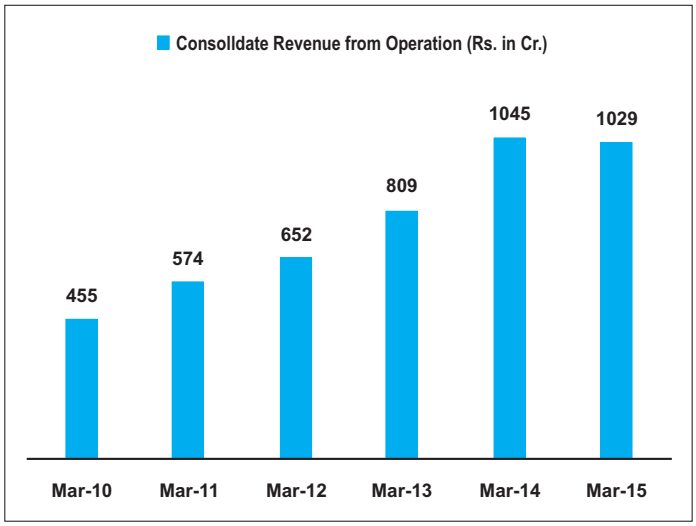
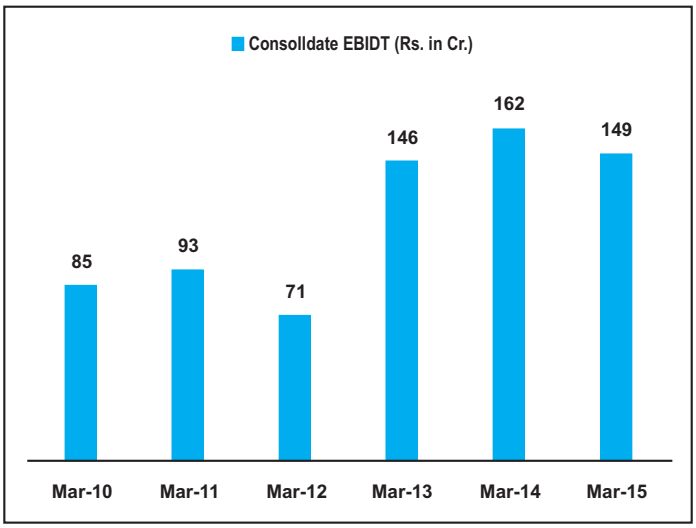
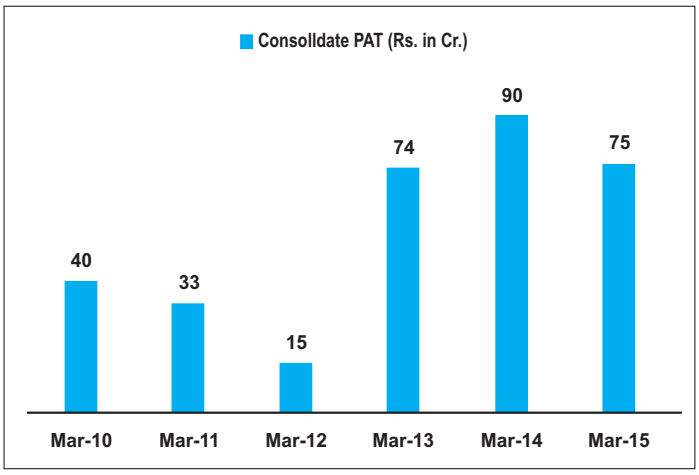
TECHNOCRAFT INDUSTRIES INDIA LIMITED

