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Nilkamal Limited

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Head Office : Nilkamal House, 77/78, Road No. 13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 2681 8888 / 2836 1366
Material Handling Division : Fax : (91-22) 2836 1923 / 2836 7891 ● E-mail : info@nilkamal.com
Furniture Division : Fax : (91-22) 2835 3556 ● E-mail : furniture@nilkamal.com ● **Visit us at :** www.nilkamal.com
@home Division : Fax : (91-22) 2837 2787 ● E-mail : connect@at-home.co.in ● **Visit us at :** www.at-home.co.in

FORM A

(Pursuant to Clause 31 of the Listing Agreement and SEBI circular no. CIR/ CFD/ DIL/ 7/ 2012 dated August 13, 2012)

Covering letter of the annual audit report **(unqualified report)** to be filed with the Stock Exchange

Sr. No.	Particulars		Compliance Observation
1.	Name of the Company	:	NILKAMAL LIMITED
2.	Annual Financial Statements for the year ended	:	31st March, 2015
3.	Type of Audit Observation	:	Un-qualified
4.	Frequency of Observation	:	Not applicable

5. Signed By

	For Nilkamal Limited
1. **For B S R & Co. LLP** Mr. Sadashiv Shetty (Partner) M. No. 048648	1. Managing Director – Mr. Sharad V. Parekh
2. **For Vora & Associates** – Mr. Bharat B. Chovatia (Partner) M. No. 031756	2. Chief Financial Officer– Mr. Paresh B. Mehta 3. Audit Committee Chairman – Mr. K.R. Ramamoorthy

Regd . Office & Works : Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa-Khanvel Road, Vasona, Silvassa - 396230 (D & NH). ● **Tel. :** (0260) 2699212 / 13 / 14 / 15 / 082 / 083 ● **Fax :** (0260) 2699023.
CIN : L25209DN1985PLC000162

Trust is the key to infinite possibilities.

Nilkamal Limited

ANNUAL REPORT 2014-2015

Nilkamal®

Board of Directors

Mr. Vamanrai V. Parekh	- Chairman
Mr. Sharad V. Parekh	- Managing Director
Mr. Hiten V. Parekh	- Executive Director
Mr. Manish V. Parekh	- Executive Director
Mr. Nayan S. Parekh	- Executive Director
Mr. Dadi B. Engineer	- Director
Ms. Hiroo Mirchandani	- Director
Mr. K. R. Ramamoorthy	- Director
Mr. Mahendra V. Doshi	- Director
Mr. Mufazzal S. Federal	- Director
Mr. S. K. Palekar	- Director

Chief Financial Officer
Mr. Paresh B. Mehta

Company Secretary
Ms. Priti P. Dave

Bankers
- State Bank of India
- Corporation Bank
- IDBI Bank Limited
- DBS Bank Limited

Auditors
M/s. B S R & Co. LLP
M/s. Vora & Associates

Barjora Factory
Plot No. 1498/2613, WBIDC Industrial Complex, Barjora Mejia Road,
P. O. & P.S. Barjora, District: Bankura, Pincode – 722 202, West Bengal.

Hosur Factory
Part of Survey No. 149, 151 to 153, 155/9,226/1C, 227 and 299/1,
Next to GNB Factory, Nallaganakothapalli Village, Koneripalli Post,
Hosur Taluk, Krishnagiri District - 635 117, Tamilnadu.

Hooghly Factory
Dayanidhan Compound, Godown No- 1A & 2, Delhi High Road,
Dankuni, Village: Monoharpur, J. L. No. 98,
Touzi No. 17, Police Station - Chanditala,
District - Hooghly – 712 311, West Bengal.

Jammu Factory
Phase – II, Industrial Growth Centre, Samba – 184 121,
Jammu & Kashmir.

Kharadpada Factory
Survey No. 389, 391, 393, 396 & 401,
Naroli – Kharadpada Road,
Village: Kharadpada, Silvassa -396 230,
Union Territory of Dadra & Nagar Haveli.

Noida Factory
Plot No.26, B& C Sector No.31, Surajpur – Kasna Road,
Behind HPCL Gas Plant, Gautam Budha Nagar,
Greater Noida – 201 310, Uttar Pradesh.

Puducherry Factory
19/3-5, 18/1-B & 21/6, Olaivaikkal Village, Villianoor-Pathukannu Road,
Villianoor Taluk – 605502, Puducherry.

Sinnar Factory
STICE, Plot No.971/1A, Sinnar Shirdi Road, Musalgaon,
Sinnar - 422 103, District - Nashik, Maharashtra.

Registered Office and Vasona Factory
Survey No.354/2 and 354/3, Near Rakholi Bridge,
Silvassa Khanvel Road, Vasona, Silvassa 396 230,
Union Territory of Dadra and Nagar Haveli.

Corporate Office
Nilkamal House, 77/78, Road No.13/14, MIDC,
Andheri (E), Mumbai – 400 093, Maharashtra.

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NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Members of **NILKAMAL LIMITED** will be held at the Registered Office of the Company at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra & Nagar Haveli, on Tuesday, August 4, 2015 at 12.00 noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including the audited consolidated financial statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended March 31, 2015.
3. To appoint a Director in place of Mr. Nayan S. Parekh (DIN: 00037597), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Twenty Eighth Annual General Meeting held on September 6, 2014, the appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No. 101248W/ W-100022) and M/s. Vora and Associates, Chartered Accountants (ICAI Registration No. 111612W) as the Joint Statutory Auditors of the Company to hold office till the conclusion of the Thirty Second and Thirty First Annual General Meeting of the Company respectively, be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration plus applicable service tax and reimbursement of out of pocket expenses payable to them for the financial year ended March 31, 2016, as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors."

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with the Rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Hiroo Mirchandani (DIN: 06992518), who was appointed as an Additional Director of the Company with effect from November 6, 2014, under Section 161 of the Companies Act, 2013 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 her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office as such for a period of three years upto the conclusion of the Thirty Second Annual General Meeting to be held in calendar year 2018."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. B. F. Modi and Associates, Cost Accountants (Firm Registration No. 6955), appointed by the Board of Directors as Cost Auditors of the Company for the financial year 2015-2016 to conduct audit of cost records of the Company at remuneration of ₹ 2.65 Lacs (Rupees Two Lacs Sixty Five Thousand Only) plus service tax and reimbursement of out of pocket expenses at actual, be and is hereby ratified and confirmed."
7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with the provisions of Schedule V (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and subject to such sanctions as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. Manish V. Parekh (DIN: 00037724) as the Executive Director of the Company for a period of five years with effect from April 1, 2015 upto March 31, 2020.

   RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Manish V. Parekh with the Company for the aforesaid appointment and as set out in the statement annexed to the Notice including the following:

Remuneration:

1. Basic Salary:

   For the period from April 1, 2015 to March 31, 2020: ₹ 650,000 (Rupees Six Lacs Fifty Thousand Only) per month in the scale of ₹ 550,000 to ₹ 1,000,000, with such increment per annum as the Board of Directors of the Company may deem fit.

2. Commission:

   Mr. Manish V. Parekh shall be paid commission to the extent of 1% of the net profit of the Company over and above the net profits of ₹ 50.00 Crores for each financial year as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.

Perquisites:

1. Mr. Manish V. Parekh will be provided furnished accommodation and in case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance not exceeding 50% of the basic salary per month.
2. Provident Fund: 12% of the basic salary.
3. National Pension Scheme or Annuity Fund: 10% of the basic salary.

   The contribution stated at (2) and (3) is subject to any changes effected in the schemes / rules of the respective funds as per the policy of the Company.
4. Leave Travel Allowance (LTA): One month's basic salary to be paid as LTA.
5. Car: Provision of Company cars for official and for personal purpose of Mr. Manish V. Parekh including maintenance and other expenses.
6. Telephone: Reimbursement of expenses towards telephones and other communication facilities at the residence of Mr. Manish V. Parekh.
7. Other Perquisites: Other perquisites shall include expenses/ reimbursement towards driver's salary, membership fees/ subscription subject to maximum of 2 clubs, travelling, boarding and lodging during business trips, actual medical expenses incurred including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance or any other insurance premium paid as per the policy of the Company. The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

Benefits and Amenities:

1. Gratuity: Benefits in accordance with the rules and regulations in force in the Company from time to time.
2. Leave:
   (a) Earned/ privilege leave as per the policy of the Company. In addition he shall be entitled to Sick Leave and Casual Leave as per the policy of the Company.
   (b) Leave encashment as per the policy of the Company.
3. Loan and Other Schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.
4. Other benefits and Amenities: Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
5. Reimbursement of costs, charges and expenses: The Company shall pay or reimburse to Mr. Manish V. Parekh and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Manish V. Parekh remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Manish V. Parekh in the light of further progress of the Company which shall be within the abovementioned approved scales and in accordance with the prescribed provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with the provisions of Schedule V (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the sanctions as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. Nayan S. Parekh (DIN: 00037597) as the Executive Director of the Company for a period of five years with effect from April 1, 2015 upto March 31, 2020.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Nayan S. Parekh with the Company for the aforesaid appointment and as set out in the statement annexed to the Notice including the following:

Remuneration:

1. Basic Salary:

   For the period from April 1, 2015 to March 31, 2020: ₹ 560,000 (Rupees Five Lacs Sixty Thousand Only) per month in the scale of ₹ 475,000 to ₹ 1,000,000, with such increment per annum as the Board of Directors of the Company may deem fit.

2. Commission:

   Mr. Nayan S. Parekh shall be paid commission to the extent of 1% of the net profit of the Company over and above the net profits of ₹ 50.00 Crores for each financial year as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.

Perquisites:

1. Mr. Nayan S. Parekh will be provided furnished accommodation and in case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance not exceeding 50% of the basic salary per month.
2. Provident Fund: 12% of the basic salary.
3. National Pension Scheme or Annuity Fund: 10% of the basic salary.

   The contribution stated at (2) and (3) is subject to any changes effected in the schemes / rules of the respective funds as per the policy of the Company.
4. Leave Travel Allowance (LTA): One month's basic salary to be paid as LTA.
5. Car: Provision of Company cars for official and for personal purpose of Mr. Nayan S. Parekh including maintenance and other expenses.
6. Telephone: Reimbursement of expenses towards telephones and other communication facilities at the residence of Mr. Nayan S. Parekh.
7. Other Perquisites: Other perquisites shall include expenses/ reimbursement towards driver's salary, membership fees/ subscription subject to maximum of 2 clubs, travelling, boarding and lodging during business trips, actual medical expenses incurred including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance or any other insurance premium paid as per the policy of the Company. The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

Benefits and Amenities:

1. Gratuity: Benefits in accordance with the rules and regulations in force in the Company from time to time.
2. Leave:
   (a) Earned/ privilege leave as per the policy of the Company. In addition he shall be entitled to Sick Leave and Casual Leave as per the policy of the Company.
   (b) Leave encashment as per the policy of the Company.
3. Loan and Other Schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.

4. Other benefits and Amenities: Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
5. Reimbursement of costs, charges and expenses: The Company shall pay or reimburse to Mr. Nayan S. Parekh and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Nayan S. Parekh remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Nayan S. Parekh in the light of further progress of the Company which shall be within the abovementioned approved scales and in accordance with the prescribed provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with the provisions of Schedule V (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and subject to such sanctions as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. Hiten V. Parekh (DIN: 00037550), as the Executive Director of the Company for a period of five years with effect from April 1, 2015 upto March 31, 2020 and concurrent termination of the earlier appointment for the residual tenure due for expiry on July 12, 2015.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Hiten V. Parekh with the Company for the aforesaid appointment and as set out in the statement annexed to the Notice including the following:

Remuneration:

1. Basic Salary:

   For the period from April 1, 2015 to March 31, 2020: ₹ 700,000 (Rupees Seven Lacs Only) per month in the scale of ₹ 600,000 to ₹ 1,050,000, with such increment per annum as the Board of Directors of the Company may deem fit.
2. Commission:

   Mr. Hiten V. Parekh shall be paid commission to the extent of 1% of the net profit of the Company over and above the net profits of ₹ 50.00 Crores for each financial year as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.

Perquisites:

1. Mr. Hiten V. Parekh will be provided furnished accommodation and in case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance not exceeding 50% of the basic salary per month.
2. Provident Fund: 12% of the basic salary.
3. National Pension Scheme or Annuity Fund: 10% of the basic salary.

   The contribution stated at (2) and (3) is subject to any changes effected in the schemes / rules of the respective funds as per the policy of the Company.
4. Leave Travel Allowance (LTA): One month's basic salary to be paid as LTA.

5. Car: Provision of Company cars for official and for personal purpose of Mr. Hiten V. Parekh including maintenance and other expenses.
6. Telephone: Reimbursement of expenses towards telephones and other communication facilities at the residence of Mr. Hiten V. Parekh.
7. Other Perquisites: Other perquisites shall include expenses/ reimbursement towards driver's salary, membership fees/ subscription subject to maximum of 2 clubs, travelling, boarding and lodging during business trips, actual medical expenses incurred including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance or any other insurance premium paid as per the policy of the Company. The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

Benefits and Amenities:

1. Gratuity: Benefits in accordance with the rules and regulations in force in the Company from time to time.
2. Leave:
   (a) Earned/ privilege leave as per the policy of the Company. In addition he shall be entitled to Sick Leave and Casual Leave as per the policy of the Company.
   (b) Leave encashment as per the policy of the Company.
3. Loan and Other Schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.
4. Other benefits and Amenities: Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
5. Reimbursement of costs, charges and expenses: The Company shall pay or reimburse to Mr. Hiten V. Parekh and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Hiten V. Parekh remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Hiten V. Parekh in the light of further progress of the Company which shall be within the abovementioned approved scales and in accordance with the prescribed provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with the provisions of Schedule V (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and subject to such sanctions as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. Sharad V. Parekh (DIN: 00035747), as the Managing Director of the Company for a period of five years with effect from April 1, 2015 upto March 31, 2020 and concurrent termination of the earlier appointment for the residual tenure due for expiry on July 12, 2015.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Sharad V. Parekh with the Company for the aforesaid appointment and as set out in the statement annexed to the Notice including the following:

Remuneration:

1. Basic Salary:

   For the period from April 1, 2015 to March 31, 2020: ₹ 800,000 (Rupees Eight Lacs Only) per month in the scale of ₹ 600,000 to ₹ 1,200,000, with such increment per annum as the Board of Directors of the Company may deem fit.

2. Commission:

   Mr. Sharad V. Parekh shall be paid commission to the extent of 1% of the net profit of the Company over and above the net profits of ₹ 50.00 Crores for each financial year as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.

Perquisites:

1. Mr. Sharad V. Parekh will be provided furnished accommodation and in case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance not exceeding 50% of the basic salary per month.
2. Leave Travel Allowance (LTA): One month's basic salary to be paid as LTA.
3. Car: Provision of Company cars for official and for personal purpose of Mr. Sharad V. Parekh including maintenance and other expenses.
4. Telephone: Reimbursement of expenses towards telephones and other communication facilities at the residence of Mr. Sharad V. Parekh.
5. Other Perquisites: Other perquisites shall include expenses/ reimbursement towards driver's salary, membership fees/ subscription subject to maximum of 2 clubs, travelling, boarding and lodging during business trips, actual medical expenses incurred including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance or any other insurance premium paid as per the policy of the Company. The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

Benefits and Amenities:

1. Gratuity: Benefits in accordance with the rules and regulations in force in the Company from time to time.
2. Leave:
   (a) Earned/ privilege leave as per the policy of the Company. In addition he shall be entitled to Sick Leave and Casual Leave as per the policy of the Company.
   (b) Leave encashment as per the policy of the Company.
3. Loan and Other Schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.
4. Other benefits and Amenities: Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
5. Reimbursement of costs, charges and expenses: The Company shall pay or reimburse to Mr. Sharad V. Parekh and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Sharad V. Parekh remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Sharad V. Parekh in the light of further progress of the Company which shall be within the abovementioned approved scales and in accordance with the prescribed provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the Special Businesses at Item Nos. 5 to 10 above is annexed hereto and forms a part of the Notice.
2. The relevant details of persons seeking appointment/ re-appointment as Directors under Item Nos. 3, 5, 7 to 10 of the Notice, as required pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are also annexed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE, SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS 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 AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THEN 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.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 29, 2015 to Tuesday, August 4, 2015, both days inclusive, for payment of dividend. If the dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, than payment of such dividend will be made on or after fifth day from the conclusion of the Annual General Meeting of the Company as under:
   (i) To all Beneficial Owners in respect of shares held in electronic form, as per the data made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, as of the close of business hours on July 28, 2015; and
   (ii) To all members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 28, 2015.
6. Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFS code) with their Depository Participant. Members holding shares in physical form are requested to provide the above details, along with their Folio Number, to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
7. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, address, registered email id, bank details, NECS, mandates, nominations, power of attorney, etc. to their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate any of the above mentioned changes, alongwith the request for merging of folio etc., to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
8. For the purpose of availing Nomination facility, members holding shares in dematerialised form are required to lodge the nomination with their Depository Participant and members holding shares in physical form are required to fill and submit Form SH-13 (available on request) with the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited, for assistance in this regard.
10. Members, wishing to claim dividends, which remain unclaimed for the financial years 2008-2009 onwards, are requested to write to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B. S. Marg, Bhandup (W), Mumbai 400078. It may be noted that once such unclaimed dividends are transferred on expiry of seven years to the Investor Education and Protection Fund, no claim shall lie in respect thereof.
11. Any request for revalidation of dividend warrant(s) by any member of the Company may be directed to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
12. The Notice of the 29th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
13. The Annual Report 2014-2015 of the Company, circulated to the members of the Company, will be made available on the Company's website at www.nilkamal.com.

14. Members desiring any information as regards the Accounts are requested to write to the Company atleast 10 days prior to the date of meeting so as to enable the Management to keep the information ready.
15. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the Meeting. Members holding equity shares in electronic form, and proxies thereof, are requested to bring their DP ID and Client ID for identification.
16. Members are requested to bring their copies of Annual Report to the Meeting.
17. Voting through electronic means:

    Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and the Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means through remote e-voting platform provided by Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

    The instructions for shareholders voting electronically are as under:

    (i) The voting period begins on August 1, 2015 at 10.00 am and ends on August 3, 2015 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 28, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

    (iii) Click on Shareholders.

    (iv) Now enter your User ID

    a. For CDSL: 16 digits beneficiary ID,

    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (v) Next enter the Image Verification as displayed and Click on Login.

    (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

    (viii) After entering these details appropriately, click on "SUBMIT" tab.

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

    (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

    (xi) Click on the EVSN for "Nilkamal Limited" on which you choose to vote.

    (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

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

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

(xx) General Instructions:

a) A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.

b) The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.

c) The voting rights of shareholders shall be in proportion to their shares of in the paid-up equity share capital of the Company as on July 28, 2015.

d) Mr. Pratik M. Shah, Practicing Company Secretary (Membership No. FCS 7431), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

e) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

f) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

g) The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.nilkamal.com and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the Stock Exchanges.

By order of the Board
For Nilkamal Limited

Place: Mumbai
Date: May 12, 2015

Priti P. Dave
Company Secretary

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

Item No. 5

Ms. Hiroo Mirchandani was appointed as an Additional Director (Independent) on the Board with effect from November 6, 2014.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Hiroo Mirchandani will hold office upto the conclusion of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of ₹ 100,000/- proposing the candidature of Ms. Hiroo Mirchandani for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Hiroo Mirchandani (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Hiroo Mirchandani as an Independent Director of the Company for a period up to the conclusion of Thirty Second Annual General Meeting of the Company to be held in calendar year 2018 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board, Ms. Hiroo Mirchandani, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. A copy of the draft letter of appointment of Ms. Hiroo Mirchandani as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No Director, Key Managerial Personnel or their relatives, except Ms. Hiroo Mirchandani, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. B. F. Modi and Associates to conduct the audit of the Cost Records of the Company for the financial year 2015-2016. In terms of provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

No Director, Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

Item No. 7

At the Twenty Fourth Annual General Meeting of the Company held on July 31, 2010 the shareholders, pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and such other applicable provisions, if any, of the erstwhile Companies Act, 1956, had accorded their approval by way of an Ordinary Resolution to the re-appointment of Mr. Manish V. Parekh, as the Executive Director of the Company for a period of five years commencing from April 1, 2010 to March 31, 2015.

The Board of Directors of the Company at its meeting held on February 3, 2015, based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mr. Manish V. Parekh as the Executive Director of the Company for a period of five years from April 1, 2015 to March 31, 2020, liable to determination for retirement by rotation and also approved the terms and conditions governing his appointment. Further, the Board at its meeting held on May 12, 2015, had also approved the payment of revised remuneration to Mr. Manish V. Parekh for his aforesaid tenure, as recommended by the Nomination and Remuneration Committee.

The aforesaid terms approved by the Board are in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with the provisions of Schedule V (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of the shareholders at the ensuing Annual General Meeting.

The terms and conditions as to the appointment of Mr. Manish V. Parekh are briefly mentioned as under:

1. Mr. Manish V. Parekh shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time. Subject to the supervision and control of the Board, the Executive Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries and / or joint venture companies, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies

and / or subsidiaries and / or joint venture companies or any other executive body or any Committee of such a Company.

2. The Executive Director shall not, except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law, divulge to any person whatever or otherwise make use of and shall use his best endeavours to prevent the publication or disclosure of any Confidential Information of the Company or any of its subsidiaries or associated or joint venture companies or any of its or their suppliers, agents, distributors or customers.
3. The office of the said Executive Director shall be liable to determination for retirement by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
4. This Agreement may be terminated earlier by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration in lieu of such notice.

Notwithstanding anything to the contrary herein, wherein any financial year during the currency of the tenure of the said Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the said Executive Director, remuneration, perquisites, benefits and amenities not exceeding the ceiling for the time being laid down in Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors of the Company and subject to such sanctions and approvals as may be necessary.

The scope and quantum of remuneration, perquisites, benefits and amenities specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and/ or the rules and regulations made thereunder and/ or such guidelines as may be notified by the regulatory authorities from time to time.

Mr. Manish V. Parekh satisfies all the conditions as set out in Part I of Schedule V as also under sub-section 3 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as the Executive Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The draft of the Agreement to be executed between the Company and Mr. Manish V. Parekh, as approved by the Board of Directors is available for inspection by the members at the registered office of the Company on any working day, during the usual business hours and will also be available at the Meeting.

Mr. Manish V. Parekh is interested in the resolution set out at Item No. 7 of the Notice. Mr. Hiten V. Parekh – Executive Director and Mr. Vamanrai V. Parekh - Chairman, being related to Mr. Manish V. Parekh may be deemed to be interested in the said Item.

Other relatives of Mr. Manish V. Parekh may be deemed to be interested in the resolution set out at Item No. 7 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

Item No. 8

At the Twenty Fourth Annual General Meeting of the Company held on July 31, 2010 the shareholders, pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and such other applicable provisions, if any, of the erstwhile Companies Act, 1956, had accorded their approval by way of an Ordinary Resolution to the re-appointment of Mr. Nayan S. Parekh, as the Executive Director of the Company for a period of five years commencing from April 1, 2010 to March 31, 2015.

The Board of Directors of the Company at its meeting held on February 3, 2015, based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mr. Nayan S. Parekh as the Executive Director of the Company for a period of five years from April 1, 2015 to March 31, 2020, liable to determination for retirement by rotation and also approved the terms and conditions governing his appointment. Further, the Board at its meeting held on May 12, 2015, had also approved the payment of revised remuneration to Mr. Nayan S. Parekh for his aforesaid tenure, as recommended by the Nomination and Remuneration Committee.

The aforesaid terms approved by the Board are in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with the provisions of Schedule V (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of the shareholders at the ensuing Annual General Meeting.

The terms and conditions as to the appointment of Mr. Nayan S. Parekh are briefly mentioned as under:

1. Mr. Nayan S. Parekh shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time. Subject to the supervision and control of the Board, the Executive Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries and/or joint venture companies including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/ or subsidiaries and / or joint venture companies or any other executive body or any Committee of such

a Company.

2. The Executive Director shall not, except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law, divulge to any person whatever or otherwise make use of and shall use his best endeavours to prevent the publication or disclosure of any Confidential Information of the Company or any of its subsidiaries or associated or joint venture companies or any of its or their suppliers, agents, distributors or customers.
3. The office of the said Executive Director shall be liable to determination for retirement by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
4. This Agreement may be terminated earlier by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration in lieu of such notice.

Notwithstanding anything to the contrary herein, wherein any financial year during the currency of the tenure of the said Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the said Executive Director, remuneration, perquisites, benefits and amenities not exceeding the ceiling for the time being laid down in Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors of the Company and subject to such sanctions and approvals as may be necessary.

The scope and quantum of remuneration, perquisites, benefits and amenities specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and/ or the rules and regulations made thereunder and/ or such guidelines as may be notified by the regulatory authorities from time to time.

Mr. Nayan S. Parekh satisfies all the conditions as set out in Part I of Schedule V as also under sub-section 3 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as the Executive Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The draft of the Agreement to be executed between the Company and Mr. Nayan S. Parekh, as approved by the Board of Directors is available for inspection by the members at the registered office of the Company on any working day, during the usual business hours and will also be available at the Meeting.

Mr. Nayan S. Parekh is interested in the resolution set out at Item No. 8 of the Notice. Mr. Sharad V. Parekh – Managing Director, being related to Mr. Nayan S. Parekh may be deemed to be interested in the said Item.

Other relatives of Mr. Nayan S. Parekh may be deemed to be interested in the resolution set out at Item No. 8 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members.

Item No. 9

At the Twenty Fourth Annual General Meeting of the Company held on July 31, 2010 the shareholders, pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and such other applicable provisions, if any, of the erstwhile Companies Act, 1956, had accorded their approval by way of an Ordinary Resolution to the re-appointment of Mr. Hiten V. Parekh, as the Executive Director of the Company for a period of five years commencing from July 13, 2010 to July 12, 2015.

The Board of Directors of the Company at its meeting held on February 3, 2015, based on the recommendation of the Nomination and Remuneration Committee, have re-appointed Mr. Hiten V. Parekh as the Executive Director of the Company for a period of five years from April 1, 2015 to March 31, 2020, upon concurrent termination of the earlier appointment for the residual tenure due for expiry on July 12, 2015 alongwith the approval of the terms and conditions governing his appointment. He shall be liable to determination for retirement by rotation. Further, the Board at its meeting held on May 12, 2015, had also approved the payment of revised remuneration to Mr. Hiten V. Parekh for his aforesaid tenure, as recommended by the Nomination and Remuneration Committee.

The aforesaid terms approved by the Board are in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with the provisions of Schedule V (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of the shareholders at the ensuing Annual General Meeting.

The terms and conditions as to the appointment of Mr. Hiten V. Parekh are briefly mentioned as under:

1. Mr. Hiten V. Parekh shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time. Subject to the supervision and control of the Board, the Executive Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries and/or joint venture companies including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries and / or joint venture companies or any other executive body or any Committee of such a Company.

2. The Executive Director shall not, except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law, divulge to any person whatever or otherwise make use of and shall use his best endeavours to prevent the publication or disclosure of any Confidential Information of the Company or any of its subsidiaries or associated or joint venture companies or any of its or their suppliers, agents, distributors or customers.
3. The office of the said Executive Director shall be liable to determination for retirement by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
4. This Agreement may be terminated earlier by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration in lieu of such notice.

Notwithstanding anything to the contrary herein, wherein any financial year during the currency of the tenure of the said Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the said Executive Director, remuneration, perquisites, benefits and amenities not exceeding the ceiling for the time being laid down in Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors of the Company and subject to such sanctions and approvals as may be necessary.

The scope and quantum of remuneration, perquisites, benefits and amenities specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and/ or the rules and regulations made thereunder and/ or such guidelines as may be notified by the regulatory authorities from time to time.

Mr. Hiten V. Parekh satisfies all the conditions as set out in Part I of Schedule V as also under sub-section 3 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as the Executive Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The draft of the Agreement to be executed between the Company and Mr. Hiten V. Parekh, as approved by the Board of Directors is available for inspection by the members at the registered office of the Company on any working day, during the usual business hours and will also be available at the Meeting.

Mr. Hiten V. Parekh is interested in the resolution set out at Item No. 9 of the Notice. Mr. Manish V. Parekh – Executive Director and Mr. Vamanrai V. Parekh - Chairman, being related to Mr. Hiten V. Parekh may be deemed to be interested in the said Item.

Other relatives of Mr. Hiten V. Parekh may be deemed to be interested in the resolution set out at Item No. 9 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 9 for the approval of the members.

Item No. 10

At the Twenty Fourth Annual General Meeting of the Company held on July 31, 2010 the shareholders, pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and such other applicable provisions, if any, of the erstwhile Companies Act, 1956, accorded their approval by way of an Ordinary Resolution to the re-appointment of Mr. Sharad V. Parekh, as the Managing Director of the Company for a period of five years commencing from July 13, 2010 to July 12, 2015.

The Board of Directors of the Company at its meeting held on February 3, 2015, based on the recommendation of the Nomination and Remuneration Committee, have re-appointed Mr. Sharad V. Parekh as the Managing Director of the Company for a period of five years from April 1, 2015 to March 31, 2020, upon concurrent termination of the earlier appointment for the residual tenure due for expiry on July 12, 2015 alongwith the approval of the terms and conditions governing his appointment. He shall not be liable to determination for retirement by rotation. Further, the Board at its meeting held on May 12, 2015, had also approved the payment of revised remuneration to Mr. Sharad V. Parekh for his aforesaid tenure, as recommended by the Nomination and Remuneration Committee.

The aforesaid terms approved by the Board are in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with the provisions of Schedule V (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of the shareholders at the ensuing Annual General Meeting.

The terms and conditions as to the appointment of Mr. Sharad V. Parekh are briefly mentioned as under:

1. Mr. Sharad V. Parekh shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time. Subject to the supervision and control of the Board, the Managing Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries and / or joint venture companies.
2. The Managing Director shall not, except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law, divulge to any person whatever or

otherwise make use of and shall use his best endeavours to prevent the publication or disclosure of any Confidential Information of the Company or any of its subsidiaries or associated or joint venture companies or any of its or their suppliers, agents, distributors or customers.

3. The office of the said Managing Director shall not be liable to determination for retirement by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
4. This Agreement may be terminated earlier by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration in lieu of such notice.

Notwithstanding anything to the contrary herein, wherein any financial year during the currency of the tenure of the said Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the said Managing Director, remuneration, perquisites, benefits and amenities not exceeding the ceiling for the time being laid down in Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors of the Company and subject to such sanctions and approvals as may be necessary.

The scope and quantum of remuneration, perquisites, benefits and amenities specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and/ or the rules and regulations made thereunder and/ or such guidelines as may be notified by the regulatory authorities from time to time.

Mr. Sharad V. Parekh has attained the age of 70 years and his appointment requires the approval of the members by way of Special Resolution pursuant to the provisions of Section 196 read with Schedule V of the Companies Act, 2013. The contents of text of the Special Resolution are self-explanatory in so far as terms and conditions of appointment are concerned. Keeping in view the rich and vast experience possessed by Mr. Sharad V. Parekh, your Directors are desirous that the valuable services of Mr. Sharad V. Parekh be continued to be availed by the Company in the beneficial interest of Company.

Mr. Sharad V. Parekh satisfies all the conditions as set out in Part I of Schedule V as also under sub-section 3 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as the Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The draft of the Agreement to be executed between the Company and Mr. Sharad V. Parekh, as approved by the Board of Directors is available for inspection by the members at the registered office of the Company on any working day, during the usual business hours and will also be available at the Meeting.

Mr. Sharad V. Parekh is interested in the resolution set out at Item No. 10 of the Notice. Mr. Nayan S. Parekh – Executive Director and Mr. Vamanrai V. Parekh - Chairman, being related to Mr. Sharad V. Parekh may be deemed to be interested in the said Item.

Other relatives of Mr. Sharad V. Parekh may be deemed to be interested in the resolution set out at Item No. 10 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 10 for the approval of the members.

