the requirements by publishing the financial information and shareholder relevant information through various channels including stock exchange platform in timely manner. In addition, the company has also formed various committees within the company which are in compliance with the listing agreement guidelines.

**BOARD COMPOSITION AND ATTENDANCE OF DIRECTORS AT MEETINGS:**

The company's present Board of Directors comprises of 7 Directors out of which 1 is Promoter Director, 1 is whole time director and 5 are Non Promoter directors. The Company is meeting with the criteria of having 33% Non Promoter, Non Relative and Independent Directors as per requirements of the clause 49 of the Listing Agreement.

The Present Composition of the Board of Directors is as under:

<b>Name of Director</b>	<b>Designation</b>	<b>Type</b>	<b>Executive / Non Executive</b>	<b>No. Board Meeting Attended</b>
Mr. Nitin. Harshadbhai Mehta	Director	Promoter and Director.	Non Executive	5
Mr. HarishbhaiRatilal Mehta	Director	Non Promoter and Director	Non Executive	5
Mr. Mihir Ramesh chandra Shah	Director	Non Promoter and Director	Non Executive	5
Mr. Mayukh Jaydevprasad Pandya	Director	Non Promoter and Director	Non Executive	5
Mr. Bharatkumar VinodchandraMashruwala	Whole Time Director	Non Promoter and Director	Executive	5
Mrs. Sharmishthaben R. Shah (Upto 21.03.2015)	Director	Non Promoter and Director	Non Executive	4
Mr. Arunkumar Dinkarbhai Parte (W.e.F 02/03/2015)	CFO	Non promoter and non director	-	1

Mr. Satish Madhav Kavathe( W.e.F. 14.11.2014)	Additional Director	Non Promoter and Director	Non Executive	2
Mrs. Bina Vijay Patel ( W.e.F 21/03/2015)	Additional Director	Non promoter and Director	Non Executive	1
Mr. Ramesh Sarabhai Shah (Upto 30.09.2015)	Director	Non Promoter and Director	Non Executive	1

**COMPOSITION OF VARIOUS COMMITTEES WITHIN THE ORGANISATION:**

**AUDIT COMMITTEE:**

The audit committee of the Board of Directors is as under:

Sr. no.	Name	Type	No. of Meeting Attended
1.	Shri Harishbhai R. Mehta	Chairman	5
2.	Shri Mihir R. Shah	Member	5
3.	Shri Mayukh J. Pandya	Member	5

**(A) FUNCTION OF AUDIT COMMITTEE:**

The audit Committee is headed by Shri Harishbhai R. Mehta as Chairman, Retired Bank Manager, having knowledge of Banking operations, Internal Control, Internal Audit of business operations, financial control, accounting of financial transactions etc. He has more than 30 years of banking experience and also working as audit consultant for various banks and other corporations. He is further assisted by two directors namely Shri Mihir R Shah and Shri Mayukh J Pandya. Shri Mihir R Shah has business experience over 30 years. He has through knowledge of working, usage and accounting for financial products, which company uses to hedge its underlying exposure. Shri Mayukh J. Pandya is a legal professional. He has more than 20 years of experience in legal consulting. The Finance Manager is acting as coordinator, and provides feedback on daily financials and accounting position of the company to the committee on regular basis.

The Committee meets at least once every quarter and prepares its minutes on the proceedings and business discussed and transacted. The Committee reports and takes action on Internal Auditors Report. All committee reports and minutes are placed before the Board in all its meetings for information, guidance, directions and record keeping. In addition the Committee also reviews the reports of the Internal Auditors and obtains guidance from the internal auditors, statutory auditors and other professionals of corporate repute from time to time to make timely compliances and payment of statutory dues.

**(B) ROLE AND RESPONSIBILITY OF AUDIT COMMITTEE:**

Functions of the Audit Committee includes to oversee company's financial reporting process and information disclosure, to recommend appointment of statutory auditors and their remuneration, to review and discuss internal control systems with the auditors. Further the committee over-looks the scope of auditor including the observation of the auditors, adequacy of the internal audit system, major accounting policies, practices and entries, compliance with accounting policies, practices and entries, compliance with accounting standards and listing agreement and other legal requirements. Also, the committee reviews quarterly, half yearly and annual financial statements before they are submitted to the Board of Directors.

The Committee also meets the operating management personal and reviews the operations, new initiatives and performance of the business units. Minutes of the Audit Committee meeting are circulated to the Member of the Board, discussed and taken on record.

**SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:**

**(A) TERMS OF REFERENCE:**

Shareholders'/Investor Grievance look into investor complaints if any, and redress the same expeditiously. Beside the committee approves allotment, transfer & transmission of shares, debentures, any new certificates on split \ consolidation \ renewal etc. as may be referred to it by the Board of Directors. In addition the committee also looks in to compliance with stock exchange listing agreement and circulation of shareholder and general public interest information through proper media and stock exchanges from time to time.

**(B) FORMATION:**

The Shareholders'/Investors Grievance Committee presently comprise all Non Executive Directors. During the year the Committee held 12 meeting (Last Saturday of every month) The Attendance of Members at the Meeting was as follows:

Sr. no.	Name	Type	No. of Meeting Attended
1.	Shri Mihir. R. Shah	Chairman	12
2.	Shri Mayukh J Pandya	Member	12
3.	Shri Harishbhai R. Mehta	Member	12

**(C) FUNCTIONS OF INVESTORS SERVICES COMMITTEE:**

The company has merged in this committee its earlier committee of share Transfer. This Committee looks in to all aspects related to Shares, Bonds Securities and retail investors. The committee also looks after the dematerialization process of equity shares. The Committee is also empowered to keep complete records of shareholders, statutory registers relating to shares and securities, maintaining of the complete record of share dematerialized, and complaints received from investors and other various agencies.

The committee has also appointed Mr. Kamlesh M Shah Practicing Company secretary as consultants to look after the legal cases and problems relating to the investors, shares securities etc. The committee meets every month to approve all the cases of shares demat, transfer, issue of duplicate and resolution of the investors' complaints, submission of information to various statutory authorities like NSDL / CDSL SEBI stock Exchanges Registrar of companies periodically and from time to time. Other function roles duties powers etc. have been clearly defined in line with the clause 49 of the Listing Agreement and kept flexible for medication by the Board from time to time.

**NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration committee comprises all 3 independent Directors which are as under:

Sr. no.	Name	Type	No. of Meeting Attended
1.	Shri Mihir. R. Shah	Chairman	4
2.	Shri Harish R Mehta.	Member	4
3.	ShriMayukh J. Pandya	Member	4

**(A) TERMS OF REFERENCE:**

The remuneration committee comprises of all non executive independent directors. It is headed by Mr. Mihir R. Shah, independent director of the company. The committee is entrusted to do the following work.

- (i) To ascertain the requirements of and appointment of Key Managerial personals.
- (ii) To prescribe rules, regulations, policy, requirements of qualifications and experience of key managerial personnel.
- (iii) To decide the terms of conditions of employment and responsibilities, authorities of all executive directors, Managing Director and to ensure that they discharge their duties diligently and report to Board regularly.
- (iv) To fix the remuneration payable to Managing Director, Executive Director, Whole Time Directors.
- (v) To decide on distribution of profits as commission amongst various executive and non executive directors.