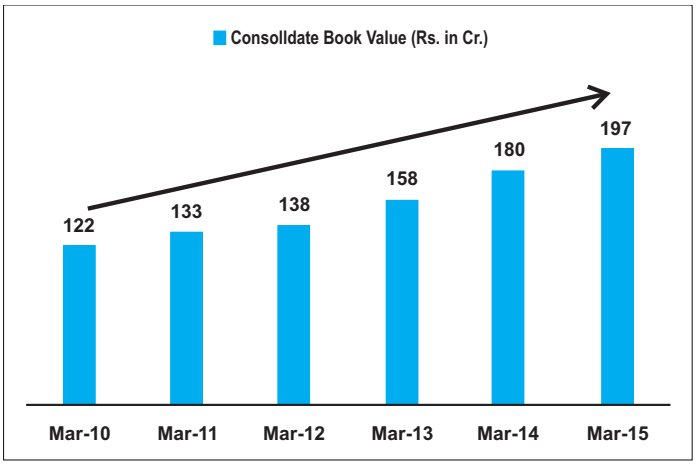
Annual Report 2014-2015

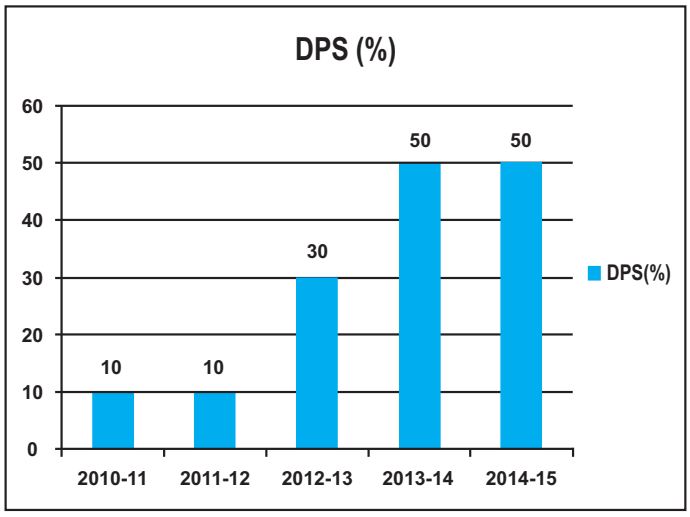
FINANCIAL SNAPSHOT

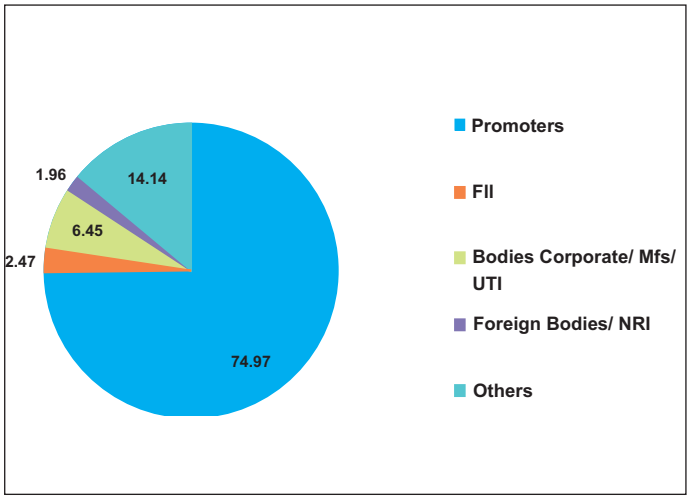












GENERAL INFORMATION

BOARD OF DIRECTORS

Mr. Sharad Kumar Saraf	(Chairman & Managing Director)
Mr. Sudarshan Kumar Saraf	(Co- Chairman & Managing Director)
Mr. Navneet Kumar Saraf	(Whole-time Director & COO)
Mr. Ashish Kuamr Saraf	(Whole-time Director & CFO)
Mr. Atanu Choudhary	(Whole-time Director)
Dr. Shri Bhagwan Agarwal	(Independent Director)
Mr. Jagdeesh Mal Mehta	(Independent Director)
Ms. Vaishali Choudhari	(Independent Director)
Mr. Vinod B. Agarwala	(Independent Director)
Mr. Vishwambhar C. Saraf	(Independent Director)

COMPANY SECRETARY

Mr. Neeraj Rai

BANKERS

Bank of India
IDBI Bank
HDFC Bank
Citi Bank NA

AUDITORS

M/S. M.L. Sharma & Co,
Chartered Accountants, Mumbai

REGISTERED OFFICE

Technocraft House
A-25, Technocraft House, MIDC,
Marol Industrial Area,Road No. 3,
Opp.ESIS Hospital, Andheri (E),
Mumbai, 400093
www.technocraftgroup.com
CIN NO. L28120MH1992PLC069252

REGISTRAR & TRANSFER AGENT

System Support Services,
Gala No.209, Shivai Industrial Estate,
Near Logitech Park, 89, Andheri Kurla Road,
Sakinaka Andheri (E), Mumbai-400072

Contents	Page No.
Notice of Annual General Meeting	1
Board's Report	15
Secretarial Audit Report	25
Management Discussion & Analysis Report	49
Corporate Governance Report	52
Auditors' Report	70
Financial Statements	75
Consolidated Financial Statements	106
Salient features of Subsidiaries (AOC-1)	139

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of the Technocraft Industries (India) Limited will be held on Tuesday, September 29, 2015 at 11.00 a.m. at the registered office of the Company at A-25, Technocraft House, MIDC, Marol Industrial Area,Road No. 3, Opp. ESIS Hospital, Andheri (E), Mumbai, 400093, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon.

2. To confirm the payment of interim dividend of ₹ 5 per equity share, already paid during the year, for the year ended March 31, 2015.

3. To appoint a Director in place of Mr. Sharad Kumar Saraf (holding DIN 00035843) who retiresby rotation, and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Sudarshan Kumar Saraf (holding DIN 00035799) who retires by rotation, and being eligible, offers himself for re-appointment.

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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the Members of the Company at the 22ndAnnual General Meeting held on September 30, 2014; the appointment of M/s. M.L. Shrama & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No. 109963W), as the Auditors of the Company for a term of three years i.e., till the conclusion of the 25thAnnual General Meeting of the Company to be held in the year 2017; be and is hereby ratified for the balance term and the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2016.

SPECIAL BUSINESS:

6. To appoint Mr. Vishwambhar C. Saraf (holding DIN 00161381) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 (herein after referred to as Act) and Clause 49 of the Listing Agreement, Mr. Vishwambhar C. Saraf (holding DIN 00161381), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that they meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office effective from February 6, 2015 upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. To appoint Mr. Vinod Balmukand Agarwala (holding DIN 01725158) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 (hereinafter referred to as Act) and Clause 49 of the Listing Agreement, Mr. Vinod Balmukand Agarwala (holding DIN 01725158), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that he meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office effective from February 6, 2015 upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

8. To appoint Mr. Navneet Kumar Saraf (holding DIN 00035686) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Navneet Kumar Saraf (holding DIN 00035686), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Companyand who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

9. To appoint Mr. Navneet Kumar Saraf (holding DIN 00035686) as a Whole-time Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Navneet Kumar Saraf (holding DIN 00035686) as an Whole-time Director of the Company for a period of five years with effect from February 6, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Navneet Kumar Saraf."