By order of the Board
For Nilkamal Limited

Place: Mumbai
Date: May 12, 2015

Priti P. Dave
Company Secretary

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement)

Ms. Hiroo Mirchandani

Director Identification Number (DIN)	:	06992518
Date of joining the Board	:	November 6, 2014
Brief resume of the Director including nature of expertise in specific functional areas	:	Ms. Hiroo Mirchandani, aged 54 years, is a Chevening Gurukul scholar and has studied Leadership and Globalization at the London School of Economics. She is a graduate from Shri Ram College of Commerce and an MBA in Marketing and Finance from the Faculty of Management Studies, Delhi. She has held Profit & Loss management roles and has built successful brands across diverse categories like healthcare, foods, paints, mobile telephone and jewellery.
Number of shares held in the Company	:	Nil
Directorships and Committee memberships held in other companies*		1. Premium Transmission Limited 2. Tata Teleservices (Maharashtra) Limited: Member – Audit Committee 3. Tata Communications Payment Solutions Limited: Member – (i) Audit Committee and (ii) Nomination and Remuneration Committee 4. DFM Food Limited 5. Religare Health Insurance Company Limited: Member – Audit Committee 6. Punjab National Bank: Member – Nomination Committee

Mr. Manish V. Parekh

Director Identification Number (DIN)	:	00037724
Date of joining the Board	:	April 1, 2000
Brief resume of the Director including nature of expertise in specific functional areas	:	Mr. Manish V. Parekh, aged 46 years, holds a bachelor's degree in commerce from Mumbai University. He has 24 years of rich experience in the field of marketing and overlooks the furniture and '@home' business of the Company. He is the pillar behind the enormous dealer network which is responsible for catering to requirements from the remotest region of the country. His seamless zeal has helped the Company to become a market leader in the country and one of the largest producer of moulded plastic furniture in the world. He is instrumental in launching the Company's retail business of lifestyle furniture, furnishing and accessories under the brand name '@home' and the Company's foray into mattress business under the brand name 'Nilkamal Mattrezzz'. Under his guidance, the Company's retail business '@home' has grown in a short span of time to provide quality furniture, accessories and design solutions.
Number of shares held in the Company	:	814,415
Directorships and Committee memberships held in other companies*	:	None

Mr. Nayan S. Parekh

Name of the Director	:	Mr. Nayan S. Parekh
Director Identification Number (DIN)	:	00037597
Date of joining the Board	:	April 1, 2000
Brief resume of the Director including nature of expertise in specific functional areas	:	Mr. Nayan S. Parekh, aged 43 years, has a bachelor's degree in plastic engineering from the University of Massachusetts, United States of America. He has also undertaken a program of Owner/ President Management (OPM) from the Harvard Business School. He has on his hands rich experience of 19 years in various fields. He is responsible for looking into the operations of various factories and overlooks the Company's Material Handling business and is steering Nilkamal to a strong position in the Material Handling industry which in its own is a revolution in the industry. Mr. Nayan S. Parekh is the brain behind setting up the Company's two Joint Ventures viz Nilkamal Bito Storage Systems Private Limited – the Joint Venture with Bito Lagertechnik Bittmann GmbH, Germany and Cambro Nilkamal Private Limited – the Indo US Joint Venture with Cambro Manufacturing Co. He is also foremost in establishing the Company's profitable subsidiary viz NCB-FZE at Ajman, which is a free trade zone.
Number of shares held in the Company	:	1,201,473
Directorship and committee memberships in other companies*	:	None

Mr. Hiten V. Parekh

Director Identification Number (DIN)	:	00037550
Date of joining the Board	:	December 9, 1985
Brief resume of the Director including nature of expertise in specific functional areas	:	Mr. Hiten V. Parekh, aged 52 years, holds a bachelor's degree in Commerce from Mumbai University and a Diploma in Quality Systems and Management. He is associated with the Company since incorporation and has over 30 years of rich experience in the manufacturing sector. He overlooks the functions of several of its factories located across the country and acts as checkpoint for quality control and assurance of the Company's products, which has enabled the Company to uphold it status as a quality market leader in the industry and has also helped to gain several awards to the Company. He is one amongst the first few persons in the plastics processing industry to extend the Company's business out of India and took a step forward by setting up business at Sri Lanka. He is also instrumental in launching the Company's retail business of lifestyle furniture, furnishing and accessories under the brand name '@home' and the Company's foray into mattress business under the brand name 'Nilkamal Mattrezzz'.
Number of shares held in the Company	:	1,209,962
Directorships and Committee memberships held in other companies*	:	None

Mr. Sharad V. Parekh

Director Identification Number (DIN)	:	00035747
Date of joining the Board	:	June 14, 1990
Brief resume of the Director including nature of expertise in specific functional areas	:	Mr. Sharad V Parekh, aged 70 years, the co-founder of Nilkamal Group has completed inter commerce from Mumbai University and has over five decades of experience in the plastics industry. An expert in providing solutions to any industry's mode of handling, assembling, storing and transporting its products, he has to be credited for pioneering the material handling business namely Crate & Bins in India. With his vast experience and expertise, he has introduced and provided customized material handling solutions catering to the varied requirements of the industries of almost all sectors for over three decades, which thus has enabled Nilkamal to emerge as an market leader in Material handling space in India. He is also member of several organizations related to plastics business and is actively involved in other social activities. Mr. Sharad V. Parekh has attained the age of 70 years and his appointment as Managing Director requires the approval of the members by way of Special Resolution pursuant to the provisions of Section 196 read with Schedule V of the Companies Act, 2013. Keeping in view the rich and vast experience possessed by Mr. Sharad V. Parekh, approval of the members is sought for passing the special resolution as set out in Item No. 10 of the Notice.
Number of shares held in the Company	:	1,292,908
Directorships and Committee memberships held in other companies*	:	None

*Alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stakeholders' Relationship Committees of only Public Companies have been included in the aforesaid table.

DIRECTORS' REPORT

REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS FOR THE YEAR ENDED MARCH 31, 2015.

Dear Members,

Your Directors are pleased to present the 29th ANNUAL REPORT and the Audited Statement of Accounts for the Financial Year ended March 31, 2015.

FINANCIAL PERFORMANCE:

The Financial performance of the Company for the Financial Year ended March 31, 2015 is summarised below:-

(₹ in Lacs)

	2014-2015	2013-2014
Gross Turnover and Other Income	**191,129**	175,145
Net Turnover and Other Income	**179,291**	165,260
Profit before Depreciation and Tax	**11,427**	10,705
Less: Depreciation on Fixed Assets	**5,376**	4,892
Profit before Tax	**6,051**	5,813
Less: Provision for Taxes	**1,805**	1,810
Profit after Tax	**4,246**	4,003
Amount Available for Appropriations	**21,870**	21,312
Less: Appropriations:		
i) Proposed Final Dividend	**672**	597
ii) Total Tax on Dividend	**101**	91
iii) Transfer to General Reserves	**890**	3,000
Leaving a Balance to be carried forward	**20,207**	17,624
Earnings Per Share (₹)	**28**	27
Cash Earnings Per Share (₹)	**64**	60
Book Value per Share (₹)	**330**	310

YEAR IN RETROSPECT

Your Company has recorded a gross turnover of ₹ 190,504 Lacs up from ₹ 174,793 Lacs of the previous financial year. The Operating Profit of the Company was ₹ 14,625 Lacs against ₹ 14,847 Lacs of the previous year. The plastic business has achieved a volume growth of 10% and value growth of 12%.

During financial year 2014-2015, your Company's retail business of Lifestyle Furniture, Furnishing and Accessories – '@home' had a total of 19 stores in 13 cities. The said retail division achieved a net turnover of ₹ 21,750 Lacs as against ₹ 21,882 Lacs of previous year, and made net loss of ₹ 1,106 Lacs as compared to profit of ₹ 15 Lacs of the previous year.

RESERVES

Your Directors have proposed to carry a sum of ₹ 890 Lacs to the General Reserve Account out of the profits available.

DIVIDEND

Your Directors recommend a Final Dividend of ₹ 4.5/- per equity share (45%) which is subject to consideration and approval of the Shareholders at the ensuing Annual General Meeting of the Company.

The total outflow of ₹ 772 Lacs (including dividend distribution tax, surcharge and education cess) has been provided in the accounts for the purpose of Dividend.

AWARDS AND RECOGNITIONS

Your Directors are happy to report that your Company has added yet another feather in its cap and kept up its record of displaying commendable performance in the manufacturing sector, which is reflected by the awards won by the Company as recognition thereof.

After receiving the Silver Certificate of Merit and Gold Award under the Indian Manufacturing Excellence category from 'Frost and Sullivans' during the past four years for its various units, the Company is successful in grabbing the award for the fifth year in row under the category of "Challengers Award – Emerging Business Trophy –Gold Level" announced by the 'Frost and Sullivan's Green Manufacturing Excellence Awards 2015'. The said award is for adopting Green manufacturing practices at its Puducherry unit. The Puducherry unit has also bagged the "First Prize in the Plastics Sector" at the National Energy Conservation Award – 2014, announced by the Ministry of Power, Government of India, for the conservation of Energy.

Further, "Nilkamal" was ranked as India's most trusted moulded plastics brand in the 'Brand Trust Report India study 2015', covering around 19000 brands across 16 cities in the country.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of the provisions of Section 135 of the Companies Act, 2013 the Board of Directors of your Company had set up a CSR Committee in August 2014 under the Chairmanship of an Independent Director of the Company. The Company has also adopted CSR policy which is available on its website www.nilkamal.com.

Your Company manufactures and supplies a wide range of products such as suvidha toilets, waste management systems etc., which aid in promoting the good cause of the 'Swatch Bharat Abhiyan'. It has been your Company's endeavour to play a part in the well being of the society at all times.

Your Company's manufacturing plants and business operations are spread across the country. The objective of CSR Policy is not just mere spending of amount but working towards social welfare and strengthening its bond with the communities local thereto. This being the first year, a number of initiatives are still in the concept stage and your Company is endeavoring to identify the nature of activities and the prospective locations or areas where the CSR spending can be made, which could have a maximum impetus.

Nonetheless, as a gesture of the same, your Company had undertaken some social initiatives during the year in and around the areas of its operations at Barjora and Sinnar.

The report on CSR is annexed herewith as "Annexure A".

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

As per Clause 49 of the Listing Agreement with Stock Exchanges, a Management Discussion and Analysis report is annexed to this report. A report on Corporate Governance together with the Auditors' Certificate regarding the compliance of conditions of Corporate Governance forms part of the Annual Report.

SUBSIDIARIES AND JOINT VENTURES

As on date, your Company has two direct subsidiaries: Nilkamal Eswaran Plastics Private Limited at Sri Lanka and Nilkamal Crates and Bins – FZE at UAE and one step-down subsidiary: Nilkamal Eswaran Marketing Private Limited at Sri Lanka; and two Joint Venture Companies: Nilkamal Bito Storage Systems Private Limited, which is the Indo-German Joint Venture and Cambro Nilkamal Private Limited, which is the Indo-US Joint Venture.

The Board of Directors of the Company at their meeting held on May 12, 2015 approved the policy for determining 'material' subsidiaries. The said Policy has been placed on the website of the Company and can be accessed through the following link: http://www.nilkamal.com/Images/fckUploadedfiles/file/Policy-on-determining-material-subsidiary.pdf

Nilkamal Eswaran Plastics Private Limited - the Sri Lankan subsidiary has achieved turnover of SLR 10,458 Lacs and net profit of SLR 550 Lacs as compared to previous year turnover of SLR 9,916 Lacs and net profit of SLR 278 Lacs; whereas the Company's subsidiary at UAE has achieved a turnover of AED 186 Lacs with net profit of AED 14 Lacs against previous year turnover of AED 171 Lacs with net profit of AED 9 Lacs.

Further, the Company's Indo-German Joint Venture viz. Nilkamal Bito Storage Systems Private Limited, which is in the manufacturing of storage systems of metal, has achieved turnover of ₹ 8,689 Lacs and profit of ₹ 660 Lacs as compared to previous year turnover of ₹ 7,858 Lacs and profit of ₹ 694 Lacs; while the Company's Indo-US Joint Venture viz. Cambro Nilkamal Private Limited, which is engaged in the business of manufacturing and importing of the extensive range of quality products for the food service industry and its distribution, has recorded turnover of ₹ 1,896 Lacs and net profit of ₹ 289 Lacs as against ₹ 1,603 Lacs and ₹ 203 Lacs of the previous year, respectively.

In terms of proviso to sub section (3) of Section 129 of the Act, the salient features of the financial statement of the subsidiaries is set out in the prescribed form AOC-1, which forms part of the Annual Report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.nilkamal.com. Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company, www.nilkamal.com.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has not given any Loans or Guarantees nor has it made any Investments covered under the provisions of Section 186 of the Companies Act, 2013.

AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. B S R & Co. LLP, having ICAI Registration No. 101248W/ W-100022 and M/s. Vora & Associates having ICAI Registration No. 111612W were appointed as the Company's Joint Statutory Auditors at the 28th Annual General Meeting to hold office for a period of four years and three years respectively.

As required under the Companies Act, 2013, the re-appointment of the Statutory Auditors is required to be placed before the Members at every subsequent annual general meeting for their ratification. Hence, the Board, based on the recommendation of the Audit Committee, proposes to ratify the re-appointment of the aforesaid Joint Statutory Auditors of the Company at the ensuing Annual General Meeting.

Both, M/s. B S R & Co. LLP and M/s. Vora & Associates, being eligible have expressed their willingness to such re-appointment as the Joint Statutory Auditors. A certificate from them has been received to the effect that their appointment as Statutory Auditors if made would be in accordance to the provisions of Sections 139 and 141 of the Companies Act, 2013 and rules framed thereunder.

The notes to accounts referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

COST AUDITOR

In conformity with the provisions of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company has appointed M/s. B. F. Modi and Associates, Cost Accountants, as the Cost Auditors to carry out audit of the cost records of the Company for the financial year 2015-2016.

Mr. B. F. Modi being eligible has expressed his willingness to be re-appointed as Cost Auditors of the Company for the financial year 2015-2016.

The Cost Audit Report for the financial year ended March 31, 2014 was filed in due time with the Central Government (Ministry of Corporate Affairs).

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board appointed Mr. Pratik M. Shah, Practising Company Secretary to undertake the Secretarial Audit for the financial year 2014-2015. The Secretarial Audit Report is annexed herewith as "Annexure B".

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure C".

DIRECTORS

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Ms. Hiroo Mirchandani, (Woman Director) as an Additional Director (Independent) with effect from November 6, 2014 to hold office until the ensuing Annual General Meeting of the Company.

Further, Mr. M. D. Mallya, who was appointed as an Additional Director of the Company on January 30, 2014, has tendered his resignation and hence has ceased to be a Director with effect from May 29, 2014.

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

Brief resume of the Directors proposed to be appointed/ re-appointed, nature of the expertise in specific functional areas, name of the Companies in which they hold Directorships and Memberships/ Chairmanships of the Board Committees and shareholding, as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges in India, forms part of the Annual Report.

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Nayan S. Parekh, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-election.

DIRECTORS' RESPONSIBILITY STATEMENT

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

(a) that in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;

(b) that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

(c) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) that the annual financial statements have been prepared on a going concern basis;

(e) that they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

(f) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-27 on Financial Reporting of Interest in Joint Ventures, your Directors have pleasure in attaching the Consolidated Financial Statements which forms part of the Annual Report and Accounts.

ADEQUACY OF RISK MANAGEMENT SYSTEMS

The Company has laid down procedures and informed the Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Whistle Blower Policy (WBP) to deal with instance of fraud and mismanagement, if any. The details of the WBP is explained in the Corporate Governance Report and also posted on the website of the Company.

DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has constituted Internal Complaints Committees. In line with the said provisions, during the year the Company has not received any complaints with allegations of sexual harassment.

RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the 'Policy on Materiality of and Dealing with Related Party Transactions'. The said Policy as approved by the Board is uploaded on the Company's website at http://www.nilkamal.com/Images/fckUploadedfiles/file/Related_Party_Transactions_Policy.pdf.

PERFORMANCE EVALUATION

In compliance with the Companies Act, 2013 and Clause 49 of the Listing Agreement, during the year, the evaluation of all the Directors and the Board as a whole was conducted. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board with the Company.

STATUTORY INFORMATION

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure D".

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules are provided in the Annexure forming part of the Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annexure forming part of the Annual Report.

Having regard to the provisions of Section 136(1) read with its relevant provisio of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee and free of cost.

Your Company has not accepted Deposits from public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company's operations in future.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation for the encouragement and co-operation received by the Company from the Bankers, State Government Authorities, Local Authorities and its Employees during the year.

For and on behalf of the Board

Place: Mumbai
Date: May 12, 2015

Vamanrai V. Parekh
Chairman

"ANNEXURE A" TO THE DIRECTORS' REPORT

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

   The CSR policy of the Company is available on the website of the Company www.nilkamal.com and the weblink of the same is http://www.nilkamal.com/Images/fckUploadedfiles/file/CSR%20POLICY.pdf

2. Composition of the CSR Committee is as under:

   (i) Mr. K. R. Ramamoorthy

   (ii) Mr. Vamanrai V. Parekh

   (iii) Mr. Sharad V. Parekh

3. Average net profit of the Company for last three financial years: ₹ 5,761.09 Lacs

4. Prescribed CSR Expenditure (two per cent of the amount as in Item 3 above): ₹ 115.22 Lacs

5. Details of CSR spent during the financial year: NIL

6. Reasons for not spending the amount:

   The Company is committed towards contributing to the well being of the community as a whole. The Company is working towards a road map to take up its CSR projects and hence, has initiated ground level study and analysis of the nature of activities and the prospective locations or areas where the CSR spending can be made, so that the same can be accordingly implemented during the current financial year.

For and on behalf of the Board

Place: Mumbai
Date: May 12, 2015

Sharad V. Parekh
Managing Director

K. R. Ramamoorthy
Chairman of CSR Committee

"ANNEXURE B" TO THE DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2015

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

The Members,
Nilkamal Limited

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

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015, according to the provisions of:

   i. The Companies Act, 2013 (the Act) and the rules made thereunder;

   ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

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

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowing;

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

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

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

iii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-

i. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

iii. The Securities and Exchange Board of India (Delisting of equity Shares) Regulations, 2009; and

iv. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;

v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

3. The Company has identified the following laws as specifically applicable to the Company:

i. Water (Prevention & Control of Pollution) Act, 1974;

ii. The Air (Prevention & Control of Pollution) Act, 1981;

iii. The Legal Metrology Act, 2009;

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreement entered into by the Company with BSE Limited and The National Stock Exchange of India Limited;

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

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

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

Majority decision is carried through which are captured and recorded as part of the minutes.

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

PRATIK M. SHAH
Company Secretaries
FCS No.: 7431
CP No.: 7401

Place: Mumbai
Date: May 7, 2015

"ANNEXURE C" TO THE DIRECTOR REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 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

CIN	L25209DN1985PLC000162
Registration Date	December 5, 1985
Name of the Company	Nilkamal Limited
Category / Sub Catefory of the Company	Public Company Limited by Share
Address of the Registered Office and Contact Details	Survey No.354/2 and 354/3, Near Rakholi Bridge, Silvassa Khanvel Road, Vasona, Silvassa 396 230, Union Territory of Dadra and Nagar Haveli. Tel No. 0260-2699212 / 13
Whether listed Company	Yes
Name , Address and contact details of Registrar and Transfer Agent if any:	M/s. Link Intime India Private Limited C-13, Kantilal Maganlal Estate, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai 400 078. Tel: 022-25946970, Fax: 022-25946969 Email id:- rnt.helpdesk@linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/services	NIC Code of the product/ service	% to total turnover of the Company
1	Manufacture of Plastics Products	222	64.55
2	Other Specialized Wholesale	466	13.92

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate of the Company	% of Shares held	Applicable Section
1	Nilkamal Bito Storage Systems Private Limited 77/78, Nilkamal House, Road No. 13/14, MIDC, Andheri East, Mumbai : 400093, Maharashtra, India	U63020MH2006PTC161327	Associate	50%	2(6)
2	Cambro Nilkamal Private Limited 77/78, Nilkamal House, Road No. 13/14, MIDC, Andheri East, Mumbai : 400093, Maharashtra, India	U51109MH2010PTC211686	Associate	50%	2(6)
3	Nilkamal Crates and Bins, FZE P. O. Box 21008, Ajman Free Zone, Ajman United Arab Emirates.	Foreign Company	Subsidiary	100%	2(87)
4	Nilkamal Eswaran Plastics (Private) Limited 328, Madapatha Road, Batakettera, Piliyanadala, SriLanka.	Foreign Company	Subsidiary	76%	2(87)
5	Nilkamal Eswaran Marketing (Private) Limited 328, Madapatha Road, Batakettera, Piliyanadala, SriLanka.	Foreign Company	Step-down Subsidiary	76%	2(87)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	7060482	-	7060482	47.31	7193507	-	7193507	48.21	0.89
b) Central Govt	-	-	-	-	-	-	-	-	-
C) State Govt (S)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	2376500	-	2376500	15.93	2376500	-	2376500	15.93	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
i) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	**9436982**	**-**	**9436982**	**63.24**	**9570007**	**-**	**9570007**	**64.13**	**0.89**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Shaholding of Promoter (A) = (A) (1) + (A) (2)	**9436982**	**-**	**9436982**	**63.24**	**9570007**	**-**	**9570007**	**64.13**	**0.89**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1175000	300	1175300	7.88	600000	300	600300	4.02	-3.85
b) Banks / FI	5731	-	5731	0.04	31231	-	31231	0.21	0.17
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	187271	200	187471	1.26	335841	200	336041	2.25	1.00
h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**1368002**	**500**	**1368502**	**9.17**	**967072**	**500**	**967572**	**6.48**	**-2.69**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	882911	2185	885096	5.93	719513	2185	721698	4.84	-1.09
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1541209	224184	1765393	11.83	1935983	217408	2153391	14.43	2.60
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	1153256	-	1153256	7.73	1193861	-	1193861	8.00	0.27

c) Others (specify)									
i) Non-resident Indians	189782	100	189882	1.27	171895	100	171995	1.15	-0.12
(ii) Non-resident (non Repartriable)	47191	-	47191	0.32	22840	-	22840	0.15	-0.16
(iii) Trust	76223	-	76223	0.51	121161	-	121161	0.81	0.30
Sub-total (B)(2):-	**3890572**	**226469**	**4117041**	**27.59**	**4165253**	**219693**	**4384946**	**29.38**	**1.80**
Total Public Shareholding (B) = (B)(1)+(B)(2)	**5258574**	**226969**	**5485543**	**36.76**	**5132325**	**220193**	**5352518**	**35.87**	**-0.89**
C. Shares held by Custodian for GDRs & ADRs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**14695556**	**226969**	**14922525**	**100.00**	**14702332**	**220193**	**14922525**	**100.00**	**-**

(ii) Shareholding of Promoters :

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1	Vamanrai V. Parekh	1795462	12.03	-	1795462	12.03	-	-
2	Nilkamal Builders Pvt. Ltd	1464000	9.81	-	1464000	9.81	-	-
3	Sharad V. Parekh	1292908	8.66	-	1292908	8.66	-	-
4	Hiten V. Parekh	1170055	7.84	-	1209962	8.11	-	0.27
5	Nayan S. Parekh	1148263	7.69	-	1201473	8.05	-	0.36
6	Heirloom Finance Pvt. Ltd	912000	6.11	-	912000	6.11	-	-
7	Manish V. Parekh	774507	5.19	-	814415	5.46	-	0.27
8	Purvi N. Parekh	405124	2.71	-	405124	2.71	-	-
9	Manju M. Parekh	392796	2.63	-	392796	2.63	-	-
10	Mihir H. Parekh	11900	0.08	-	11900	0.08	-	-
11	Eashan M. Parekh	10000	0.07	-	10000	0.07	-	-
12	Sharad V. Parekh (HUF)	7223	0.05	-	7223	0.05	-	-
13	Smriti H. Parekh	7101	0.05	-	7101	0.05	-	-
14	Vamanrai V. Parekh (HUF)	6382	0.04	-	6382	0.04	-	-
15	Hiten V. Parekh (HUF)	5000	0.03	-	5000	0.03	-	-
16	Priyanka H. Parekh	5000	0.03	-	5000	0.03	-	-
17	Manish V. Parekh (HUF)	4500	0.03	-	4500	0.03	-	-
18	Shrimant Holding Pvt. Ltd	500	0.00	-	500	0.00	-	-
19	Rajul M. Gandhi	18051	0.12	-	18051	0.12	-	-
20	Manoj K. Gandhi	6210	0.04	-	6210	0.04	-	-
	TOTAL	**9436982**	**63.24**	**-**	**9570007**	**64.13**	**-**	**0.89**
	Note : The persons included at Serial No. 19 & 20 are independent on which the Promoters have no control of any nature whatosover.							

(iii) Change in Promoters' Shareholding :

Sr. No.	Shareholder's Name	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Hiten V. Parekh				
	At the beginning of the year	1170055	7.84	1170055	7.84
	Bought during the year	39907	0.27	1209962	8.11
	Sold during the year	-	-	1209962	8.11
	At the end of the year	1209962	8.11	1209962	8.11
2	Manish V. Parekh				
	At the beginning of the year	774507	5.19	774507	5.19
	Bought during the year	39908	0.27	814415	5.46
	Sold during the year	-	-	814415	5.46
	At the end of the year	814415	5.46	814415	5.46
3	Nayan S. Parekh				
	At the beginning of the year	1148263	7.69	1148263	7.69
	Bought during the year	53210	0.36	1201473	8.05
	Sold during the year	-	-	1201473	8.05
	At the end of the year	1201473	8.05	1201473	8.05

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

Sr. No.	Name of Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Reliance Capital Trustee Co Ltd A/C-Reliance Regular Savings Fund-Equity Option				
	At the beginning of the year	1000000	6.70	1000000	6.70
	Bought during the year	-	-	1000000	6.70
	Sold during the year	400000	2.68	600000	4.02
	At the end of the year	600000	4.02	600000	4.02
2	Seetha Kumari				
	At the beginning of the year	-	-	-	-
	Bought during the year	314232	2.11	314232	2.11
	Sold during the year	19096	0.13	295136	1.98
	At the end of the year	295136	1.98	295136	1.98
3	Dolly Khanna				
	At the beginning of the year	152864	1.02	152864	1.02
	Bought during the year	95446	0.64	248310	1.66
	Sold during the year	100	0.00	248210	1.66
	At the end of the year	248210	1.66	248210	1.66
4	Premier Investment Fund Limited				
	At the beginning of the year	-	-	-	-
	Bought during the year	197265	1.32	197265	1.32
	Sold during the year	2163	0.01	195102	1.31
	At the end of the year	195102	1.31	195102	1.31

Sr. No.	Name of Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
5	Cello Pens & Stationery Private Limited				
	At the beginning of the year	150846	1.01	150846	1.01
	Bought during the year	19832	0.13	170678	1.14
	Sold during the year	10000	0.07	160678	1.07
	At the end of the year	160678	1.07	160678	1.07
6	Sweta Vikas Shah				
	At the beginning of the year	201327	1.35	201327	1.35
	Bought during the year	18984	0.13	220311	1.48
	Sold during the year	31016	0.21	189295	1.27
	At the end of the year	189295	1.27	189295	1.27
7	VEC AIF VEC Strategic Advantage Scheme				
	At the beginning of the year	76223	0.51	76223	0.51
	Bought during the year	44938	0.30	121161	0.81
	Sold during the year	-	-	121161	0.81
	At the end of the year	121161	0.81	121161	0.81
8	Fidelity Funds – Asian Smaller Companies Pool				
	At the beginning of the year	68994	0.46	68994	0.46
	Bought during the year	51666	0.35	120660	0.81
	Sold during the year	20267	0.14	100393	0.67
	At the end of the year	100393	0.67	100393	0.67
9	Sea Glimpse Investments Private Limited				
	At the beginning of the year	95000	0.64	95000	0.64
	Bought during the year	-	-	95000	0.64
	Sold during the year	-	-	95000	0.64
	At the end of the year	95000	0.64	95000	0.64
10	Harshadbhai B. Goradia				
	At the beginning of the year	75341	0.50	75341	0.50
	Bought during the year	-	-	75341	0.50
	Sold during the year	1000	0.01	74341	0.49
	At the end of the year	74341	0.49	74341	0.49

(v) Shareholding of Directors and Key Managerial Personnel:

a) Shareholding of Directors

Sr. No.	Name of Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Vamanrai V. Parekh (Chairman)				
	At the beginning of the year	1795462	12.03	1795462	12.03
	Bought during the year	-	-	1795462	12.03
	Sold during the year	-	-	1795462	12.03
	At the end of the year	1795462	12.03	1795462	12.03

2	Mr. Sharad V. Parekh (Managing Director)				
	At the beginning of the year	1292908	8.66	1292908	8.66
	Bought during the year	-	-	1292908	8.66
	Sold during the year	-	-	1292908	8.66
	At the end of the year	1292908	8.66	1292908	8.66
3	Hiten V. Parekh (Executive Director)				
	At the beginning of the year	1170055	7.84	1170055	7.84
	Bought during the year	39907	0.27	1209962	8.11
	Sold during the year	-	-	1209962	8.11
	At the end of the year	1209962	8.11	1209962	8.11
4	Manish V. Parekh (Executive Director)				
	At the beginning of the year	774507	5.19	774507	5.19
	Bought during the year	39908	0.27	814415	5.46
	Sold during the year	-	-	814415	5.46
	At the end of the year	814415	5.46	814415	5.46
5	Nayan S. Parekh (Executive Director)				
	At the beginning of the year	1148263	7.69	1148263	7.69
	Bought during the year	53210	0.36	1201473	8.05
	Sold during the year	-	-	1201473	8.05
	At the end of the year	1201473	8.05	1201473	8.05
6	Mr. Mahendra V. Doshi (Director)				
	At the beginning of the year	32000	0.21	32000	0.21
	Bought during the year	-	-	32000	0.21
	Sold during the year	24900	0.17	7100	0.04
	At the end of the year	7100	0.04	7100	0.04
7	Mr. K. R. Ramamoorthy (Director)	None of the Directors hold shares in the Company			
8	Mr. D. B. Engineer (Director)				
9	Mr. Mufazzal S. Federal (Director)				
10	Mr. S. K. Palekar (Director)				
11	Ms. Hiroo Mirchandani (Director)				

b) Shareholding of KMP:

Sr. No.	Name of Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Paresh B. Mehta, Chief Financial Officer				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	
	At the end of the year	-	-	-	-
2	Ms. Priti P. Dave, Company Secretary				
	At the beginning of the year	50	0.00	50	0.00
	Bought during the year	-	-	-	-
	Sold during the year	50	0.00	0.00	0.00
	At the end of the year	0.00	0.00	0.00	0.00

V. INDEBTEDNESS

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

(₹ In Lacs)

	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
i	Principal Amount	31988	-	-	31988
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	68	-	-	68
	Total (i+ii+iii)	**32056**			**32056**
	Change in Indebtedness during the financial year				
	Addition	-	-	-	-
	Reduction	11306	-	-	11306
	Net Change	**11306**	**-**	**-**	**11306**
	Indebtedness at the end of the financial year				
i	Principal Amount	20703	-	-	20703
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	46	-	-	46
	Total (i+ii+iii)	**20749**			**20749**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ In Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Sharad V. Parekh	Hiten V. Parekh	Manish V. Parekh	Nayan S. Parekh	
1	Gross salary					
	a) Salary for FY 2014-15	123.84	124.85	117.04	101.25	466.98
	b) Perquisites	1.26	1.55	1.27	1.15	5.23
	c) Profits in lieu of salary	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission (as % of profit /others)	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	**125.09**	**126.40**	**118.31**	**102.40**	**472.21**
	Ceiling as per the Act	5% of the Net Profits of the Company				

B. Remuneration to other Directors

I. Independent Directors :-

(₹ In Lacs)

Particulars of Remuneration	Name of Directors							Total Amount
	Mr. K. R. Ramamoorthy	Mr. Mahendra V. Doshi	Mr. D. B. Engineer	Mr. Mufazzal Federal	Mr. M. D. Mallya	Mr. S. K. Palekar	Ms. Hiroo Mirchandani	
Fee for attending board / committee meetings	2.65	2.65	2.65	1.40	0.2	1.40	0.9	11.85
Commission	-	-	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-	-	-
Total	**2.65**	**2.65**	**2.65**	**1.40**	**0.2**	**1.40**	**0.9**	**11.85**
Total (1)								**11.85**

II. Other Non-Executive Directors :-

(₹ In Lacs)

Particulars of Remuneration	Name of Directors	Total Amount
	Mr. Vamanrai V. Parekh	
Fee for attending board / committee meetings	2.15	2.15
Commission	-	-
Others, please specify	-	-
Total (2)	**2.15**	**2.15**
Total (B)=(I+II)		**14.00**
Celling as per the Act	1% of the Net Profits of the Company	

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

(₹ In Lacs)

Sr. No	Particulars of Remuneration	Key Managerial Personeel		Total
		Chief Financial Officer	Company Secretary	
1	Gross salary			
	a) Salary for FY 2014-15	98.28	17.20	115.48
	b) Perquisites	0.32	-	0.32
	c) Profits in lieu of salary	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission (as % of profit /others)	-	-	-
5	Others - Contribution to Provident Fund	3.12	0.59	3.71
	Total	**101.72**	**17.79**	**119.51**

VII PENALTIES/ PUNISHMENT / COMPOUNDING OF OFFENCES (Under the Companies Act, 2013):

No penalties/ punishment / compounding of offences were levied under the Companies Act, 2013.

"ANNEXURE D" TO DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY

Your Company's constant effort towards conservation of Energy has resulted in establishing of Energy Management Systems (EnMS) at all its units and is progressing towards obtaining EnMS 50001-Certification from TUV-SUD Germany, in line with the Certificates received for three of its units situated at Sinnar, Puducherry and Hosur. The EnMS Practices in our Puducherry Unit has resulted the Company to achieve First Prize in the Plastics Sector at the National Energy Conservation Awards-2014, announced by the "Bureau of Energy Efficiency" Ministry of Power- Govt of India.

Further, the Company is continuously in search of energy savings opportunity from various sources and has successfully carried pilot energy savings on some of its machine with the help of imported and indigenous Drive System. Your Company's persistent training, awareness and thirst to conserve natural resources is reflecting in the continuous trend of low energy consumption and is top driven to ensure its success in optimising the scarce resource.

B. TECHNOLOGY ABSORPTION.

Disclosure of particulars in Form B, with respect to Technology Absorption:

RESEARCH AND DEVELOPMENT (R & D):

Your Company strives to make constant investments towards improvement in its existing product lines and undertakes development efforts in that area. Such efforts shall help your Company to achieve the set targets in a better manner, within less then required time together with providing improved quality products. This has also enhanced the development capabilities of the Company. Your Company has incurred ₹ 182 Lacs i.e. 0.10% of the total turnover towards recurring R and D expenditure. There was no expenditure of capital nature towards the same.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION.

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.
   - The Company had focussed on Supply Chain Management (SCM) resulting in improvement in quality of inventory and value with greater control over the same based on market fluctuations.
   - The visible advantages of SCM has resulted in reduction in non-moving and slow moving Finished Goods thereby ensuring better space management and inventory turnover and response level to customers. The extension of the SCM to our network partners on a pilot run has further strengthened the advantages to them and they are implementing the same with greater enthusiasm and spirit.
   - Your Company's drive on innovation with the help of "V30Winner" projects has yielded in Innovative solutions and suggestions from every employee to involve in participation of as many as 869 projects. This has resulted in excellent cost savings, effort reduction and efficiency improvement with a clear focus on Lean Management Practices (LMP) to be adopted and mutually shared between units for its overall success.
   - The systematic approach on Machine Health Check (MHC) resulted in lowering the machine overall Down time by 1% to the last year apart from its availability and improvement in its performance to improve productivity of the machines.
2. Benefits derived as a result of the above efforts.
   - Sustained SCM in place with improvement in quality of inventory and cost.
   - Using V30W for sustained innovation as a growing culture within the organisation.
   - Knowledge and skills sharing across Company initiatives for benchmarking the best practices.
   - Improved performance of machines and its utilisation.
   - Conservation of Natural resources with prime focus on Energy.
3. The Company has not imported any technology or process know-how.

FOREIGN EXCHANGE EARNINGS AND OUTGO.