(vi) To design, frame and make policy for remuneration payable for key managerial personnel and up to 3<sup>rd</sup> rank departmental heads by way of issue of shares as ESOP or stock options or otherwise including to provide staff loans/ advances to subscribe to any ESOPs or Stock options by employees of the company.

Further except the cash reimbursement of actual expenses incurred by directors, no other benefits in the form of stock options or ESOP etc. are being offered to any directors of the Company or to any key managerial personnel for the year. As the company has long overdue accumulated losses in its books of accounts; it is not paying any sitting fees or commission of net profit or any other remuneration in kind to any of its directors. The Company does not have any key managerial personnel receiving remuneration of more than Rs. 200,000/- Per Month. The company is regular in labor compliances and payment of statutory labor dues with relevant authorities in time.

**NO OF BOARD AND COMMITTEE MEETING HELD DURING THE YEAR:**

Name of the Committee	No. of Meeting held
Board Of Directors	5
Audit Committee of Board	5
Nomination Remuneration Committee	4
Shareholders' /Investor Grievance Committee	12

**DIRECTORS PRESENT AT THE LAST ANNUAL GENERAL MEETING DATED SEPTEMBER 28, 2014.**

Sr. No.	Name of the Directors	Designation
1.	Mr. Nitin. Harshadlal. Mehta	Chairman and Managing Director
2.	Mr. Harishbhai Ratilal Mehta	Director
3.	Mr. Mihir Rameshchandra Shah	Director
4.	Mr. Mayukh Jaydevprasad Pandya	Director
5.	Mr. Bharatkumar Vinod Chandra Mashruwala	Whole Time Director & COO
6.	Mr. Ramesh Sarabhai Shah	Director
7.	Mrs. Sarmistha Ramenshbhai Shah	Director

**DETAILS OF ANNUAL GENERAL MEETING HELD DURING THE LAST 3 FINANCIAL YEARS:**

Date	Time	Venue	Special Business if any resolutions passed.
08/09/2012	11.00 A.M.	119, Gr.Floor, Kamdhenu Complex Opp.SahjanadColleage, Polytechnic Road, Ahmedabad: 380015	YES
28/09/2013	11.00 A.M.	119, Gr.Floor, Kamdhenu Complex Opp.SahjanadColleage, Polytechnic Road, Ahmedabad: 380015	YES
30/09/2014	11.00 A.M.	119, Gr.Floor, Kamdhenu Complex Opp.SahjanadColleage, Polytechnic Road, Ahmedabad: 380015	YES

**EXTRA ORDINARY GENERAL MEETINGS:**

No Extra Ordinary General Meetings were held during the year.

**PASSING OF THE RESOLUTIONS BY POSTAL SYSTEM:**

The company did not pass any resolutions by proposing approval of the shareholders through postal Ballot since none of the business items proposed required approval through postal ballot as per the provisions of the companies act and rules framed there under.

## DISCLOSURES

### **POLICIES:-**

#### **A. POLICY ON RELATED PARTY TRANSACTIONS**

##### **SCOPE AND PURPOSE OF THE POLICY**

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and Clause 49 of the Listing Agreement (as amended by SEBI Circulars dated April 17, 2014 and September 15, 2014), our Company has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, Clause 49(VII)(C) of the Listing Agreement requires a company to formulate a policy on materiality of related party transactions and dealing with related party transactions. In light of the above, our Company has framed this Policy on Related Party Transactions ("Policy"). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee. Going forward, the Audit Committee would review and amend the Policy, as and when required, subject to the approval of the Board.

##### **OBJECTIVE OF THE POLICY**

The objective of this Policy is to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, Clause 49 of the Listing Agreement and any other laws and regulations as may be applicable to the Company.

##### **MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS**

###### **a) Identification of related parties:-**

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Clause 49 of the Listing Agreement.

###### **b) Identification of related party transactions:-**

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Act and Clause 49 of the Listing Agreement.

### **DISCLOSURES**

The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business along with the justification for entering into such transaction.

#### **B. FAMILIARIZATION POLICY FOR INDEPENDENT DIRECTORS**

##### **PURPOSE AND OBJECTIVE OF THE POLICY**

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

##### **FAMILIARIZATION AND CONTINUING EDUCATION PROCESS**

- The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programmes/presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The programmes/presentations also familiarize the Independent Directors with their roles, rights and responsibilities.

- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- New Independent Directors are provided with copy of latest Annual Report, the Company's Code of Conduct, the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings.
- The Company provides the Directors with the tours of company's facilities from time to time.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Tata Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

## **C. RISK MANAGEMENT POLICY**

### **LEGAL FRAMEWORK**

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improve the governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

### **BACK GROUND AND IMPLEMENTATION**

The Company is prone to inherent business risks. The objective of Risk Management Policy shall be identification, evaluation, monitoring and minimization of identifiable risks. This policy is in compliance with the amended Clause 49 of the Listing Agreement (W.e.F 1st October 2014) which requires the Company to lay down procedure for risk assessment and procedure for risk minimization. The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

### **COMMITTEE**

The Company has not made Risk Management Committee but the Board of Directors & Audit Committee is looking after the Risk Management of the Company.

## **D. CORPORATE SOCIAL RESPONSIBILITY POLICY**

India's new Companies Act, 2013 has introduced several new provisions which change the face of Indian corporate business. One of such new provisions is Corporate Social Responsibility (CSR). As per Section 135 of the Companies Act, 2013, it provides the threshold limit for applicability of the CSR to a Company i.e. (a) net worth of the company to be Rs 500 crore or more; (b) turnover of the company to be Rs 1000 crore or more; (c) net profit of the company to be Rs 5 crore or more. Since company is a loss making company, CSR Policy is not applicable. Company has not made Corporate Responsibility Committee.

## **E. VIGIL MECHANISM POLICY**

### **LEGAL FRAMEWORK**

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Effective October 1, 2014, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct.

## **POLICY**

In compliance of the above requirements, SHREE GANESH ELASTOPLAST LIMITED, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

### **F. SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (POLICY WHERE MORE THAN 4 WOMEN WORKING) AND ELIMINATION OF CHILD LABOUR POLICY.**

#### **OBJECTIVE:**

It is the endeavor of the Company, to ensure a safe, secure and congenial work environment where employees and workers will deliver their best without any inhibition, threat or fear. In pursuance of this objective, the Company has evolved a "Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Policy".

The approach adopted by the Company is to spread awareness about the causes and consequences of sexual harassment at workplace and thereby prevent any occurrences. In the event of such an occurrence, the Group would use this Policy to provide the framework for action.

#### **Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Policy:**

Sexual harassment in the work place has been defined as "unwelcome" sexually determined behavior (whether directly or by implication). It includes any or all of the following:

- Physical contact and advances
- A demand or request for sexual favours
- Sexually colored remarks
- Showing pornography
- Any other unwelcome physical, verbal or non-verbal conduct of a sexual nature.
- Sexual harassment will be deemed to have taken place if work is used as the excuse or occasion for repeated, personalized, offensive and unwelcome speech or gestures.