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

10. To appoint Mr. Ashish Kumar Saraf (holding DIN 00035549) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

    "RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ashish Kumar Saraf (holding DIN 00035549), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

11. To appoint Mr. Ashish Kumar Saraf (holding DIN 00035549 as a Whole-time Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

    "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Ashish Kumar Saraf (holding DIN 00035549) as an Whole-time Director of the Company for a period of five years with effect from February 6, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Ashish Kumar Saraf."

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

12. To appoint Mr. Atanu Anil Choudhary (holding DIN 02368362) as a Whole-time Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

    "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Atanu Anil Choudhary (holding DIN 02368362)as an Whole-time Director of the Company for a period of five years with effect from August 10, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Atanu Anil Choudhary."

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

13. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

    "RESOLVED THAT pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. NKJ & Associates, Cost Accountants, (Firm Registration No.101893) who was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to 75,000/- (Rupees Seventy Five thousand only) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board
For Technocraft Industries (India) Limited

Place: Mumbai
Date: August 10, 2015

Neeraj Rai
Company Secretary

Registered Office:

A-25, Technocraft House, MIDC,
Marol Industrial Area, Road No. 3,
Opp.ESIS Hospital, Andheri (E), Mumbai.
CIN NO. L28120MH1992PLC069252
www.technocraftgroup.com

NOTES FORMING PART OF THE NOTICE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

   THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2015 to Tuesday, September 29, 2015 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
5. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. In compliance with the provisions of Section 129(3) of the Companies Act, 2013, the Audited Financial Statements of the Company include the Consolidated Financial Statements of the Company and all its Subsidiaries for consideration and adoption by the Members of the Company.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
8. The Members are requested to:
   (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, System Support Services, 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai – 400072, India in respect of their holdings in physical form.
   (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
   (c) Register their email address and changes therein from time to time with System Support Services for shares held in physical form and with their respective Depository Participants for shares held in demat form.
9. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
10. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, System Support Services and have it duly filled and sent back to them.
11. Electronic copy of the Annual Report for 2014-15 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 are being sent to them in the permitted mode.
12. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to them in the permitted mode.

13. Particulars regarding appointment of directors as prescribed under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment at the Annual General Meeting are provided in the Explanatory Statement to the Notice.

14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.technocraftgroup.com for their download.

15. Even after registering for e-communication, members are entitled to receive such communication in physical form by post free of cost, upon making a request for the same. For any such communication, the members may also send requests to the Company's investor email id: investor@technocraftgroup.com.

16. Members wishing to claim dividends, which remain unclaimed are requested to correspond with System Support Services, Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education Protection Fund, as per Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the erstwhile Companies Act, 1956).

17. **Voting through electronic means:**

    In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

    The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

    The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

    The remote e-voting period commences on September 25, 2015 (9:00 am) and ends on September 28, 2015 (5:00 pm).

    During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

    The process and manner for remote e-voting are asunder:

    In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

    i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

    ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

    iii) Click on Shareholder - Login

    iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

    v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

    vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

    vii) Select "EVEN" of "Technocraft Industries (India) Limited".

    viii) Now you are ready for remote e-voting as Cast Vote page opens.

    ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x) Upon confirmation, the message "Vote cast successfully" will be displayed.

xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csniteshjain@gmail.com with a copy marked to evoting@nsdl.co.in.

In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

i) Initial password is provided at the Attendance Slip for the AGM:

ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2015.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using"Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

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.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail with the facility of remote e-voting or voting at the AGM through ballot paper.

Mr. Nitesh Jain, proprietor of M/s Nitesh Jain & Co., Company Secretaries (Membership No. FCS 6069 and Certificate of Practice No. 8582) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.technocraftgroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE

Item No. 5

The Members of the Company had, at the 22nd Annual General Meeting held on September 30, 2014, approved the appointment of M/s. M.L. Sharma & Co, Chartered Accountants, Mumbai, bearing ICAI Registration No. 109963W, as Auditors, to hold office from the conclusion of that AGM until the conclusion of the 25th AGM (subject to ratification of the appointment by the Members at every AGM held after that AGM).

Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, states that appointment of the auditor shall be subject to ratification by the members at every AGM till the expiry of the term of the Auditor.

In view of the above, the existing appointment of M/s. M. L. Sharma & Co, Chartered Accountants, Mumbai covering the period from the conclusion of this ensuing AGM until the conclusion of the next Annual General Meeting to the held in the FY 2016-17, is being placed for members' ratification.

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

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs are concerned or interested financially or otherwise in the said resolution.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors, at its meeting held on February 06, 2015, appointed Mr. Vishwambhar C. Saraf as an Additional Director of the Company with effect from February 06, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Article 89 of the Articles of Association of the Company.