Total Foreign Exchange used and earned

(₹ in Lacs)

	2014-2015	2013-2014
Foreign Exchange Earned	**5,468**	4,572
Foreign Exchange Used	**19,020**	15,765

For and on behalf of the Board

Place: Mumbai
Date: May 12, 2015

Vamanrai V. Parekh
Chairman

REPORT ON CORPORATE GOVERNANCE

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

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company aims at conducting its business efficiently, by following professionally acknowledged good governance policies, thus meeting its obligations to all Stakeholders in a balanced and accountable manner.

2. BOARD OF DIRECTORS

Board structure

Your Company's Board has an optimum blend of Executive as well as Non-Executive Directors in conformity with the requirements of Clause 49 of the Listing Agreement. At present, there are Eleven Directors on the Board, out of which Seven are Non-Executive Directors including a Non-Executive Chairman, and the rest are Executive Directors. The Non-Executive Directors are distinguished professionals from diverse knowledge backgrounds, bringing in their professional expertise and experience and positively contributing to the growth of the Company, while the Executive Directors oversee the various aspects of its business operations.

Attendance of Directors at Board Meetings and the last Annual General Meeting (AGM) and number of Directorships / Committee Memberships held by the Directors in other Companies:

Name	Category of Directorship	No of Board Meeting attended during the F. Y. 2014-2015.	Attendance at the Last AGM held on September 6, 2014.	*AS ON MARCH 31, 2015		
				No. of Directorships in other Public Co.	**Committee membership in other Public Co.	**Chairmanship in committees in which they are members
Mr. Dadi B. Engineer DIN : 00047028	Independent, Non-Executive Director	4	No	6	4	2
##Ms. Hiroo Mirchandani DIN : 06992518	Independent, Non-Executive Director	2	N.A	5	3	--
Mr. K. R. Ramamoorthy DIN : 00058467	Independent, Non-Executive Director	4	Yes	4	4	2
#Mr. M. D. Mallya DIN : 01804955	Independent, Non-Executive Director	1	N.A.	N.A.	N.A.	N.A.
Mr. Mahendra V. Doshi DIN : 00123243	Independent, Non-Executive Director	4	No	5	3	1
Mr. Mufazzal S. Federal DIN : 03409798	Independent, Non-Executive Director	4	Yes	--	--	--
Mr. S. K. Palekar DIN : 01723670	Independent, Non-Executive Director	4	No	2	3	2
Mr. Hiten V. Parekh DIN : 00037550	Executive Director	4	Yes	--	--	--
Mr. Manish V. Parekh DIN : 00037724	Executive Director	4	No	--	--	--
Mr. Nayan S. Parekh DIN : 00037597	Executive Director	4	No	--	--	--
Mr. Sharad V. Parekh DIN : 00035747	Managing Director - Executive Director	4	Yes	--	--	--
Mr. Vamanrai V. Parekh DIN : 00037519	Chairman, Non-Executive Director	4	Yes	--	--	--

* Excludes Directorship / Committee membership / Committee chairmanship in Private Limited Companies, Foreign Companies, Section 8 Companies and Nilkamal Limited.

** Only Audit Committee and Stakeholder's Relationship Committee of Public Limited Company (whether listed or not) has been consider as per Clause 49 of the Listing Agreement.

\# Ceased to be an Additional Director (Independent) w.e.f. May 29, 2014.

Appointed as an Additional Director (Independent) w.e.f. November 6, 2014.

Separate Meeting of Independent Directors

As stipulated by the Code for Independent Directors under the Companies Act, 2013 and the Listing Agreement, the Independent Directors met on February 3, 2015, inter alia, to discuss:

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

All the Independent Directors were present at the Meeting.

Number of Board Meetings held and the dates on which held

There were four Board Meetings of the Company held during the financial year 2014-2015 on the following dates: May 14, 2014, August 1, 2014, November 6, 2014 and February 3, 2015.

Mr. Vamanrai V. Parekh and Mr. Sharad V. Parekh are brothers. Further, Mr. Hiten V. Parekh and Mr. Manish V. Parekh are sons of Mr. Vamanrai V. Parekh and Mr. Nayan S. Parekh is son of Mr. Sharad V. Parekh.

Except the above there are no inter-se relationships among the Directors.

3. AUDIT COMMITTEE

The composition of the Audit Committee and the scope of its activities and powers are in conformity with and includes the areas prescribed under the revised Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and the Rules framed thereunder. The Audit Committee comprises of four Non-Executive Directors who are well versed with the financial matters and corporate laws. The Audit Committee met four times on May 14, 2014, August 1, 2014, November 6, 2014 and February 3, 2015. The necessary quorum was present for all the meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 6, 2014.

Details of the composition of the Audit Committee and attendance of the Members are as follows:

Name	Category	Position	No. of Meetings	
			Held	Attended
Mr. K. R. Ramamoorthy	Independent, Non- Executive	Chairman	4	4
Mr. Mahendra V. Doshi	Independent, Non-Executive	Member	4	4
Mr. Dadi B. Engineer	Independent,Non-Executive	Member	4	4
Mr. Vamanrai V. Parekh	Non-Executive	Member	4	4

The Company Secretary acts as the Secretary to the Committee.

The Audit Committee invites the Managing Director, Executive Directors, Senior Executives representing Finance, Accounts and Internal Audit functions of the Company, Statutory Auditors and Internal Auditors at its Meetings.

Terms of Reference

The terms of reference of Audit Committee were governed by the provisions of the earlier Clause 49 of the Listing Agreement. Further, the Section 177 of Companies Act, 2013, and the new Clause 49 of the Listing Agreement, which had become effective on October 1, 2014, have expanded the terms of reference of the Audit Committee.

The role of the Audit Committee inter alia, includes:

(i) oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;

(ii) recommending the appointment, re-appointment, and if required, replacement or removal of statutory auditors, fixation of audit fees and approval of payment for any other services, as permitted;

(iii) reviewing the adequacy of internal audit function; discussing with internal auditors any significant findings and follow-up thereon; reviewing with the management annual and quarterly financial statements before submission to the Board for approval;

(iv) approval or any subsequent modification of any transactions of the Company with related parties;

(v) review and monitor the auditors independence and performance and effectiveness of audit process; scrutiny of inter corporate loans and investments, if any; evaluation of internal financial controls and risk management system; and reviewing the functioning of the Whistle blower mechanism.

4. NOMINATION AND REMUNERATION COMMITTEE

In compliance with the provisions of Section 178(1) of the Companies Act, 2013, the Board has renamed the existing Remuneration Committee as "Nomination and Remuneration Committee" at its meeting held on May 14, 2014.

The Nomination and Remuneration Committee met two times in 2014 – November 6, 2014 and February 3, 2015. The necessary quorum was present for the meetings. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on September 6, 2014. The composition of the Committee during 2014 and the details of meetings held and attended by the members are as under:

Name	Category	Position	No. of Meetings	
			Held	Attended
Mr. K. R. Ramamoorthy	Independent, Non- Executive	Chairman	2	2
Mr. Mahendra V. Doshi	Independent, Non-Executive	Member	2	2
Mr. Dadi B. Engineer	Independent, Non-Executive	Member	2	2

The Company Secretary acts as the Secretary to the Committee.

Terms of Reference

The Broad Terms of reference of Nomination and Remuneration Committee are:

1) To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director and recommend to the Board, policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

2) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

3) To formulate the criteria for evaluation of the Independent Directors and the Board;

4) To devise a policy on Board diversity.

Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company is performance driven and is structured to motivate employees, recognize their merits and achievements and promote excellence in their performance.

(i) For Managing / Whole-time Directors:

The Board of Directors / the Nomination and Remuneration Committee of Directors is authorised to decide the remuneration of the Managing/ Whole-time Directors, subject to the approval of the Members and Central Government, if required. The remuneration structure comprises of salary, perquisites, retirement benefits, as per the law / rules, commission and other emoluments. Annual increments are decided by the Nomination and Remuneration Committee within the salary slabs approved by the Members.

(ii) For Non-Executive Directors:

The Non-Executive Directors are remunerated by way of sitting fees for attending each meeting of the Board and Committee thereof.

The Board of Directors at their Meeting held on August 1, 2014, revised the sitting fees payable to the Independent Directors for attending Board as well as Committee Meetings. The revised sitting fee for Board Meeting, Audit Committee Meeting and Independent Director's Meeting is ₹ 30,000 and for Nomination and Remuneration Committee meeting is ₹ 10,000.

The details of remuneration paid to the Directors during the Financial Year 2014-2015 are given below:

Name	Salary and perquisites (₹)	*Sitting fees (₹)	Total (₹)	No. of Shares held as on 31-03-2015
Mr. Dadi B. Engineer	N.A.	265,000	265,000	Nil
Ms. Hiroo Mirchandani	N.A.	90,000	90,000	Nil
Mr. K. R. Ramamoorthy	N.A.	265,000	265,000	Nil
Mr. M. D. Mallya	N.A.	20,000	20,000	Nil
Mr. Mahendra V. Doshi	N.A.	265,000	265,000	7,100
Mr. Mufazzal S. Federal	N.A.	140,000	140,000	Nil
Mr. S. K. Palekar	N.A.	140,000	140,000	Nil
Mr. Vamanrai V. Parekh	N.A.	215,000	215,000	1,795,462
Mr. Hiten V. Parekh	12,639,610	N.A.	12,639,610	1,209,962
Mr. Manish V. Parekh	11,831,412	N.A.	11,831,412	814,415
Mr. Nayan S. Parekh	10,240,354	N.A.	10,240,354	1,201,473
Mr. Sharad V. Parekh	12,509,294	N.A.	12,509,294	1,292,908

*Sitting fees include fees for attending the Board Meetings, Audit Committee Meetings, Nomination and Remuneration Committee Meetings and Independent Director's Meeting.

Note: - No amount by way of commission was paid to any Directors during the financial year 2014-2015.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement, the Board has renamed the existing Shareholders' / Investors' Grievance Committee as the "Stakeholders' Relationship Committee" with effect from May 14, 2014. This Committee is responsible for the satisfactory redressal of Investor's complaints.

During the year under review, the Committee met four times on June 26, 2014, September 23, 2014, December 22, 2014 and March 13, 2015. The composition and details of the meetings attended by the members are given below:

Name	Category	Position	No. of Meetings	
			Held	Attended
Mr. Vamanrai V. Parekh	Non-Executive	Chairman	4	4
Mr. Sharad V. Parekh	Executive	Member	4	4
Mr. Hiten V. Parekh	Executive	Member	4	4

Ms. Priti P. Dave, Company Secretary is the "Compliance Officer" who oversees the redressal of the Investors' grievances.

Details of Investor Complaints

Pursuant to Clause 41 of the Listing Agreement, investors' grievance redressal status and the number of pending complaints are reported every quarter to the stock exchanges and are also published in the newspaper along with financial results.

The detailed particulars of Investors' complaints received from the Investors during the year are as under:

Opening Balance	No. of complaints/letters received during the year	No. of complaints /letters attended	Closing Balance
Nil	9	9	Nil

The Company has assigned its share transfer and dematerialisation work to M/s. Link Intime India Private Limited, Registrar and Transfer Agents. As on March 31, 2015 there were no dematerialisation requests and share transfer applications pending for approval with the Registrars.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Pursuant to Section 135 of the Companies Act, 2013, the Board of Directors of the Company had constituted a "Corporate Social Responsibility Committee" on August 1, 2014. During the year under review, the Committee had met once on November 6, 2014. The composition and details of the meetings attended by the members are given below:

Name	Category	Position	No. of Meetings	
			Held	Attended
Mr. K. R. Ramamoorthy	Independent, Non- Executive	Chairman	1	1
Mr. Vamanrai V. Parekh	Non-Executive	Member	1	1
Mr. Sharad V. Parekh	Executive	Member	1	1

The Company Secretary acts as the Secretary to the Committee.

Terms of reference

The broad terms of reference of the Corporate Social Responsibility (CSR) Committee are :

1) To formulate and recommend to the Board a CSR Policy which shall indicate the activities to be undertaken by the Company in accordance with the provisions of Schedule VII of the Companies Act, 2013.

2) To recommend to the Board the amount of expenditure to be incurred on the activities referred to in the CSR Policy.

3) To monitor the CSR Policy and implementation of the same.

4) To undertake and perform such other role as may be required under the provisions of the Companies Act, 2013 or under any notification issued by the Ministry of Corporate Affairs or such similar Statutory Authorities.

7. GENERAL BODY MEETINGS

Details of the location of the last three Annual General Meetings (AGM) and details of the special resolutions passed:

Annual General Meeting (AGM)	Date	Time	Venue	Special Resolution Passed
28th AGM	06-09-2014	12.00 noon	Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra & Nagar Haveli.	1. To approved limits for borrowing funds pursuant to the provisions of Section 180(1)(c). 2. To create mortgage/ charge on Company's assets under the provisions of Section 180(1)(a).
27th AGM	15-07-2013	12.00 noon	Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra & Nagar Haveli.	NIL
26th AGM	04-08-2012	12.00 noon	Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra & Nagar Haveli.	NIL

All special resolutions set out in the Notices for the Annual General Meetings were passed by the Members at the respective meetings with requisite majority.

Postal Ballots

No resolutions were passed through postal ballot during the last Financial Year.

8. DISCLOSURES

Related Party Transactions

Related party transactions have been disclosed in notes to accounts annexed to the financial statements of Audited Accounts in accordance with Accounting Standard 18. A statement in summary form of transactions with related parties is periodically placed before the Audit Committee for their approval.

The Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions. The Policy is available on the website of the Company i.e. www.nilkamal.com.

There are no materially significant transactions with the related parties that had potential conflict with the interest of the Company. All these transactions are in the normal course of business and are carried out on an arm's length basis.

Disclosure of Accounting Treatment

The financial statements of the Company for the year ended March 31, 2015 are prepared in conformity with the Accounting Standards.

Familiarisation program for Independent Directors

In order to familiarise the Independent Directors with the Company, the Company has undertaken various initiatives such as:

1. Provided the Directors with an introductory tool kit containing various policies adopted by the Company.
2. Regularly updates them on significant amendments to the Corporate and other laws and its impact on the Company.
3. Arranged factory visits for Independent Directors in order to provide insight on the Company's working and procedures.
4. Nominated one of the Directors to represent the Company at Capability Building Program held by KPMG Governance Institute for improving the Board effectiveness.

   The familiarization programme for Independent Directors in terms of provisions of Clause 49 of the Listing Agreement is uploaded on the website of the Company and can be accessed through the following link http://www.nilkamal.com/Images/fckUploadedfiles/file/FAMILIARIZATION-PROGRAMME%20FOR-%20INDEPENDENT-DIRECTORS.pdf

Code of Conduct

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management personnel and the compliance of the same is affirmed by them annually. The declaration to this effect form a part of this report. The Code of conduct is available on Company's website www.nilkamal.com.

Prohibition of Insider Trading

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Policy for Prohibition of Insider Trading for Directors and specified employees of the Company. This policy also provides for periodical disclosures from designated employees as well as pre-clearance of transactions by such persons.

Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement, the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company at www.nilkamal.com.

Risk Management

The Company has laid down procedures and informed the Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that Executive Management controls risk through means of a properly defined framework.

Compliance

There was no non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI), or any Statutory Authority on any matter related to the capital markets during the last three years.

9. CEO / CFO Certification

The MD & Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Clause 49 of the listing agreement certifying that the Financial Statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs and the same forms a part of this report.

10. MEANS OF COMMUNICATION

- The Company's unaudited quarterly financial results are announced within forty-five days of the close of the quarter and its audited annual financial results are announced within sixty days from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges. The aforesaid financial results are sent to BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) where the Company's securities are listed, immediately after these are approved by the Board.
- The financial results are published in Financial Express (English) and Daman Ganga Times.
- The Company's results and official news releases are displayed on the Company's website www.nilkamal.com
- The Annual Report is circulated to all members, and is also available on the Company's website.
- The Annual Report of the Company shall be emailed to the members whose email addresses are available with the depositories or are obtained directly from the members, as per Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014. For other members, who have not registered their email addresses, the Annual Report shall be sent at their registered address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member.

11. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date & Time	August 4, 2015 at 12.00 noon.
Venue	Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa Khanvel Road, Vasona, Silvassa-396 230, Union Territory of Dadra & Nagar Haveli.
Financial Calendar	Financial Year : April 1, 2015 to March 31, 2016 Results for Quarter ending: June 30, 2015 – Before August 14, 2015. September 30, 2015 – Before November 14, 2015. December 31, 2015 – Before February 14, 2016. March 31, 2016 – Before May 30, 2016.
Date of Book Closure	From July 29, 2015 to August 4, 2015 (both days inclusive)
Dividend Payment Date	Credit/ dispatch between August 10, 2015 to August 19, 2015.
Listing on Stock Exchanges	1. The BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001. 2. National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051.
Stock Code	1. The BSE Limited – 523385 2. National Stock Exchange of India Limited – NILKAMAL
Demat ISIN in NSDL and CDSL for Equity Shares	INE310A01015
Corporate Identification Number (CIN)	L25209DN1985PLC000162

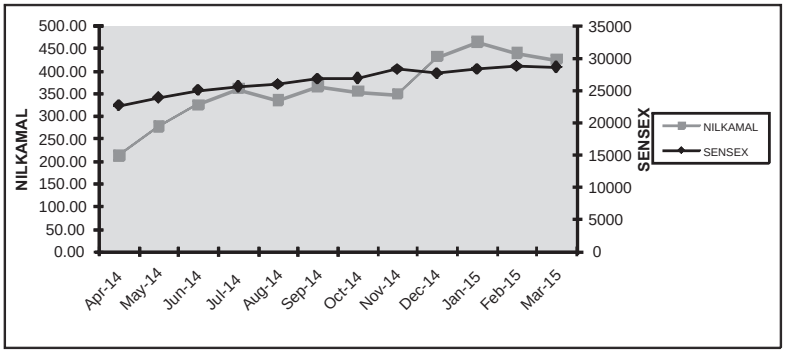
The Company has paid the Annual Listing fees to each of the above Stock Exchanges, for the financial year 2014-2015.

Market Price Data

BSE Ltd.			National Stock Exchange of India Ltd.		
Month	High(₹)	Low(₹)	Month	High(₹)	Low(₹)
April, 2014	235.90	188.20	April, 2014	234.75	186.50
May, 2014	345.80	207.00	May, 2014	345.35	205.30
June, 2014	353.30	296.15	June, 2014	354.00	297.00
July, 2014	399.00	323.55	July, 2014	398.00	325.10
August, 2014	373.85	299.05	August, 2014	374.40	298.00
September, 2014	418.95	315.10	September, 2014	420.00	321.20
October, 2014	380.65	330.30	October, 2014	382.95	326.10
November, 2014	382.80	315.75	November, 2014	382.25	316.60
December, 2014	505	358.90	December, 2014	505.80	355.00
January, 2015	488.15	442.00	January, 2015	488.20	442.00
February, 2015	469.00	410.00	February, 2015	469.00	405.05
March, 2015	449.40	402.00	March, 2015	449.90	375.50

Performance in comparison to broad-based indices

The Chart below shows the comparison of your Company's share price movement on BSE vis-a-vis the movement of BSE-Sensex for the year ended March 31, 2015 (based on month end closing):



* Sources www.bseindia.com.

Registrar and Transfer Agents

M/s. Link Intime India Private Limited (Link Intime), C-13, Kantilal Maganlal Estate, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai 400 078; Tel: 022-25946970, Fax: 022-25946969, Email: rnt.helpdesk@linkintime.co.in are the Registrar and Share Transfer Agents for physical shares of the Company. They are also the depository interface of the Company with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Distribution of Shareholding as on March 31, 2015

No. of Equity Shares held	No. of Shareholders	% of Shareholders	Amount in ₹	% of Shareholding
1-500	10,326	91.75	10,093,760	6.76
501 to 1000	427	3.79	3,348,550	2.24
1001 to 2000	230	2.04	3,550,880	2.38
2001 to 3000	76	0.68	1,903,940	1.28
3001 to 4000	35	0.31	1,204,380	0.81
4001 to 5000	31	0.28	1,443,300	0.97
5001 to 10000	55	0.49	3,799,000	2.55
10001 and above	74	0.66	123,881,440	83.01
Total	**11,254**	**100.00**	**149,225,250**	**100.00**

Categories of Shareholders as per Clause 35 of the Listing Agreement

Category	No. of Shareholders	Voting Strength (%)	No. of shares
Promoter and Promoter Group	27	64.13	9,570,007
Mutual Funds & UTI	2	4.02	600,300
Banks, Financial Institutions,	4	0.21	31,231
FII	10	2.25	336,041
Bodies Corporate	405	4.84	721,698
Individuals	10,643	22.43	3,347,252
NRIs, OCB & Trust	163	2.12	315,996
Total	**11,254**	**100**	**14,922,525**

Dematerialisation of shares and liquidity

98.52 % of the Company's Share Capital is dematerialised as on March 31, 2015. The Company's shares are regularly traded on the BSE Limited and the National Stock Exchange of India Limited.

Plant Locations

Barjora Unit	Plot No. 1498/2613, WBIDC Industrial Complex, Barjora Mejia Road, P. O. & P.S. Barjora, District: Bankura, Pincode – 722 202, West Bengal.
Hooghly Unit	Dayanidhan Compound, Godown No: - 1A & 2, Delhi High Road, Dankuni, Village: Monoharpur, J. L. No. 98, Touzi No. 17, Police Station-Chanditala, District - Hooghly, West Bengal. 712 311.
Hosur Unit	Part of Survey No. 149, 151 to 153, 155/9, 226/1C, 227 and 299/1, Next to GNB Factory, Nallaganakothapalli Village, Koneripalli Post, Hosur Taluk, Krishnagiri District, Tamilnadu - 635 117.
Jammu Unit	Phase – II, Industrial Growth Centre, Samba – 184 121, Jammu & Kashmir.
Kharadapada Unit	Survey No. 389, 391, 393, 396 & 401, Naroli – Kharadpada Road, Village: Kharadpada, Silvassa -396 230, Union Territory of Dadra & Nagar Haveli.
Noida Unit	Plot No.26, B & C Sector No.31, Surajpur – Kasna Road, Behind HPCL Gas Plant, Gautam Budha Nagar, Greater Noida – 201 310, Uttar Pradesh.
Puducherry Unit	19/3-5, 18/1-B & 21/6, Olaivaikkal Village, Villianoor- Pathukannu Road, Villianoor Taluk, Puducherry – 605 502.
Sinnar Unit	STICE, Plot No.971/1A, Sinnar Shirdi Road, Musalgaon, Sinnar-422 103, Dist. Nashik, Maharashtra.
Vasona Unit	Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa- Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.

Registered Office and Corporate Office

Registered Office	Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa- Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.
Corporate Office	Nilkamal House, Plot No.77/78, Road No.13/14, MIDC, Andheri (E), Mumbai – 400 093.

Address for Correspondence

Investors can communicate at the following addresses:

1. **Ms. Priti P. Dave – Company Secretary**
   Nilkamal Limited
   Nilkamal House, 77/78, Road No. 13/14, MIDC,
   Andheri-East, Mumbai 400 093.
   Tel:- 022-42358888 Fax:- 022-26818080
   E-mail:- investor@nilkamal.com

2. **M/s. Link Intime India Private Limited**
   Registrar and Transfer Agents
   C-13, Kantilal Maganlal Estate,
   Pannalal Silk Mills Compound,
   L.B.S.Marg, Bhandup (W),
   Mumbai 400 078.
   Tel: 022-25946970, Fax: 022-25946969
   Email: rnt.helpdesk@linkintime.co.in

Declaration of compliance with the Code of Conduct

To the Members of
NILKAMAL LIMITED

I hereby confirm that all the members of the Board and Senior Management have affirmed compliance with the Code of Conduct framed by the Company.

For Nilkamal Limited

Place: Mumbai
Date: May 12, 2015

Sharad V. Parekh
Managing Director

CEO / CFO Certification

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Nilkamal Limited ("the Company") to the best of our knowledge and belief certify that:

(a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2015 and that to the best of our knowledge and belief;

  i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

  ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

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

(c) We accept responsibility for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control systems of the Company pertaining to financial reporting and 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 the 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 the Internal Control over financial reporting during the year ended March 31, 2015;

  ii) Significant changes in accounting polices during the year ended March 31, 2015 and that the same have been disclosed in the notes to the Financial Statements; and

  iii) Instances 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 over financial reporting.

	For Nilkamal Limited	**For Nilkamal Limited**
Place: Mumbai	**Sharad V. Parekh**	**Paresh B. Mehta**
Date: May 12, 2015	**Managing Director**	**Chief Financial Officer**

Certificate of Compliance with the Corporate Governance requirements under Clause 49 of the Listing Agreement

To the Members of

Nilkamal Limited

We have examined the compliance of conditions of Corporate Governance by Nilkamal Limited ("the Company") for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No: 048648

Mumbai
May 12, 2015

For **Vora & Associates**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership Number: 031756

Mumbai
May 12, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENT OPPORTUNITIES, THREATS, RISKS, CONCERNS AND OUTLOOK:-

The Indian economy returned to the growth path in 2014-15. The country's real gross domestic product (GDP) growth accelerated to 7.2 per cent from 6.9 per cent in 2013-14. The consumer price inflation fell to 5.9 per cent from over 10 per cent in the last two years. The fall in inflation was supported by falling oil prices, lower food and commodity prices, lower MSP hikes and the proactive measures taken by Government to lower food inflation such as curbing hoarding, offloading food stocks and restrictions on exports.

Contrary to the expectations, agricultural sector witnessed a good growth in 2014-15. However, the slow pace of reforms, lack of impetus for infrastructure projects, high interest rates and tightening of fiscal policies adversely impacted the capital goods sector. Industrial production/output was also sluggish.

The economy is expected to show a further acceleration in growth in 2015-16. Its real GDP is expected to grow by 7.8 per cent during the year. Higher growth expectations are backed by inflation which continues to be ticking lower, softening interest rates coupled with stable Indian Rupee and lower oil prices.

Plastic Division

The Plastic Business has recorded a volume growth of 10% and value growth of 12%. During the financial year 2014-15 it has achieved total turnover of ₹ 169,412 Lacs as compared to ₹ 153,263 Lacs in the previous year.

The **Furniture business** of the Company witnessed an overall top line growth of 10% in revenue terms and 7% in volume terms over the previous year. This achievement was inspite of a high volatility of crude prices which in turn impacted the raw material prices especially in the second half of the year, wherein the third quarter witnessed a reduction of nearly 30% in raw material prices followed by an equally steep increase of nearly 27% during the last quarter. The prudent pricing coupled with strong distribution network and transparent policies helped the Company to tide over this situation without inventory losses and also register a growth both in sales volume and profits. The Company continues to enjoy a market share of approx. 32%, with a lead of two times over its closest competitor.

The Company is in the process of augmenting its range of differentiated products in the 'Premium Monoblock' segment, which has registered a growth of 21% over the last year. The Hybrid chairs combining metal and plastic introduced in the last two financial years has also registered a robust growth of 35% on a year-on-year basis. The metal line facility actioned at Hosur two years back is consistently producing series of Contract Chairs with a combination of fabric/PVC with steel thereby delivering a unique buying position for the consumer/architects. The year gone by has also seen an addition of innovative niche products in the plastic storage domain.

The visibility equation of traded products has been accelerated with the help of 23 "Nilkamal Home Ideas" Stores ranging from 4,000- 8,000 sq.ft. in various 2/3 tier cities. Apart from the "Nilkamal Home Ideas" Stores, the Company also has a strong network of 40 plus depots and 1,000 plus channel partners on a pan India basis as well as 10 DODOs across various regions, who are in a way a one-stop furniture-solution provider, to our current base of approximately 600 Lacs satisfied households of moulded furniture. The strong network has helped the penetration of the traded segment to the remotest rural market thus enhancing our ability to manage complex supply chain equations. The Company has also registered a fine presence in Modern Trade segment and also entered into business partnership with various E-Commerce portals to improve the sale of various value added products.

In the long run we remain bullish on the prospect of Furniture business based on a good GDP growth which would unfold a lot of opportunities for exponential growth, as the growing middle class would need quality furniture from reliable manufacturers to meet their aspirations of modern living. The rising labour costs coupled with time poverty for the working middle class consumers, softening of interest rates and implementation of GST in the near future are also positive triggers for this change. The pan India penetration and the Company's strength of servicing customers at arm's length through depots in major cities would definitely augment our leadership strength and help the division grow at the rate of 12%-15% in revenue terms.

The major threats would be the volatility of raw material prices, global uncertainties leading to adverse currency fluctuation and non adherence of statutes by regional players who compete mainly on the strength of low quality products and unethical practices like evasion of taxes and other levies. Nevertheless, like in all industries we strongly feel that the brand strength would help to grow the market share and remain etched in the consumers' mind as "India's Favourite Furniture" in the years to come.

The year 2014-15 saw our **Material Handling Business** grow by 13% in value and volume terms. Nilkamal continues to hold the market leader position in the Material handling segment by continuing its focus on "direct selling", an ideology which has resulted in strengthening its already robust relationship with its vast industrial customer base. Our solutions have helped and are helping industries to:

a) protect their products during storage, movement and transport,

b) store their products efficiently, thereby saving space and

c) improve their labour productivity during product movement and storage.

To do the above, our sales strength of 300+, 40+ regional offices and 39 warehouses spread across India continue

to be the game changers for timely delivery of high quality products, reduction in customers' transport costs and in the end, well satisfied customers.

This year too, we continued to invest in ensuring customized solutions to the growing requirements of customers.

The stupendous growth of the e-commerce industry has seen us providing customized handling, storage and movement solutions to match its quicker than the quick throughput needs.

Our three ventures Nilkamal Crates & Bins Ajman, Nilkamal Bito Storage Systems Private Limited (NBSSPL), and Cambro Nilkamal Private Limited (CNPL) grew by 11%.

As a step towards preparing ourselves for the promise that Indian economy holds in the future, this year saw us re-organising our sales network based on the product segments that we offer, to enable better market penetration, focus and sales force productivity. Another ongoing step is towards improving current assets and asset utilization.

We are hoping for a better year, next year. Our present Government's stake on "Make in India", reducing inflation by improving supply side, implementation of GST will be good for our economy and also for us.

The fluctuating raw material prices, consequent to instability in crude prices remains a major concern for sustaining profitability and sales growth in the short and medium term.

Mattress Division

During the financial year 2014-15, the division achieved revenue of ₹ 2,979 Lacs. In large Megapolis and Tier 1 & 2 cities, this growth is expected to be higher in the coming years as it becomes difficult to find people who provide customized mattresses. The organized companies are developing budget mattresses to address the need of low cost mattresses for value seekers. This should further put pressure on the unorganized trade, especially in large cities. Your Company has also recently introduced low cost mattresses by carrying out value engineering to address the budget buyers' needs.

In the last financial year your Company has rationalized prices, product offerings and sharply focused on applications of each product to strengthen market share. At the cost of small drop in sales the bottom line has improved. The Company has introduced several unique products, which have found good acceptance in the market. With the focus on sales, distribution and marketing, the Company envisages better growth in the next year.

The Company has decided to focus on market nearer to the manufacturing base in south and east to control freight cost. Your Company's distribution network and brand name is well suited for marketing this product.

Mattress requires high consultative selling; the dealer has a very high influence on converting the customer to any brand. Reaching out to such dealers, training them on the features of each of the mattress and ensuring high quality of reiteration to the customer is a challenge. First time branded mattress buyers are extremely price sensitive and seeks value.

Un-organized players still dominate the industry, evade statutory levies and taxes. The mattress industry has a low entry barrier therefore competition will continue to come up in various markets from time-to-time. However, they are restricted to their local markets.

Hotels, Hospitals and Hostels prefer high performance, high quality branded mattress with flame retardant, Anti – Bacterial fabrics.

Wellness is gaining popularity among the large urban population, it is a question of marketing a mattress in the true light and its importance of wellness, since people use a mattress for 8 hours of the day.

Lifestyle Furniture, Furnishing and Accessories Division

@home – The Mega Home Store having 19 large format retail stores spread across 13 cities covering a retail space of over 3.28 lakh sq. ft., has become a trusted brand among the consumers. The division is also consolidating its position in other channels of business such as institutional sales and e-commerce.

Financial year 2014-15 in terms of revenue was almost static (₹ 21,750 Lacs vis-à-vis previous year ₹ 21,882 Lacs). The financial year 2014-15 witnessed re-strategizing of the retail business. During the year, @home has closed operation of two stores and opened one new store, while one store was made fully operational from go-to market model. The division had focused on extensive data analytics for optimizing profitability in retail area and product portfolio.

In the financial year 2014-15, apart from the @home portal, it has also entered into business partnerships with other leading e-commerce portals. This year, the Institutional sales channel has registered 30% growth over the last year. @home has also improvised its supply chain management with the introduction of ARS (auto replenishment system). ARS has helped the division to improve its inventory turnover and streamline its display. The year also witnessed the streamlining of pricing and display mechanism at the operational level. @home had also started its outsourced captive unit for furniture to innovate more in terms of product offering and for better inventory management. The year also witnessed @home's foray into the Solid Wood furniture segment.

Growing competition from the online players in terms of range, pricing and burgeoning real-estate rates are areas of concern.

The Management believes that the overall industry growth and the entry of more organized players, especially in the online space will accelerate the shift from unorganized to organized market.

Financial Review

Operating Profit

The Company registered operating profit of ₹ 14,625 Lacs against ₹ 14,847 Lacs in the previous year, decrease of 1.50% over the previous year.

The operating margin for the year was 8.19% as compared to 9.00% in the previous year. The operating margin of plastic business stood at 9.29% compared to 9.90% in previous year.

Interest

Better working capital management and lower cost of fund, has helped the financial cost to drop by 23% i.e. from ₹ 4,142 Lacs to ₹ 3,198 Lacs.

Net Profit

The Company has made net profit after tax of ₹ 4,246 Lacs as against ₹4,003 Lacs, an increase by 6.07%.

Dividend

The Company has proposed final dividend of ₹ 4.50 per equity shares (45%) for the current year. The total outflow amounts to ₹ 772 Lacs including dividend distribution tax.

Capital Employed

The total capital employed stood at ₹ 70,718 Lacs against ₹ 78,262 Lacs of previous year. The total debt to equity stands at 0.41 times against 0.69 time of the previous financial year.

Internal Control System and Their Adequacy

The Internal Audit Department is committed to ensuring that Company's operations are carried out within a well-defined internal control framework. Good governance, well defined systems and processes, a vigilant finance function and an independent internal audit function are the foundation of the internal control systems.