It is the duty of the Organization to prevent or deter acts of sexual harassment and if they take place, to provide procedure for resolution, encourage counseling, settlement or prosecution of acts of sexual harassment;

- Where the conduct of the employee would constitute an offence under the Indian Penal Code of any other law, SHREE GANESH ELASTOPLAST LIMITED shall initiate legal action
- Where the conduct would in addition to an offence under law, constitute misconduct under the rules or regulations of the organization, SHREE GANESH ELASTOPLAST LIMITED shall initiate disciplinary action against him/her.

The concerns of or about employees can be reported without fear of reprisal or retaliation. Any allegations of sexual harassment will be investigated quickly and discreetly, and disciplinary action initiated as described in this policy. To the extent possible, the identity of the complainant, the victim, witnesses and the alleged harasser will be protected against unnecessary disclosure. All efforts will be made to ensure that proceedings remain confidential.



### **NON COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES:**

The Company has complied with the requirements of the Stock Exchange/SEBI/any statutory authorities on all matters related to capital markets. There are no penalties or strictures imposed on the Company by Stock Exchange or SEBI.

### **MEANS OF COMMUNICATIONS:**

#### **A. ESTABLISHMENT OF INTERNAL MANAGEMENT INFORMATION SYSTEMS:**

The company has established the Management information system whereby each and every function departments are providing information to the managing director. The managing director has autonomy for redressed of problems and HRD problems or functional problems. Any problems requiring policy decisions are being intimated to Audit Committee for redressed or amendments in the policy and procedure. The progress reports are regularly intimated to the audit committee by financial officer. All the investors' grievances or share department related queries are addressed to the compliance officer who in turn put the same before the investor grievance committee.

#### **B. INFORMATION SYSTEM BETWEEN COMMITTEE AND THE BOARD:**

Both Audit committee and Investors Grievances Committees receive periodical information by the managing director, and after resolution of all the problems informed the same to managing director for further communications and implementation of any suggestions. The progress report and minutes of all meetings held of both the committees are being placed before the Board for information and record keeping.

#### **C. INFORMATION SYSTEM BETWEEN THE COMPANY AND INVESTORS:**

The Company is regularly taking on record the unaudited financial results on quarterly basis as per requirements of the Clause 41 of the listing Agreement. The material information relating to the business of the Company is being intimated to the Stock Exchange who in turn publishes the same in their daily official bulletin. The Audited Financial Balance Sheet is being dispatched to every shareholder in time at their registered addresses.

### **STATUTORY COMPLIANCE MADE AND RETURN ETC. FILED:**

The Company has duly complied with the provision of the companies Act 1956, all the provisions of the Listing Agreement. The Company has also filed various unaudited financial results, Balance Sheets, Income Tax returns and other statutory returns with all the authorities in time. There were no defaults made in any such compliance during the financial year and no legal action of any nature has been taken against the company or its officers / directors.

#### **1. CODE OF CONDUCT**

The Company has its Code of Conduct which is applicable to Board of Directors as well as designated senior management personnel. The Code is circulated to all the members of the Board and management personnel and the compliance of the same is affirmed by them annually. An annual declaration of Whole Time Director, as to compliance of Code of Conduct has been provided in the Annual Report.

#### **2. CERTIFICATE ON CORPORATE GOVERNANCE**

As required under Clause 49 of Listing Agreement, Certificate is provided in the Annual Report.

#### **3. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

This is given as a separate section in this Annual Report.

#### **4. CERTIFICATION**

As required by clause 49 of the Listing Agreement, certification on financial statements is provided in the Annual Report.

#### **5. COMPLIANCE WITH CLAUSE 49**

Company is fully committed to the compliance of applicable mandatory requirement of Clause 49 of the Listing Agreement as amended from time to time. The company submits quarterly Compliance Report to BSE & NSE in respect of compliance of Clause 49 of the Listing Agreement

## 6. MEANS OF COMMUNICATION

- a. All financial results are immediately sent to stock exchanges after being taken on record by the Board.
- b. As per the requirements of Listing Agreement, Results are also published in leading daily local & English National newspapers namely Indian Express and Financial Express. The said results are also displayed at Company's web site.
- c. The Company's website <http://www.shreeganeshelastoplastltd.com> contains a separate dedicated section named "Investors" where information for shareholders is available. Press releases, if any, are also displayed at Company's website as well as published in newspapers.

## 7. GENERAL INFORMATION FOR SHAREHOLDERS AND INVESTORS

The Company is registered in the State of Gujarat having Corporate Identification Number (CIN) as allotted by Ministry of Corporate Affairs (MCA) as L25200GJ1994PLC021666.

### a) Annual General Meeting.

<b>Date</b>	:	29 <sup>th</sup> September, 2015
<b>Time</b>	:	11.00 A.M.
<b>Venue</b>	:	119, Gr.Floor, Kamdhenu Complex Opp.Sahjanad Colleague, Polytechnic Road, Ahmedabad: 380015

### b) Financial Year

For accounting and financial reporting purpose, Company follows Financial Year which starts from 1<sup>st</sup> April each year and ends on 31<sup>st</sup> March of every succeeding year.

The Quarterly Results for the financial year 2015-16 will be taken on record by the Board of Directors as per the following tentative schedule (subject to change, if any):

Quarter ending 30 <sup>th</sup> June 2015	:	By 14 <sup>th</sup> August 2015
Quarter ending 30 <sup>th</sup> September 2015	:	By 14 <sup>th</sup> November 2015
Quarter ending 31 <sup>st</sup> December 2015	:	By 14 <sup>th</sup> February 2015
Quarter ending 31 <sup>st</sup> March 2016	:	By 14 <sup>th</sup> May 2016

### OTHER DETAILS

<b>BOOK CLOSURE DATE</b>	September 23, 2015 <b>to</b> September 29, 2015 (Both days Inclusive)
<b>Dividend Payment Date</b>	Not Applicable
<b>ISIN NUMBER OF THE COMPANY</b>	<b>INE 400 N 01017</b>
<b>DIVIDEND PAYMENT PROGRAMME</b>	No dividend is recommend
<b>STATUS ON INVESTORS COMPLAINTS</b>	Beginning of the Year. NIL Received during Year. 00 Resolved during Year. 00 Outstanding end Year. NIL
<b>SECURITY ID</b>	SHGANEL

**SHARE PRICE DATA:**

MONTH	OPEN PRICE	HIGH PRICE	LOW PRICE	CLOSE PRICE	NO.OF SHARES	NO. OF TRADES
Apr-14	2.88	4.02	2.88	4.02	5019	18
May-14	4.22	7.52	4.22	7.52	127	26
Jun-14	7.67	8.93	7.67	8.93	5040	20
Jul-14	9.1	9.28	9.1	9.28	1404	6
Aug-14	9.74	10.7	9.74	10.7	409	6
Sep-14	11.23	12.9	11.23	12.9	165	8
Oct-14	13.54	15.66	13.54	15.66	160	8
Nov-14	16.4	19.85	16.4	19.85	1760	32
Dec-14	20.7	25.55	20.7	25.55	182	18
Jan-15	25.55	30	25.55	30	2286	32
Mar-15	31.4	31.4	29.85	29.85	52	4