Mr. Vishwmbhar C. Saraf holds a Bachelor's Degree in Commerce from Mumbai University, Mr. Vishwambhar C. Saraf is a businessmen. He was born on August 5, 1939. He is Managing Director & Chairman of Remi Elektrotechnik Limited and is on the Board of Remi Process Plant and Machinery Limited, Remi Edelstahl Tubulars Limited and Magnificent Trading Private Limited. He is also a member of Tahnee Heights Club. He is a Chairman of Stakeholder Relationship Committee of Remi Edelstahl Tubulars Limited. He does not hold any Equity Shares of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vishwambhar C. Saraf will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Vishwambhar C. Saraf 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 Mr. Vishwambhar C. Saraf (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 he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013,and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on February 6, 2015, subject to the approval of the Members and in accordance with the provisions of Section 149 of the Companies Act, 2013, have approved the appointment of Mr. Vishwambhar C. Saraf as an Independent Director of the Company for a period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019.

The resolution seeks the approval of members for the appointment of Mr. Vishwambhar C. Saraf as an Independent Director of the Company for a period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Vishwambhar C. Saraf, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Vishwambhar C. Saraf 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.

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

No director, key managerial personnel or their relatives, except Mr. Vishwambhar C. Saraf, to whom the resolution relates, are interested or concerned in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 7

The Board of Directors, at its meeting held on February 06, 2015, appointed Mr. Vinod Balmukand Agarwala as an Additional Director of the Company with effect from February 06, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Article 89 of the Articles of Association of the Company.

Mr. Vinod Balmukand Agarwala is a Science and Law Graduate, Solicitor & Advocate High Court, Bombay, Solicitor, Supreme Courts of England & Wales. He was born on October 30, 1949. He is practicing Solicitor, Supreme Court of India. He is the Founder partner of VIGIL JURIS, a leading firm of Advocates and Solicitors in Mumbai. He also holds position of director in(i) Suditul Trading And Investment Company Private Limited (ii) Delta Galil Textiles (India) Private Limited(iii) SBM Chemicals And Instruments Private Limited (iv) Supreme Infrastructure India Limited (v) V-Magnum Opus Strategic Solutions Private Limited (vi) Fiducia Business Advisors DWC LLC, Dubai and (vii) GTL infrastructure Limited.

He is a member of Stakeholder Relationship Committee and Audit Committee of Supreme Infrastructure India Limited and he is also a member of Audit Committee, Stakeholder Relationship Committee of GTL Infrastructure Limited. He does not hold any Equity Shares of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vinod Balmukand Agarwala will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Vinod Balmukand Agarwala 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 Mr. Vinod Balmukand Agarwala (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 he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013,and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on February 6, 2015, subject to the approval of the Members and in accordance with the provisions of Section 149 of the Companies Act, 2013, have approved the appointment of Mr. Vinod Balmukand Agarwala as an Independent Director of the Company fora period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019.

The resolution seeks the approval of members for the appointment of Mr. Vinod Balmukand Agarwala as an Independent Director of the Company for a period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Vinod Balmukand Agarwala, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Vinod Balmukand Agarwala 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.

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

No director, key managerial personnel or their relatives, except Mr. Vinod Balmukand Agarwala, to whom the resolution relates, are interested or concerned in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 8 & 9

The Board of Directors of the Company, at its meeting held on February 6, 2015 has appointed Mr. Navneet Kumar Saraf as an Additional Director of the Company upto the date of Annual General Meeting.

As required under Section 160 of the Companies Act, 2013, Notice has been received from a member of the Company along with a deposit of a requisite amount signifying the intention to propose Mr. Navneet Kumar Saraf as a candidate for the Office of Director of the Company.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on February 6, 2015, subject to the approval of the Members and in accordance with the provisions of Schedule V to the Companies Act, 2013, have also appointed Mr. Navneet Kumar Saraf as Whole-time Director of the Company and approved his remuneration for a period of five years effective from February 6, 2015 to February 5, 2020.

Section 196(4) of the Act, inter alia, provides that a whole-time director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting. Accordingly, Shareholders approval vide Ordinary Resolution is sought for the said proposal.

Mr. Navneet Kumar Saraf was working as Chief Operating Officer of the Company since 2006, prior to that he was a working director of the Company, since 2001. He takes care of domestic as well as overseas, operation of engineering and I.T. Operations of the Group.

Mr. Navneet Kumar Saraf holds Bachelors in mechanical engineering from University of Manchester, United Kingdom. He was born on September 21, 1977. He is a Board Members of Technosoft Engineering Projects Limited, Ashrit Holdings Limited, BMS Industries Limited, Technocraft Tabla Form work Systems Private Limited, M.D. Saraf Securities Private Limited, Technocraft International Limited (UK), Technocraft Australia Pty (Australia), Technosoft Engineering Inc. (Erstwhile Impact Engineering Solution Inc.) (USA) and Swift Engineering Inc. (Canada), Anhui Reliable Steel Company Ltd.(China).He is not a member of any Audit Committee or Investor Relationship Committee. He holds 11,24,280 Equity Shares of the Company.

The Company has received from Mr. Navneet Kumar Saraf (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Navneet Kumar Saraf is a relative of Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director.