The Department along with the help of external agencies continuously monitors the effectiveness of the internal controls with an objective to provide to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organisation's risk management, control and governance processes.

The Scope of the Audit Plan is assigned based on the following objectives:

- All operational and related activities are performed efficiently and effectively. The Financial transactions are reported with accuracy.
- Significant legislative and regulatory provisions impacting the organisation are recognized, complied and addressed appropriately.
- Opportunities identified during audits, for improving management control and profitability and process efficiency are communicated to the appropriate level of management.
- The resources as acquired are safeguarded and used optimally.

The audit plan is drawn up on the basis of a risk evaluation exercise so that areas assessed to be relatively riskier are focused upon. Significant audit findings of the Internal Audit reports are presented to the Audit Committee which meets regularly to review the findings and status of corrective actions taken by the management.

Reports have been created to enable business monitor, on real time basis, the status of compliance to key processes further promoting the culture of self governance.

The Whistle Blower mechanism of your Company has been adopted. The Audit Committee also met the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal controls and systems followed by the Company. The Audit Committee's observations and suggestions were acted upon by the Management.

Human Resources and Industrial Relations

Your Company's industrial relations continued to be harmonious during the year under review. The employee strength of your Company is currently 2,826.

Cautionary Statement

The Management Discussions and Analysis Statement made above are on the basis of available data as well as certain assumptions as to the economic conditions, various factors affecting Raw Material Prices, Selling Prices, Trend and Consumer Demand and preference, governing and applicable laws and other economical and political factors. The Management cannot guarantee the accuracy of the assumptions and projected performance of the Company in future. It is therefore, cautioned that the actual results may differ from those expressed and implied therein.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NILKAMAL LIMITED

Report on the StandaloneFinancial Statements

We have audited the accompanying standalone financial statements of Nilkamal Limited("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss andthe Cash Flow Statement for the year then ended, and a summary of the significant accounting policiesand other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditors' Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operative effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

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

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

(d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

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

(f) with respect to the other matters to be included in the Auditors' Report in accordance with Rule11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and belief and according to the information and explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 27(a) to the Financial Statements;

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

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2015.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No: 048648

Mumbai
May 12, 2015

For Vora & Associates
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership Number: 031756

Mumbai
May 12, 2015

Annexure to the Independent Auditors' Report – 31st March, 2015
(Referred to in 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 Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management and no material discrepancies were noticed on such verification.

(ii) (a) The inventory, except stocks lying with third parties, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained.

(b) The procedures for the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been dealt with in the books of accounts.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraphs 3(iii)(a) and (b) of the Order is not applicable to the Company.

(iv) In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to the sale of goods and services. We have not observed any major weakness in the internal control system during the course of our audit.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148 (1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income tax, Sales tax, Value added tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income tax, Sales tax, Value added tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise and other material statutory dues applicable to it were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Wealth tax and Duty of Customs which have not been deposited with the appropriate authorities on account of any dispute. The particulars of dues of Income-tax, Sales tax, Value Added Tax, Service tax and Duty of Excise as at 31st March 2015 which have not been deposited on account of disputes are as follows:

Name of the statute	Nature of dues	Amount * (Rs. in Lacs)	Period to which the amount relates	Forum where the dispute is pending
Central Sales Tax Act and Local Sales Tax of various states	Central Sales Tax and Local Sales Tax (including Value Added Tax)	*- 35.22 1.18 597.17	2001-2002 to 2004-2005 2008-2009 2007 2005-2006, 2007-2008, 2010 to 2013	Supreme Court High Court Tribunal Commissioner - Appeals
Central Excise Act, 1944	Excise Duty	4.81 22.95 156.14	1999-2001 2002-2007 June 2009 to Sept 2014	High Court Customs Excise & Service tax Appellate tribunal ("CESTAT") Commissioner -Appeals
Finance Act, 1994	Service Tax	0.81	2007 to 2012	Commissioner -Appeals
Income Tax Act, 1961	Tax deducted at source Penalty for non-disclosure of expense	3.39 0.77	2010-11 2010 to 2012	CIT (Appeals) CIT (Appeals)

* Amount is net of payments made under dispute.

(c) According to the information and explanations given to us, the amounts which are required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

(viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its banks or to any financial institutions. The Company did not have any outstanding dues to any debenture holders during the year.

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

(xi) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.

(xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No: 048648

Mumbai
May 12, 2015

For Vora & Associates
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership Number: 031756

Mumbai
May 12, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

(₹ in lacs)

Particulars	Note	As at 31st March, 2015	As at 31st March, 2014
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	1	**1,492.25**	1,492.25
(b) Reserves and Surplus	2	**47,751.25**	44,782.45
2 Non-current liabilities			
(a) Long-Term Borrowings	3	**4,394.16**	9,282.00
(b) Deferred Tax Liabilities (Net)	4	**1,577.80**	2,430.45
(c) Other Long-Term Liabilities	5	**3,707.44**	3,326.90
(d) Long-Term Provisions	6	**696.02**	679.70
3 Current Liabilities			
(a) Short-Term Borrowings	7	**12,523.90**	17,599.17
(b) Trade Payables	32	**9,532.38**	9,415.69
(c) Other Current Liabilities	8	**8,082.05**	8,405.10
(d) Short-Term Provisions	9	**2,290.54**	2,212.81
TOTAL		**92,047.79**	99,626.52
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets	10		
(i) Tangible Fixed Assets		**28,166.28**	32,856.39
(ii) Intangible Fixed Assets		**201.30**	401.57
(iii) Capital Work-in-Progress		**136.16**	215.47
		28,503.74	33,473.43
(b) Non-Current Investments	11	**2,556.29**	2,556.29
(c) Long-Term Loans and Advances	12	**5,216.68**	5,644.77
(d) Other Non Current Assets	13	**107.11**	43.74
2 Current Assets			
(a) Inventories	14	**27,666.90**	30,063.49
(b) Trade Receivables	15	**23,155.00**	21,755.09
(c) Cash and Bank Balances	16	**820.26**	1,805.23
(d) Short-Term Loans and Advances	17	**3,597.60**	3,696.41
(e) Other Current Assets	18	**424.21**	588.07
TOTAL		**92,047.79**	99,626.52
Significant accounting policies	26		

The notes referred to above form an integral part of the financial statements.

AS PER OUR REPORT OF EVEN DATE ATTACHED
For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No : 048648

For **VORA & ASSOCIATES**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership No. : 031756

Mumbai
May 12, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF NILKAMAL LIMITED
CIN : L25209DN1985PLC000162

Sharad V. Parekh
Managing Director
DIN : 00035747

Hiten V. Parekh
Executive Director
DIN : 00037550

Paresh B. Mehta
Chief Financial Officer

Priti P. Dave
Company Secretary
Membership No : 19469

Mumbai
May 12, 2015

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

(₹ in lacs)

	Particulars	Note	Year Ended 31st March, 2015	Year Ended 31st March, 2014
I.	**Revenue from Operations (Gross)**	**19**	**190,503.67**	174,792.65
	Less: Excise Duty		**11,837.75**	9,885.36
	Revenue from Operations (Net)		**178,665.92**	164,907.29
II.	**Other Income**	**20**	**624.96**	352.65
III.	**Total Revenue (I+II)**		**179,290.88**	165,259.94
IV.	**Expenses:**			
	Cost of Materials Consumed	**21**	**68,761.69**	59,732.86
	Purchases of Stock in Trade	**33 (b)**	**43,028.16**	42,683.20
	Changes in inventories of Finished Goods, Work-in-Progress and Stock in Trade	**22**	**1,498.62**	1,915.76
	Employee Benefits Expense	**23**	**11,293.51**	10,539.54
	Finance Costs	**24**	**3,197.56**	4,142.47
	Depreciation and Amortisation Expenses	**10**	**5,375.67**	4,892.22
	Other Expenses	**25**	**40,084.20**	35,541.23
	Total Expenses		**173,239.41**	159,447.28
V.	**Profit Before Tax (III-IV)**		**6,051.47**	5,812.66
VI.	**Tax Expense:**			
	Current Tax		**2,435.00**	1,605.00
	Minimum Alternate Tax Credit Utilisation		**-**	110.70
	Deferred Tax		**(632.80)**	54.90
	Taxation for earlier years		**3.16**	38.91
VII.	**Profit for the year (V-VI)**		**4,246.11**	4,003.15
VIII.	**Earnings per equity share of Rs. 10 each (previous year Rs. 10 each)**	**39**		
	(1) Basic		**28.45**	26.83
	(2) Diluted		**28.45**	26.83
	Weighted average number of equity shares outstanding		**14,922,525**	14,922,525
	Significant accounting policies	**26**		

The notes referred to above form an integral part of the financial statements.

AS PER OUR REPORT OF EVEN DATE ATTACHED
For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No : 048648

For **VORA & ASSOCIATES**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership No. : 031756

Mumbai
May 12, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF NILKAMAL LIMITED
CIN : L25209DN1985PLC000162

Sharad V. Parekh
Managing Director
DIN : 00035747

Hiten V. Parekh
Executive Director
DIN : 00037550

Paresh B. Mehta
Chief Financial Officer

Priti P. Dave
Company Secretary
Membership No : 19469

Mumbai
May 12, 2015

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

(₹ in lacs)

	Year ended on 31st March, 2015		Year ended on 31st March, 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		**6,051.47**		5,812.66
Adjustments for :				
Depreciation and Amortisation	**5,375.67**		4,892.22	
Loss on Fixed Assets sold / discarded (Net)	**238.75**		2.07	
Finance Costs	**3,197.56**		4,142.47	
Provision for doubtful debts and advances	**66.50**		110.62	
Bad Debts Written off	**151.23**		72.21	
Provision for Wealth Tax	**6.20**		9.10	
Interest Income	**(203.25)**		(254.52)	
Provision for Rent Equalisation	**177.68**		-	
Dividend Income	**(181.45)**		(13.82)	
Unrealised foreign currency Loss	**15.03**		59.89	
		8,843.92		9,020.24
Operating Profit before Working Capital changes		**14,895.39**		14,832.90
Adjustments for :				
(Increase) / Decrease in Trade Receivables	**(1,616.94)**		1,031.21	
(Increase) / Decrease in Other Receivables	**301.66**		128.31	
(Increase) / Decrease in Inventories	**2,409.55**		409.62	
Increase / (Decrease) in Trade Payables	**108.40**		(0.79)	
Increase / (Decrease) in Other Liabilities & Provisions	**1,482.71**		569.36	
		2,685.38		2,137.71
Direct Taxes Paid (Net of Refund)	**(2,378.56)**		(1,491.12)	
		(2,378.56)		(1,491.12)
Net Cash Inflow / (Outflow) from Operating Activities (A)		**15,202.21**		15,479.49
B. CASH FLOW FROM INVESTING ACTIVITIES				
Addition to Fixed Assets, Capital Work in Progress and Capital Advances	**(1,584.68)**		(3,745.97)	
Sale of Fixed Assets	**167.33**		387.73	
Dividend received from Subsidiary	**189.61**		60.63	
Interest Received	**223.20**		204.83	
Investments (made) / Encashed during the period (net)	**181.17**		(213.18)	
Net Cash Inflow / (Outflow) from Investing Activities (B)		**(823.37)**		(3,305.96)

CASH FLOW STATEMENT (Contd.) FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in lacs)

	Year ended on 31st March, 2015		Year ended on 31st March, 2014	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long Term Borrowings	**-**		2,542.25	
Repayment of Long Term Borrowings	**(6,190.00)**		(4,106.69)	
Proceeds/(Repayment) of Short Term Borrowings [Net]	**(5,075.28)**		(6,655.34)	
Changes in External Commercial Borrowing pending utilisation [Net]	**360.00**		1,140.00	
Interest Received on Pending External Commercial Borrowings utilization	**2.81**		50.06	
Finance Cost	**(3,229.83)**		(4,232.28)	
Dividend paid (including tax on dividend)	**(689.37)**		(697.01)	
Net Cash Inflow/(Outflow) from Financing Activities (C)		**(14,821.67)**		(11,959.01)
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)		**(442.83)**		214.52
Cash and Cash Equivalents as at the beginning of the period	**1,235.67**		1,021.15	
Cash and Cash Equivalents as at the end of the period	**792.84**		1,235.67	
Net Increase / (Decrease) in Cash and Cash Equivalents		**(442.83)**		214.52

Notes to the Cash Flow Statement

1. Components of cash and cash equivalents

	Year ended on 31st March, 2015	Year ended on 31st March, 2014
(a) Balance in Current Accounts	**226.95**	332.55
(b) Cheques on Hand	**379.37**	610.99
(c) Cash on Hand	**186.52**	292.13
Cash and cash equivalents	**792.84**	1,235.67

2. The Cash Flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountant of India.

3 Previous year's figures have been regrouped / recasted wherever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED
For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No : 048648

For **VORA & ASSOCIATES**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership No. : 031756

Mumbai
May 12, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF NILKAMAL LIMITED
CIN : L25209DN1985PLC000162

Sharad V. Parekh
Managing Director
DIN : 00035747

Hiten V. Parekh
Executive Director
DIN : 00037550

Paresh B. Mehta
Chief Financial Officer

Priti P. Dave
Company Secretary
Membership No : 19469

Mumbai
May 12, 2015

Notes to the financial statements as at 31st March, 2015

(₹ in lacs)

		As at 31st March, 2015	As at 31st March, 2014
1	**Share Capital**		
	Authorised		
	22,000,000 (Previous Year 22,000,000) Equity Shares of Rs.10/- each	**2,200.00**	2,200.00
	3,000,000 (Previous Year 3,000,000) Preference Shares of Rs. 10/- each	**300.00**	300.00
		2,500.00	2,500.00
	Issued, Subscribed and Fully Paid up		
	1,49,22,525 Equity Shares of Rs. 10/- each	**1,492.25**	1,492.25
	(Previous year 1,49,22,525 Equity Shares of Rs. 10/- each) (Refer Note 29)		
	Total	**1,492.25**	1,492.25
2	**Reserves and Surplus**		
	a. Capital Reserve		
	At the commencement and at the end of the year	**1,115.16**	1,115.16
	b. Securities Premium Reserve		
	At the commencement and at the end of the year	**6,448.96**	6,448.96
	c. Cash Flow Hedge Reserve		
	At the commencement of the year	**94.81**	45.59
	Add : Net gain recognised on cash flow hedge (Refer Note 31)	**(114.86)**	49.22
		(20.05)	94.81
	d. General Reserve		
	At the commencement of the year	**19,500.00**	16,500.00
	Add: Transferred from Surplus	**890.32**	3,000.00
	Less: Depreciation for change in Useful Life (Refer Note 10)	**589.27**	-
	Add : Deferred Tax Asset on Additional Depreciation (Refer Note 10)	**198.95**	-
		20,000.00	19,500.00
	e. Surplus (Profit and Loss)		
	At the commencement of the year	**17,623.52**	17,308.77
	Add : Net Profit for the year	**4,246.11**	4,003.15
	Appropriations		
	Proposed Equity Dividend [Dividend for current year Rs.4.50 Per	**(671.51)**	(596.90)
	Share (Previous Year Rs. 4 per share)]		
	Tax on Proposed Dividend	**(100.62)**	(91.50)
	Transfer to General Reserve	**(890.32)**	(3,000.00)
		20,207.18	17,623.52
	Total	**47,751.25**	44,782.45
3	**Long Term Borrowings**		
	Secured		
	Term Loan from Banks		
	(i) Rupee Loans	**969.01**	3,140.20
	(ii) Foreign Currency Loans	**3,425.15**	6,141.80
	Total	**4,394.16**	9,282.00
	Current maturities of Long Term Borrowings		
	* Amount disclosed under other current liabilities: (Refer Note 8)	***3,784.74**	*5,106.53
	For Security and terms of repayment: (Refer Note 30)		

(₹ in lacs)

		As at 31st March, 2015	As at 31st March, 2014
4	**Deferred Tax Liabilities (Net)**		
	Major components of deferred tax assets and liabilities arising on account of timing differences are:		
	Deferred Tax Liabilities :		
	Depreciation	**1,894.29**	2,587.25
	Allowances under Income Tax Act	**154.72**	278.24
		2,049.01	2,865.49
	Deferred Tax Assets :		
	Disallowances under Income Tax Act	**356.02**	342.63
	Provision for Doubtful Debts	**115.19**	92.41
		471.21	435.04
	Deferred Tax Liabilities (Net)	**1,577.80**	2,430.45
	Tax in respect of earlier years includes deferred tax charge of ₹ 20.90 lacs (Previous Year ₹185.12 lacs)		
5	**Other Long Term Liabilities**		
	(a) Security Deposits Received	**3,529.76**	3,326.90
	(b) Others	**177.68**	-
	Total	**3,707.44**	3,326.90
6	**Long Term Provisions**		
	Provision For Employee Benefits (Refer Note 37)		
	(a) Gratuity	**320.71**	357.97
	(b) Compensated Absences	**375.31**	321.73
	Total	**696.02**	679.70
7	**Short Term Borrowings**		
	Secured Loans		
	(a) Working Capital Loan From Banks		
	Rupee Loans	**12,523.90**	17,599.17
	Total	**12,523.90**	17,599.17
	For Security and terms of repayment : Refer Note 30		
8	**Other Current Liabilities**		
	(a) Current maturities of long-term debt		
	(i) Rupee Loans	**1,584.44**	2,559.93
	(ii) Foreign Currency Loans	**2,200.30**	2,546.60
	(b) Interest accrued but not due on borrowings	**46.33**	67.65
	(c) Unclaimed Dividend (Refer Note below)	**22.11**	23.08
	(d) Advances Received from Customers	**2,087.34**	1,256.43
	(e) Employee Benefits Payable	**583.27**	594.52
	(f) Capital Creditors	**184.76**	346.06
	(g) Other Payables		
	a) Statutory Dues :		
	(i) Sales Tax	**1,062.38**	781.84
	(ii) Excise and Service Tax	**19.34**	9.73
	(iii) Tax Deducted at Source	**186.55**	174.11
	(iv) Provident Fund, Employee's State Insurance Corporation	**64.27**	42.84
		1,332.54	1,008.52
	b) Others	**40.96**	2.31
	Total	**8,082.05**	8,405.10

Note : There are no amounts due for payment to the Investor Education and Protection Fund as at the year end.

(₹ in lacs)

	As at 31st March, 2015	As at 31st March, 2014
9 Short Term Provisions		
(a) Provision for Employee Benefits (Refer Note 37)		
(i) Gratuity	**91.37**	84.66
(ii) Compensated Absences	**248.15**	219.90
	339.52	304.56
(b) Others Provisions		
(i) Provision For Excise Duty on Closing Stock	**706.65**	693.70
(ii) Provision For Product Warranties (Refer Note 28)	**465.95**	365.84
(iii) Provision For Wealth Tax	**6.29**	7.98
(iv) Proposed Equity Dividend	**671.51**	596.90
(v) Tax on Proposed Equity Dividend	**100.62**	91.50
(vi) Provision for Tax (Net of advance tax)	**-**	152.33
Total	**2,290.54**	2,212.81

10 Fixed Assets (₹ in lacs)

Tangible Fixed Assets :

	Free Hold Land	Leasehold Land	Building	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Lease Equipments	Leasehold Improvements	Total
Gross Block :										
Balance as at 1st April, 2013	1,116.25	224.72	13,658.43	39,094.36	3,435.87	1,666.64	3,141.17	277.87	2,900.80	65,516.11
Additions	15.45	-	212.44	1,893.60	1,062.09	28.63	575.44	40.59	504.21	4,332.45
Disposals	-	-	105.24	340.06	110.80	175.52	51.07	-	288.44	1,071.13
Balance as at 31st March, 2014	1,131.70	224.72	13,765.63	40,647.90	4,387.16	1,519.75	3,665.54	318.46	3,116.57	68,777.43
Balance as at 1st April, 2014	**1,131.70**	**224.72**	**13,765.63**	**40,647.90**	**4,387.16**	**1,519.75**	**3,665.54**	**318.46**	**3,116.57**	**68,777.43**
Additions	**-**	**-**	**102.59**	**818.81**	**141.79**	**7.56**	**234.03**	**-**	**167.59**	**1,472.37**
Disposals	**-**	**-**	**7.18**	**905.22**	**26.43**	**165.79**	**245.23**	**-**	**259.18**	**1,609.03**
Balance as at 31st March, 2015	**1,131.70**	**224.72**	**13,861.04**	**40,561.49**	**4,502.52**	**1,361.52**	**3,654.34**	**318.46**	**3,024.98**	**68,640.77**
Depreciation :										
Balance as at 1st April, 2013	-	26.66	3,032.95	24,721.03	1,261.13	484.85	1,600.20	12.82	772.93	31,912.57
Depreciation for the year	-	2.50	432.83	3,214.39	230.54	151.24	256.73	55.17	346.41	4,689.81
Disposals / Adjustments	-	-	9.62	227.41	53.00	66.62	26.31	-	298.38	681.34
Balance as at 31st March, 2014	-	29.16	3,456.16	27,708.01	1,438.67	569.47	1,830.62	67.99	820.96	35,921.04
Balance as at 1st April, 2014	**-**	**29.16**	**3,456.16**	**27,708.01**	**1,438.67**	**569.47**	**1,830.62**	**67.99**	**820.96**	**35,921.04**
Depreciation for the year	**-**	**2.50**	**459.28**	**2,756.36**	**556.86**	**199.21**	**637.75**	**56.21**	**498.94**	**5,167.11**
Adjustments : Refer Note d	**-**	**-**	**72.14**	**30.09**	**66.50**	**0.85**	**419.69**	**-**	**-**	**589.27**
Disposals / Adjustments	**-**	**-**	**7.18**	**786.82**	**16.43**	**79.04**	**204.94**	**-**	**108.52**	**1,202.93**
Balance as at 31st March, 2015	**-**	**31.66**	**3,980.40**	**29,707.64**	**2,045.60**	**690.49**	**2,683.12**	**124.20**	**1,211.38**	**40,474.49**
Net Block :										
As at 31st March, 2014	1,131.70	195.56	10,309.47	12,939.89	2,948.49	950.28	1,834.92	250.47	2,295.61	32,856.38
As at 31st March, 2015	**1,131.70**	**193.06**	**9,880.64**	**10,853.85**	**2,456.92**	**671.03**	**971.22**	**194.26**	**1,813.60**	**28,166.28**

Notes :-

a) Leasehold land acquisition value includes ₹ 0.01 Lac (Previous Year ₹ 0.01 Lac) paid by way of subscription of shares for membership of co-operative housing society.

b) Pending completion of the relevant formalities of some of the fixed assets which vested in the Company pursuant to the scheme of amalgamation, such assets continue to be in the name of the erstwhile amalgamated companies.

c) The foreign exchange fluctuation on outstanding foreign currency loan has been accounted for as per Accounting Standard (AS 11) as amended vide Notification dated 29th December, 2011 with further clarification note dated 9th August, 2012 issued by the Ministry of Corporate Affairs, Government of India. Consequently, an amount of ₹ 144.27 lacs (Previous Year ₹ 474.84 lacs) is capitalized as cost of fixed assets. The Company has provided additional amount of depreciation of ₹ 185.84 lacs (Previous Year ₹ 197.01 lacs) on such costs.

d) Schedule II of the Companies Act, 2013 ('the Act'), which prescribes useful lives of the fixed assets, was effective from 1st April, 2014. Consequently, based on the technical evaluation, the Company has reassessed the useful lives of its fixed assets. For certain class of assets the useful lives as prescribed in Schedule II and for other classes of assets, the useful lives are different from those prescribed in Schedule II. Consequent to the reduction in the useful lives, based on transitional provision given in Schedule II, ₹ 390.32 lacs (net of deferred tax impact of ₹ 198.95 lacs) has been adjusted against opening balance in general reserves. Had the Company continued with previously assessed useful lives, depreciation charge for the year would have been lower by ₹ 879.83 lacs.

10 Fixed Assets (Continued) **(₹ in lacs)**

Intangible Fixed Assets :

	Models, Designs and Commercial rights	Computer Software	Total
Gross Block :			
Balance as at 1st April, 2013	2,012.52	545.73	2,558.25
Additions	-	385.58	385.58
Disposals	-	-	-
Balance as at 31st March, 2014	2,012.52	931.31	2,943.83
Balance as at 1st April, 2014	**2,012.52**	**931.31**	**2,943.83**
Additions	**-**	**8.29**	**8.29**
Disposals	**-**	**-**	**-**
Balance as at 31st March, 2015	**2,012.52**	**939.60**	**2,952.12**
Depreciation :			
Balance as at 1st April, 2013	2,012.52	327.33	2,339.85
Depreciation for the year	-	202.41	202.41
Disposals / Adjustments	-	-	-
Balance as at 31st March, 2014	2,012.52	529.74	2,542.26
Balance as at 1st April, 2014	**2,012.52**	**529.74**	**2,542.26**
Depreciation for the year	**-**	**208.56**	**208.56**
Adjustments	**-**	**-**	**-**
Disposals / Adjustments	**-**	**-**	**-**
Balance as at 31st March, 2015	**2,012.52**	**738.30**	**2,750.82**
Net Block :			
As at 31st March, 2014	-	401.57	401.57
As at 31st March, 2015	**-**	**201.30**	**201.30**

(₹ in lacs)

	As at 31st March, 2015	As at 31st March, 2014
11 Non-Current Investments		
(Valued at cost unless stated otherwise)		
(i) Trade investments (Unquoted)		
Investment in Equity instruments		
(a) Investment in Subsidiary Companies		
(i) 1,520,000 (Previous Year 1,520,000) Equity Shares of SLR 10/- each of Nilkamal Eswaran Plastics Pvt. Ltd., Srilanka, fully paid up	**93.62**	93.62
(ii) 1 (Previous Year 1) Equity share of DHS 185,000 of Nilkamal Crates and Bins, FZE, fully paid up	**19.65**	19.65
(b) Investments in Joint Ventures		
(i) 2,220,000 (Previous Year 2,220,000) Equity Shares of of ₹ 10/ Each of Nilkamal Bito Storage Systems Pvt Ltd., fully paid up	**2,215.50**	2,215.50
(ii) 105,000 (Previous Year 105,000) Equity Shares of ₹ 10/- Each of Cambro Nilkamal Pvt Ltd., fully paid up	**200.50**	200.50
(c) Investment - Others	**26.70**	26.70
140,526 (Previous Year 140,526) Equity Shares of ₹10/ Each of Beta Wind Farm Pvt. Ltd. fully paid up		
(ii) Other Non-current Investments (Unquoted)		
(a) Investment in Government Securities		
(i) National Savings Certificates (Pledged with Government Authorities)	**0.32**	0.32
Total	**2,556.29**	2,556.29
Aggregate amount of unquoted non current investments	**2,556.29**	2,556.29

(₹ in lacs)

		As at 31st March, 2015	As at 31st March, 2014
12	**Long Term Loans and Advances**		
	Unsecured		
	(a) To parties other than related parties :		
	(i) Capital Advances	**88.42**	171.28
	(ii) Security Deposits	**1,905.63**	2,074.81
	(iii) Deposit with Government Authorities	**1,077.93**	1,097.49
	(iv) Other Loans and Advances (Considered Good)	**526.53**	535.98
	Other Loans and Advances Considered Doubtful	**-**	56.66
	Less: Provision for Doubtful Loans and Advances	**-**	(56.66)
	(v) Taxes paid in advance (Net of provision)	**545.58**	705.39
	(b) To related parties :		
	(i) Deposit with related party (Refer Note 35)	**723.00**	720.00
	Derivative Asset (Refer Note 31)	**349.59**	339.82
	Total	**5,216.68**	5,644.77
13	**Other Non Current Assets**		
	Bank Deposits (Maturity after 12 months from the reporting date)	**107.11**	43.74
	Total	**107.11**	43.74
14	**Inventories**		
	(Valued at the lower of cost and net realisable value)		
	(i) Raw Material (including Goods in transit ₹ 535.78 lacs (Previous Year ₹ 344.37 lacs.))	**5,309.69**	6,128.14
	(ii) Work-in-Progress	**2,183.01**	2,548.32
	(iii) Finished Goods	**6,755.73**	7,695.37
	(iv) Stock in Trade (including Goods in transit ₹ 171.72 lacs (Previous Year ₹ 265.22 lacs.))	**11,350.01**	11,425.99
	(v) Stores and Spares	**1,747.73**	1,889.09
	(vi) Packing Material	**320.73**	376.58
	Total	**27,666.90**	30,063.49
15	**Trade Receivables**		
	Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
	(a) Secured, Considered good	**65.01**	12.91
	(b) Unsecured, Considered good	**772.09**	1,108.56
	(c) Unsecured Considered Doubtful	**340.18**	273.68
	Less: Provision for Doubtful Receivables	**(340.18)**	(273.68)
		837.10	1,121.47
	Trade receivables outstanding for a period less than six months from the date they are due for payment		
	(a) Secured, Considered good	**2,399.88**	2,541.98
	(b) Unsecured, Considered good	**19,918.02**	18,091.64
		22,317.90	20,633.62
	Total	**23,155.00**	21,755.09

Trade receivables (unsecurred considred good) includes ₹ 51.62 lacs (Previous Year ₹ 322.28 lacs) due from subsidiaries and joint venture companies. (Refer Note 35)

(₹ in lacs)

	As at 31st March, 2015	As at 31 March, 2014
16 Cash and Bank Balances		
(a) Cash and Cash Equivalents		
(i) Balance in Current Accounts #	**226.95**	332.55
(ii) Cheques on Hand	**379.37**	610.99
(iii) Cash on Hand	**186.52**	292.13
	792.84	1,235.67
(b) Other Bank Balances		
(i) Earmarked Balance with Bank (Unclaimed Dividend)	**22.11**	23.08
(ii) Bank Deposits with 3-12 months maturity*	**5.31**	546.48
	27.42	569.56
Total	**820.26**	1,805.23

Pending utilisation of External Commercial Borrowings ₹ Nil (Previous Year ₹ 1.52 lacs)

*Pending utilisation of External Commercial Borrowings ₹ Nil (Previous Year ₹ 360 lacs)

17 Short Term Loans and Advances		
Unsecured		
To parties other than related parties :		
(a) Security Deposits	**582.11**	326.48
Security Deposits Considered Doubtful	**52.05**	52.05
Less: Provision for Doubtful Deposits	**(52.05)**	(52.05)
(b) Other Loans and Advances		
(i) Advance to Vendors	**1,278.83**	1,248.16
(ii) Balances with Excise Department	**843.49**	1,134.55
(iii) Taxes paid in advance (net of Provisions)	**4.90**	72.93
(iv) Prepaid expenses	**366.81**	342.90
(v) Others	**521.46**	571.39
Total	**3,597.60**	3,696.41

18 Other Current Assets		
Unsecured, Considered Good		
(a) Due from Related parties (Refer Note 35)	**25.72**	110.81
(b) Interest Receivable	**0.80**	23.56
(c) Other Receivables	**397.69**	453.70
Total	**424.21**	588.07

(₹ in lacs)

		For the year ended 31st March, 2015	For the year ended 31st March, 2014
19	**Revenue from Operations (Gross) (Refer Note 33 (a)**		
	Sale of Products (Gross)		
	Local	**183,793.96**	167,813.78
	Export [Including Deemed Exports of ₹ 1,505.96 Lacs, (Previous Year ₹ 949.03 lacs)]	**5,385.56**	5,570.18
		189,179.52	173,383.96
	Less : Excise Duty	**11,837.75**	9,885.36
	Sale of Product (Net)	**177,341.77**	163,498.60
	Sale of Services	**457.86**	526.95
	Other Operating Revenue		
	i) Sale of Scrap	**397.25**	380.07
	ii) Technical and Management Fees	**455.05**	493.83
	iii) Others	**13.99**	7.84
	Revenue from Operations (Net)	**178,665.92**	164,907.29
20	**Other Income**		
	(a) Interest Income	**203.25**	254.52
	(b) Dividend Income from Subsidiary Companies and Joint Ventures	**181.45**	13.82
	(c) Keyman Policy Refund	**216.80**	-
	(d) Foreign Exchange Gain (Net)	**23.46**	84.31
	Total	**624.96**	352.65
21	**Cost of Materials Consumed [Refer Notes 33 (d) and (e)]**		
	Opening Stock of Raw Materials	**6,128.14**	4,772.89
	Add : Purchases	**67,943.24**	61,088.11
	Less : Closing Stock of Raw Materials	**5,309.69**	6,128.14
	Total	**68,761.69**	59,732.86
22	**Changes in Inventories of Finished Goods, Work-in-Progress and Traded Goods (Refer note 33(c))**		
	Opening Stock		
	Work in Progress	**2,548.32**	2,596.92
	Finished Goods	**7,695.37**	8,250.67
	Stock in Trade	**11,425.99**	12,642.28
		21,669.68	23,489.87
	Closing Stock		
	Work in Progress	**2,183.01**	2,548.32
	Finished Goods	**6,755.73**	7,695.37
	Stock in Trade	**11,350.01**	11,425.99
		20,288.75	21,669.68
	Add : Variation in Excise Duty on Opening and Closing stock of Finished Goods	**117.69**	95.57
	Total	**1,498.62**	1,915.76

(₹ in lacs)

		For the year ended 31st March, 2015	For the year ended 31st March, 2014
23	**Employee Benefits Expense**		
	(a) Salary, Wages and Bonus (Net)	**10,046.94**	9,453.33
	(b) Contribution to Provident and Other funds	**356.72**	282.89
	(c) Workmen and Staff Welfare Expenses	**889.85**	803.32
	Total	**11,293.51**	10,539.54
24	**Finance Costs**		
	(a) Interest on Term Loans	**1,036.21**	1,390.47
	(b) Interest Paid to Banks	**1,491.36**	1,984.27
	(c) Other Interest	**358.40**	308.23
	(d) Other Finance Charges	**235.59**	286.84
	(e) Other Borrowing Costs	**76.00**	172.66
	Total	**3,197.56**	4,142.47
25	**Other Expenses**		
	(a) Stores, Spare Parts Consumed [Refer Note 33 (f)]	**2,314.70**	2,147.78
	(b) Power and Fuel	**4,088.51**	3,953.69
	(c) Repairs :		
	(i) Building	**63.45**	26.77
	(ii) Machinery	**275.07**	157.94
	(iii) Others	**801.86**	699.86
	(d) Labour Charges	**5,991.61**	5,297.72
	(e) Rent	**4,560.92**	4,127.20
	(f) Rates and Taxes	**263.31**	243.81
	(g) Insurance	**209.97**	252.99
	(h) Postage and Telephone Expenses	**413.09**	377.79
	(i) Loss on Fixed Assets Sold / Discarded (Net)	**238.75**	2.07
	(j) Packing Material Consumed	**1,783.77**	1,538.22
	(k) Travelling Expenses	**1,274.00**	1,107.69
	(l) Commission	**715.94**	409.40
	(m) Advertisements and Sales Promotion Expense	**2,419.26**	2,151.78
	(n) Computer Expenses	**540.46**	544.21
	(o) Transportation Cost (Net)	**9,652.30**	8,355.25
	(p) Board Meeting Fees	**14.00**	7.35
	(q) Provision for Wealth Tax	**6.20**	9.10
	(r) Bad Debts written off	**151.23**	72.21
	(s) Provision for Doubtful Debts and Advances	**66.50**	110.62
	(t) Cash Discounts	**280.26**	268.92
	(u) Payment to Auditors		
	- Audit Fees	**24.00**	24.00
	- For Other Services	**12.49**	19.49
	- Reimbursement of Expenses	**1.66**	2.08
	(v) Sundry Expenses	**3,920.89**	3,633.29
	Total	**40,084.20**	35,541.23

26 Significant accounting policies

(a) *Basis of preparation of Financial Statements:*

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act, to the extent applicable. All figures, unless otherwise stated, are Rupees in lacs.