**CATEGORY WISE SHAREHOLDING PATTERN:**

Sr.No.	Category of Shareholders.	No. of Shares held	Voting Strength %
1.	Promoters, Directors, Relatives and Associates.	7,40,400	13.46
3.	Mutual Funds	1,50,000	2.73
3.	Corporate Bodies.	15,01,200	27.28
4.	Public Shareholders.	6,77,600	12.32
5.	Top Holders	23,56,900	42.84
6.	Others.	75,900	01.38
	Total	55,02,000	100.00

**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

On March 31<sup>st</sup> 2015, nearly 71.24% of the shareholders of Company were holding Company's shares in physical form. In the same way, Promoters & Promoters-group shareholding was also fully dematerialized. Also, the aggregate dematerialized shareholding of the Company stood at 28.76% of the total no. of shares. Brief position of Company's dematerialized shares is given below:

S. No.	Description	Shares	% holding
1	NSDL	5,32,698	9.68%
2	CDSL	10,49,802	19.08%
3	PHYSICAL	39,19,500	71.24 %
<b>Total</b>		<b>55,02,000</b>	<b>100%</b>

### Share Transfer System

All transfers of shares held in physical form are dealt by our Registrar and Share Transfer Agents. Presently the share transfers received in physical form are processed and registered within prescribed time periods (15) days from the date of receipt subject to the documents being valid and complete in all respects. Depositories control share transfers in Demat Mode. The Company obtains from a Company Secretary in Practice half yearly certificate of compliance in respect of compliance with share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the stock exchanges.

### Reconciliation of Share Capital Audit Report

As stipulated by Securities and Exchange Board of India, Company is required to carry out Reconciliation of Share Capital Audit (RSCA) from a practicing Company Secretary. This audit is carried out every quarter and the report thereon of Practicing Company Secretary is submitted to the stock exchanges. The audit, inter alia, confirms that the total listed and paid-up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

### Address for Investor Correspondence:

In case any problem or query shareholders can contact at:

**Name** : BHARAT MASHRUWALA  
**Address** : C/12 Sanjay Tower  
Opp Shayamal Raw House 3B  
Satellite  
Ahmedabad – 380015  
**Phone** : 9624395056  
**Email** : [ahmedabad@vijaydeep.in](mailto:ahmedabad@vijaydeep.in)

Shareholders may also contact Company's Registrar & Share Transfer Agent at:

**Name** : *Skyline Financial Services Private Limited*  
**Address** : D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110019  
**Phone** : 011 – 30857575, 26812682/83  
**Fax** : 011 – 30857562  
**Email** : [admin@skylinerta.com](mailto:admin@skylinerta.com)

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**Date:** 25<sup>th</sup> May 2015  
**Place:** Ahmedabad

**By Order of the Board of Directors**  
**Shree Ganesh Elastoplast Limited**

SD/-

**(Bharat V. Mashruwala)**  
**Whole time director**  
**(DIN: 03440503)**

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS AND KEY MANAGEMENT  
PERSONNEL**

To,  
The Members,  
**SHREE GANESH ELASTOPLAST LIMITED**  
Ahmedabad.

I, Bharat V Mashruwala, Whole Time Director of the Company, hereby certify that all the Board Members and Senior Management Personnel of the company have affirmed their compliance with the code of conduct in accordance with Clause-49.I.D of the listing agreement entered into with stock exchange.

As required by Clause 49 of the Listing Agreement, certificate of compliance with the corporate governance requirements by the company issued by auditors is given as an annexure to the directors' report.

We further confirm that during the year, none of the directors or any of the key managerial persons had done any trading in shares of the company in the secondary market. Further, the company had not made any allotment of shares to any directors or any of the key managerial personnel during the year.

The above report was adopted by the board at their meeting held on 25th May, 2015.

**Date: 25<sup>th</sup> May 2015**  
**Place: Ahmedabad**

**By Order of the Board of Directors**  
**Shree Ganesh Elastoplast Limited**

SD/-

**(Bharat V. Mashruwala)**  
**Whole time director**  
**(DIN: 03440503)**

**Auditors' Report on Compliance with Code of the Corporate Governance**

To  
The Members  
Shree Ganesh Elastoplast Limited

We have examined the relevant records for the year ended March 31, 2015 relating to the Compliance with the requirement of corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges.

On the basis of our review and according to the information and explanations given to us by the company, we state that in our opinion and to the best of our knowledge, the Company has complied with the mandatory requirements as contained in the Listing Agreement with the Stock Exchanges and as per Section 292A of the Companies Act 1956.

**Place: Ahmedabad**  
**Date: 25<sup>th</sup> May, 2015**

**For Sunil Dad & Co.**  
**Chartered Accountants**  
SD/-  
**Praveen Toshniwal**  
**(Partner)**  
**Membership No. : 121017**

## **CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY**

We, Bharat V Mashruwala, Whole Time Director of the Company and Mr. Arun Parte Chief Financial Officer of Shree Ganesh Elastoplast Limited, do hereby certify that:

- (a) We have reviewed the financial statement and the cash flow statement for the year and to the best of our knowledge and belief;
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement 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) As per the best of our knowledge and belief, no transactions entered into by Shree Ganesh Elastoplast Limited during the years which are fraudulent, illegal or volatile of the company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting in Shree Ganesh Elastoplast Limited and we have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting. We have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit Committee:
- (i) Significant changes in internal controls over financial reporting during the year.
  - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
  - (iii) Instance of Significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
- (e) We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any.)
- (f) We further declare that all Board Members and Senior management have affirmed compliance with the code of conduct for the current year.

**By Order of the Board of Directors  
Shree Ganesh Elastoplast Limited**

**Place: Ahmedabad**

**Date: 25<sup>th</sup> May, 2015**

**SD/-  
(Bharat V mashruwala)  
Whole Time Director  
(DIN:03440503)**

**SD/-  
(Arun Parte)  
CFO  
(PAN : AMKPP8494R)**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### CURRENT STATUS OF THE COMPANY:

Indian economy began recovery in second half of 2013 with global economy improving at modest speed. This trend is expected to continue for next few years. Agriculture is one of the primary sectors in India contributing 14 percent of GDP and 11 per cent of India's total exports; it is also an essential link in the supply chain of the manufacturing sector and at the same time constitutes a big market for industrial products. India has largest number of farmers and rural population. India's agricultural markets have witnessed considerable transformation in recent years, with large gains in production and productivity.

Last year, the company started new line of business activity, trading in agri-commodity. Initially the company started with two commodities, castor seed and maize. Having seen good performance in FY 2013-14, the company has added one more agri products to its portfolio. The management believes diversifying company's portfolio will help company generate good profit in coming years. India saw bumper crop in year 2014 which has helped the company to procure goods easily and at cheaper rate. The company's turnover increased exponentially FY 2014- 15 due to availability of goods and finances. The management expects this trend will continue in the future and the company will able to achieve growth rate of 15 % to 20 % for next couple of years assuming normal rain.

### FUTURE COURSE OF ACTION FOR REVIVAL:

The company has drastically increased its turnover in current year and the management is confident that this trend will continue. In order to continue at this growth rate, the management is going diversify its product mix by adding more agri-commodities in years to come. The management will focus on the commodities in which India has competitive advantage and which are export oriented such as Cumin (Jeera), Chana, Castor Seed etc. This business strategy will help company to procure commodities easily and at competitive rates. The management is trying hard to get finance available from various financial institutions to expend its balance sheet. The management believes availability of fund can improve purchasing power of the company which eventually transform into high profitability.