The remuneration of Mr. Navneet Kumar Saraf as Whole-time Director of the Company is the same as what was being paid to him by the Company in his capacity as Chief Operating Officer of the Company. The main terms and conditions of appointment (including payment of remuneration for the period of 5 years effective from February 6, 2015 to February 5, 2020 of Mr. Navneet Kumar Saraf as a Whole-time Director of the Company are given below:

Remuneration

A. Salary

₹ 2,00,000/- (Rupees Two Lac only) per month with effect from February 01, 2015 subject to the revision as may be decided by the Board of Directors from time to time.

B. Commission

Payable for each financial year, up to 1% of net profits of the Company for that year, subject to such ceiling as may be fixed by the Board of Directors from time to time, with the present ceiling fixed by the Board being an amount equivalent to the Annual Salary for the relevant financial year. The amount of Commission shall be payable after the Annual Accounts are approved by the Board of Directors and adopted by the Shareholders.

C. Bonus

Annual Bonus at the same rate as payable to other senior employees of the Company.

D. House Rent Allowance

60% of salary as House Rent Allowance. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the salary.

E. Perquisites

- ✓ Earned Leave/Privilege Leave: On full pay and allowance as per the rules of the Company, but not more than one month's leave for every 11 months of service. The balance of leave at the end of each year will be encashable as per the Company's Rules.
- ✓ Reimbursement of medical expenses: incurred in India or abroad including hospitalization, nursing home and surgical charges for self and family. However, the reimbursement shall not exceed one-month salary in a year or three months' salary over a period of three years.
- ✓ Leave travel concession: For self and family once in a year in accordance with the Rules of the Company.
- ✓ Telephone: Free use of Telephone at residence.
- ✓ Club Fees: Fees for clubs subject to a maximum of two clubs.
- ✓ Servant's salary: Servant's salary, subject to a maximum of 2 servants on a salary of up to ₹2500/- per servant per month.
- ✓ Personal Accident Insurance: Premium not to exceed ₹ 4000/- per annum.
- ✓ Car: Free use of Company's Car with driver. If the Company does not provide driver, reimbursement of actual salary paid to the driver.
- ✓ Entertainment expenses: Reimbursement of entertainment expenses incurred in the course of business of the Company.
- ✓ Corporate Credit Card: For use both in India and abroad for business purposes.
- ✓ Subject to any statutory ceiling(s), Mr. Navneet Kumar Saraf may be given any other allowances, perquisites, benefits and facilities as the Board of Director or committee of the Company from time to time may decide.

F. Gratuity

Not to exceed half a month's salary for each completed year of service, subject to a ceiling as may be fixed by the Government

Minimum Remuneration

Notwithstanding any thing herein contained, where in any financial year during the period of his office as a Whole-time Director, the Company has no profits or its profits are in adequate, the Company may, subject to the requisite approvals, pay Mr. Navneet Kumar Saraf remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Navneet Kumar Saraf

Other Terms:

Mr. Navneet Kumar Saraf shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company relating to commercial operations. He shall not be paid any sitting fee for attending meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Navneet Kumar Saraf or the Company, by one party giving to the other 1 (one) month notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The Board of Directors of the Company is of the view that as the Whole-time Director of the Company, Mr. Navneet Kumar Saraf shall be shouldered with multiple responsibilities and considering the industry benchmarks and his contribution to the Company, the aforementioned remuneration structure of Mr. Navneet Kumar Saraf as Whole-time Director is commensurate with the remuneration package paid to similarly placed persons, in other Companies and therefore recommend the resolution at Item No. 9 of the accompanying notice for your approval.

Mr. Navneet Kumar Saraf is interested to the extent of remuneration payable to him under Resolution No. 9 and his shareholding in the Company.

Mr. Sudarshan Kumar Saraf, Co-Chairman and Managing Director of the Company being the relative of Mr. Navneet Kumar Saraf is directly/indirectly concerned or interested in this resolution.

Save and except as above, none of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, are concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 10 & 11

The Board of Directors of the Company, at its meeting held on February 6, 2015 has appointed Mr. Ashish Kumar Saraf as an Additional Director of the Company upto the date of Annual General Meeting.

As required under Section 160 of the Companies Act, 2013, Notice has been received from a member of the Company along with a deposit of a requisite amount signifying the intention to propose Mr. Ashish Kumar Saraf as a candidate for the Office of Director of the Company.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on February 6, 2015, subject to the approval of the Members and in accordance with the provisions of Schedule V to the Companies Act, 2013, have also appointed Mr. Ashish Kumar Saraf as Whole-time Director of the Company and approved his remuneration for a period of five years effective from February 6, 2015 to February 5, 2020.

Section 196(4) of the Act, inter alia, provides that a whole-time director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting. Accordingly, shareholders' approval vide Ordinary Resolution is sought for the said proposal.

Mr. Ashish Kumar Saraf was working as Chief Financial Officer of the Company since 2006, prior to that he was a working director of the Company, since 2001. He takes care of accounts and finance functions of the company and also overseas operations of the Company.