All the assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained the operating cycle to be 12 months.

(b) *Use of Estimates:*

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known /materialised. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

(c) *Fixed Assets:*

Tangible Fixed Assets

Fixed assets are recorded at cost of acquisition or construction, net of tax credit wherever eligible. Cost includes all direct expenses related to acquisition or construction, including attributable borrowing cost on qualifying assets. Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Fixed assets, which are not in use or are held for disposal, are stated at cost less accumulated depreciation or at net realisable value, whichever is lower.

Intangible Fixed Assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

Intangible assets are amortised in the Statement of Profit and Loss over the estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset.

(d) *Impairment of Assets:*

An asset is treated as impaired when the carrying cost of assets exceed its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(e) *Depreciation and Amortisation:*

(i) Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013 except for plant and machinery and Dies and moulds which is based on technical evaluation. Management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful life for plant and machinery of 10 years and for Dies and Moulds of 6 years for continuous running is different from the useful life as prescribed under Part C of Schedule II of the Companies Act 2013;

(ii) Cost of leasehold land is amortised over the period of lease;

(iii) Depreciation on addition to assets or on sale /discardment of assets, is calculated pro rata from the date of such addition or upto the date of such sale/discardment, as the case may be;

(iv) Assets like mobile phones, telephone instruments, etc. are fully depreciated in the year of purchase / acquisition;

(v) (a) Software (Intangible assets) are amortised over their estimated useful lives on a straight line basis but not exceeding the period of 36 months.

(b) Models, Designs and other Commercial rights (intangible assets) is amortised on a straight-line basis over a period of 60 months from the date of its put to use or based on the management's estimate of useful life over which the economic benefits will be derived.

(vi) Individual assets except assets given on lease acquired for less than ₹ 5,000/- are depreciated entirely in the year of acquisition.

(f) Investments:

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long term investments. Current investments are stated at lower of cost and fair value. Long term investments are stated at cost less provision, if any, for other than temporary diminution in value.

(g) Valuation of Inventories:

Inventories of Raw Materials, Packing Materials, Stores and Spares, Work-in Progress, Traded goods and Finished goods are valued 'at cost and net realisable value' whichever is lower. Cost comprises all cost of purchase, appropriate direct production overheads and other costs incurred in bringing the inventories to their present location and condition. The excise duty in respect of the closing inventory of finished goods is included as part of the finished goods. Cost formulae used is 'Weighted Average Cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(h) Employee Benefits:

Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are recognised in the period in which the employee renders the related service.

Post Employment / Retirement Benefits

Contribution to Defined Contribution Plans such as Provident Fund, Employees' State Insurance Corporation, etc., are charged to the Statement of Profit and Loss Account as incurred.

Defined Benefit Plans – The present value of the obligation under such plans, is determined based on an actuarial valuation at the end of each year, using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Statement of Profit and Loss. In the case of gratuity, which is funded, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis.

Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

Other Long Term Employee Benefits are recognised in the same manner as Defined Benefit Plans.

(i) Derivative financial instruments and hedge accounting

The Company has adopted the principles for accounting of derivative instruments and hedge accounting as set out in Accounting Standard 30 (AS 30), "Financials Instruments: Recognition and Measurement" and to the extent it does not contradict any of the provisions of any of the notified accounting standards. The Company uses derivative financial instrument such as forward contracts and cross currency interest rate swaps to hedge its foreign currency risks and interest rate risks. Derivative financial instruments, other than those which are accounted under the provisions of Accounting Standard 11, "Foreign Currency Transactions", are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Statement of Profit and Loss, except for the effective portion of cash flow hedge, which is recognised in Cash Flow Hedge Reserve included in the Reserves and Surplus while any ineffective portion is recognised immediately in the statement of profit and loss.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability.
- Cash flow hedges when hedging exposure to variability in cash flows that is either attributable to particular risk associated with a recognised asset or liability.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedge accounting is discontinued from the last testing date when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Cumulative gain or loss on such hedging instrument recognised in shareholder's funds is retained there until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in shareholders' funds is transferred to Statement of Profit and Loss for the year.

(j) Foreign Exchange Transactions:

All transactions in foreign currency are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place.

Monetary items in the form of current assets, current liabilities and loans in foreign currency, outstanding at the close of the year, are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss is accounted during the year.

With effect from financial year 2011-12, exchange differences, in respect of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset and are depreciated over the balance life of the asset, and in other cases, are accumulated in a "Foreign Currency Monetary Item Translation Difference Account" in the enterprise's financial statements and amortized over the balance period of such long-term asset/liability but not beyond the accounting period ending on or before 31st March, 2020.

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

In respect of Forward Exchange contracts entered into to hedge foreign currency risks of an on-balance sheet foreign currency denominated asset or liability, the difference between the forward rate and exchange rate at the inception of the contract is recognised as income or expense over the life of the contract. Further, the exchange differences arising on such contracts are recognised as income or expense along with the exchange differences on the underlying assets / liabilities. Profit or Loss on cancellations / renewals of forward contracts is recognised during the year. In case of forward contracts against highly probable forecast transaction, mark to market loss, if any, is charged to Statement of Profit and Loss.

(k) Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(l) Recognition of Income and Expenditure:

(i) Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership, which is generally on the dispatch of goods. Gross sales are inclusive of excise duty, sales tax, but are net of trade discounts and sales returns.

(ii) Income from Services is recognised on completion of service.

(iii) Revenue/Income and Cost/Expenditure are accounted on accrual as they are earned or incurred, except in case of significant uncertainties.

(iv) Benefit on account of entitlement to import duty-free raw materials under Advance License is estimated and accounted in the year of export as an adjustment to raw material consumption, provided there is a reasonable degree of certainty with regard to its ultimate realisation.

(v) Liability for Excise duty payable on stock in bonded warehouse at the year-end is provided for.

(vi) Dividend income and keyman insurance policy refund is recognised when the right to receive the payment is established.

(vii) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

(viii) Product warranty expenses are determined / estimated and provided for on the basis of the past experience of the Company.

(m) Assets taken on Lease:

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating lease. Lease rents under operating leases are recognised in the Statement of Profit and Loss on accrual basis.

Assets acquired on finance lease are capitalised at their fair market value on the date of acquisition and a corresponding lease liability is created for the same.

(n) Assets given on Lease:

The Company has leased certain tangible assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

(o) Taxation:

Income-tax expense comprises current tax and deferred tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. In situations where there are carried forward losses and unabsorbed depreciation as per the Income Tax Act, 1961, of India, deferred tax assets are recognised only when there is virtual certainty supported by convincing evidence that such assets can be realised against future taxable profits. Deferred tax assets on account of other timing differences are recognised only to the extent there is reasonable certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax assets are reviewed to reassure realization. Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(p) Expenditure during Construction Period:

In case of new Projects and in case of substantial modernisation / expansion at existing units of the Company, all directly attributable expenditure specifically for the project, incurred upto the date of installation, is capitalised and added pro-rata to the cost of fixed assets.

(q) Government Grants:

Grants received against specific fixed assets are adjusted to the cost of the assets and those in the nature of contribution towards the Company's total capital outlay are credited to Capital Reserve. Revenue grants are recognized in the Statement of Profit and Loss as an adjustment to the respective expense in accordance with the related scheme and the period in which these are accrued.

(r) Provisions, Contingent Assets and Contingent Liabilities:

A provision is recognized when there is a present obligation as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and in respect of which reliable estimate can be made. At each Balance Sheet date, the carrying value of provisions is reviewed and adjusted to reflect the best current estimate. Contingent liabilities are not recognized but disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

27. Contingent Liabilities and commitments to the extent not provided for in respect of:

(a) Contingent liabilities :-

(₹ in lacs)

	Particulars	31st March, 2015	31st March, 2014
i)	Excise and Service Tax matters	190.88	341.44
ii)	Sales Tax matters *	1,616.48	1,132.60
iii)	Income Tax matters	4.16	3.39
iv)	a) On account of surety given on behalf of Joint Venture for claiming exemption from the payment of Central Excise Duty for export of excisable goods to foreign country or to Special Economic Zone / Export Oriented Unit without payment of Central Excise Duty	-	10.00
	b) On account of Cross Subsidy Surcharge on electricity	9.38	9.38

* Includes ₹ 972.61 lacs (Previous Year ₹ 972.61 lacs) paid in full against the disputed Sales Tax liability under the Kerala General Sales Tax Act, 1963. The matter is pending for hearing in the Honorable Supreme Court of India.

Note: The Excise and Service Tax, Sales Tax and Income Tax demands are being contested by the Company at various levels. The Company has been legally advised that it has a good case and the demands by the authorities are not tenable. Future cash flows in respect of these are determinable only on receipt of judgements / decisions pending with various forums/ authorities.

(b) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 292.33 lacs (Previous Year ₹ 207.64 lacs).

28. Disclosure relating to provisions in respect of Product Warranty is as follows:

(₹ in Lacs)

Particulars	2014-15	2013-14
Opening Balance	**365.84**	169.86
Additions	**427.54**	600.52
Utilisations / Reversals	**327.43**	404.54
Closing Balance	**465.95**	365.84

Provision is estimated for expected warranty claim in respect of products sold during the year based on past experience regarding defective claim of products and cost of rectification or replacement. It is expected that most of this cost will be incurred over next 12 months which is as per warranty terms.

29. Share capital

(a) Rights, preferences and restrictions attached to Equity Shares: The Company has only one class of equity shares having a par value of `10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Vamanrai V. Parekh	**1,795,462**	**12.03%**	1,795,462	12.03%
Nilkamal Builders Private Limited	**1,464,000**	**9.81%**	1,464,000	9.81%
Sharad V. Parekh	**1,292,908**	**8.66%**	1,292,908	8.66%
Hiten V. Parekh	**1,209,962**	**8.11%**	1,170,055	7.84%
Nayan S. Parekh	**1,201,473**	**8.05%**	1,148,263	7.69%
Heirloom Finance Private Limited	**912,000**	**6.11%**	912,000	6.11%
Manish V. Parekh	**814,415**	**5.45%**	774,507	5.19%
Reliance Capital Trustee Co. Ltd. A/C – Reliance regular Savings Fund – Equity Option	**600,000**	**4.02%**	1,000,000	6.70%

(c) Reconciliation of number of shares outstanding as on beginning and closing of the year

Particulars	Equity Shares			
	2014-15		2013-14	
	Number	**₹ (in Lacs)**	Number	₹ (in Lacs)
Shares outstanding at the beginning of the year	**14,922,525**	**1,492.25**	14,922,525	1,492.25
Shares issued during the year	**-**	**-**	-	-
Shares bought back during the year	**-**	**-**	-	-
Shares outstanding at the end of the year	**14,922,525**	**1,492.25**	14,922,525	1,492.25

30. Borrowings:

(A) Secured loans:

(a) Working Capital loans :

Working capital facilities of ₹ 12,523.90 lacs (Previous Year ₹ 17,599.17 lacs) from Banks are secured on first pari passu basis by way of hypothecation of current assets of the Company, second pari passu charge by way of equitable mortgage on the Company's immovable property and personal guarantee of Director/s. Working Capital Loans are repayable on Demand having Interest Rate from 9.95% to 12.50%.

(b) Term Loans:

Term loans of ₹ 8,178.90 lacs (Previous Year: ₹ 14,388.53 lacs) from the Banks are secured on first pari passu basis by way of Equitable mortgage created on Company's immovable properties situated at Sinnar (Maharashtra), Barjora (West Bengal), Noida (Uttar Pradesh), Vasona (UT of D & NH), Puducherry (UT), Kharadpada (UT of D & NH), Jammu (Jammu & Kashmir) , Hosur (Tamil Nadu) together with all building and structures thereon and all Plant and Machinery, second pari passu charge by way of hypothecation of current assets of the Company. Also personal guarantee of a Director has been provided for the Term loans, except for a foreign currency loan of ₹ 5,625.45 lacs (Previous Year ₹ 7,190.40 lacs).

(c) Terms of Repayment

(i) Rupee Term loan

Term Loans are repayable in equal quarterly Installments, last installments due for various draw downs from October 2015 to December 2018 as per repayment schedules, having Interest rate from 11.50% to 14.00% which are reset periodically

(ii) Foreign Currency loan

Foreign Currency loan is repayable in equal quarterly/half yearly installments, last installments due on March, 2018 as per repayment schedules, having interest rate from 3 /6 month LIBOR + 1.50% to 2.50 % which are reset periodically.

(B) Commercial Paper balance outstanding at year end ₹ Nil (Previous Year ₹ Nil). Maximum balance outstanding during the year ₹ 3,000 Lacs (Previous Year ₹ 3,000 Lacs).

31. Cross Currency Interest Rate Swap:

The Company has adopted the principles of hedge accounting as set out in Accounting Standard (AS 30) on 'Financial Instruments: Recognition and Measurement', in respect of Cross Currency Interest Rate Swap (CCIRS) to hedge its foreign currency risk and interest rate risk, which are not covered by the requirements of Accounting Standard (AS 11) 'The Effects of Changes in Foreign Exchange Rates'. Accordingly ` 20.05 Lacs being difference arising on fair valuation of outstanding derivatives as on 31 March, 2015 disclosed in Cash Flow Hedge Reserve in the balance sheet.

32. Dues to micro and small suppliers

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, there are no outstanding dues to the Micro and Small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	31st March, 2015	31st March, 2014
Principal amount remaining unpaid to any supplier as at the year end	-	-
Interest due thereon	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-

33. (a) Revenue from Operations (Net):- (₹ in lacs)

	Particulars	2014-15	2013-14
	Details of Turnover of Goods		
(a)	Finished Goods		
	(i) Moulded Plastics Articles	**112,472.33**	94,763.77
	(ii) Others	**3,301.27**	6,387.28
(b)	Traded Goods		
	(i) Moulded Plastics Articles	**39,628.39**	40,155.23
	(ii) Readymade Home Furniture, Furnishing, Accessories and Others	**21,732.74**	21,865.24
	(iii) Others	**207.04**	327.08
	Total	**177,341.77**	163,498.60

(b) Details of Traded Purchases:- (₹ in lacs)

Particulars	2014-15	2013-14
(i) Moulded Plastics Articles	**30,547.95**	30,067.62
(ii) Readymade Home Furniture, Furnishing, Accessories and Others	**12,399.37**	12,537.34
(iii) Others	**80.84**	78.24
Total	**43,028.16**	42,683.20

(c) Details of Closing Stock :- (₹ in lacs)

	Particulars	2014-15	2013-14
(a)	**Finished Goods**		
	(i) Moulded Plastics Articles	**6,361.21**	7,327.26
	(ii) Others	**394.52**	368.11
(b)	**Traded Goods**		
	(i) Moulded Plastics Articles and Others	**5,208.70**	5,511.64
	(ii) Readymade Home Furniture, Furnishing, Accessories and Others	**6,098.90**	5,825.27
	(iii) Others	**42.41**	89.08
	Total	**18,105.74**	19,121.36

(d) Details of Raw Material Consumed:- *(₹ in lacs)*

Particulars	2014-15	2013-14
(a) Polyethylene	**38,082.17**	31,616.14
(b) Polypropylene	**23,724.55**	20,715.91
(c) Others	**6,954.97**	7,400.81
Total	**68,761.69**	59,732.86

(e) Details of Imported and Indigenous Raw Material Consumed:-

Particulars	2014-15		2013-14	
	(₹ in lacs)	**%**	(₹ in lacs)	%
(a) Imported	**9,246.99**	**13.45**	3,590.55	6.01
(b) Indigenous	**59,514.70**	**86.55**	56,142.31	93.99
Total	**68,761.69**	**100.00**	59,732.86	100.00

(f) Details of Imported and Indigenous Stores and Spares Consumed:-

Particulars	2014-15		2013-14	
	(₹ in lacs)	**%**	(₹ in lacs)	%
(a) Imported	**55.76**	**2.41**	112.86	5.25
(b) Indigenous	**2,258.94**	**97.59**	2,034.92	94.75
Total	**2,314.70**	**100.00**	2,147.78	100.00

(g) Earnings in Foreign Currency :-

(i) FOB Value of exports ₹ 5,145.12 lacs (Previous year ₹ 4,443.36 lacs).

(ii) Technical and Management Fees from Subsidiaries ₹ 31.83 lacs (Previous Year ₹ 28.96 lacs).

(iii) Income earned from export of services ₹49.04 lacs (Previous Year ₹ 81.07 lacs).

(iv) Dividend Received from Subsidiaries ₹ 177.25 lacs (Previous Year ₹ 11.72 lacs).

(v) Lease Rent Received from Subsidiary ₹ 13.08 lacs (Previous Year ₹ 6.76 lacs).

(vi) Sale of Fixed Assets to Subsidiary ₹ 51.37 lacs (Previous Year ₹ Nil)

(h) CIF Value of Imports:- *(₹ in lacs)*

Particulars	2014-15	2013-14
(a) Capital Goods	**217.28**	791.89
(b) Raw Material	**8,517.66**	5,293.61
(c) Traded Goods	**9,106.45**	8,560.39
(d) Stores, Spares etc	**289.42**	238.44
Total	**18,130.81**	14,884.33

(i) Expenditure in Foreign Currency:- *(₹ in lacs)*

Particulars	2014-15	2013-14
(a) Travelling Expenses	**118.28**	111.34
(b) Interest	**537.86**	550.73
(c) Legal and Professional Charges	**75.71**	80.26
(d) Others	**157.58**	138.03
Total	**889.43**	880.36

34. Disclosure in respect of derivative instruments:-

(a) Derivatives contracts entered by the Company and outstanding as at year end :-

(₹ in lacs)

Particulars	Currency	2014-15		2013-14	
		Forward	**Swap**	**Forward**	**Swap**
Cross Currency Interest Rate Swap	**USD** **₹**	**-**	**72.67** **4,542.03**	**-**	94.00 5,632.48
Imports Forward Contracts	**USD** **₹**	**11.50** **727.47**	**-**	9.50 597.95	-
	EURO **₹**	**1.40** **108.48**	**-**	-	-

(b) All derivative and financial instruments entered into by the Company are for hedging purpose only.

(c) Foreign currency exposure that are not hedged by derivative instruments as at year end.

(₹ in lacs)

Particulars	Currency	2014-15	2013-14
Receivables	**USD** ₹	**14.06** **879.54**	15.86 1044.24
	EURO ₹	**0.84** **56.20**	0.70 57.90
	GBP ₹	**0.03** **3.14**	- -
	SGD ₹	**0.10** **4.51**	0.06 2.88
	JPY ₹	**0.04** **2.33**	- -
Payables	**USD** ₹	**8.57** **535.51**	7.29 436.59
	EURO ₹	**0.54** **36.45**	0.58 47.88
Payables	**GBP** ₹	**-** **-**	0.03 2.99
	SGD ₹	**0.08** **3.65**	0.26 12.39
	JPY	**6.08** **3.16**	- -
Loan Taken	**USD** ₹	**17.33** **1,083.42**	51.00 3,055.92
Cash and Bank Balances	**USD** ₹	**-** **-**	0.01 0.87

35. Related Party Disclosures:

Names of related parties and description of relationship

I	Foreign Subsidiaries where control exists	Nilkamal Eswaran Plastics Pvt. Ltd. Nilkamal Eswaran Marketing Pvt. Ltd. Nilkamal Crates and Bins, FZE.
II	Joint Venture	Nilkamal Bito Storage Systems Pvt. Ltd. Cambro Nilkamal Pvt. Ltd.
III	Key Management Personnel	Mr. Vamanrai V. Parekh, Chairman Mr. Sharad V. Parekh, Managing Director Mr. Hiten V. Parekh, Executive Director Mr. Manish V. Parekh, Executive Director Mr. Nayan S. Parekh, Executive Director
IV	Relatives of Key Management Personnel	Mrs. Dhruvi Nakul Kumar Miss Priyanka H. Parekh
V	Enterprise owned or significantly influenced by key Management Personnel or their relatives, where transactions have taken place	Nilkamal Crates & Containers M. Tech Industries

(₹ in lacs)

	Subsidiaries	**Joint Venture**	**Key Management Personnel**	**Relatives of Key Management Personnel**	**Enterprises owned or significantly influenced by key management personnel or their relatives**	**Total**	Subsidiaries	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned or significantly influenced by key management personnel or their relatives	Total
	2014-15						2013-14					
Sales of Finished Goods / Others	**993.33**	**859.32**	**-**	**-**	**7.32**	**1,859.97**	691.53	508.09	-	-	-	1,199.62
Nilkamal Eswaran Plastics Pvt Ltd	**17.65**	**-**	**-**	**-**	**-**	**-**	37.82	-	-	-	-	-
Nilkamal Eswaran Marketing Pvt Ltd	**85.53**	**-**	**-**	**-**	**-**	**-**	57.03	-	-	-	-	-
Nilkamal Crates and Bins, FZE.	**890.15**	**-**	**-**	**-**	**-**	**-**	596.68	-	-	-	-	-

(₹ in lacs)

	Subsidiaries	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned or significantly influenced by key management personnel or their relatives	Total	Subsidiaries	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned or significantly influenced by key management personnel or their relatives	Total
	2014-15						2013-14					
Nilkamal Bito Storage Systems Pvt. Ltd.	-	156.18	-	-	-	-	-	44.95	-	-	-	-
Cambro Nilkamal Pvt. Ltd.	-	703.14	-	-	-	-	-	463.14	-	-	-	-
Nilkamal Crates & Containers	-	-	-	-	7.32	-	-	-	-	-	-	-
Sales of Fixed Assets	51.37	1.74	-	-	-	53.11	-	-	-	-	-	-
Nilkamal Eswaran Plastics Pvt Ltd	51.37	-	-	-	-	-	-	-	-	-	-	-
Nilkamal Bito Storage Systems Pvt. Ltd.	-	1.74	-	-	-	-	-	-	-	-	-	-
Purchases of raw materials, intermediaries and finished goods	-	576.62	-	-	24.36	600.98	-	688.55	-	-	-	688.55
Nilkamal Bito Storage Systems Pvt. Ltd.	-	469.79	-	-	-	-	-	538.01	-	-	-	-
Cambro Nilkamal Pvt. Ltd.	-	106.83	-	-	-	-	-	150.54	-	-	-	-
M. Tech Industries	-	-	-	-	24.36	-	-	-	-	-	-	-
Paid for services and labour charges	-	-	-	-	224.25	224.25	-	-	-	-	-	-
M. Tech Industries	-	-	-	-	224.25	-	-	-	-	-	-	-
Received for services & labour charges	-	24.46	-	-	-	24.46	-	73.62	-	-	-	73.62
Nilkamal Bito Storage Systems Pvt. Ltd.	-	24.46	-	-	-	-	-	73.62	-	-	-	-
Deputation income	-	140.84	-	-	-	140.84	-	73.16	-	-	-	73.16
Nilkamal Bito Storage Systems Pvt. Ltd.	-	110.30	-	-	-	-	-	42.38	-	-	-	-
Cambro Nilkamal Pvt. Ltd.	-	30.54	-	-	-	-	-	30.78	-	-	-	-
Technical and Management Fees received	31.83	375.87	-	-	-	407..70	28.96	342.62	-	-	-	371.58
Nilkamal Eswaran Plastics Pvt Ltd	31.83	-	-	-	-	-	28.96	-	-	-	-	-
Nilkamal Bito Storage Systems Pvt. Ltd.	-	283.59	-	-	-	-	-	255.72	-	-	-	-
Cambro Nilkamal Pvt. Ltd.	-	92.28	-	-	-	-	-	86.90	-	-	-	-
Dividend received	177.25	4.20	-	-	-	181.45	11.72	2.10	-	-	-	13.82
Nilkamal Eswaran Plastics Pvt Ltd	6.98	-	-	-	-	-	3.56	-	-	-	-	-
Nilkamal Crates & Bins, FZE.	170.27	-	-	-	-	-	8.16	-	-	-	-	-
Cambro Nilkamal Pvt. Ltd.	-	4.20	-	-	-	-	-	2.10	-	-	-	-
Purchase of fixed assets	11.73	5.33	-	-	-	17.06	41.51	766.01	-	-	-	807.52
Nilkamal Eswaran Plastics Pvt Ltd	11.73	-	-	-	-	-	41.51	-	-	-	-	-
Nilkamal Bito Storage Systems Pvt. Ltd.	-	5.33	-	-	-	-	-	766.01	-	-	-	-
Rent paid	-	-	5.40	5.01	211.72	222.13	-	-	-	16.45	185.34	201.79
Nilkamal Crates & Containers	-	-	-	-	211.72	-	-	-	-	-	185.34	-
Mr. Vamanrai V. Parekh	-	-	5.40	-	-	-	-	-	-	-	-	-
Mrs. Dhruvi Nakul Kumar	-	-	-	5.01	-	-	-	-	-	16.45	-	-
Remuneration to Directors	-	-	472.20	-	-	472.20	-	-	466.79	-	-	466.79
Mr. Sharad V. Parekh	-	-	125.09	-	-	-	-	-	123.69	-	-	-
Mr. Hiten V. Parekh	-	-	126.40	-	-	-	-	-	126.29	-	-	-
Mr. Manish V. Parekh	-	-	118.31	-	-	-	-	-	118.20	-	-	-
Mr. Nayan S. Parekh	-	-	102.40	-	-	-	-	-	98.61	-	-	-
Salary Paid	-	-	-	-	-	-	-	-	-	2.35	-	2.35
Miss Priyanka H. Parekh	-	-	-	-	-	-	-	-	-	2.35	-	-
Board & Audit Committee fees	-	-	2.15	-	-	2.15	-	-	1.40	-	-	1.40
Mr. Vamanrai V. Parekh	-	-	2.15	-	-	-	-	-	1.40	-	-	-
Lease Rent Received	13.08	-	-	-	-	13.08	6.76	-	-	-	-	6.76
Nilkamal Eswaran Plastics Pvt Ltd	13.08	-	-	-	-	-	6.76	-	-	-	-	-
Reimbursement of Expenses	8.06	79.99	-	-	90.04	178.09	-	63.59	-	-	67.69	131.28
Nilkamal Eswaran Plastics Pvt Ltd	8.06	-	-	-	-	-	-	-	-	-	-	-
Nilkamal Bito Storage Systems Pvt. Ltd.	-	41.50	-	-	-	-	-	33.54	-	-	-	-
Cambro Nilkamal Pvt. Ltd.	-	38.49	-	-	-	-	-	30.05	-	-	-	-
Nilkamal Crates & Containers	-	-	-	-	90.04	-	-	-	-	-	67.69	-
Balances Outstanding at the year end:	-	-	-	-	-	-	-	-	-	-	-	-
Deposits Receivable	-	-	-	3.00	720.00	723.00	-	-	-	-	720.00	720.00
Nilkamal Crates & Containers	-	-	-	-	720.00	-	-	-	-	-	720.00	-
Mrs. Dhruvi Nakul Kumar	-	-	-	3.00	-	-	-	-	-	-	-	-
Other Receivables	239.19	109.78	-	-	7.32	356.29	258.87	174.22	-	-	-	433.09
Nilkamal Eswaran Plastics Pvt Ltd	79.35	-	-	-	-	-	113.44	-	-	-	-	-
Nilkamal Eswaran Marketing Pvt Ltd	24.04	-	-	-	-	-	8.40	-	-	-	-	-
Nilkamal Crates & Bins, FZE.	135.80	-	-	-	-	-	137.03	-	-	-	-	-
Nilkamal Bito Storage Systems Pvt. Ltd.	-	97.99	-	-	-	-	-	31.01	-	-	-	-
Cambro Nilkamal Pvt. Ltd.	-	11.79	-	-	-	-	-	143.21	-	-	-	-

(₹ in lacs)

	Subsidiaries	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned or significantly influenced by key management personnel or their relatives	Total	Subsidiaries	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned or significantly influenced by key management personnel or their relatives	Total
	2014-15						2013-14					
Nilkamal Crates & Containers	-	-	-	-	7.32	-	-	-	-	-	-	-
Other Payables	-	159.11	-	1.01	79.82	239.94	-	133.52	-	-	-	133.52
Nilkamal Bito Storage Systems Pvt. Ltd.	-	133.27	-	-	-	-	-	96.44	-	-	-	-
Cambro Nilkamal Pvt. Ltd.	-	25.84	-	-	-	-	-	37.08	-	-	-	-
Nilkamal Crates & Containers	-	-	-	-	0.52	-	-	-	-	-	-	-
Mrs. Dhruvi Nakul Kumar	-	-	-	1.01	-	-	-	-	-	-	-	-
M. Tech Industries	-	-	-	-	79.30	-	-	-	-	-	-	-
Guarantees given as security towards borrowings of the Company	-	-	15,077.35	-	-	15,077.35	-	-	25,045.29	-	-	25,045.29
For working capital facilities guarantee jointly given by Mr.Vaman Parekh, Mr.Sharad Parekh and Mr. Hiten Parekh	-	-	12,523.90	-	-	-	-	-	17,599.17	-	-	-
For Term loan Guarantee given by Mr. Sharad Parekh	-	-	2,553.45	-	-	-	-	-	7,446.12	-	-	-

36. (a) (i) Operating Lease in respect of Property taken on Lease:

The Company has taken warehouses, showrooms, offices under operating leases. The agreements are executed for the period of 36 to 240 months with a non cancelable period upto 60 months. For certain properties taken on Lease, contingent rent payable as a percentage of revenue from the respective stores, subject to a minimum rent.

(₹ in lacs)

	Particulars	2014-15	2013-14
(a)	Lease payments recognised in the Statement of Profit and Loss [includes contingent rent of ₹ 613.34 lacs (Previous Year ₹ 205.72 lacs)]	**4,346.92**	4,078.00
(b)	Future minimum Lease Payments under non cancelable agreements.		
	(i) Not later than one year	**1,274.12**	1,583.26
	(ii) Later than one year and not later than 5 years	**3,543.11**	4,397.09
	(iii) Later than 5 years	**547.65**	1,339.29

(ii) Operating Lease in respect of Other Asset taken on Lease: (₹ in lacs)

	Particulars	2014-15	2013-14
(a)	Lease payments recognised in the Statement of Profit and Loss	**214.00**	49.20
(b)	Future minimum Lease Payments under non cancelable agreements.		
	(i) Not later than one year	**245.59**	60.33
	(ii) Later than one year and not later than 5 years	**557.87**	100.79
	(iii) Later than 5 years	**-**	-

The agreement is executed with a non cancelable period upto 60 months (Previous Year 48 months).

(b) Asset given on Operating Lease:

The Company has leased out some of its Material Handling equipments. The lease term is in the range of 36-60 months. There is no escalation or renewal clause in the lease agreements and sub-letting is not permitted. The carrying amounts of equipments given on operating leases and depreciation thereon for the period are:

(₹ in lacs)

	Particulars	2014-15	2013-14
(i)	Gross Carrying Amount	**318.46**	318.46
(ii)	Depreciation for the Year	**56.21**	55.17
(iii)	Accumulated Depreciation	**124.20**	67.99
	The Total future Minimum rentals receivable at the Balance Sheet Date Is as Under		
(i)	For a period not later than one year	**76.42**	119.12
(ii)	For a period more than one year but not later than 5 years	**-**	56.50
iii)	For a period later than 5 years	**-**	-

37. Disclosure pursuant to Accounting Standard – 15 "Employee Benefits":

(a) The Company recognised ₹ 356.72 lacs (Previous Year ₹ 282.89 lacs) for provident fund contribution in the Statement of Profit and Loss.