### CAUTIONARY STATEMENTS:

The statements made in the report are based upon assumptions and expectations of future events. Actual results could however differ in future. The company assumes no responsibility in respect of forward looking statements that may be amended or modified later on the basis of subsequent developments, information and also subject approvals, consents of members in AGM/ EGM and also subject approvals from various government agencies, departments, etc. Any future non compliances or non performance may occur in the event of non receipt of such approvals, consents or any other events which may occur in future beyond the control of the management or company.

**ANNEXURE – 5 TO DIRECTORS' REPORT**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**SHREE GANESH ELASTOPLAST LIMITED**  
**CIN: L25200GJ1994PLC021666**

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

Based on my/our verification of the records of **SHREE GANESH ELASTOPLAST LIMITED**, 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/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2015 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms and returns filed and record maintained by SHREE GANESH ELASTOPLAST LIMITED (CIN: L25200GJ1994PLC021666) for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and



- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) As stated in the Annexure – A – all the laws, rules, regulations be applicable specifically to the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India though it is applicable w.e.f 1<sup>st</sup> day of July 2015 and not mandatory right now is also complied.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchanges.

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

- (1) The company's Term Loan and CC accounts have been classified as NPA before its bankers as the company has make default in payment of Interest on Term Loan and CC account as well as not make repayment of Term Loan.

**I/We further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executives Directors and Independent Directors ***Except The Company has yet to appoint Company Secretary and Internal Auditors.***

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 provision of the Act. Form DIR 11 and DIR 12 also filed. 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 clarification 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/We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

**I/We further report that** during the audit period the company has not make any

- (I) Public/ Right/Preferential issue of shares/ debentures/sweat equity, etc.
- (II) Redemption/ buy-back of securities
- (III) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (IV) Merger/ amalgamation/reconstruction etc.
- (V) Foreign technical collaborations

Place: Ahmedabad

Date: 25<sup>th</sup> May 2015

FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES

SD/-

(Kamlesh M. Shah)

ACS: 8356, COP: 2072

ANNEXURE-A

Securities Laws

1. All Price Sensitive Information was informed to the stock exchanges from time to time
2. All investors complain directly received by the RTA & Company are recorded on the same date of receipts and all are resolved within reasonable time.

Labour Laws

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF/ESI/Gratuity Act are not applicable to Company.

Environmental Laws

As the company is not engaged in the manufacturing activities so the Environmental laws are not applicable to the company.

Taxation Laws

The company follows all the provisions of the taxation and Income Tax Act, 1961 and filing the returns at proper time with Income tax department and all other necessary departments.

**Place: Ahmedabad**

**Date: 25<sup>th</sup> May 2015**

**FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES**

SD/-

**(Kamlesh M. Shah)**

**ACS: 8356, COP: 2072**

## INDEPENDENT AUDITORS' REPORT

To,  
The Members,  
Shree Ganesh Elastoplast Limited,

### Report on Financial Statement

We have audited the attached Balance Sheet of **Shree Ganesh Elastoplast Limited** as at **31<sup>st</sup> March, 2015** and the Profit and Loss Account for the period ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

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

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 profit 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.

#### **Emphasis of Matters**

We draw attention to the following matters in the Notes to the financial statements:

- a) Note 2 in the financial statement which indicates that the Company has accumulated losses and its Net worth has been substantially eroded, the Company has incurred a net loss / net cash loss during the current year and previous year(s) and, however, the Company current liabilities does not exceeded its current assets as at the balance sheet date. These conditions, along with other matters, indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis and there is no doubt about the company's ability to continue as going concern.
- b) ***Please refer to point note 9 of Note 19 forming part of financial statements regarding non appointment of qualified secretary as defined under section 203 of the Companies Act, 2013***

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) The going concern matter described in sub-paragraph (a) under the Emphasis of Matters paragraph above, in our opinion, may not have an adverse effect on the functioning of the Company.
- f) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. However, the same is not applicable to the company.

**FOR SUNIL DAD & Co.**  
***Chartered Accountants***

SD/-  
**SUNIL R. DAD**  
***Partner***  
**M. No. 120702**

**Date: 25/05/2015**

**Place: Ahmedabad**

## Annexure to the Auditors' Report

(Referred to in paragraph 3 of our Report of even date)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company are physically verified by the management according to phased program which in our opinion is reasonable having regard to the size of the company and nature of its assets. Pursuant to program, a physically verification of Data processing equipment was carried out during the period by the management and no material discrepancies between the book records and physically inventory have been noticed.
- (ii) (a) As explained to us, the inventories have been verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the company and the nature of its business. Further, Commodities held in demate forms are duly certified by the Regulating Authority in lieu of physical verification.
- (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion, no material discrepancies noticed on verification of stocks, as compared to books records.
- (iii) (a) As per the information and explanations given to us, the Company does not have any outstanding loans, secured or unsecured to any company in which, Directors are interested granted to a company under same management and declared sick company being the parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (b) During the year, Company has taken any loans, secured or unsecured from one party covered in the Register maintained under Section 189 of the Companies Act, 2013
- (iv) In our opinion and according to the information and explanations given to us, the company does not has formal internal auditing system. However, looking to the size of the business, the company has sufficient internal control system.
- (v) In our opinion and according to the information and explanations given to us, no transactions the particulars of contracts or arrangements referred to in Section 189 of the Companies Act, 2013 need to be entered in the Register maintained under that Section;
- (vi) In our opinion and according to the information and explanations given to us, during the period under review the Company has not accepted any deposits from the public under the meaning of Section 73 of The Companies Act, 2013 and rules framed there under.
- (vii) The company has not done internal audit.
- (viii) Maintenance of cost records has not been prescribed by the Central Government under Section 148 of the Companies Act, 2013 for the class of companies to which the Company belongs.
- (ix) (a) According to the records of the Company, statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' Insurance, Income Tax, Sales-tax, Customs Duty, Cess, and other statutory dues are not applicable to the company.
- (b) According to the information an explanations given to us, there is no any undisputed statutory dues payable which are outstanding as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.  
Note: The above amounts are carried forward as per certification made by previous Auditors. No records are available with the party.
- (c) The particulars of dues as at the year end, with regard to said items, which have not been paid on account of disputes, are NIL
- (x) The company has accumulated losses at the end of the Financial Year and it has incurred cash losses in the current and immediately preceding financial years. The company has registered for the period more than five years and accumulated losses of the company is more than 50% of company's network.

- (xi) As per the information and explanations given to us, the Company has not obtained any financial assistance from financial institutions or banks and hence, the clause is not applicable.
- (xii) As per the information and explanations given to us, the Company has not granted any loan or advance on the basis of security by way of pledge of shares, debentures and other securities.
- (Xiii) The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
- (xiv) The company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, this clause is not applicable.
- (xv) As per the information given to us, the Company has not taken any term loan or given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us, and on the basis of overall fund flow position, we report that company has not taken any loans during the year under review. Therefore, the comment on its application has not been made.
- (xvii) In our opinion and on and overall examination, the balance sheet of the company, we report that no long term funds aggregating have been used for short term purposes.
- (xviii) The Company has made during the financial year under review, no preferential allotment to parties covered in the register maintained under Section 189 of the Companies Act, 2013
- (xix) The Company has not issued any debentures during the period under review.
- (xx) The Company has not raised any money by public issue during the period under review.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the period under review.