Mr. Ashish Kumar Saraf is Bachelor in Commerce, Masters in Textile Technology from University of Manchester, United Kingdom, he has also completed CA (Inter) and Diploma in Textile. He was born on November 25, 1981. He is a Board Members of Technosoft Engineering Projects Limited, Ashrit Holdings Limited, BMS Industries Limited, Technocraft International Limited (UK), Technocraft Trading (Poland), Technosoft Engineering Inc. (Erstwhile Impact Engineering Solution Inc.) (USA) and Swift Engineering Inc. (Canada), Technocraft Trading Spolka Z.o.o.(Poland).He is not a member of any Audit Committee or Investor Relationship Committee. He holds 70,742 Equity Shares of the Company.

The Company has received from Mr. Ashish Kumar Saraf (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Ashish Kumar Saraf is a relative of Mr. Sharad Kumar Saraf, Chairman & Managing Director.

The remuneration of Mr. Ashish Kumar Saraf as Whole-time Director of the Company is the same as what was being paid to him by the Company in his capacity as Chief Financial Officer of the Company. The main terms and conditions of appointment (including payment of remuneration for the period of 5 years effective from February 6, 2015 to February 5, 2020 of Mr. Navneet Kumar Saraf as a Whole-time Director of the Company are given below:

Remuneration:

A. Salary

₹ 2,00,000/-(Rupees Two Lac only) per month with effect from February 01, 2015 subject to the revision as may be decided by the Board of Directors from time to time.

B. Commission

Payable for each financial year, up to 1% of net profits of the Company for that year, subject to such ceiling as may be fixed by the Board of Directors from time to time, with the present ceiling fixed by the Board being an amount equivalent to the Annual Salary for the relevant financial year. The amount of Commission shall be payable after the Annual Accounts are approved by the Board of Directors and adopted by the Shareholders.

C. Bonus

Annual Bonus at the same rate as payable to other senior employees of the Company.

D. House Rent Allowance

60% of salary as House Rent Allowance. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the salary.

E. Perquisites

- ✓ Earned Leave/Privilege Leave: On full pay and allowance as per the rules of the Company, but not more than one month's leave for every 11 months of service. The balance of leave at the end of each year will be encashable as per the Company's Rules.
- ✓ Reimbursement of medical expenses: incurred in India or abroad including hospitalization, nursing home and surgical charges for self and family. However, the reimbursement shall not exceed one-month salary in a year or three months' salary over a period of three years.
- ✓ Leave travel concession: For self and family once in a year in accordance with the Rules of the Company.
- ✓ Telephone: Free use of Telephone at residence.
- ✓ Club Fees: Fees for clubs subject to a maximum of two clubs.
- ✓ Servant's salary: Servant's salary, subject to a maximum of 2 servants on a salary of up to ₹2500/- per servant per month.
- ✓ Personal Accident Insurance: Premium not to exceed ₹ 4000/- per annum.
- ✓ Car: Free use of Company's Car with driver. If the Company does not provide driver, reimbursement of actual salary paid to the driver.
- ✓ Entertainment expenses: Reimbursement of entertainment expenses incurred in the course of business of the Company.
- ✓ Corporate Credit Card: For use both in India and abroad for business purposes.
- ✓ Subject to any statutory ceiling(s), Mr. Ashish Kumar Saraf may be given any other allowances, perquisites, benefits and facilities as the Board of Director or committee of the Company from time to time may decide.

F. Gratuity

Not to exceed half a month's salary for each completed year of service, subject to a ceiling as may be fixed by the Government

Minimum Remuneration

Notwithstanding anything herein contained, where in any financial year during the period of his office as a Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Ashish Kumar Saraf remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Ashish Kumar Saraf

Other Terms:

Mr. Ashish Kumar Saraf shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company relating to commercial operations. He shall not be paid any sitting fee for attending meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Ashish Kumar Saraf or the Company, by one party giving to the other 1 (one) month notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The period of office of Mr. Ashish Kumar Saraf shall be liable to determination by retirement of directors by rotation. If Mr. Ashish Kumar Saraf is appointed as a director, immediately on retirement by rotation he shall continue to hold

office of Whole-time Director. In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections. 198, 269, 309 and any other applicable provisions of the Companies Act, 1956),

The Board of Directors of the Company is of the view that as the Whole-time Director of the Company, Mr. Ashish Kumar Saraf shall be shouldered with multiple responsibilities and considering the industry benchmarks and his contribution to the Company, the aforementioned remuneration structure of Mr. Ashish Kumar Saraf as Whole-time Director is commensurate with the remuneration package paid to similarly placed persons, in other Companies and therefore recommend the resolution at Item No. 11 of the accompanying notice for your approval.

Mr. Ashish Kumar Saraf is interested to the extent of remuneration payable to him under Resolution No. 11 and his shareholding in the Company.

Mr. Sharad Kumar Saraf, Chairman and Managing Director of the Company being the relative of Mr. Ashish Kumar Saraf is directly/indirectly concerned or interested in this resolution.

Save and except as above, none of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, are concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 12

Mr. Atanu Anil Choudhary was appointed Whole-time Director for the term of five years, his term is required to be renewed. Therefore, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on August 10, 2015, subject to the approval of the Members and in accordance with the provisions of Schedule V to the Companies Act, 2013, have re-appointed Mr. Atanu Anil Choudhary as Whole-time Director of the Company and approved his remuneration for a period of five years effective from August 10, 2015 to August 9, 2020.

Section 196(4) of the Act, inter alia, provides that a Whole-time Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting. Accordingly, shareholders' approval vide Ordinary Resolution is sought for the said proposal.