(b) Defined Benefit Plan Disclosures:

(₹ in lacs)

Sr. No.	Particulars	2014-15 Gratuity	2013-14 Gratuity
1	**Expense recognized in Statement of Profit and Loss**		
	(a) Current Service Cost	**129.48**	98.40
	(b) Interest Cost	**63.85**	66.07
	(c) Expected return of plan assets	**(38.74)**	(25.33)
	(d) Actuarial (Gain)/Loss	**12.68**	(44.53)
	(e) Total expense recognised in the Statement of Profit and Loss	**167.27**	94.61
2	**Net Liability recognised in Balance Sheet**		
	(a) Present Value of Obligation	**982.95**	798.10
	(b) Fair Value of Plan Assets	**(570.87)**	(355.47)
	(c) Liability recognised in the Balance Sheet	**412.08**	442.63
	- Current	**91.37**	84.66
	- Non Current	**320.71**	357.97
3	**Change in Defined Benefit Obligation (DBO) during the year**		
	(a) Present Value of Obligation as at beginning of the year	**798.09**	734.15
	(b) Current Service cost	**129.48**	98.40
	(c) Interest Cost	**63.85**	66.07
	(d) Actuarial (Gain)/Loss	**39.35**	(55.83)
	(e) Benefits paid	**(47.82)**	(44.70)
	(f) Present Value of Obligation as at the close of the year	**982.95**	798.09
4	**Changes in the Fair Value of Plan Assets**		
	(a) Present Value of Plan Assets as at beginning of the year	**355.47**	221.43
	(b) Contribution to the fund	**150.00**	120.00
	(c) Expected return of plan assets	**38.74**	25.33
	(d) Actuarial Gain/(Loss)	**26.66**	(11.29)
	(e) Fair Value of Plan Assets as at the close of the year	**570.87**	355.47
	(f) Actual return on plan assets	**65.42**	14.04
5	**Actuarial Assumptions**		
	(a) Discount Rate (per annum)	**8.00%**	9.00%
	(b) Expected Rate of Return on Assets (per annum)	**9.00%**	9.00%
	(c) Salary Escalation Rate (per annum)	**7.00%**	7.00%
	(d) Mortality	**Indian Assured Life Mortality (2006-08) Ult.**	Indian Assured Life Mortality (2006-08) Ult.
6	**Percentage of each Category of Plan Assets to total Fair Value of Plan Assets**		
	Insurer Managed Funds	**100%**	100%

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Experience Adjustment

(₹ in lacs)

Sr. No.	Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
1	Present Value of the defined benefit obligation	**982.96**	798.09	734.15	567.61	475.60
2	Fair value of the plan assets	**570.89**	355.47	221.43	201.35	143.91
3	Surplus / (deficit) in the plan	**(412.07)**	(442.63)	(512.72)	(366.26)	(331.69)
4	Experience adjustment on plan assets	**26.67**	(11.29)	1.96	(5.22)	0.65
5	Experience adjustment on plan liabilities	**(51.61)**	2.26	(16.90)	(11.21)	0.30
6	The estimated contribution to be paid to the plan during the annual period beginning after balance sheet date is ₹ 91.37 lacs (Previous Year ₹ 84.66 lacs)					

(c) Compensated Absences:

The Compensated Absences is payable to all eligible employees for each day of accumulated leave on death or on resignation. Compensated Absences debited to Statement of Profit and Loss during the year amounts to ₹ 207.42 lacs (Previous Year ₹ 125.07 lacs) and is included in Note 23 - 'Employee benefits expenses'. Accumulated non-current provision for leave encashment aggregates ₹ 375.31 lacs (Previous Year ₹ 321.73 lacs) and current provision aggregates ₹ 248.15 lacs (Previous Year ₹ 219.90 lacs).

38. Information on Joint Ventures:

(a) Jointly Controlled Entities:

Name of the Joint Venture	Country of Incorporation	Percentage of Ownership Interest
Nilkamal Bito Storage Systems Pvt. Ltd.	India	50
Cambro Nilkamal Pvt Ltd.	India	50

(b) Contingent Liability in respect of the Jointly Controlled Entities: *(₹ in lacs)*

Particulars	2014-15	2013-14
(a) Directly incurred by the Company	**-**	10.00
(b) Share of the Company in contingent liabilities which have been incurred jointly with other ventures	**-**	-
(c) Share of the Company in contingent liabilities incurred by jointly controlled entity (to the extent ascertainable)	**85.29**	-
(d) Share of other ventures in contingent liabilities incurred by jointly controlled entity.	-	-

(c) Capital Commitment in respect of the Jointly Controlled Entities: *(₹ in lacs)*

Particulars	2014-15	2013-14
(a) Direct Capital commitments by the Company	-	-
(b) Share of the Company in capital commitments which have been incurred jointly with other ventures	-	-
(c) Share of the Company in capital commitments of the jointly controlled entity.	-	-

(d) Share in the Assets, Liabilities, Income and Expenses with respect to Jointly Controlled Entities (as per audited/unaudited financial statements available with the company**:**

(₹ in lacs)

		2014-15	2013-14
(A)	**Assets** :		
	Tangible Assets	**929.60**	1,069.39
	Intangible Assets	**0.79**	9.68
	Intangible assets under development	**-**	-
	Long-term loans and advances	**64.96**	55.53
	Other non-current assets	**0.70**	0.70
	Inventories	**800.91**	491.36
	Trade Receivables	**1,160.01**	941.58
	Cash and Bank Balances	**577.53**	476.31
	Short-term loans and advances	**117.81**	93.97
	Other current assets	**11.06**	17.76

(₹ in lacs)

		2014-15	2013-14
(B)	**Liabilities** :		
	Long Term Borrowings	**-**	47.82
	Deferred Tax Liabilities (Net)	**8.74**	13.91
	Long term provisions	**26.50**	24.49
	Short Term Borrowings	**197.48**	159.96
	Trade Payables	**358.70**	326.73
	Other Current Liabilities	**168.46**	195.96
	Short term provisions	**134.16**	20.78
(C)	**Income**:		
	Revenue from Operations (Net)	**5271.05**	4,715.54
	Other Income	**21.04**	14.63
(D)	**Expenditure**:		
	Cost of materials and components consumed	**2,388.21**	1,980.33
	Purchases of Stock-in-trade	**699.17**	444.70
	(Increase)/Decrease in Stock of finished goods, work in progress and stock-in-trade	**(208.43)**	101.52
	Employee benefits expense	**344.92**	341.26
	Finance costs	**25.24**	30.31
	Depreciation and Amortisation	**192.73**	176.63
	Other Expenses	**1,287.09**	1,158.43
	Tax Expenses (Net)	**88.35**	48.63

39. Earnings per share:

	2014-15	2013-14
Profit for the year after tax (₹ In Lacs)	**4,246.11**	4,003.15
Nominal Value per Share in Rupees	**10.00**	10.00
Weighted average number of equity shares Outstanding during the year	**14,922,525**	14,922,525
Basic and diluted earnings per share (Rs)	**28.45**	26.83

40. In accordance with Accounting Standard 17 "Segment Reporting", segment information has been given in the Consolidated Financial Statement of Nilkamal Limited and therefore no separate disclosure on segment information is given in these financial statements.

41. Previous year figures have been regrouped / reclassified wherever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No : 048648

For **VORA & ASSOCIATES**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership No. : 031756

Mumbai
May 12, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF NILKAMAL LIMITED
CIN : L25209DN1985PLC000162

Sharad V. Parekh
Managing Director
DIN : 00035747

Hiten V. Parekh
Executive Director
DIN : 00037550

Paresh B. Mehta
Chief Financial Officer

Priti P. Dave
Company Secretary
Membership No : 19469

Mumbai
May 12, 2015

Performance at a glance

(₹ in lacs)

Particulars	2010-11	2011-12	2012-13	2013-14	2014-15
Net Sales	125,170	143,461	161,066	164,907	178,666
Profit Before Tax	7,004	7,105	4,365	5,813	6,051
Profit After Tax	5,246	5,560	3,119	4,003	4,246
Share Capital	1,492	1,492	1,492	1,492	1,492
Reserves and Surplus	34,086	38,952	41,419	44,782	47,752
Shareholder's Funds	35,578	40,444	42,911	46,274	49,244
Loan Funds	30,246	36,167	39,410	31,988	20,703
Total Capital Employed	65,824	76,611	82,321	78,262	69,947
Gross Block	56,153	63,382	68,495	71,937	71,729
Net Block	29,776	33,232	34,242	33,473	28,504
Investments	2,530	2,530	2,530	2,556	2,556
Net Current Assets	33,433	40,058	46,497	42,981	39,544
RATIO					
Financial Performance %	**2010-11**	**2011-12**	**2012-13**	**2013-14**	**2014-15**
Domestic Turnover/Total Revenue	96.03	96.30	97.17	96.42	96.62
Exports/Total Revenue	3.65	3.53	2.63	3.37	3.03
Other Income/Total Revenue	0.32	0.17	0.20	0.21	0.35
Raw Material/Total Revenue	61.71	61.04	63.08	63.13	63.19
Overheads/Total Revenue	21.67	22.18	22.51	21.51	22.36
Adv & Sales Exps/Total Revenue	2.15	1.88	1.67	1.63	1.51
Interest/Total Revenue	2.41	2.79	2.66	2.51	1.78
Profit Before Tax/Total Revenue	5.58	4.94	2.70	3.52	3.38
Depreciation//Total Revenue	2.62	2.82	2.75	2.96	3.00
Net Profit After Tax /Total Revenue	4.18	3.87	1.93	2.42	2.37
Return on Capital Employed	13.02	12.23	8.61	9.20	9.20
Return on Net Worth	17.29	14.63	7.48	8.98	8.89
Balance Sheet Ratios					
Debtors Turnover (days)	38	44	46	42	41
Inventory Turnover	66	69	69	67	57
Current Ratio	4.25	4.06	4.24	3.88	3.45
Asset Turnover	4.85	4.38	4.76	4.93	6.27
Debt-Equity	0.85	0.89	0.92	0.69	0.42
Per Share Data - Rs.					
EPS	36.80	37.26	20.90	26.83	28.45
CEPS	59.91	64.39	50.62	59.61	64.48
Book Value	238.42	271.03	287.56	310.10	329.99
Shareholder Statitics					
DPS	4.00	4.00	4.00	4.00	4.50
Dividend (%)	40	40	40	40	45
Dividend Payout (Rs)	694	694	698	688	772
Dividend Payout (%)	13.22	12.48	22.39	17.19	18.18

Independent Auditors' Report to the Members of Nilkamal Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Nilkamal Limited ("the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred as "the Group") and jointly controlled entities, comprising of the consolidated Balance Sheet as at 31st March, 2015, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its jointly controlled entities in accordance with 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 (particularly Accounting Standard 21 - Consolidated Financial Statements and Accounting Standard 27 – Financial Reporting of Interest in Joint Ventures). The respective Board of Directors of the Companies included in the Group and of its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on the other financial information of subsidiaries and one jointly controlled entity, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its jointly controlled entities as at 31st March 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other matter

We have not audited the financial statements of the other subsidiaries and joint ventures included in the consolidated financial statements, which constitute total assets of ₹ 5,317.38 lacs as at 31st March, 2015, total revenue of ₹ 8,440.59 lacs and net cash inflows amounting to ₹ 453.27 lacs for the year then ended as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company and its jointly controlled entities incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

(b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

(c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) in our opinion, the aforesaid consolidated financials comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of written representations received from the directors of the Holding Company as on 31 March, 2015 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries and jointly controlled entities, none of the directors of the Group Companies and its jointly controlled companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act; and

(f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

   i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its jointly controlled entities - Refer Note 28(a) of the consolidated financial statements;

   ii. The Group and its jointly controlled entities did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries and jointly controlled Companies incorporated in India.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No: 048648

Mumbai
May 12, 2015

For **Vora & Associates**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership Number: 031756

Mumbai
May 12, 2015

Annexure to the Independent Auditors' Report – 31st March, 2015

As stated in the paragraph 'Other Legal and Regulatory requirements' in our Independent Auditors' Report of even date, the following statement is based on the comments in the respective Independent Auditors' Report of the Holding Company and its jointly controlled entities incorporated in India.

(i) (a) The Holding Company and its jointly controlled entities incorporated in India are maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The Holding Company and its jointly controlled entities incorporated in India have a phased programme of physical verification of its fixed assets by which fixed assets of the Holding company and one jointly controlled entity incorporated in India are verified over a period of 3 years and fixed assets of the remaining jointly controlled entity incorporated in India are verified annually. In the opinion of the respective statutory auditors, this periodicity of physical verification is reasonable having regard to the size of the Holding Company and its jointly controlled entities incorporated in India and the nature of their respective assets. In accordance with the above program, the Holding Company and its jointly controlled entities incorporated in India have verified the relevant fixed assets during the year and as informed by the management of Holding Company and its jointly controlled entities incorporated in India, no material discrepancies were noticed on such verification, which have been adjusted.

(ii) (a) The inventory, except stocks lying with third parties, has been physically verified by the respective Managements of the Holding Company and its jointly controlled entities incorporated in India during the year. In the opinion of the respective statutory auditors of the Holding Company and its jointly controlled entities incorporated in India, the frequency of such verification is reasonable. In respect of stocks lying with third parties at the year-end, written confirmations have been obtained.

(b) The procedures of physical verification of inventory followed by the respective Managements of the Holding Company and its jointly controlled entities incorporated in India are reasonable and adequate in relation to the size of the respective companies and the nature of their respective businesses.

(c) The Holding Company and its jointly controlled entities incorporated in India are maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the respective book records were not material and have been dealt with in the respective books of accounts.

(iii) The Holding Company and its jointly controlled entities incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained by the respective companies under Section 189 of the Act. Accordingly, paragraphs of Clause 3(iii)(a) and (b) of the said Order are not applicable to the Holding Company and its jointly controlled entities incorporated in India.

(iv) In the opinion of the respective statutory auditors and according to the information and explanations given to the respective statutory auditors, there is an adequate internal control system commensurate with the size of the Holding Company and its jointly controlled entities incorporated in India and the nature of their respective businesses for the purchase of inventory and fixed assets and for the sale of goods and services. The respective statutory auditors have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

(v) In the opinion of the respective statutory auditors, and according to the information and explanations given to the respective statutory auditors, the Holding Company and its jointly controlled entities incorporated in India have not accepted deposits as per the directives issued by the Reserve Bank of India under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph (v) of the Order is not applicable to the Holding Company and its jointly controlled entities incorporated in India.

(vi) As per the Auditor's report of one of the jointly controlled entity in India, the Central Government of India has not prescribed the maintenance of cost records under Section 148 of the Act for any of the products of the Company. The respective statutory auditors have broadly reviewed the books of account maintained by the Holding Company and the remaining jointly controlled entity incorporated in India in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified Section 148 of the Act. The respective statutory auditors are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. The respective statutory auditors have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to the respective statutory auditors and on the basis of the examination of the records of the Holding Company and jointly controlled entities incorporated in India by their respective statutory auditors, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income tax, Sales tax,

Value added tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise and other material statutory dues, as applicable, have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to the statutory auditors of the Holding Company and jointly controlled entities incorporated in India, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income tax, Sales tax, Value added tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise, and other material statutory dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to the statutory auditors of the Holding Company and jointly controlled entities incorporated in India, there are no dues of Wealth tax and Duty of Customs which have not been deposited with the appropriate authorities on account of any dispute. The particulars of dues of Income-tax, Sales tax, Value Added Tax, Service tax and Duty of Excise as at 31st March, 2015 which have not been deposited on account of disputes are as follows:

Name of the Company	Relationship	Name of the statute	Nature of dues	Amount * (₹ in Lacs)	Period to which the amount relates	Forum where the dispute is pending
Nilkamal Limited	Holding Company	Central Sales Tax Act and Local Sales Tax of various states	Central Sales Tax and Local Sales Tax (including Value Added Tax)	*- 35.22 1.18 597.17	2001-2002 to 2004-2005 2008-2009 2007 2005-2006, 2007-2008, 2010 to 2013	Supreme Court High Court Tribunal Commissioner – Appeals
Nilkamal BITO Storage Systems Private Limited	Jointly Controlled Entity	Jammu & Kashmir Value Added Tax Act, 2005	Value Added Tax	175.58	2010 to 2012	Deputy Commissioner - Appeals
Nilkamal Limited	Holding Company	Central Excise Act, 1944	Excise Duty	4.81 22.95 156.14	1999-2001 2002-2007 June, 2009 to Sept, 2014	High Court Customs Excise & Service tax Appellate tribunal ("CESTAT") Commissioner -Appeals
Nilkamal Limited	Holding Company	Finance Act, 1994	Service Tax	0.81	2007 to 2012	Commissioner -Appeals
Nilkamal Limited	Holding Company	Income Tax Act, 1961	Tax deducted at source Penalty for non-disclosure of expense	3.39 0.77	2010-11 2010 to 2012	CIT (Appeals) CIT (Appeals)

* Amount is net of payments made under dispute.

(c) According to the information and explanations given to and on the basis of the examination by the statutory auditors of the records of the Holding Company and jointly controlled entities incorporated in India, the amounts required to be transferred by the Holding Company to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time. The jointly controlled entities incorporated in India did not have any dues on account of Investor Education and Protection Fund.

(viii) One of the jointly controlled entity incorporated in India, is registered for a period less than five years. Accordingly, clause (viii) of paragraph 3 of the Companies (Auditor's Report) Order, 2015, is not applicable for the year to that jointly controlled entity incorporated in India. The Holding Company and the remaining jointly controlled entity incorporated in India have no accumulated losses as at the end of the financial year and they have not incurred any cash losses in the financial year ended on that date or in the immediately

preceding financial year.

(ix) In the opinion of the respective statutory auditors and according to the information and explanations given to the statutory auditors of the Holding Company and its jointly controlled entities incorporated in India, none of the companies have defaulted in repayment of their respective dues to their bankers and financial institutions. The Holding Company and its jointly controlled entities incorporated in India did not have any outstanding dues to any debentures holders during the year.

(x) In the opinion of the respective statutory auditors and according to the information and explanations given to the statutory auditors of the Holding Company and its jointly controlled entities incorporated in India, the Holding Company and its jointly controlled entities incorporated in India have not given any guarantee for loans taken by others from banks or financial institutions during the year.

(xi) One of the jointly controlled entity incorporated in India, has not obtained any term loans. In the opinion of the respective statutory auditors and according to the information and explanations given to the respective statutory auditors, the term loans taken by the Holding Company and the remaining jointly controlled entity incorporated in India have been applied for the purpose for which they were raised.

(xii) According to the information and explanations given to the statutory auditors of the Holding Company and its jointly controlled entities incorporated in India, no instances of material fraud on or by each company have been noticed or reported during the course of audit by the statutory auditors of the Holding Company and jointly controlled entities incorporated in India.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No: 048648

Mumbai
May 12, 2015

For **Vora & Associates**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership Number: 031756

Mumbai
May 12, 2015

Consolidated Balance Sheet as at 31st March, 2015

(₹ in lacs)

Particulars	Note	As at 31st March, 2015	As at 31st March, 2014
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	1	**1,492.25**	1,492.25
(b) Reserves and Surplus	2	**51,005.15**	47,183.73
2 Minority Interest		**622.14**	538.46
3 Non-current liabilities			
(a) Long-Term Borrowings	3	**4,394.16**	9,332.58
(b) Deferred Tax Liabilities (Net)	4	**1,687.00**	2,497.88
(c) Other Long-Term Liabilities	5	**3,707.44**	3,326.90
(d) Long-Term Provisions	6	**839.40**	789.80
4 Current Liabilities			
(a) Short-Term Borrowings	7	**12,721.38**	17,759.13
(b) Trade Payables		**9,911.70**	10,157.74
(c) Other Current Liabilities	8	**8,431.97**	8,813.50
(d) Short-Term Provisions	9	**2,374.72**	2,233.59
TOTAL		**97,187.31**	104,125.56
II. ASSETS			
1 Non-current Assets			
(a) **Fixed Assets**	10		
(i) Tangible Assets		**30,392.93**	35,319.42
(ii) Intangible Assets		**205.42**	412.15
(iii) Capital Work-in-Progress		**122.63**	215.48
		30,720.98	35,947.05
(b) **Non-current Investments**	11	**27.02**	27.02
(c) **Long-Term Loans and Advances**	12	**5,281.64**	5,767.99
(d) **Other Non Current Assets**	13	**107.81**	43.74
2 Current assets			
(a) Current Investmenets	14	**462.26**	157.96
(b) Inventories	15	**29,236.05**	31,583.24
(c) Trade Receivables	16	**24,983.62**	23,566.29
(d) Cash and Bank Balances	17	**2,124.21**	2,555.38
(e) Short-Term Loans and Advances	18	**3,826.75**	3,977.88
(f) Other Current Assets	19	**416.97**	499.01
TOTAL		**97,187.31**	104,125.56
Significant accounting policies	27		

The notes referred in above form an integral part of the Consolidated fiancial statements.

AS PER OUR REPORT OF EVEN DATE ATTACHED.
For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF NILKAMAL LIMITED
CIN: L25209DN1985PLC000162

Sadashiv Shetty
Partner
Membership No: 048648

Sharad V. Parekh
Managing Director
DIN: 00035747

Hiten V. Parekh
Executive Director
DIN: 00037550

For **Vora & Associates**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership No: 031756

Paresh B. Mehta
Chief Financial Officer

Priti P. Dave
Company Secretary
Membership No. 19469

Mumbai
May 12, 2015

Mumbai
May 12, 2015

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

(₹ in lacs)

	Particulars	Note	Year ended 31st March, 2015	Year ended 31st March, 2014
I.	**Revenue from operations (Gross)**	20	**201,577.80**	184,353.67
	Less: Excise Duty		**12,118.93**	10,177.00
	Revenue from Operations (Net)		**189,458.87**	174,176.67
II.	**Other Income**	21	**456.14**	355.66
III.	**Total Revenue (I+II)**		**189,915.01**	174,532.33
IV.	**Expenses:**			
	Cost of Materials Consumed	22	**73,304.20**	63,695.02
	Purchases of Stock in Trade		**44,439.68**	44,235.04
	Changes in inventories of Finished Goods, Work-in-Progress and Traded Goods	23	**1,521.19**	1,932.55
	Employee Benefits Expense	24	**12,336.90**	11,526.64
	Finance Costs	25	**3,251.07**	4,250.77
	Depreciation and Amortization Expense	10	**5,742.37**	5,223.29
	Other Expenses	26	**42,236.57**	37,078.97
	Total Expenses		**182,831.98**	167,942.28
V.	**Profit Before Tax (III-IV)**		**7,083.03**	6,590.05
VI.	Tax Expense:			
	Current tax		**2,556.28**	1,672.46
	Minimum Alternate Tax Credit Ulitilisation		**(23.92)**	90.68
	Deferred tax		**(585.08)**	39.31
	Taxation for earlier years		**9.74**	30.24
VII.	**Net Profit After Tax (V-VI)**		**5,126.01**	4,757.36
	Less: Minority Interest		**78.34**	52.86
VIII.	**Profit for the year**		**5,047.67**	4,704.50
IX.	**Earnings per equity share of ₹ 10 each** (Previous Year ₹ 10 each)	38		
	(1) Basic		**33.83**	31.53
	(2) Diluted		**33.83**	31.53
	Weighted average number of equity shares outstanding		**14,922,525**	14,922,525
	Significant accounting policies	27		

The notes referred in above form an integral part of the Consolidated fiancial statements.

AS PER OUR REPORT OF EVEN DATE ATTACHED.
For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No: 048648

For **Vora & Associates**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership No: 031756

Mumbai
May 12, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF NILKAMAL LIMITED
CIN: L25209DN1985PLC000162

Sharad V. Parekh
Managing Director
DIN: 00035747

Hiten V. Parekh
Executive Director
DIN: 00037550

Paresh B. Mehta
Chief Financial Officer

Priti P. Dave
Company Secretary
Membership No. 19469

Mumbai
May 12, 2015

Consolidated cash flow statement for the year ended 31st March, 2015

(₹ in lacs)

		Year ended on 31st March, 2015		Year ended on 31st March, 2014	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit before tax		**7,083.03**		6,590.05
	Adjustments for :				
	Depreciation and Amortisation	**5,742.37**		5,223.29	
	Loss on Fixed Assets sold / discarded (Net)	**300.96**		11.59	
	Finance Costs	**3,251.07**		4,250.77	
	Interest Income	**(231.49)**		(266.84)	
	Provision for Rent Equalisation	**177.68**		-	
	Provision for doubtful debts and advances	**80.50**		114.71	
	Provision for Wealth Tax	**6.20**		9.10	
	Bad Debts Written off	**163.72**		114.72	
	Unrealised Foreign Exchange Loss	**15.71**		60.11	
			9,506.72		9,517.45
	Operating Profit before Working Capital changes		**16,589.75**		16,107.50
	Adjustments for :				
	(Increase) / Decrease in Trade Receivables	**(1,661.53)**		857.13	
	(Increase) / Decrease in Other Receivables	**338.75**		108.12	
	(Increase) / Decrease in Inventories	**2,384.86**		983.17	
	Increase / (Decrease) in Trade Payables	**(254.31)**		(0.05)	
	Increase / (Decrease) in Other Payables & Provisions	**1,696.96**		698.62	
			2,504.73		2,646.99
	Direct Taxes Paid (Net of Refund)	**(2,381.83)**		(1,431.03)	
			(2,381.83)		(1,431.03)
	Net Cash Inflow / (Outflow) from Operating Activities (A)		**16,712.65**		17,323.46
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Addition to Fixed Assets, Capital Work-in-Progress and Capital Advances	**(1,851.10)**		(3,932.85)	
	Sale of Fixed Assets	**253.30**		554.04	
	Investments made during the year [Net]	**(214.34)**		(709.61)	
	Interest Received	**261.36**		215.09	
	Net Cash Outflow from Investing Activities (B)		**(1,550.78)**		(3,873.33)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from Long Term Borrowings	**-**		2,640.04	
	Repayment of Long Term Borrowings	**(6,440.89)**		(4,260.02)	
	Proceeds from Short Term Borrowings [Net]	**(5,037.77)**		(7,661.16)	
	Changes in External Commercial Borrowing pending utilisation [Net]	**360.00**		1,140.00	
	Interest Received on Pending External Commercial Borrowings utilization	**2.81**		50.06	
	Finance Costs	**(3,278.34)**		(4,336.19)	
	Dividend paid (including tax on dividend)	**(689.37)**		(697.01)	
	Net Cash Inflow/(Outflow) from Financing Activities (C)		**(15,083.56)**		(13,124.28)
	Change In Foreign Currency Fluctuation Reserve Arising On Consolidation (D)		**5.52**		104.18
	Net Increase in Cash and Cash Equivalents (A+B+C+D)		**83.83**		430.03
	Cash and Cash Equivalents as at the beginning of the year	**1,572.56**		1,142.53	
	Cash and Cash Equivalents as at the year end	**1,656.39**		1,572.56	
			83.83		430.03

Notes to the Consolidated cash flow statement

(₹ in lacs)

		Year ended on 31st March, 2015	Year ended on 31st March, 2014
1.	Components of cash and cash equivalents Notes to the Cash Flow Statement		
	(a) Balance in Current Accounts	**948.89**	607.55
	(b) Cheques on Hand / Remittance in Transit	**379.37**	573.56
	(c) Cash on Hand	**203.13**	341.10
	(d) Bank Deposits with less than 3 months	**125.00**	50.35
Cash and cash Equivalents		**1,656.39**	1,572.56

2. The Cash Flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountant of India.

3. Previous year's figures have been regrouped / recasted wherever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED.
For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No: 048648

For **Vora & Associates**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership No: 031756

Mumbai
May 12, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF NILKAMAL LIMITED
CIN: L25209DN1985PLC000162

Sharad V. Parekh
Managing Director
DIN: 00035747

Hiten V. Parekh
Executive Director
DIN: 00037550

Paresh B. Mehta
Chief Financial Officer

Priti P. Dave
Company Secretary
Membership No. 19469

Mumbai
May 12, 2015

Notes to the Consoidated financial statements as at 31st March, 2015

(₹ in lacs)

	Consolidated with Subsidiaries	Share of Joint Ventures	As at 31st March, 2015	Consolidated with Subsidiary	Share of Joint Venture	As at 31st March, 2014
1 Share Capital						
Authorised						
2,20,00,000 Equity Shares of ₹ 10/- each (Previous Year 2,20,00,000 Equity Shares of ₹ 10/- each)	**2,200.00**	**-**	**2,200.00**	2,200.00	-	2,200.00
30,00,000 Preference Shares of ₹ 10/- each (Previous Year 30,00,000 Preference Shares of ₹ 10/- each)	**300.00**	**-**	**300.00**	300.00	-	300.00
	2,500.00	**-**	**2,500.00**	2,500.00	-	2,500.00
Issued, Subscribed and Fully Paid up						
1,49,22,525 Equity Shares of ₹ 10/- each (Previous year 1,49,22,525 Equity Shares of ₹ 10/- each) [Refer Note 30 (c)]	**1,492.25**	**-**	**1,492.25**	1,492.25	-	1,492.25
TOTAL	**1,492.25**	**-**	**1,492.25**	1,492.25	-	1,492.25
2 Reserves and Surplus						
a Capital Reserve						
At the Commencement and at the end of the year	**1,115.16**	**15.00**	**1,130.16**	1,115.16	15.00	1,130.16
b Securities Premium Reserve						
At the Commencement and at the end of the year	**6,448.96**	**(1.09)**	**6,447.87**	6,448.96	(1.09)	6,447.87
c Cash Flow Hedge Reserve						
At the Commencement of the year	**94.81**	**-**	**94.81**	45.59	-	45.59
Add: Net gain recognised on cash flow hedge (Refer note 32)	**(114.86)**	**-**	**(114.86)**	49.22	-	49.22
	(20.05)	**-**	**(20.05)**	94.81	-	94.81
d Foreign Currency Translation Reserve						
At the Commencement of the year	**324.04**	**-**	**324.04**	196.63	-	196.63
Add/(Less): Exchange Difference during the year	**81.41**	**-**	**81.41**	127.41	-	127.41
	405.45	**-**	**405.45**	324.04	-	324.04
e General Reserve						
At the Commencement of the year	**19,536.40**	**26.20**	**19,562.60**	16,536.40	5.98	16,542.38
Add: Transferred from Surplus	**890.32**	**4.41**	**894.73**	3,000.00	20.22	3,020.22
Less: Depreciation for change in Useful life (Refer Note 10)	**603.98**	**9.68**	**613.66**	-	-	-
Add: Deferred Tax Asest on Additional Depreciation (Refer Note 10)	**201.85**	**2.20**	**204.05**	-	-	-
	20,024.59	**23.13**	**20,047.72**	19,536.40	26.20	19,562.60
f Surplus (Profit and Loss)						
At the Commencement of the year	**19,857.55**	**(233.30)**	**19,624.25**	19,179.47	(546.19)	18,633.28
Add/(Less): Net Profit for the year	**4,541.48**	**506.19**	**5,047.67**	4,366.48	338.02	4,704.50
Proposed Dividend [Dividend per share current year ₹ 4.50 per share (Previous year ₹ 4 per share)]	**671.51**	**-**	**671.51**	596.90	4.20	601.10
Tax on proposed Equity Dividend	**100.74**	**10.94**	**111.68**	91.50	0.71	92.21
Transfer to General Reserve	**890.32**	**4.41**	**894.73**	3,000.00	20.22	3,020.22
	22,736.46	**257.54**	**22,994.00**	19,857.55	(233.30)	19,624.25
TOTAL	**50,710.57**	**294.58**	**51,005.15**	47,376.92	(193.19)	47,183.73
3 Long Term Borrowings						
Secured						
Term Loan from banks						
(i) Rupee Loans	**969.01**	**-**	**969.01**	3,140.20	47.82	3,188.02
(ii) Foreign Currency Loans	**3,425.15**	**-**	**3,425.15**	6,141.80	-	6,141.80
(iii) Finance Lease Obligations	**-**	**-**	**-**	2.76	-	2.76
TOTAL	**4,394.16**	**-**	**4,394.16**	9,284.76	47.82	9,332.58
Current maturities of Long Term borrowings	*** 3,787.65**	*** -**	*** 3,787.65**	* 5,259.79	* 49.98	* 5,309.77

*amount disclosed under Other Current Liabilities (Refer note 8)

For Security and Terms of repayment: Refer note 31

(₹ in lacs)

4 Deferred Tax Liabilities (Net)

	As at 31st March, 2015	As at 31st March, 2014
Major components of deferred tax assest and liabilities on account of timing diffrences are:		
Deferred Tax Liabilities:		
Depreciation	**2,089.34**	2,748.78
Allowances under Income Tax Act	**154.72**	262.69
	2,244.06	3,011.47
Deferred Tax Assets:		
Disallowances under Income Tax Act	**382.42**	426.37
Provision for Doubtful Debts	**138.44**	87.23
Others	**36.20**	-
	557.06	513.60
Deferred Tax Liabilities (Net)	**1,686.99**	2,497.87
Above includes share in Joint Venture (Net)	**8.74**	13.91

Tax in respect of earlier years includes Deferred Tax charge of ₹ 21.74 lacs (Previous Year ₹ 185.15 Lacs)

(₹ in lacs)

	Consolidated with Subsidiaries	Share of Joint Ventures	As at 31 March, 2015	Consolidated with Subsidiary	Share of Joint Venture	As at 31 March, 2014
5 Other Long Term Liabilities						
(a) Security Deposit Received	**3,529.76**	**-**	**3,529.76**	3,326.90	-	3,326.90
(b) Others	**177.68**	**-**	**177.68**	-	-	-
TOTAL	**3,707.44**	**-**	**3,707.44**	3,326.90	-	3,326.90
6 Long Term Provisions						
Provision For Employee Benefits [Refer note 36]						
(a) Gratuity	**437.59**	**18.07**	**455.66**	443.57	14.87	458.44
(b) Compensated Absences	**375.31**	**8.43**	**383.74**	321.73	9.63	331.36
TOTAL	**812.90**	**26.50**	**839.40**	765.30	24.50	789.80
7 Short Term Borrowings						
Secured						
(a) Working Capital Loan from Banks						
Rupee Loans	**12,523.90**	**197.48**	**12,721.38**	17,599.17	159.96	17,759.13
TOTAL	**12,523.90**	**197.48**	**12,721.38**	17,599.17	159.96	17,759.13

For Security and Terms of repayment: Refer note 31

(₹ in lacs)

	Consolidated with Subsidiaries	Share of Joint Ventures	As at 31st March, 2015	Consolidated with Subsidiary	Share of Joint Venture	As at 31st March, 2014
8 Other Current Liabilities						
(a) Current maturities of long-term debt						
(i) Rupee Loans	**1,584.44**	**-**	**1,584.44**	2,710.12	49.98	2,760.10
(ii) Foreign Currency Loans	**2,200.30**	**-**	**2,200.30**	2,546.60	-	2,546.60
(iii) Current Maturity of Finance Lease Obligations	**2.91**	**-**	**2.91**	3.07	-	3.07
(b) Interest accrued but not due on borrowings	**46.53**	**-**	**46.53**	67.65	1.13	68.78
(c) Unclaimed Dividend (Refer Note below)	**22.11**	**-**	**22.11**	23.08	-	23.08
(d) Advance received from customers	**2,135.35**	**76.74**	**2,212.09**	1,261.98	89.81	1,351.79
(e) Employee Benefits Payable	**583.27**	**12.04**	**595.31**	594.52	12.45	606.97
(f) Capital Creditors	**222.06**	**-**	**222.06**	346.06	-	346.06
(g) Other Payables						
(a) Statutory Dues						
(i) Sales Tax	**1,097.61**	**69.60**	**1,167.21**	781.84	33.09	814.93
(ii) Excise and Service Tax	**19.34**	**0.01**	**19.35**	9.73	-	9.73
(iii) Tax Deducted at Source	**186.55**	**7.98**	**194.53**	174.11	7.54	181.65
(iv) Providend Fund, Employees' State Insurance Corporation	**64.27**	**2.10**	**66.37**	42.84	1.95	44.79
(b) Others	**98.76**	**-**	**98.76**	55.95	-	55.95
TOTAL	**8,263.50**	**168.47**	**8,431.97**	8,617.55	195.95	8,813.50

Note: There are no amounts due for payment to the Investor Education and Protection Fund as at year end.