**FOR SUNIL DAD & Co.**  
***Chartered Accountants***

SD/-  
**SUNIL R. DAD**  
***Partner***  
**M. No. 120702**

**Date: 25/05/2015**  
**Place: Ahmedabad**

**Balance Sheet as at 31st March, 2015**

Particulars	Note No	Figures as on 31st March, 2015	Figures as on 31st March, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	55,020,000	55,020,000
(b) Reserves and Surplus	2	(31,601,107)	(28,299,135)
<b>(2) Deferred Tax Liabilities</b>		5,264	4,231
<b>(3) Current Liabilities</b>			
(a) Secured Loans	3	19,635,549	30,095,565
(a) Unsecured Loans	4	13,617,299	2,174,731
(b) Trade payables	5	2,645,698	387,183
(c) Provision for Expenses	6	227,390	170,261
<b>Total</b>		59,550,092	59,552,836
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
<i>(a) Fixed assets</i>			
(i) Tangible assets	7	125,161	52,958
(ii) Intangible assets		-	-
<b>(2) Current assets</b>			
(a) Trade receivables	8	9,748,643	14,757,636
(b) Inventories		46,953,643	39,393,187
(c) Cash and cash equivalents	9	1,521,660	2,418,184
(d) Loans and advances	10	165,986	1,920,071
(e) Deposits (Assets)	11	1,035,000	1,010,800
<b>Total</b>		59,550,092	59,552,836

Significant Accounting policies and other Notes forming parts of accounts 19

**FOR SUNIL DAD & CO.**  
**Chartered Accountants**

SD/-

**SUNIL R DAD**

**Partner**

Place : Ahmedabad

Date : 25/05/2015

**By Order of the Board of Directors**  
**Shree Ganesh Elastoplast Ltd**

SD/-

Bharat Mashruwala

**WTD**

DIN: 02055933

SD/-

Mayukh J Pandya

**Director**

DIN: 03440503 P PAN:ABCDE1234R

SD/-

Arun Parte

**CFO**

Place : Ahmedabad

Date : 25/05/2015

**Profit and Loss statement for the year ended 31st March, 2015**

Particulars	Note No	Figures as on 31st March, 2015	Figures as on 31st March, 2014
I. Revenue from operations	12	139,339,729	51,748,126
II. Other Income	13	261,985	387,538
<b>III. Total Revenue (I +II)</b>		<b>139,601,715</b>	<b>52,135,664</b>
<b>IV. Expenses:</b>			
Purchase of Commodities		142,684,040	82,760,928
Trading and operating expenses	14	2,896,299	679,998
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	15	(7,560,456)	(35,733,607)
Employee benefit expense	16	2,116,000	597,500
Administrative Selling and Distribution Expenses	17	1,201,345	2,833,125
Financial Expenses	18	1,516,445	629,386
Depreciation and amortization expense		62,296	20,703
<b>IV. Total Expenses</b>		<b>142,915,969</b>	<b>51,788,033</b>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(3,314,255)	347,631
VI. Extraordinary Items (prior period expenses)		(13,315)	42,665
VII. Profit before tax (VII - VIII)		(3,300,940)	304,966
VIII. Tax expense:			
(1) Current tax		-	68,650
(2) Deferred tax		1,033	4,231
IX Profit/(Loss) for the period	(XII+XIV)	(3,301,972)	232,085
XI. Earning per equity share:			
(1) Basic		(0.60)	0.04
(2) Diluted		(0.60)	0.04

**FOR SUNIL DAD & CO.**  
**Chartered Accountants**

SD/-  
**SUNIL R DAD**  
**Partner**

Place : Ahmedabad  
Date : 25/05/2015

**By Order of the Board of Directors**  
**Shree Ganesh Elastoplast Ltd**

SD/-	SD/-	SD/-	SD/-
Bharat Mashruwala	Mayukh J Pandya	Arun Parte	
<b>WTD</b>	<b>Director</b>	<b>CFO</b>	
DIN: 02055933	DIN: 03440503 P	PAN:ABCDE1234R	

Place : Ahmedabad  
Date : 25/05/2015



**Note: 2 - Reserves and Surplus**

<u>Particulars</u>	Figures as on 31st March, 2015	Figures as on 31st March, 2014
Surplus from Profit & Loss account		-
Opening balance	(28,299,135)	(28,531,220)
Add: Current year surplus	(3,301,972)	232,085
Add: Profit / (Loss) from discontinuing operation	-	-
Less: Transfer to general reserve	-	-
Less: Proposed dividend	-	-
Closing balance	(31,601,107)	(28,299,135)
<b>Total</b>	<b>(31,601,107)</b>	<b>(28,299,135)</b>

**Note: 3 - Secured loans**

<u>Particulars</u>	Figures as on 31st March, 2015	Figures as on 31st March, 2014
-		
ICICI Bank Ltd (agriculture loan)	18,051,946	30,095,565
Over Draft	1,583,603	-
<b>Total</b>	<b>19,635,549</b>	<b>30,095,565</b>

**Note: 4 - Unsecured loans**

<u>Particulars</u>	Figures as on 31st March, 2015	Figures as on 31st March, 2014
Loans and advances from related parties		-
Mihir R Shah (Director)	13,617,299	2,174,731
<b>Total</b>	<b>13,617,299</b>	<b>2,174,731</b>

**Note: 5 - Trade Payables**

<u>Particulars</u>	Figures as on 31st March, 2015	Figures as on 31st March, 2014
-		
Trade payables (including sundry creditors for Expenses)	2,645,698	387,183
<b>Total</b>	<b>2,645,698</b>	<b>387,183</b>

**Note: 6 - Provision for expenses**

<u>Particulars</u>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
Provision for Expenses	190,950	53,586
MAT payable	-	68,650
VAT payable	36,440	-
TDS Payable	-	48,025
<b>Total</b>	<b>227,390</b>	<b>170,261</b>

**Note: 8 - Trade Receivables**

<u>Particulars</u>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
-		
Trade receivables outstanding for		
- more than 6 months *	Nil	Nil
- others	9,748,643	14,757,636
	9,748,643	14,757,636
Trade receivables		
- Unsecured, considered doubtful	NIL	NIL

**Note: 9 - Cash and Cash Equivalents**

<u>Particulars</u>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
a. Cash and cash equivalents		
(i) Balance with banks		
In current account	208,298	1,030,848
In Fixed Deposits	-	1,000,000
(ii) Cash in hand	1,313,362	387,336
<b>Total</b>	<b>1,521,660</b>	<b>2,418,184</b>