Mr. Atanu Anil Choudhary is having rich experience in steel and pipe industries, since 2008 he is working as occupier of the factories under the Factory Act, 1948. He is intermediate and born on November 15, 1960. He neither is a Board Member of any other Company nor having membership/chairmanship of any Committees. He does not hold any Equity Shares of the Company.

The main terms and conditions of appointment (including payment of remuneration) for the period of 5 years of Mr. Atanu Anil Choudhary as a Whole-time Director of the Company are given below:

Remuneration:

A. Basic Salary: ₹ 34,700/-(Rupees Thirty Four Thousand Seven Hundred only) per month subject to the revision as may be decided by the Board of Directors from time to time.

B. House Rent Allowance: ₹ 1,735/- (Rupees One Thousand, Seven Hundred, Thirty Five only) per month subject to the revision as may be decided by the Board of Directors from time to time.

C. Other Allowance: ₹ 23,390/- (Rupees Twenty Three Thousand,Three Hundred,Ninety only) per month subject to the revision as may be decided by the Board of Directors from time to time.

D. Annual Bonus/ ex gratia: 20% of the Basic Salary.

E. Gratuity: As per the Payment of Gratuity Act, 1972

F. Leave Salary: 35 Days leave per year

G. Provident Fund: 12% of Basic Salary

The period of office of Mr. Atanu Anil Choudhary shall be liable to determination by retirement of directors by rotation.

The Board of Directors of the Company is of the view that as the Whole-time Director of the Company, Mr. Atanu Anil Choudhary shall be shouldered with multiple responsibilities and considering the industry benchmarks and his contribution to the Company, the afore mentioned remuneration structure of Mr. Atanu Anil Choudhary as Whole-time Director is commensurate with the remuneration package paid to similarly placed persons, in other Companies and therefore recommend the resolution at Item No. 12 of the accompanying notice for your approval.

Mr. Atanu Anil Choudhary is interested to the extent of remuneration payable to him under Resolution No. 12

Save and except as above, none of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, are concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 13

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on May 27, 2015 the Board has considered and approved appointment of M/s NKJ & Associates, Cost Accountants having Registration No.101893, for the conduct of the Cost Audit of the Company at a remuneration of ₹ 75,000 plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2016.

The resolution of Item No. 13 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 13.

By Order of the Board
For Technocraft Industries (India) Limited

Place: Mumbai
Date: August 10, 2015

Neeraj Rai
Company Secretary

Registered Office:

A-25, Technocraft House, MIDC,
Marol Industrial Area, Road No. 3,
Opp.ESIS Hospital, Andheri (E), Mumbai.
CIN NO. L28120MH1992PLC069252
www.technocraftgroup.com

BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in present, twenty third Annual Report on the business and operations of the Company together with the audited accounts for the Financial Year ended March 31, 2015.

Financial highlights

(₹ In Lacs)

Particulars	Standalone		Consolidated	
	2014-15	**2013-14**	**2014-15**	**2013-14**
Gross Turnover & Other Income	80138.30	86655.28	104347.21	107176.24
Profit before Interest, Depreciation and Tax	13427.70	14753.23	14935.08	16196.8
Less: Finance Costs	(549.27)	(384.50)	(861.71)	(462.39)
Depreciation	(2711.18)	(2297.36)	(3188.16)	(2708.66)
Profit before Tax	**10167.25**	**12071.38**	**10885.21**	**13025.74**
Less: Tax Expense	(3179.48)	(3855.43)	(3364.79)	(4062.07)
Profit after Tax	**6987.77**	**8215.95**	**7520.42**	**8963.67**
Add: Balance brought forward from last year	16022.96	11125.68	17389.21	11784.76
Profit Available for appropriation	23010.73	19341.62	24909.63	20756.48
Less Appropriation:				
Transfer to General Reserve	1250.00	1250.00	1250.00	1250.00
Dividend	1576.34	1576.34	1576.34	1576.34
Dividend Distribution Tax	320.91	267.90	320.91	267.90
Other Appropriation	11.26	224.42	230.31	216.01
Balance Carried to Balance Sheet	19675.49	16022.96	21423.80	17389.21

Dividend

Your Directors have approved an interim dividend of 50% i.e. ₹ 5 per equity share for the financial year 2014-15.

Reserves

During the financial year 2014-15, your Directors have proposed to transfer an amount of Rs 1,250.00 Lacs in the general reserve.

Operations

During the year under review the Company has closed the year with total standalone revenue of ₹ 78,870.14 Lacs. On Consolidated basis the total revenue is ₹ 102,883.06 Lacs. The Company has made total Profit Before Tax on Standalone basis of ₹ 10,167.25 Lacs and on Consolidated basis of ₹ 10,885.21.