9 Short Term Provisions						
(a) Provision For Employee Benefits [Refer note 36]						
(i) Gratuity	**91.37**	**1.63**	**93.00**	84.66	0.30	84.96
(ii) Compensated Absences	**248.15**	**6.88**	**255.03**	219.90	4.31	224.21
(b) Others Provisions						
(i) Provision For Excise Duty on Closing Stock	**706.65**	**35.72**	**742.37**	693.70	11.00	704.70
(ii) Provision For Product Warranties [Refer note 29]	**465.95**	**-**	**465.95**	365.84	-	365.84
(iii) Provision For Wealth Tax	**6.29**	**-**	**6.29**	7.98	-	7.98
(iv) Proposed Dividend	**671.51**	**-**	**671.51**	596.90	4.20	601.10
(v) Tax on Proposed Equity Dividend	**100.61**	**10.94**	**111.55**	91.50	0.71	92.21
(vi) Provision for Tax (Net of advance tax)	**3.72**	**25.30**	**29.02**	152.33	0.26	152.59
TOTAL	**2,294.25**	**80.47**	**2,374.72**	2,212.81	20.78	2,233.59

10 Fixed Assets

(₹ in lacs)

	Tangible Assets													Intangible Assets					Total
	Consolidated with Subsidiaries													Consolidated with Subsidiaries					
							Vehicles												
	Freehold Land	Leasehold Land	Buildings	Plant and Equipments	Furniture and Fixtures	Office Equipments	(a) Others	(b) Under Finance Lease	Leasehold Improvements	Lease Equipments	TOTAL	Add : Share of Joint Ventures	TOTAL	Software	Models, Designs and Commercial Rights	Total	Add : Share of Joint Ventures	Total	
Gross Block																			
Opening Balance as on 1st April, 2013	1,227.55	224.71	14,645.92	41,230.97	3,453.73	3,204.62	1,593.41	245.81	2,900.81	277.87	69,005.40	1,893.65	70,899.05	551.50	2,012.52	2,564.02	36.44	2,600.46	73,499.51
Addition during the year	15.45	-	212.44	1,936.34	1,063.39	589.17	28.63	44.84	504.21	40.59	4,435.06	67.02	4,502.08	385.58	-	385.58	-	385.58	4,887.66
Disposal /Adjustments	-	-	105.24	388.80	110.80	53.05	181.26	24.92	288.44	-	1,152.51	113.04	1,265.55	-	-	-	-	-	1,265.55
Exchange Translation	7.75	-	68.42	125.27	1.66	5.14	6.35	8.49	-	-	223.08	-	223.08	0.40	-	0.40	-	0.40	223.48
Balance as at 31st March, 2014	1,250.75	224.71	14,821.54	42,903.78	4,407.98	3,745.88	1,447.13	274.22	3,116.58	318.46	72,511.03	1,847.63	74,358.66	937.48	2,012.52	2,950.00	36.44	2,986.44	77,345.10
Opening Balance as on 1st April, 2014	**1,250.75**	**224.71**	**14,821.54**	**42,903.78**	**4,407.98**	**3,745.88**	**1,447.13**	**274.22**	**3,116.58**	**318.46**	**72,511.03**	**1,847.63**	**74,358.66**	**937.48**	**2,012.52**	**2,950.00**	**36.44**	**2,986.44**	**77,345.10**
Addition during the year	**-**	**-**	**102.59**	**855.34**	**153.59**	**252.12**	**10.77**	**21.99**	**167.59**	**-**	**1,563.99**	**57.33**	**1,621.32**	**11.93**	**-**	**11.93**	**-**	**11.93**	**1,633.25**
Disposal /Adjustments	**-**	**-**	**7.18**	**803.40**	**28.27**	**255.75**	**167.54**	**-**	**259.18**	**-**	**1,521.32**	**6.67**	**1,527.99**	**-**	**-**	**-**	**-**	**-**	**1,527.99**
Exchange Translation	**2.89**	**-**	**25.62**	**46.60**	**0.86**	**2.98**	**2.24**	**5.84**	**-**	**-**	**87.03**	**-**	**87.03**	**0.15**	**-**	**0.15**	**-**	**0.15**	**87.18**
Balance as at 31st March, 2015	**1,253.64**	**224.71**	**14,942.57**	**43,002.32**	**4,534.16**	**3,745.23**	**1,292.60**	**302.05**	**3,024.99**	**318.46**	**72,640.73**	**1,898.29**	**74,539.02**	**949.56**	**2,012.52**	**2,962.08**	**36.44**	**2,998.52**	**77,537.54**
As at 1st April, 2013	-	26.65	3,248.69	26,398.25	1,271.00	1,628.20	438.35	101.47	772.93	12.82	33,898.36	724.95	34,623.31	331.52	2,012.52	2,344.04	13.77	2,357.81	36,981.12
Depreciation for the year	-	2.50	468.03	3,309.36	231.93	263.28	144.28	24.53	346.41	55.17	4,845.49	161.61	5,007.10	203.20	-	203.20	12.99	216.19	5,223.29
Disposal /Adjustments	-	-	9.62	227.40	53.00	27.40	68.21	13.20	298.37	-	697.20	2.70	699.90	-	-	-	-	-	699.90
Exchange Translation	-	-	14.96	86.08	0.77	2.17	1.95	2.81	-	-	108.74	-	108.74	0.29	-	0.29	-	0.29	109.03
As at 31st March, 2014	-	29.15	3,722.06	29,566.29	1,450.70	1,866.25	516.37	115.61	820.97	67.99	38,155.39	883.86	39,039.25	535.01	2,012.52	2,547.53	26.76	2,574.29	41,613.54
As at 1st April, 2014	**-**	**29.15**	**3,722.06**	**29,566.27**	**1,450.70**	**1,866.25**	**516.37**	**115.61**	**820.97**	**67.99**	**38,155.39**	**883.86**	**39,039.25**	**535.01**	**2,012.52**	**2,547.53**	**26.76**	**2,574.29**	**41,613.54**
Depreciation for the year	**-**	**2.50**	**495.29**	**2,852.70**	**559.68**	**656.14**	**182.37**	**47.72**	**498.94**	**56.21**	**5,351.55**	**172.80**	**5,524.35**	**209.13**	**-**	**209.13**	**8.89**	**218.02**	**5,742.37**
Disposal /Adjustments	**-**	**-**	**7.18**	**655.59**	**17.04**	**207.52**	**80.07**	**-**	**108.52**	**-**	**1,075.92**	**3.07**	**1,078.99**	**-**	**-**	**-**	**-**	**-**	**1,078.99**
Transfer to General Reserve (Refer Note d)	**-**	**-**	**74.71**	**29.70**	**66.89**	**434.78**	**0.51**	**-**	**-**	**-**	**606.59**	**9.68**	**616.27**	**0.66**	**-**	**0.66**	**-**	**0.66**	**616.93**
Exchange Translation	**-**	**-**	**6.45**	**34.99**	**0.39**	**1.13**	**0.90**	**1.35**	**-**	**-**	**45.21**	**-**	**45.21**	**0.13**	**-**	**0.13**	**-**	**0.13**	**45.34**
As at 31st March, 2015	**-**	**31.65**	**4,291.33**	**31,828.07**	**2,060.62**	**2,750.78**	**620.08**	**164.68**	**1,211.39**	**124.20**	**43,082.82**	**1,063.27**	**44,146.09**	**744.93**	**2,012.52**	**2,757.45**	**35.65**	**2,793.10**	**46,939.19**
NET BOOK VALUE																			
As at 31st March, 2015	**1,253.64**	**193.06**	**10,651.24**	**11,174.25**	**2,473.54**	**994.45**	**672.52**	**137.37**	**1,813.60**	**194.26**	**29,557.91**	**835.02**	**30,392.93**	**204.63**	**-**	**204.63**	**0.79**	**205.42**	**30,598.35**
As at 31st March, 2014	1,250.75	195.56	11,099.48	13,337.51	2,957.28	1,879.63	930.76	158.61	2,295.61	250.47	34,355.64	963.77	35,319.42	402.47	-	402.47	9.68	412.15	35,731.56

Notes:-

a) Leasehold Land acquisition value includes ₹ 0.01 Lacs (Previous Year ₹ 0.01 Lacs) paid by way of subscription of shares for membership of co-operative housing society.

b) Pending completion of the relevant formalities for transfer of some of the fixed assets which vested in the Company pursuant to the scheme of arrangement, such assets continue to be in the name of the erstwhile amalgamated companies.

c) The foreign exchange fluctuation on outstanding foreign currency loan has been accounted for as per Accounting Standard (AS 11) as amended wide Notification dated 29th December, 2011 with further clarification note dated 9th August, 2012 issued by the Ministry of Corporate Affairs Government of India. Consequently, an amount of ₹ 144.27 lacs (Previous year ₹ 474.84 lacs) is capitalized as cost of fixed assets. The Company has provided additional amount of depreciation of ₹ 185.84 lacs (Previous year ₹ 197.01 lacs) on such costs.

d) Schedule II of the Companies Act, 2013 ('the Act'), which prescribes useful lives of the fixed assets, was effective from 1st April, 2014. Consequently, based on the technical evaluation, the Company has reassessed the useful lives of its fixed assets. For certain class of assets the useful lives as prescribed in Schedule II and for other classes of assets, the useful lives are different from those prescribed in Schedule II. Consequent to the reduction in the useful lives, based on transitional provision given in Schedule II, ₹ 412.43 lacs (net of deferred tax impact of ₹ 204.5 lacs) has been adjusted against opening balance in general reserves. Had the Company continued with previously assessed useful lives, depreciation charge for the year would have been lower by ₹ 890.44 lacs.

(₹ in lacs)

	Consolidated with Subsidiaries	Share of Joint Ventures	As at 31st March, 2015	Consolidated with Subsidiary	Share of Joint Venture	As at 31st March, 2014
11 Non-Current Investments						
(Valued at cost unless stated otherwise)						
(i) Trade Investments (Unquoted)						
Investment in Equity instruments						
140,526 (Previous year 140,526) Equity Shares of ₹ 10/- each of Beta Wind Farm Pvt. Ltd. fully paid -up	**26.70**	**-**	**26.70**	26.70	-	26.70
(ii) Other Non-Current Investments (Unquoted)						
Investment in Government Securities						
National Savings Certificates (Pledged with Government authorities)	**0.32**	**-**	**0.32**	0.32	-	0.32
TOTAL	**27.02**	**-**	**27.02**	27.02	-	27.02
12 Long Term Loans and Advances						
Unsecured						
(i) Capital Advances	**88.42**	**-**	**88.42**	171.28	17.26	188.54
(ii) Security Deposits	**1,905.63**	**11.19**	**1,916.82**	2,074.81	11.28	2,086.09
(iii) Deposit with Government Authorities	**1,077.93**	**8.37**	**1,086.30**	1,097.49	6.42	1,103.91
(iv) Deposit with related party (Refer note 34)	**723.00**	**-**	**723.00**	720.00	-	720.00
(v) Other Loans and Advances (Considered Good)	**526.53**	**-**	**526.53**	543.74	-	543.74
Other Loans and Advances Considered Doubtful	**-**	**-**	**-**	56.66	-	56.66
Less: Provision for Doubtful Loans and Advances	**-**	**-**	**-**	(56.66)	-	(56.66)
(vi) Taxes Paid in Advance (Net of provision)	**545.58**	**3.84**	**549.42**	765.32	0.55	765.87
(vii) Minimum Alternate Tax Entitlement	**-**	**41.56**	**41.56**	-	20.02	20.02
(vii) Derivative Assets (Refer note 32)	**349.59**	**-**	**349.59**	339.82	-	339.82
TOTAL	**5,216.68**	**64.96**	**5,281.64**	5,712.46	55.53	5,767.99
13 Other Non Current Assets						
Bank Deposits (Maturity after 12 months from the reporting date)	**107.11**	**0.70**	**107.81**	43.74	-	43.74
TOTAL	**107.11**	**0.70**	**107.81**	43.74	-	43.74
14 Current Investments						
Sri Lankan Government Treasury Investment	**462.26**	**-**	**462.26**	157.96	-	157.96
TOTAL	**462.26**	**-**	**462.26**	157.96	-	157.96
15 Inventories						
(Valued at the lower of cost and net realisable value)						
(i) Raw Material (including Goods in Transit ₹ 542.50 (Previous year ₹ 350.42)	**5,493.29**	**295.78**	**5,789.07**	6,339.72	224.73	6,564.45
(ii) Work in Progress	**2,183.02**	**26.58**	**2,209.60**	2,548.32	36.77	2,585.09
(iii) Finished Goods	**6,995.75**	**3.21**	**6,998.96**	8,055.21	98.96	8,154.17
(iv) Stock in Trade (including Goods in Transit ₹ 230.64 (Previous year ₹ 283.96)	**11,702.42**	**440.08**	**12,142.50**	11,911.85	78.73	11,990.58
(v) Stores and Spares	**1,747.73**	**17.44**	**1,765.17**	1,889.09	13.96	1,903.05
(vi) Packing Material	**330.75**	**-**	**330.75**	385.90	-	385.90
TOTAL	**28,452.96**	**783.09**	**29,236.05**	31,130.09	453.15	31,583.24

(₹ in lacs)

	Consolidated with Subsidiaries	Share of Joint Ventures	As at 31st March, 2015	Consolidated with Subsidiary	Share of Joint Venture	As at 31st March, 2014
16 Trade Receivables						
Trade Receivables Outstanding for a Period Exceeding Six Months From The Date They are Due for Payment						
(a) Secured, Considered good	**65.01**	**45.79**	**110.80**	71.52	30.27	101.79
(b) Unsecured, Considered good	**772.96**	**-**	**772.96**	1,121.38	6.62	1,128.00
(c) Unsecured consider Doubtful	**355.46**	**69.51**	**424.97**	288.96	55.79	344.75
Less: Provision For Doubtful Debts	**(355.46)**	**(69.51)**	**(424.97)**	(288.96)	(55.79)	(344.75)
Trade Receivables Outstanding for a Period Less Six Months From The Date They are Due for Payment						
(a) Secured, Considered good	**2,399.88**	**971.31**	**3,371.19**	2,899.89	-	2,899.89
(b) Unsecured, Considered good	**20,717.25**	**11.42**	**20,728.67**	18,681.19	755.42	19,436.61
TOTAL	**23,955.10**	**1,028.52**	**24,983.62**	22,773.98	792.31	23,566.29
17 Cash and Bank balances						
I Cash and Cash Equivalents						
(a) Balance in Current Accounts #	**946.32**	**2.57**	**948.89**	603.42	4.13	607.55
(b) Cheques on Hand / Remittance in Transit	**379.37**	**-**	**379.37**	573.56	-	573.56
(c) Cash on Hand	**193.57**	**9.56**	**203.13**	331.83	9.27	341.10
(d) Bank Deposits with less than 3 months maturity	**-**	**125.00**	**125.00**	(*)0.00	50.35	50.35
	1,519.26	**137.13**	**1,656.39**	1,508.81	63.75	1,572.56
II Other Bank Balances						
(a) Earmarked Balance with Bank (Unclaimed Dividend)	**22.11**	**-**	**22.11**	23.08	-	23.08
(b) Bank Deposits with 3-12 months maturity	**(*)5.31**	**409.89**	**415.20**	(*)546.48	412.56	959.04
(c) Bank Deposits with more than 12 months maturity	**(*)0.00**	**30.51**	**30.51**	-	0.70	0.70
	27.42	**440.40**	**467.82**	569.56	413.26	982.82
TOTAL	**1,546.68**	**577.53**	**2,124.21**	2,078.37	477.01	2,555.38

Pending utilisation of External Commercial Borrowings ₹ NIL lacs (Previous year ₹ 1.52 lacs)
(*) Pending utilisation of External Commercial Borrowings ₹ NIL lacs (Previous year ₹ 360 lacs)

18 Short term Loans and Advances						
Unsecured						
(i) Security Deposits	**582.11**	**9.44**	**591.55**	326.48	-	326.48
Security Deposits Considered Doubtful	**52.05**	**2.19**	**54.24**	52.05	2.19	54.24
Less: Provision for Doubtful Deposits	**(52.05)**	**(2.19)**	**(54.24)**	(52.05)	(2.19)	(54.24)
(ii) Other Loans and Advances						
(a) Advances to Vendors	**1,296.85**	**10.12**	**1,306.97**	1,248.17	-	1,248.17
(b) Balance with excise department	**843.49**	**34.68**	**878.17**	1,134.55	33.92	1,168.47
(c) Taxes paid in advance (net of Provisions)	**4.90**	**-**	**4.90**	72.93	-	72.93
(d) Interest Receivable	**-**	**-**	**-**	-	0.61	0.61
(e) Prepaid Expenses	**366.81**	**-**	**366.81**	371.07	20.86	391.93
(f) Others	**614.78**	**63.57**	**678.35**	730.10	39.19	769.29
TOTAL	**3,708.94**	**117.81**	**3,826.75**	3,883.30	94.58	3,977.88

(₹ in lacs)

	Consolidated with Subsidiaries	Share of Joint Ventures	As at 31st March, 2015	Consolidated with Subsidiary	Share of Joint Venture	As at 31st March, 2014
19 Other Current Assets						
Unsecured, Considered Good unless stated otherwise						
(a) Other Receivables	**408.07**	**5.43**	**413.50**	462.90	9.71	472.61
(b) Interest Receivable	**0.80**	**2.67**	**3.47**	23.56	2.84	26.40
TOTAL	**408.87**	**8.10**	**416.97**	486.46	12.55	499.01

	Consolidated with Subsidiaries	Share of Joint Ventures	For the year ended 31st March, 2015	Consolidated with Subsidiary	Share of Joint Venture	For the year ended 31st March, 2014
20 Revenue from Operations						
Sale of Products (Gross)	**195,661.71**	**4,581.23**	**200,242.94**	179,289.41	3,705.33	182,994.74
Less: Excise Duty	**11,837.75**	**281.18**	**12,118.93**	9,951.06	225.94	10,177.00
Sale of Product (Net)	**183,823.96**	**4,300.05**	**188,124.01**	169,338.35	3,479.39	172,817.74
Sale of Services	**457.86**	**199.60**	**657.46**	528.68	109.38	638.06
Other Operating Revenue						
(a) Sale of Scrap	**403.58**	**38.54**	**442.12**	388.54	38.77	427.31
(b) Technical and Management Fees	**423.22**	**(187.94)**	**235.28**	464.87	(171.31)	293.56
Revenue from Operations (Net)	**185,108.62**	**4,350.25**	**189,458.87**	170,720.44	3,456.23	174,176.67
21 Other Income						
(a) Interest income	**210.81**	**20.68**	**231.49**	256.71	10.13	266.84
(b) Foreign Exchange Gain (net)	**-**	**-**	**-**	84.32	4.50	88.82
(c) Keyman Policy Refund	**216.80**	**-**	**216.80**	-	-	-
(d) Others	**7.85**	**-**	**7.85**	2.10	(2.10)	-
TOTAL	**435.46**	**20.68**	**456.14**	343.13	12.53	355.66
22 Cost of Materials Consumed						
Opening Stock of Raw Materials	**6,339.72**	**224.73**	**6,564.45**	5,452.09	272.62	5,724.71
Add: Purchases	**70,150.32**	**2,378.50**	**72,528.82**	62,839.63	1,695.13	64,534.76
	76,490.04	**2,603.23**	**79,093.27**	68,291.72	1,967.75	70,259.47
Less: Closing Stock of Raw Materials	**5,493.29**	**295.78**	**5,789.07**	6,339.72	224.73	6,564.45
TOTAL	**70,996.75**	**2,307.45**	**73,304.20**	61,952.00	1,743.02	63,695.02
23 Changes in Inventories of Finished Goods, Work-in-Progress and Traded Goods						
Opening Stock						
Work-in-Progress	**2,548.32**	**36.77**	**2,585.09**	2,596.92	60.51	2,657.43
Stock in Trade	**11,911.85**	**78.73**	**11,990.58**	13,048.44	172.36	13,220.80
Finished Goods	**8,055.21**	**98.96**	**8,154.17**	8,591.14	97.97	8,689.11
	22,515.38	**214.46**	**22,729.84**	24,236.50	330.84	24,567.34
Closing Stock						
Work-in-Progress	**2,183.02**	**26.58**	**2,209.60**	2,548.32	36.77	2,585.09
Stock in Trade	**11,702.42**	**440.08**	**12,142.50**	11,911.85	78.73	11,990.58
Finished Goods	**6,995.75**	**3.21**	**6,998.96**	8,055.21	98.96	8,154.17
	20,881.19	**469.87**	**21,351.06**	22,515.38	214.46	22,729.84
Add / (Less) : Variation in excise duty on Opening and Closing stock of Finished Goods	**117.69**	**24.72**	**142.41**	95.57	(0.52)	95.05
TOTAL	**1,751.88**	**(230.69)**	**1,521.19**	1,816.69	115.86	1,932.55

(₹ in lacs)

	Consolidated with Subsidiaries	Share of Joint Ventures	For the year ended 31st March, 2015	Consolidated with Subsidiary	Share of Joint Venture	For the year ended 31st March, 2014
24 Employee Benefits Expense						
Salary, Wages and Bonus	**10,632.52**	**381.78**	**11,014.30**	10,017.14	304.45	10,321.59
Contribution to Provident and Other funds	**371.14**	**14.26**	**385.40**	320.26	10.41	330.67
Workmen and Staff Welfare Expenses	**917.89**	**19.31**	**937.20**	847.98	26.40	874.38
TOTAL	**11,921.55**	**415.35**	**12,336.90**	11,185.38	341.26	11,526.64
25 Finance Costs						
(a) Interest on Term Loans	**1,043.71**	**9.49**	**1,053.20**	1,421.31	12.64	1,433.95
(b) Interest Paid to Banks	**1,496.06**	**6.27**	**1,502.33**	2,017.57	7.90	2,025.47
(c) Other Interest	**358.76**	**5.55**	**364.31**	308.23	2.91	311.14
(d) Other Finance Charges	**239.46**	**11.84**	**251.30**	288.31	11.73	300.04
(e) Other Borrowing Costs	**76.00**	**3.93**	**79.93**	173.31	6.86	180.17
TOTAL	**3,213.99**	**37.08**	**3,251.07**	**4,208.73**	**42.04**	**4,250.77**
26 Other Expenses						
(a) Stores, Spare Parts Consumed	**2,320.91**	**285.20**	**2,606.11**	2,154.55	250.89	2,405.44
(b) Power and Fuel	**4,259.64**	**39.85**	**4,299.49**	4,121.26	31.08	4,152.34
(c) Repairs :						
Building	**67.62**	**-**	**67.62**	24.80	-	24.80
Machinery	**286.25**	**0.99**	**287.24**	175.27	-	175.27
Others	**827.92**	**13.91**	**841.83**	726.16	11.32	737.48
(d) Labour Charges	**5,991.61**	**131.66**	**6,123.27**	5,297.72	86.09	5,383.81
(e) Rent	**4,649.94**	**17.20**	**4,667.14**	4,213.32	16.12	4,229.44
(f) Rates and Taxes	**270.00**	**0.07**	**270.07**	250.43	-	250.43
(g) Insurance	**233.20**	**7.50**	**240.70**	274.79	9.28	284.07
(h) Postage and Telephone Expenses	**414.83**	**-**	**414.83**	381.19	-	381.19
(i) Loss on Sale of Fixed Assets/ Discarded (Net)	**297.54**	**3.42**	**300.96**	10.09	1.50	11.59
(j) Packing Material Consumed	**1,849.29**	**1.60**	**1,850.89**	1,602.31	-	1,602.31
(k) Travelling Expenses	**1,294.18**	**93.63**	**1,387.81**	1,130.61	73.21	1,203.82
(l) Commission and Cash Discount	**1,084.84**	**-**	**1,084.84**	443.82	-	443.82
(m) Advertisements and Sales Promotion Expense	**2,513.76**	**10.56**	**2,524.32**	2,278.35	23.70	2,302.05
(n) Computer Expenses	**542.85**	**-**	**542.85**	546.31	21.01	567.32
(o) Transportation Cost (Net)	**9,842.04**	**124.16**	**9,966.20**	8,530.55	144.67	8,675.22
(p) Board Meeting Fees	**14.00**	**-**	**14.00**	7.35	-	7.35
(q) Provision for Wealth Tax	**6.20**	**-**	**6.20**	9.10	-	9.10
(r) Bad Debts written off	**155.03**	**8.69**	**163.72**	79.22	35.50	114.72
(s) Provision/ Doubtful Debts and Advances	**66.50**	**14.00**	**80.50**	110.62	4.09	114.71
(t) Sundry Expenses	**4,244.10**	**251.88**	**4,495.98**	3,880.49	122.20	4,002.69
TOTAL	**41,232.25**	**1,004.32**	**42,236.57**	36,248.31	830.66	37,078.97

27. Significant accounting policies

(a) *Principles of Consolidation:*

The consolidated financial statements comprise the financial statements of Nilkamal Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred as "the Group") and jointly controlled entities.

The consolidated financial statements relate to the Group and jointly controlled entities. The consolidated financial statements have been prepared on the following basis.

- Interest in jointly controlled entities have been accounted by using the proportionate consolidation method as per "Accounting Standard – 27 (AS-27) Financial Reporting of Interest in Joint Ventures".
- The Consolidated Financial Statements have been prepared in accordance with Accounting Standard (AS) 21 "Consolidated Financial Statements".
- The financial statements of the Group and its jointly controlled entities are combined on a line by line basis by adding together the values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and resultant unrealized profits or losses in accordance with accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013 ('the Act'), to the extent applicable. All figures, unless otherwise stated, are Rupees in lacs.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- The financial statements of the subsidiaries and the jointly controlled entities used for the purpose of consolidation are drawn upto the same reporting date as that of the Holding Company, i.e. 31 March 2015.
- The Subsidiary Companies considered in the consolidated financial statements are :

Name of the Company	**Country of Incorporation**	**% Ownership held as at 31st March, 2015**	% Ownership held as at 31st March, 2014
Nilkamal Eswaran Plastics Private Limited	Sri Lanka	**76%**	76%
Nilkamal Eswaran Marketing Private Limited	Sri Lanka	**76%**	76%
Nilkamal Crates and Bins FZE	Ajman, UAE,	**100%**	100%

"Minority interest" represents the amount of equity attributable to minority shareholders at the date on which investment in the subsidiary is made and its share of movements in the equity since the date the parent subsidiary relationship comes into existence.

- The Jointly controlled entities considered in the consolidated financial statements are:

Name of the Company	**Country of Incorporation**	**% Ownership held as at 31st March 2015**	% Ownership held as at 31st March, 2014
Nilkamal Bito Storage Systems Private Limited	India	**50%**	50%
Cambro Nilkamal Private Limited	India	**50%**	50%

(b) *Basis of preparation of Consolidated Financial Statements:*

These consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act, to the extent applicable.

All the assets and liabilities have been classified as current or non current as per the Holding Company's normal operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Group has ascertained the operating cycle to be 12 months.

(c) *Exchange Translation:*

All the foreign subsidiaries have been identified as non-integral operations. Accordingly, the summarised revenue and expense transactions of the Subsidiary Companies at the year-end reflected in the Consolidated Statement of Profit and Loss have been translated into Indian Rupees at average monthly exchange rate.

The assets and liabilities in the Consolidated Balance Sheet have been translated into Indian Rupees at the closing exchange rate at the year end.

The resultant translation exchange gain/loss has been disclosed as Translation Reserve under the Reserve and Surplus.

(d) Use of Estimates:

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialised. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

(e) Fixed Assets:

Tangible Fixed Assets

Fixed assets are recorded at cost of acquisition or construction, net of tax credit wherever eligible. Cost includes all direct expenses related to acquisition or construction, including attributable borrowing cost on qualifying assets. Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Fixed assets, which are not in use or are held for disposal are stated at cost less accumulated depreciation or at net realisable value, whichever is lower.

Intangible Fixed Assets

Intangible assets that are acquired by the Group and jointly controlled entities are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

Intangible assets are amortised in the Consolidated Statement of Profit and Loss over the estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset.

(f) Impairment of Assets:

An asset is treated as impaired when the carrying cost of assets exceed its recoverable value. An impairment loss is charged to the Consolidated Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(g) Depreciation and Amortisation:

(i) Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013 except for plant and machinery and dies and moulds which is based on technical evaluation. Management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful life for plant and machinery of 10 years and for dies and moulds of 6 years for continuous running is different from the useful life as prescribed under Part C of Schedule II of the Companies Act 2013;

(ii) Cost of leasehold land is amortised over the period of lease;

(iii) Depreciation on addition to assets or on sale /discardment of assets, is calculated pro rata from the date of such addition or upto the date of such sale/discardment, as the case may be;

(iv) Assets like mobile phones, telephone instruments, etc. are fully depreciated in the year of purchase / acquisition;

(v) (a) Software (Intangible assets) are amortised over their estimated useful lives on a straight line basis but not exceeding the period of 36 months.

(b) Models, Designs and other Commercial rights (intangible assets) is amortised on a straight-line basis over a period of 60 months from the date of its put to use or based on the management's estimate of useful life over which the economic benefits will be derived.

(vi) Individual assets except assets given on lease acquired for less than ₹ 5,000/- are depreciated entirely in the year of acquisition.

(h) Investments:

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long term investments. Current investments are stated at lower of cost and fair value. Long term investments are stated at cost less provision, if any, for other than temporary diminution in value.

(i) Valuation of Inventories:

Inventories of Raw Materials, Packing Materials, Stores and Spares, Work-in Progress, Traded goods and Finished goods are valued 'at cost and net realisable value' whichever is lower. Cost comprises all cost of purchase, appropriate direct production overheads and other costs incurred in bringing the inventories to their present location and condition. The excise duty in respect of the closing inventory of finished goods is included as part of the finished goods. Cost formulae used is 'Weighted Average Cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Group and jointly controlled entities. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(j) Employee Benefits:

Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are recognised in the period in which the employee renders the related service.

Post Employment / Retirement Benefits

Contribution to Defined Contribution Plans such as Provident Fund, Employees' State Insurance Corporation, etc., are charged to the Consolidated Statement of Profit and Loss as incurred.

Defined Benefit Plans – The present value of the obligation under such plans, is determined based on an actuarial valuation at the end of each year, using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Consolidated Statement of Profit and Loss. In the case of gratuity, which is funded, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis.

Compensate Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Group's and jointly controlled entities liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Consolidated Statement of Profit and Loss in the year in which they arise.

Other Long Term Employee Benefits are recognised in the same manner as Defined Benefit Plans.

(k) Derivative financial instruments and hedge accounting

The Group and jointly controlled entities have adopted the principles for accounting of derivative instruments and hedge accounting as set out in Accounting Standard 30 (AS 30), "Financials Instruments: Recognition and Measurement" and to the extent it does not contradict any of the provisions of any of the notified accounting standards. The Group and jointly controlled entities use derivative financial instrument such as forward contracts and cross currency interest rate swaps to hedge its foreign currency risks and interest rate risks. Derivative financial instruments, other than those which are accounted under the provisions of Accounting Standard 11, "Foreign Currency Transactions", are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Consolidated Statement of Profit and Loss, except for the effective portion of cash flow hedge, which is recognised in Cash Flow Hedge Reserve included in the Reserves and Surplus while any ineffective portion is recognised immediately in the Consolidated Statement of Profit and Loss.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability.
- Cash flow hedges when hedging exposure to variability in cash flows that is either attributable to particular risk associated with a recognised asset or liability.

At the inception of a hedge relationship, the Group and jointly controlled entities formally designates and documents the hedge relationship to which the Group and jointly controlled entities wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk.

Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout

the financial reporting periods for which they were designated.

Hedge accounting is discontinued from the last testing date when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Cumulative gain or loss on such hedging instrument recognised in shareholder's funds is retained there until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in shareholders' funds is transferred to Consolidated Statement of Profit and Loss for the year.

l) Foreign Currency Transactions:

All transactions in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place.

Monetary items in the form of current assets, current liabilities and loans in foreign currency, outstanding at the close of the year, are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss is accounted during the year.

With effect from previous year 2011-12, exchange differences, in respect of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous consolidated financial statements, in so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset and are depreciated over the balance life of the asset, and in other cases, are accumulated in a "Foreign Currency Monetary Item Translation Difference Account" in the consolidated financial statements and amortized over the balance period of such long-term asset/liability but not beyond the accounting period ending on or before 31st March, 2020.

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

In respect of Forward Exchange contracts entered into to hedge foreign currency risks of an on-balance sheet foreign currency denominated asset or liability, the difference between the forward rate and exchange rate at the inception of the contract is recognised as income or expense over the life of the contract. Further, the exchange differences arising on such contracts are recognised as income or expense along with the exchange differences on the underlying assets / liabilities. Profit or Loss on cancellations / renewals of forward contracts is recognised during the year. In case of forward contracts against highly probable forecast transaction, mark to market loss, if any, is charged to Consolidated Statement of Profit and Loss.

(m) Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(n) Recognition of Income and Expenditure:

(i) Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership, which is generally on the dispatch of goods. Gross sales are inclusive of excise duty, sales tax, but are net of trade discounts and sales returns.

(ii) Income from Services is recognised on completion of service.

(iii) Revenue/Income and Cost/Expenditure are accounted on accrual as they are earned or incurred, except in case of significant uncertainties.

(iv) Benefit on account of entitlement to import duty-free raw materials under Advance License is estimated and accounted in the year of export as an adjustment to raw material consumption, provided there is a reasonable degree of certainty with regard to its ultimate realisation.

(v) Liability for Excise duty payable on stock in bonded warehouse at the year-end is provided for.

(vi) Dividend income and keyman insurance policy refund is recognised when the right to receive the payment is established.