**Note: 7 - Tangible Assets**

9	Tangible asset	<u>Gross Value</u>				<u>Depreciation</u>				<u>Closing balance</u>	
		Opening balance	Additions	Deletions	Total	Opening balance	Additions	Deletions	Total	Current reporting period	Previous reporting period
a	Computers & Printers	62,650	78,649	1,150	140,149	21,352	45,571	0	66,923	73,226	41,298
b	Air Conditioner	0	27,000	0	27,000	0	10,707	0	10,707	16,293	0
c	Factory Building	0	0	0	0	0	0	0	0	0	0
d	Plant & Equipments	0	0	0	0	0	0	0	0	0	0
r	Dies and Mould	0	0	0	0	0	0	0	0	0	0
f	Electric Installation	0	30,000	0	30,000	0	3,000	0	3,000	27,000	0
g	Factory Equipments	0	0	0	0	0	0	0	0	0	0
h	Furniture & Fixtures	13,690	0	0	13,690	2,030	3,019	0	5,049	8,641	11,660
i	Factory Building under Construction	0	0	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>76,340</b>	<b>135,649</b>	<b>1,150</b>	<b>210,839</b>	<b>23,382</b>	<b>62,296</b>	<b>0</b>	<b>85,678</b>	<b>125,161</b>	<b>52,958</b>
	<b>Figures for the previous year</b>	<b>39,500</b>	<b>36,840</b>	<b>0</b>	<b>76,430</b>	<b>2,679</b>	<b>20,703</b>	<b>0</b>	<b>23,382</b>	<b>52,958</b>	

**Note: - Intangible Assets**

10	Intangible Asset	<u>Gross Value</u>				<u>Depreciation</u>				<u>Closing balance</u>	
		Opening balance	Additions	Deletions	Total	Opening balance	Additions	Deletions	Total	Current reporting period	Previous reporting period
a	Technical Know How Fees	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Figures for the previous year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	

**Note : 10 - Long term Loans and Advances**

<u>Particulars</u>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
Advance Receivable In cash or Kind or for value to be received	40,000	7,500
Advances To Customer	-	1,100,000
Mat Receivable	28,665	28,665
Tax Deposited at source	77,415	96,749
Prepaid Insurance	-	31,713
Advance Rent	19,906	21,848
VAT Receivable From C&F	-	633,596
	<b>165,986</b>	<b>1,920,071</b>

**Note: 11 - Deposits (Assets)**

<u>Particulars</u>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
Margin Deposit with Commodity Broker	1,000,000	1,000,000
Rent Deposit	-	10,800
VAT Deposit	35,000	-
<b>Total</b>	<b>1,035,000</b>	<b>1,010,800</b>

**Note: 12 - Revenue from Operations**

<u>Particulars</u>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
Sales of Commodities	141,828,462	48,806,765
Profit / (loss ) on hedging of Commodities	(2,488,733)	2,941,361
<b>Total</b>	<b>139,339,729</b>	<b>51,748,126</b>

**Note: 13 - Other Income**

<u>Particulars</u>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
Interest on Fixed Deposit	168,892	286,512
Misc Income	93,093	101,026
<b>Total</b>	<b>261,985</b>	<b>387,538</b>

**Note: 14 - Trading and Operating Expenses**

<b><u>Particulars</u></b>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
Brokerage	611,849	131,056
Loading & Unloading Exp	532,366	244,066
Rent Godown	948,342	-
Warehouse charges	321,219	217,186
Quality Discount	188,125	-
Penalty (Ncdex)	3,089	-
Bardan charges	91,882	66,185
CTT	7,442	-
Labour Charges	30,511	-
Comtrack Charges	97,808	-
Ncdex Turnover Charges	62,846	-
CIF Agent Commission	819	21,505
<b>Total</b>	<b>2,896,299</b>	<b>679,998</b>

**Note: 15 - Changes in Stock in Trade**

<b><u>Particulars</u></b>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
Opening Stock of Finished Goods	39,393,187	3,659,580
Closing Stock of Finished Goods	46,953,643	39,393,187
<b>Total</b>	<b>(7,560,456)</b>	<b>(35,733,607)</b>

**Note: 16 - Employee Benefit Expense**

<b><u>Particulars</u></b>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
Salaries & Wages	1,936,000	557,500
Directors remuneration	180,000	-
Diwali Bonus	-	40,000
<b>Total</b>	<b>2,116,000</b>	<b>597,500</b>

**Note: 17 - Administrative, selling and Distribution**

<b>Particulars</b>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
<b><u>Administration expenses</u></b>		
Audit fees		
a) Statutory Auditor	22,472	22,472
b) Tax Auditor	11,236	11,236
Advertisement Expense	34,290	19,980
Postage, Printing & Stationery	-	19,490
Travelling and conveyance expense	249,426	229,017
Legal expenses	42,520	30,595
Professional charges	8,000	1,616,095
Professional Tax	11,250	-
Office Expense	263,642	50,241
Computer Expenses	2,629	2,030
Board Meeting Expenses	22,000	-
Listing Fees	102,247	28,090
Insurance Expense	85,396	34,810
Electricity Charges	56,338	24,189
Municipal Taxes	-	28,252
Office Rent	180,000	518,352
Repairs Maintenance	-	40,687
RTA Agent Exp.	50,114	52,129
Service tax	35,430	-
Stationary Expense	3,725	-
Security Expense	-	11,580
Telephone and Internet Expense	14,022	13,596
Website Expense	5,322	7,781
ROC fees	34,931	51,073
Other Expense	4,745	861
Diwali Expense	-	20,570
Excess Provision Written off	(38,390)	-
<b>Total</b>	<b>1,201,345</b>	<b>2,833,125</b>

**Note : 18 - Financial Expenses**

<b>Particulars</b>	<b>Figures as on 31st March, 2015</b>	<b>Figures as on 31st March, 2014</b>
Bank charges & commission	14,520	13,258
Interest paid to bank	1,221,482	187,388
Processing Fees	33,432	-
Interest on TDS	-	26,359
Interest Expense	247,011	402,381
<b>Total</b>	<b>1,516,445</b>	<b>629,386</b>

**NOTE - 19: SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis of Accounting**

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the accounting standards specified under Section 133 of the Companies Act 2013. The accounts have been prepared on a going concern concept.

**2. Use of Estimates**

These financial statements have been prepared on the basis of estimates, wherever necessary, which have an effect on the reported amounts of assets and liabilities as on the date of the statements and the reported amounts of income and expenditure for the reporting period. The difference between actuals and estimates is recognized in the subsequent period when the actuals are known.

**3. Revenue Recognition**

Revenue is recognized and expenditure is accounted for on their accrual. The income is said to be accrued when the risk and rewards relating to the goods or services has been transferred to the buyer.

Following are accounted on cash basis:

- a) Gratuity and leave encashment benefits to the employees

**4. Fixed Assets, Depreciation and Impairment**

(a) Fixed assets are stated at the cost of acquisition less accumulated depreciation. Depreciation on fixed assets is provided on straight-line method on a prorata basis at the rates prescribed under Schedule III to the Companies Act, 2013.

(b) Intangible assets are recognized as per the criteria specified in Accounting Standard 26 "Intangible Assets" issued by the Institute of Chartered Accountants of India and are amortized as follows:

(c) An asset is treated as impaired when its carrying cost exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

**5. Investments**

Investments include all securities which are intended to be held to maturity or for a period not less than one year.

Long Term Investments are carried at cost less provision for permanent diminution in the value of such investments, if any. Current Investments are carried at the lower of cost and market value.