(vii) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

(viii) Product warranty expenses are determined / estimated and provided for on the basis of the past experience of the Group and jointly controlled entities.

(o) Assets taken on Lease:

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating lease. Lease rents under operating leases are recognised in the Consolidated Statement of Profit and Loss on accrual basis.

Assets acquired on finance lease are capitalised at their fair market value on the date of acquisition and a corresponding lease liability is created for the same.

(p) Assets given on Lease:

The Group and jointly controlled entities has leased certain tangible assets and such leases where the Group and jointly controlled entities has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the Consolidated Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Consolidated Statement of Profit and Loss in the period in which they are incurred.

(q) Taxation:

Income-tax expense comprises current tax and deferred tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

In situations where there are carried forward losses and unabsorbed depreciation as per the Income Tax Act, 1961, of India, deferred tax assets are recognised only when there is virtual certainty supported by convincing evidence that such assets can be realised against future taxable profits. Deferred tax assets on account of other timing differences are recognised only to the extent there is reasonable certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax assets are reviewed to reassure realization. Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Consolidated Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Group and jointly controlled entities will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(r) Government Grants:

Grants received against specific fixed assets are adjusted to the cost of the assets and those in the nature of contribution towards the Group's and jointly controlled entities total capital outlay are credited to Capital Reserve. Revenue grants are recognized in the Consolidated Statement of Profit and Loss as an adjustment to the respective expense in accordance with the related scheme and the period in which these are accrued.

(s) Provisions, Contingent Assets and Contingent Liabilities:

A provision is recognized when there is a present obligation as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and in respect of which reliable estimate can be made. At each Balance Sheet date, the carrying value of provisions is reviewed and adjusted to reflect the best current estimate. Contingent liabilities are not recognized but disclosed in the consolidated financial statements. Contingent assets are neither recognized nor disclosed in the consolidated financial statements.

(t) Expenditure during Construction Period:

In case of new Projects and in case of substantial modernisation / expansion at existing units of the Group and jointly controlled entities, all directly attributable expenditure specifically for the project, incurred upto the date of installation, is capitalised and added pro-rata to the cost of fixed assets.

28. Contingent Liabilities and commitments to the extent not provided for in respect of:

(a) Contingent liabilities :-

(₹ in lacs)

		31st March, 2015	31st March, 2014
(i)	Excise and Service Tax matters	**190.88**	341.44
(ii)	Sales Tax matters *	**1,701.77**	1,132.60
(iii)	Income Tax matters	**4.16**	3.39
(iv)	a) On account of surety to Cambro Nilkamal Private Limited for claiming exemption from the payment of Central Excise Duty for export of excisable goods to foreign country or to Special Economic Zone / Export Oriented Unit without payment of Central Excise Duty	**-**	10.00
	b) On account of Cross Subsidy Surcharge on electricity	**9.38**	9.38

*Includes ₹ 972.61 Lacs (Previous Year ₹ 972.61 Lacs) paid in full against the disputed Sales Tax liability under the Kerala General Sales Tax Act, 1963. The matter is pending for hearing in the Honorable Supreme Court of India.

Note: The Excise and Service Tax, Sales Tax and Income Tax demands are being contested by the Group and

jointly controlled entities at various levels. The Group and jointly controlled entities has been legally advised that it has a good case and the demands are not tenable. Future cash flows in respect of these are determinable only on receipt of judgements/decisions pending with various forums/ authorities.

(b) Commitments

(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 315.06 Lacs (Previous Year ₹ 211.87 Lacs).

(ii) Export commitment on EPCG license utilisation remaining to be executed ₹ 8.05 Lacs (Previous ₹ 38.98 lacs).

29. Disclosure relating to provisions in respect of Product Warranty is as follows:

(₹ in lacs)

Particulars	2014-15	*2013-14*
Opening Balance	**365.84**	*169.86*
Additions	**427.54**	*600.52*
Utilisations	**327.43**	*404.54*
Closing Balance	**465.95**	*365.84*

Provision is estimated for expected warranty claim in respect of products sold during the year based on past experience regarding defective claim of products and cost of rectification or replacement. It is expected that most of this cost will be incurred over next 12 months which is as per warranty terms.

30. Share Capital

(a) Rights, preferences and restrictions attached to Equity Shares: The Company has only one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of the Shareholder	**As at 31st March, 2015**		As at 31st March, 2014	
	No. of shares held	**% of Holding**	No. of shares held	% of Holding
Vamanrai V. Parekh	**1,795,462**	**12.03%**	1,795,462	12.03%
Nilkamal Builders Private Limited	**1,464,000**	**9.81%**	1,464,000	9.81%
Sharad V. Parekh	**1,292,908**	**8.66%**	1,292,908	8.66%
Hiten V. Parekh	**1,209,962**	**8.11%**	1,170,055	7.84%
Nayan S. Parekh	**1,201,473**	**8.05%**	1,148,263	7.69%
Heirloom Finance Private Limited	**912,000**	**6.11%**	912,000	6.11%
Manish V. Parekh	**814,415**	**5.45%**	774,507	5.19%
Reliance Capital Trustee Co. Ltd. A/C – Reliance regular Savings Fund – Equity Option	**600,000**	**4.02%**	1,000,000	6.70%

c) Reconciliation of number of shares outstanding as on beginning and closing of the year

Particulars	**Equity Shares**			
	2014-15		2013-14	
	Number	**₹ (in lacs)**	Number	₹ (in lacs)
Shares outstanding at the beginning of the year	**14,922,525**	**1,492.25**	14,922,525	1,492.25
Shares issued during the year	**-**	**-**	-	-
Shares bought back during the year	**-**	**-**	-	-
Shares outstanding at the end of the year	**14,922,525**	**1,492.25**	14,922,525	1,492.25

31. Borrowings:

(A) Secured Loans:

(a) Working Capital Loans:

Working capital facilities of ₹ 12,523.90 lacs (Previous Year ₹ 17,599.17 lacs) from Banks are secured on first pari passu basis by way of hypothecation of current assets of the Holding Company, second pari passu charge by way of equitable mortgage on the Holding Company's immovable property and personal guarantee of Director/s. Working capital loans repayable on demand having interest rate from 9.95% p.a. to 12.50% p.a.

Share in Jointly Controlled Entities

Working capital facilities of ₹ 197.48 (Previous Year ₹ 159.96 lacs) from Bank are secured by a first charge on current assets of the respective joint venture company and second charge on fixed assets of the respective joint venture company and personal guarantee of Director. Working capital loans repayable on demand having interest rate from 11.25 % p.a. to 13.75% p.a.

(b) Term Loans:

Term loans of ₹ 8,178.90 lacs (Previous Year ₹ 14,636.52 lacs) from the Banks are secured on first pari passu basis by way of Equitable mortgage created on Holding Company's immovable properties situated at Sinnar (Maharashtra), Barjora (West Bengal), Noida (Uttar Pradesh), Vasona (UT of D & NH), Puducherry (UT), Kharadpada (UT of D & NH), Jammu (Jammu & Kashmir), Hosur (Tamil Nadu) together with all building and structures thereon and all Plant and Machinery, second pari passu charge by way of hypothecation of current assets of the Holding Company. Also personal guarantee of a Director has been provided for the Term loans, except for a foreign currency loan of ₹ 5,625.45 lacs (Previous Year ₹ 7,190.40 lacs)

Subsidiary Companies

Term loan is of ₹ Nil (Previous Year ₹ 150.19 lacs) is secured by Quaternary mortgage over Land, Building and Plant and Machinery.

Vehicle loan of ₹ 2.91 lacs (Previous Year ₹ 5.83 lacs) is secured against specific assets.

Share in Joint Venture

Term loans of ₹ Nil (Previous Year ₹ 97.80 lacs) from the Banks are secured on pari passu basis by a first charge on entire fixed assets of the respective joint venture company situated at Jammu (Jammu & Kashmir) and second pari passu charge by way of hypothecation of entire current assets of the respective joint venture company.

(c) Terms of Repayment

(i) Rupee Term loan

Term loans are repayable in equal quarterly installments, last installments due for various draw downs from October, 2015 to December, 2018 as per repayment schedules, having interest rate from 11.50% p.a.to 14.00 % p.a. which are reset periodically.

Subsidiary Companies

Term loans are repayable in equal monthly installment last installment due on March, 2015, having interest rate from 10.57% to 15.45% which are reset periodically. The term loan has been repaid in full in March, 2015.

Term loans repayable in equal monthly installment last installment due on January, 2016, having interest rate at 4.75%.

Share in Jointly Controlled Entities

Term loans are repayable in equal monthly installment last installment due on December, 2016, having interest rate from 12.60% p.a. to 12.85% p.a. which are reset periodically. However, the same has been pre-paid on 31st March, 2015.

(ii) Foreign Currency loan

Foreign Currency loan is repayable in equal quarterly/half yearly installments, last installments due on March, 2018 as per repayment schedules, having interest rate from 3 /6 month LIBOR + 1.50% to 2.50 % which are reset periodically.

(B) Commercial Paper balance outstanding at the year end ₹ Nil (Previous Year ₹ Nil). Maximum balance outstanding during the year ₹ 3,000 Lacs (Previous Year ₹ 3,000 Lacs).

32. Cross Currency Interest Rate Swap:

The Company has adopted the principles of hedge accounting as set out in Accounting Standard (AS 30) on 'Financial Instruments: Recognition and Measurement', in respect of Cross Currency Interest Rate Swap (CCIRS) to hedge its foreign currency risk and interest rate risk, which are not covered by the requirements of Accounting Standard (AS 11) 'The Effects of Changes in Foreign Exchange Rates'. Accordingly ₹ 20.05 Lacs being difference arising on fair valuation of outstanding derivatives as on 31st March, 2015 disclosed in Cash Flow Hedge Reserve in the Consolidated Balance Sheet.

33. Disclosure in respect of derivative instruments:-

(a) Derivatives contracts entered by the Holding Company and outstanding as at year end:-

(₹ in lacs)

Particulars	Currency	2014-15		*2013-14*	
		Forward	Swap	*Forward*	*Swap*
Cross Currency Interest Rate Swap	USD	-	72.67	-	*94.00*
	₹	-	4,542.03	-	*5,632.48*
Imports Forward Contracts	USD	11.50	-	*9.50*	-
	₹	727.47	-	*597.95*	-
	EURO	1.40	-	-	-
	₹	108.48	-	-	-

(b) All derivative and financial instruments entered into by the Holding Company are for hedging purpose only.

(c) Foreign currency exposure that are not hedged by derivative instruments as at year end.

(₹ in lacs)

Particulars	Currency	2014-15	*2013-14*
Receivables	USD	11.14	14.29
	₹	697.02	949.99
	EURO	0.98	0.93
	₹	65.39	77.04
	GBP	0.03	-
	₹	3.14	-
	SGD	0.10	*0.06*
	₹	4.51	*2.88*
	JPY	0.04	-
	₹	2.33	-
Payables	USD	9.07	13.69
	₹	567.03	819.95
	EURO	1.01	*0.58*
	₹	67.88	*47.88*
	GBP	-	*0.03*
	₹	-	*2.99*
	SGD	0.08	*0.26*
	₹	3.65	*12.39*
	JPY	6.08	-
	₹	3.16	-
	OMR	0.01	-
	₹	0.58	-
Loan Taken	USD	17.33	*51.00*
	₹	1083.42	*3055.92*
Cash and Bank Balances	USD	-	*0.01*
	₹	-	*0.87*

34. Related Party Disclosures:

Names of related parties and description of relationship

(i)	Key Management Personnel and their Relatives	Mr. Vamanrai V. Parekh, Chairman Mr. Sharad V. Parekh, Managing Director Mr. Hiten V. Parekh, Executive Director Mr. Manish V. Parekh, Executive Director Mr. Nayan S. Parekh, Executive Director
(ii)	Relatives of Key Management Personnel	Mrs. Dhruvi Nakul Kumar Miss Priyanka H. Parekh
(iii)	Enterprise owned or significantly Influenced by key Management personnel or their relatives, where transactions have taken place	Nilkamal Crates & Containers M. Tech Industries

(₹ in lacs)

	Key Management Personnel	**Enterprises owned or significantly influenced by key management personnel**	**Relatives of key management personnel**	Key Management Personnel	Enterprises owned or significantly influenced by key management personnel	Relatives of key management personnel
	2014 – 2015			2013 – 2014		
Sale of Finished Goods	**-**	**7.32**	**-**	**-**	**-**	**-**
Nilkamal Crates & Containers	**-**	**7.32**	**-**	**-**	**-**	**-**
Purchase of Raw Materials, intermediaries and finished goods.	**-**	**24.36**	**-**	**-**	**-**	**-**
M. Tech Industries	**-**	**24.36**	**-**	**-**	**-**	**-**
Paid for Services & Labour Charges	**-**	**224.25**	**-**	**-**	**-**	**-**
Nilkamal Crates & Containers	**-**	**-**	**-**	**-**	**-**	**-**
M. Tech Industries	**-**	**224.25**	**-**	**-**	**-**	**-**
Rent Paid	**5.40**	**211.72**	**5.01**	**-**	185.34	16.45
Nilkamal Crates & Containers	**-**	**211.72**	**-**	**-**	185.34	-
Dhruvi Nakul Kumar	**-**	**-**	**5.01**	-	-	16.45
Mr. Vamanrai V. Parekh	**5.40**	**-**	**-**	-	-	-
Remuneration paid	**472.20**	**-**	**-**	466.79	-	-
Mr. Sharad V. Parekh	**125.09**	**-**	**-**	123.69	-	-
Mr. Hiten V. Parekh	**126.40**	**-**	**-**	126.29	-	-
Mr. Manish V. Parekh	**118.31**	**-**	**-**	118.20	-	-
Mr. Nayan S. Parekh	102.40	**-**	**-**	98.61	-	-
Salary Paid	**-**	**-**	**-**	-	-	2.35
Ms. Priyanka H. Parekh	**-**	-	-	-	-	2.35
Board and Audit Committee Fees	**2.15**	-	-	1.40	-	-
Mr. Vamanrai V. Parekh	2.15	-	-	1.40	-	-
Reimburesement of Expenses	**-**	**90.04**	**-**	-	67.69	-
Nilkamal Crates & Containers	**-**	90.04	-	-	67.69	-
Deposits receivable	**-**	**720.00**	**3.00**	-	720.00	-
Nilkamal Crates & Containers	**-**	720.00	-	-	720.00	-
Mrs. Dhruvi Nakul Kumar	**-**	**-**	3.00	-	-	-
Other Receivable	**-**	**7.32**	**-**	-	-	-
Nilkamal Crates & Containers	**-**	7.32	-	**-**	**-**	**-**
Other Payables	**-**	**79.82**	**1.01**	**-**	**-**	**-**
Nilkamal Crates & Containers	**-**	0.52	-	**-**	**-**	**-**
Mrs. Dhruvi Nakul Kumar	**-**	-	1.01	**-**	**-**	**-**
M. Tech Industries	**-**	79.30	-	**-**	**-**	**-**

34. Related Party Disclosures: *(Continued)*

(₹ in lakh)

	Key Management Personnel	Enterprises owned or significantly influenced by key management personnel	Relatives of key management personnel	Key Management Personnel	Enterprises owned or significantly influenced by key management personnel	Relatives of key management personnel
	2014 – 2015			2013 – 2014		
Guarantees given as security towards borrowings of the Company	**15,077.35**	-	-	25,045.29	-	-
For working capital facilities guarantee jointly given by Mr.Vaman Parekh , Mr.Sharad Parekh, and Mr. Hiten Parekh	12,523.90	-	-	17,599.17	-	-
For Term loan Guarantee given by Mr. Sharad Parekh	2,553.45	-	-	7,446.12	-	-

35. (a) (i) Operating Lease in respect of Property taken on Lease:

The Group has taken several warehouses, showrooms, offices under operating leases. The agreements are executed for the period of 36 to 240 months with a non cancelable period upto 60 months having a Renewable Clause. For certain properties taken on Lease, contingent rent payable as a percentage of revenue from the respective stores, subject to a minimum rent.

(₹ in lacs)

	Particulars	**2014-15**	***2013-14***
(a)	Lease payments recognised in the Consolidated Statement of Profit and Loss (includes contingent rent of ₹ 613.34 Lacs (Previous Year ₹ 205.72 Lacs))	**4,452.33**	***4,180.24***
(b)	Future minimum Lease Payments under non cancelable agreements.		
	(i) Not later than one year	**1,274.12**	***1,583.26***
	(ii) Later than one year and not later than 5 years	**3,543.11**	***4,397.09***
	(iii) Later than 5 years	**547.65**	***1,339.29***

35. (a) (ii) Operating Lease in respect of Other Asset taken on Lease:

(₹ in lacs)

	Particulars	**2014-15**	***2013-14***
(a)	Lease payments recognised in the Consolidated Statement of Profit and Loss	**214.81**	***49.20***
(b)	Future minimum Lease Payments under non cancelable agreements.		
	(i) Not later than one year	**246.40**	***60.33***
	(ii) Later than one year and not later than 5 years	**558.81**	***100.79***
	(iii) Later than 5 years	**-**	**-**

The agreement is executed with a non cancelable period upto 60 months. (Previous Year 48 months).

35. (b) Asset given on Operating Lease:

The Holding Company has leased out some of its Material Handling equipments. The lease term is in the range of 36-60 months. There is no escalation or renewal clause in the lease agreements and sub-letting is not permitted. The carrying amounts of equipments given on operating leases and depreciation thereon for the period are:

(₹ in lacs)

	Particulars	**2014-15**	*2013-14*
i)	Gross Carrying Amount	**318.46**	*318.46*
ii)	Depreciation for the Year	**56.21**	*55.17*
iii)	Accumulated Depreciation	**124.20**	*67.99*
	The Total future Minimum rentals receivable at the Balance Sheet Date Is as Under		
i)	For a period not later than one year.	**76.42**	*119.12*
ii)	For a period more than one year but not later than 5 years	**-**	*56.50*
iii)	For a period later than 5 years.	**-**	-

35. c) Assets acquired under finance lease arrangement:

(₹ in lacs)

Particulars	**2014-15**	*2013-14*
Future minimum Lease Payments under agreements.		
(i) Not later than one year	**3.01**	*3.44*
(ii) Later than one year and not later than 5 years	**-**	2.87
(iii) Later than 5 years	**-**	-
Present Value of Minimum Lease Payment	**2.91**	5.83
Reconciliation between the total of minimum lease payments at the Balance Sheet date and their present value		
Total Minimum Lease Payments	**3.01**	6.30
Less : Interest	**0.10**	0.47
Present Value of Minimum Lease Payment	**2.91**	5.83

36. Disclosure pursuant to Accounting Standard – 15 "Employee Benefits":

a) The Group recognised ₹ 385.40 lacs (Previous Year ₹ 330.67 lacs) for provident fund contribution in the Consolidated Statement of Profit and Loss.

b) Defined Benefit Plan Disclosures:

(₹ in lacs)

		2014-15	*2013-14*
Sr. No.	Particulars	**Gratuity**	*Gratuity*
1	Components to employer Expense		
	(a) Current Service Cost	**117.90**	*101.67*
	(b) Interest Cost	**65.04**	*67.28*
	(c) Expected return of plan assets	**(38.74)**	*(25.33)*
	(d) Past Service Cost	**-**	-
	(e) Actuarial (Gain)/Loss	**13.63**	*(46.83)*
	(f) Total expense recognised in the Statement of Profit and Loss	**157.83**	*96.79*
2	Net (Asset)/Liability recognised in Balance Sheet		
	(a) Present Value of Obligation	**1,119.53**	*898.87*
	(b) Fair Value of Plan Assets	**(570.87)**	*(355.47)*
	(c) (Asset)/Liability recognised in the Balance Sheet	**548.66**	*543.40*
	- Current	**93.00**	*84.96*
	- Non-Current	**455.66**	*458.44*

		2014-15	2013-14
3	Change in Defined Benefit Obligation (DBO) during the year		
	(a) Present Value of Obligation as at beginning of the year	**898.87**	*820.42*
	(b) Current Service cost	**117.90**	*101.67*
	(c) Interest Cost	**65.04**	*67.28*
	(d) Past Service Cost	**-**	*-*
	(e) Acturial (Gain)/Loss	**40.29**	*(58.13)*
	(f) Benefits paid	**(2.57)**	*(32.37)*
	(g) Present Value of Obligation as at the close of the year	**1,119.53**	*898.87*
4	Changes in the Fair Value of Plan Assets		
	(a) Present Value of Plan Assets as at beginning of the year	**355.47**	*221.43*
	(b) Contribution to the fund	**150.00**	*120.00*
	(c) Expected return of plan assets	**38.74**	*25.33*
	(d) Acturial Gain/(Loss)	**26.66**	*(11.29)*
	(e) Fair Value of Plan Assets as at the close of the year	**570.87**	*355.47*
	(f) Actual return on plan assets	**65.42**	*14.04*
5	Actuarial Assumptions		
	(a) Discount Rate (per annum)	**8.00%**	*9.00%*
	(b) Expected Rate of Return on Assets (per annum)	**9.00%**	*9.00%*
	(c) Salary Escalation Rate (per annum)	**7.00%**	*7.00%*
	(d) Mortality	**Indian Assured Life Mortality (2006-08) Ult.**	*Indian Assured Life Mortality (2006-08) Ult.*
6	Percentage of each Category of Plan Assets to total Fair Value of Plan Assets		
	Insurer Managed Funds	**100%**	*100%*

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Experience Adjustment

(₹ in Lacs)

Sr. No.	Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
1	Present Value of the defined benefit obligation	**1,119.53**	898.87	820.42	574.86	480.72
2	Fair value of the plan assets	**570.87**	355.47	221.43	201.35	143.91
3	Surplus / (deficit) in the plan	**(548.66)**	(543.40)	(598.99)	(373.51)	(336.81)
4	Experience adjustment on plan assets	**26.67**	(11.29)	1.96	(5.22)	0.65
5	Experience adjustment on plan liabilities	**(50.67)**	(0.04)	(14.64)	(11.48)	(1.35)
6	The estimated contribution to be paid to the plan during the annual period beginning after balance sheet date is ₹ 91.37 Lacs (Previous Year ₹ 84.66 Lacs)					

c) Compensated Absences:

The Compensated Absences is payable to all eligible employees for each day of accumulated leave on death or on resignation. Compensated absence debited to Consolidated Statement of Profit and Loss during the year amounts to ₹ 223.41 lacs (Previous Year ₹ 148.15 lacs) and is included in Note 24 - 'Employee benefits expenses'. Accumulated non-current provision for leave encashment aggregates ₹ 383.74 lacs (Previous Year ₹ 331.36 lacs) and current provision aggregates ₹ 255.03 lacs (Previous Year ₹ 224.21 lacs).

37. Segment Information

Segment Wise Revenue, Results and Other Information

A Business Segment:

	Particulars	2014-15				2013-14			
		Plastics	Lifestyle Furniture, Furnishings & Accessories	Others	Total	Plastics	Lifestyle Furniture, Furnishings & Accessories	Others	Total
1	Revenue from Operations	**161,468.00**	**21,749.56**	**7,853.74**	**191,071.30**	143,304.66	21,881.30	10,402.69	175,588.65
	Less: Inter Segment Revenue	**1,612.43**			**1,612.43**	1,411.98			1,411.98
	Net Revenue from Operations	**159,855.57**	**21,749.56**	**7,853.74**	**189,458.87**	141,892.68	21,881.30	10,402.69	174,176.67
2	Segment Result before Tax & interest	**11,967.18**	**(946.22)**	**391.95**	**11,412.91**	11,907.50	191.82	115.05	12,214.37
	Add/(Less): Minority Interest	**78.34**			**78.34**	52.86			52.86
		11,888.84	**(946.22)**	**391.95**	**11,334.57**	11,854.64	191.82	115.05	12,161.51
	Less: Unallocated expense(Net of Unallocated Income)				**1,078.81**				1,373.55
	Operating Profit				**10,255.76**				10,787.96
	Less: Finance Costs				**3,251.07**				4,250.77
	Add: Exceptional Income				**-**				-
	Add/(Less): Prior Period Adjustment				**-**				-
	Profit Before Tax				**7,004.69**				6,537.19
	Less: Provision for Taxes(Net)				**1,957.02**				1,832.69
	Net Profit After Tax				**5,047.67**				**4,704.50**
3	Other Information								
	Segment Assets	**75,985.50**	**12,354.18**	**5,683.58**	**94,023.26**	80,892.98	13,182.95	6,125.86	100,201.79
	Add: Unallocated Assets				**3,164.05**				3,923.77
	Total Assets				**97,187.31**				104,125.56
	Segment Liabilities	**14,691.67**	**4,250.74**	**1,659.10**	**20,601.51**	13,481.99	3,880.84	1,703.19	19,066.02
	Add: Minority Interest	**622.14**	**-**	**-**	**622.14**	538.46	-	-	538.46
		15,313.81	**4,250.74**	**1,659.10**	**21,223.65**	14,020.45	3,880.84	1,703.19	19,604.48
	Add: Unallocated Liabilities								
	Loan Liabilities				**20,903.19**				32,401.48
	Others				**2,563.07**				3,443.62
	Total liabilities				**44,689.91**				55,449.58
	Capital Expenditure	**1,336.20**	**390.38**	**29.32**	**1,755.90**	3,523.04	1,411.85	168.23	5,103.12
	Depreciation and Amortisation	**4,462.71**	**997.42**	**282.24**	**5,742.37**	4,479.46	496.59	247.23	5,223.28
	Significant Non Cash Expenses other than Depreciation and Amortisation	**207.78**	**15.00**	**21.44**	**244.22**	215.44	-	35.51	250.95

B Geographical Segment:

		Year Ended 31st March, 2015			Year Ended 31st March, 2014		
Sr. No.	Particulars	**India**	**Rest of The World**	**Total**	India	Rest of The World	Total
1	Segment Revenue(Net Sales)	**177,234.07**	**12,224.80**	**189,458.87**	162,915.38	11,261.30	174,176.67
2	Carrying cost of Segment Assets	**92,925.33**	**1,097.93**	**94,023.26**	99,652.41	549.38	100,201.79
3	Addition to Fixed Assets and -Intangible Assets	**1,544.08**	**211.82**	**1,755.90**	4,785.05	318.07	5,103.12

Notes:

a) Segments have been identified in line with the Accounting Standard on Segment Reporting (AS 17) taking into account the Company's organisation structure as well as the differential risk and returns of these segments.

b) The Company has disclosed business segment as the primary segment.

c) Types of Products and Services in each business segment:

Sr No	Business Segment	Types of Products and Services
i.	Plastics	Injection Moulded plastic articles, Polymers and others.
ii.	Lifestyle Furniture, Furnishings and Accessories	Home Furniture, Home Furnishing and Accessories.
iii.	Others	Storage System of Metal, Mass Housing, Mattresses, etc.

d) The segment Revenues, Results, Assets and Liabilities include the respective amounts identifiable to each of the segment and amounts allocated on a reasonable basis.

e) The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Holding Company.

38. Earnings per share:

	2014-15	2013-14
Profit for the year after tax (₹ In Lacs)	5,047.67	4,704.50
Nominal Value per Share in Rupees	10.00	10.00
Weighted average number of equity shares Outstanding during the year	14,922,525	14,922,525
Basic and diluted earnings per share (₹)	33.83	31.53

40. Previous figures have been regrouped / reclassified wherever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED
For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sadashiv Shetty
Partner
Membership No : 048648

For **VORA & ASSOCIATES**
Chartered Accountants
Firm's Registration No: 111612W

Bharat B. Chovatia
Partner
Membership No. : 031756

Mumbai
May 12, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF NILKAMAL LIMITED
CIN : L25209DN1985PLC000162

Sharad V. Parekh
Managing Director
DIN : 00035747

Hiten V. Parekh
Executive Director
DIN : 00037550

Paresh B. Mehta
Chief Financial Officer

Priti P. Dave
Company Secretary
Membership No : 19469

Mumbai
May 12, 2015

Salient features of the financial statement of Subsidiaries / Joint Ventures

[Pursuant to the first proviso to sub –section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014- AOC-1]

Part "A": Subsidiaries

(₹ in lacs)

Sr. No	Name of Subsidiary	Nilkamal Eswaran Plastics Private Limited, Sri Lanka	Nilkamal Eswaran Marketing Private Limited, Sri Lanka	Nilkamal Crates and Bins - FZE (Ajman - UAE)
1	Reporting period for the subsidiary concerned	1st April, 2014 to 31st March, 2015	1st April, 2014 to 31st March, 2015	1st April, 2014 to 31st March, 2015
2	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	1 SLR = ₹ 0.46226	1 SLR = ₹ 0.46226	1 AED = ₹ 17.18741
3	Share Capital	70.26	0.0035	31.8
4	Reserve and Surplus	1,878.85	39.49	1,177.68
5	Total Assets	3,024.57	105.11	1,492.77
6	Total Liabilities	1,075.46	65.62	283.29
7	Investment other than investment in Subsidiary	-	-	-
8	Turnover and Other Income	4,200.57	194.55	3,086.75
9	Profit before Taxation	342.68	22.47	255.29
10	Provision for Taxation (including Deferred Tax)	54.38	8.92	-
11	Profit after Tax	288.30	13.55	255.29
12	Dividend	7.03	0.88	171.87
13	% of shareholding	76.00%	76.00%	100.00%

Part "B": Joint Ventures

(₹ in lacs)

Sr. No.	**Name of Joint Ventures**	**Nilkamal Bito Storage System Private Limited**	**Cambro Nilkamal Private Limited**
1	Latest audited Balance Sheet Date	31st March, 2015	31st March, 2015
2	Shares of Associate/Joint Ventures held by the company on the year end	50.00%	50.00%
3	No. of Shares fully paid up of ₹ 10 each	2,220,000	105,000
4	Amount of Investment in Associates/Joint Venture	2,215.50	200.50
5	Extend of Holding %	50.00%	50.00%
6	Description of how there is significant influence	Joint Venture	Joint Venture
7	Reason why the associate/joint venture is not consolidated	N.A.	N.A.
8	Networth attributable to Shareholding as per latest audited Balance Sheet (₹ in lacs)	2,240.77	528.56
9	**Profit / Loss for the year**		
a	Considered in Consolidation	330.07	144.74
b	Not Considered in Consolidation	330.07	144.74

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF NILKAMAL LIMITED

CIN : L25209DN1985PLC000162

Sharad V. Parekh
Managing Director
DIN : 00035747

Hiten V. Parekh
Executive Director
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Paresh B. Mehta
Chief Financial Officer

Priti P. Dave
Company Secretary
Membership No : 19469

Mumbai
May 12, 2015

NILKAMAL LIMITED

CIN: L25209DN1985PLC000162
Regd. Office: Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa – Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra and Nagar Haveli. Phone:0260-2699082, Fax:0260-2699023.
Email: investor@nilkamal.com, Website: www.nilkamal.com

TWENTY NINTH ANNUAL GENERAL MEETING ON TUESDAY, AUGUST 4, 2015.

ATTENDANCE SLIP

Sr No. :

Registered Folio No./ DP ID/Client ID	
Name and address of the Member(s) **Joint Holder 1** **Joint Holder 2**	

I / we hereby record my / our presence at the 29th Annual General Meeting of the Company, to be held on Tuesday, August 4, 2015 at 12.00 noon at Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra and Nagar Haveli.

--- ---

Member's / Proxy's name in Block Letters Member's / Proxy's Signature

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Default PAN
150626027	

* Only Members who have not updated their PAN with the Company / Depository Participant shall use the default PAN in the PAN field.

Note : Please read the Instructions printed under Note no. 17 to Notice of the 29th Annual General Meeting. The voting period starts from 10.00 a.m. on Saturday, August 1, 2015 and ends at 5.00 p.m. on Monday, August 3, 2015. The remote e-voting module shall be disabled by CDSL for voting thereafter.

***Proxy Form is attached to the Annual Report**

NILKAMAL LIMITED

CIN: L25209DN1985PLC000162

Regd. Office: Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa – Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra and Nagar Haveli.

Phone:0260-2699082, Fax:0260-2699023.
Email: investor@nilkamal.com, Website: www.nilkamal.com

TWENTY NINTH ANNUAL GENERAL MEETING ON TUESDAY, AUGUST 4, 2015.

Form MGT 11

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

PROXY FORM

Name of the member(s): _____

Registered Address: _____

_____

E-mail ID: _____

Folio No. / DP ID/ Client ID: _____

I/We, being the member(s) of Nilkamal Limited, holding _____shares of the Company, hereby appoint:

1) Name _____ Address _____
   Email ID _____ Signature _____ or failing him ;
2) Name _____ Address _____
   Email ID _____ Signature _____ or failing him ;
3) Name _____ Address _____
   Email ID _____ Signature _____ or failing him ;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Tuesday, August 4, 2015 at 12.00 noon at Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa – Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra and Nagar Haveli and at any adjournment thereof inrespect of following resolutions :

Ordinary Business:
1. Consideration and adoption of the Audited Financial Statements including Audited Consolidated Financial Statements for the year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors' thereon.
2. Declaration of Dividend on Equity Shares for the year ended March 31, 2015.
3. Re-appointment of Mr. Nayan S. Parekh, who retires by rotation.
4. Appointment of Joint Statutory Auditors of the Company and fixing their remuneration.
Special Business:
5. Appointment of Ms. Hiroo Mirchandani as an Independent Director.
6. Ratification of remuneration payable to Cost Auditors for the financial year 2015-2016.
7. Re-appointment of Mr. Manish V. Parekh as the Executive Director and revision in the terms of his appointment.
8. Re-appointment of Mr. Nayan S. Parekh as the Executive Director and revision in the terms of his appointment.
9. Re-appointment of Mr. Hiten V. Parekh as the Executive Director and revision in the terms of his appointment.
10. Re-appointment of Mr. Sharad V. Parekh as the Managing Director and revision in the terms of his appointment.

Affix Revenue Stamp ₹ 1/-

Signed this _____ day of _____, 2015.

Signature of Member: _____

Signature of the Proxy holder(s) _____

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Noticeof the 29th Annual General Meeting.

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CORPORATE OFFICE : Nilkamal Ltd., Nilkamal House, 14th Street, MIDC, Andheri (East), Mumbai - 400 093.
Tel: 2681 8888 • Fax: 2837 2787 • Email: connect@at-home.co.in • www.at-home.co.in

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