**6. Stock-in-Trade**

Stock-in-trade are stated at Cost or market value whichever is lower.

**7. Retirement Benefits**

The company has **not provided** provision in the books of account with respect to the retirement benefits of the employees as per the guidelines provided by the payment of Gratuity Act, 1972.

**8. Deferred Tax**

Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets including asset arising from unabsorbed depreciation and losses carried forward, are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax can be realized.

## 9. Provisions, Contingent Liabilities and Contingent Assets

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

## 10. Earning Per Share

Earning per shares has been arrived by taking into consideration the profit after tax divided by the weighted average number of shares for the relevant financial year. The same is arrived as per Accounting Standards – 20 to determine the comparison of performance among different enterprises for the same period and among different periods for the same enterprises. Separate disclosure have been made for the earnings per share excluding extraordinary items.

### NOTE - 19: OTHER NOTES FORMING PART OF ACCOUNTS

- As informed and self certification made by the management, Contingent Liabilities for the year ended 31<sup>st</sup> March, 2015 – refer note 9(b) of annexure to paragraph 1 of our audit report.
- Deferred Tax Assets / (Liabilities) comprises timing differences on account of:

[Amount in Rs.]

Particulars	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
<b>LIABILITIES</b>		
Difference in the written down value of assets (Inclusive of Intangibles to the extent not amortised)	17035	13,693
<b>Net Deferred Tax Liability</b>	<b>5263</b>	<b>4,231</b>

- Earning per share

Particulars	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
Net profit / (loss) attributable to equity shareholders (Rs.)	(33,01,973)	2,32,085
Number of equity shares in issue during the year (shares of face value Rs. 10 each)	55,02,000	55,02,000
Basic as well as diluted earnings per share (Rs.)	No earnings in view of losses	0.04
Basic as well as diluted earnings per share (Rs.) (excluding extraordinary items)	No earnings in view of losses	0.04

- List of Related Parties and transactions made:

During the year 2014-15, director Bharat Mashruwala was paid remuneration amounting to 1,80,000. This remuneration is made up of only basic salary, no other emoluments or incentive was provided. The company has paid 1,80,000 for office rent. The office is owned by Merry Sharefin Ltd arising associate concern of having common management. Mihir Shah, an independent director of company has given unsecured loan of 33,578,267 during the year, of which the Company repaid 19,960,968 in the same year. At the end of financial year total outstanding loan was 13,617,299. At any time in year outstanding loan was not more than 3.0 cr. The company has paid total interest of 2,47,011 for loan given by Mihir R Shah. The company has paid seven lacs fifteen thousand as salary to Manit M Shah, son of director. Also, during the year, he was given advance of 195,000 against his salary out of which 180,000, was paid back within a month and remaining amount was adjusted against the salary. Paumil M Shah, son of director



was paid three lacs five thousand as salary. Also, director Mayukh J Pandya and wife of a deirector Nina Pandya was given advance against purchase of commodity as they are having farmer status. However, Money was return within less than a week as transaction didn't happen as planned.

5. The company has during the period under review is in the business of Investment / trading in commodities in spot market and hedging / trading on the said commodities in future markets. Details of trading in commodities are as under:

Details of Commodities	Opening Qty	Purchase during the year (Qty)	Sale during the year (Qty)	Closing Qty
Castor Seeds (In MT)	358.29	1000.5980	1357.92	0.9680
Cotton Seed oil Cake (In MT)	1760.536	1834.74	1760.366	1834.91
Jeera (In Kgs)	NIL	86925	NIL	86925
Maize	NIL	601.1526	NIL	301.1526

6. Details about the Micro, Small and Medium Enterprises  
The firm has not received any intimation from the suppliers regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 and hence disclosure regarding:
- Amount due and outstanding to suppliers as at the end of accounting year
  - Interest paid during the year
  - Interest payable at the end of the accounting year
  - Interest accrued and unpaid at the end of the accounting year,
- has not been given. The firm is making efforts to get the confirmations from suppliers as regards their status under the Act.
7. Balance of trade receivable, trade payable, sundry creditors, loans and advances, Banks and deposits are subject to confirmations by the parties concerned.
8. Previous year's figures have been regrouped, reclassified and rearranged wherever necessary.
9. **The company has not appointed a qualified secretary as defined under section 203 of the Companies Act, 2013.**  
**Signatures to Annexures 1 to 18 forming part of the financial statements and to the above notes forming parts of accounts**

**FOR SUNIL DAD & CO.**  
**Chartered Accountants**

SD/-  
**SUNIL R DAD**  
**Partner**

Place : Ahmedabad  
Date : 25/05/2015

**By Order of the Board of Directors**  
**Shree Ganesh Elastoplast Ltd**

SD/-	SD/-	SD/-	SD/-
Bharat Mashruwala	Mayukh J Pandya		Arun Parte
<b>WTD</b>	<b>Director</b>		<b>CFO</b>
DIN: 02055933	DIN: 03440503 P	PAN:ABCDE1234R	

Place : Ahmedabad  
Date : 25/05/2015

**SHREE GANESH ELASTOPLAST LIMITED**

CIN: L25200GJ1994PLC021666

119, GR. FLOOR, KAMDHENU COMPLEX, OPP: SAHJANAND COLLEGE, POLYTECHNIC AHMEDABAD- 380015 Gujarat

**ATTENDANCE SLIP**

<b>DP ID*</b>		<b>Folio</b>	
<b>Client ID*</b>		<b>No. of Shares</b>	

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the 21<sup>st</sup> **ANNUAL GENERAL MEETING** of the Company held on Tuesday, 29<sup>th</sup> September, 2015 at 11:00 A.M. at 119, GR. FLOOR, KAMDHENU COMPLEX, OPP: SAHJANAND COLLEGE, POLYTECHNIC AHMEDABAD-380015

Signature of the Shareholder | Proxy

\* Applicable for investors holding shares in electronic form.

**SHREE GANESH ELASTOPLAST LIMITED**

CIN: L25200GJ1994PLC021666

119, GR. FLOOR, KAMDHENU COMPLEX, OPP: SAHJANAND COLLEGE, POLYTECHNIC AHMEDABAD- 380015 Gujarat

**Form No. MGT- 11 PROXY FORM**

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

Name of Members:

Registered Address:

E-mail Address:

Folio No. | Client ID:

DP Id:

I/we, being the member(s) of \_\_\_\_\_ shares of Shree Ganesh Elastoplast Ltd, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_  
\_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_  
\_\_\_\_\_ or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on Tuesday, 29<sup>th</sup> September, 2015 at 11:00 a.m. at 119, GR. FLOOR, KAMDHENU COMPLEX, OPP: SAHJANAND COLLEGE, POLYTECHNIC AHMEDABAD- 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTIONS
	<b>ORDINARY BUSINESS</b>
1	Adoption of financial statements for the year ended on March 31, 2015
2	Reappointment of Shri Bharat V Mashruwala as Director
3	Appointment of M/s. Sunil Dad & Co. as Statutory Auditor and fix their remuneration

Signed this ..... day of ..... 2015 .

.....  
Signature of first proxy holder

.....  
Signature of Second proxy holder

.....  
Signature of Third proxy holder

**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.

Affix Revenue Stamp