During the financial year under review most of the divisions has done quite well. Drum Closure division has seen strong revenue growth and the total revenue in the Drum Closure division has been ₹ 26,933.25 Lacs and Profit Before Interest and Tax has been ₹ 7136.94 Lacs. Scaffolding division has also seen a very good growth and revenue of ₹ 31874.78 Lacs and posted Profit Before Interest and Tax of ₹ 3306.55 Lacs. Garment division unfortunately has not done very well this year and that is why the total Profit Before Tax of the Company is reduced as compared to last year. Last year for March'2014 total Profit Before Tax was ₹ 12,071.37 Lacs and this year has been ₹ 10,167.25 Lacs that is because the Garment division this year has posted a loss of ₹ 509.30 Lacs versus a profit of ₹ 2,031.15 Lacs last year. Power division has also seen a very good growth in the revenue of i.e. ₹ 3,636.40 Lacs and posted Profit Before Interest and Tax of ₹ 513.36 Lacs as compare to loss of ₹ 436.66 lacs.

Subsidiaries:

As on March 31, 2015 there were 11 subsidiaries of the Company:

Direct Indian subsidiaries:

1. Technosoft Engineering Projects Limited
2. Technocraft Tabla Formwork Systems Private Limited

Limited Liability Partnership:

3. Shreyan Infra & Power LLP

Direct foreign Subsidiaries:

4. Technocraft International Limited, UK (WOS of the Company)
5. Technocraft Spolka Zoo, Poland (WOS of the Company)
6. Technocraft Australia Pty. Australia) (WOS of the Company)
7. Anhui Reliable Steel Technology Co Ltd, China (WOS of the Company)

First step down subsidiaries:

8. Technosoft Engineering, Inc, USA (WOS of Technosoft Engineering Projects Limited)
9. Swift Engineering Inc, Canada, (Subsidiary of Technosoft Engineering Projects Limited)
10. Highmark International Trading FZE, UAE(WOS of Technocraft International Limited, UK)

Second step down subsidiaries

11. Swift Projects Inc, USA (WOS of Swift Engineering Inc. Canada)

Highmark International Trading FZE, UAE has become subsidiary during the year, except this no other company has become/ ceased to be a subsidiary, Joint venture or associate during the financial year 2014-15.

A report on the performance and financial position of the each of the subsidiaries as per the first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed format AOC-1 is annexed to the report and hence not repeated here for the sake of brevity, under Rule 8 of the Companies (Accounts) Rules, 2014.

The Company has also formulated a Policy for determining material subsidiaries, which is uploaded on the website of the Company i.e. www.technocraftgroup.com and can be accessed at http://www.technocraftgroup.com/pdf/Policy-For-Determining-Material-Subsidiary-Companies.pdf

Deposits

During the year, your Company has not accepted any deposits under Section 73 of the Companies Act, 2013.

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

The information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed under the Companies (Accounts) Rules, 2014, is given in Annexure-I forming part of this Report

Statutory Auditors

The Members of the Company had, at the 22nd Annual General Meeting ("AGM") held on September 30, 2014, approved appointment of M/s. M.L. Sharma & Co., Chartered Accountants, Mumbai, bearing ICAI Registration No.109963W, as the Statutory Auditors of the Company, to hold office from the conclusion of that AGM until the conclusion of the third AGM held thereafter (subject to ratification of the appointment by the Members at every AGM held after the above said AGM).

Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, states that appointment of the Auditor shall be subject to ratification by the members at every Annual General Meeting till the expiry of the term of the Auditor.

In view of the above, the existing appointment of M/s. M. L. Sharma & Co., Chartered Accountants, Mumbai, covering the period from the conclusion of this ensuing AGM until the conclusion of the next AGM to be held in the FY 2016-17, is being placed for member's ratification.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent from the Auditors to such continued appointment and also a certificate from them to the effect that their appointment, if ratified, would be

in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder, as may be applicable.

Auditors' Report

The Auditors' Report to the Members on the Accounts of the Company for the financial year ended March 31, 2015 does not contain any qualification, reservation or adverse remark.

Secretarial Audit

Secretarial Audit for the Financial Year 2014-15 was conducted by M/s Pramod Jain & Co., Company Secretaries in Practice in accordance with the provisions of Section 204 of the Companies Act, 2013. The Secretarial Auditor's Report is attached to this Report as Annexure –II. There are no qualifications or observations or remarks made by the Secretarial Auditor in his Report.

Cost Audit

In compliance with the provisions of Section 148 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on May 27, 2015 has appointed M/s NKJ & Associates, Cost Accountant as Cost Auditors of the Company for the Financial Year 2015-16.

In terms of the 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 of the Cost Auditors has to be ratified by the members. Accordingly, necessary resolution is proposed at the ensuing AGM for ratification of the remuneration payable to the Cost Auditors for Financial Year 2015-16.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. Also, pursuant to Clause 32 of the Listing Agreement, the particulars of Loans/Advances given to Subsidiaries have been disclosed in the notes to the Financial Statements.

Consolidated Financial Statements

In accordance with the Section 129(3) Companies Act, 2013 and Accounting Standard (AS) – 21 on Consolidated Financial Statements, the audited Consolidated Financial Statements are provided in this Annual Report.

Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements as stipulated by Securities and Exchange Board of India (SEBI).

The report on Corporate Governance as per the requirement of the Listing Agreement forms an integral part of this Annual Report. The requisite certificate from the M/s. Pramod Jain & Company Secretaries, confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

Significant and material Orders passed by the Regulators/Courts, if any

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of your Company and its future operations.

Internal Control systems and their Adequacy

The Company has Internal Control Systems, Commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies within the Company. Based on the report of internal audit function, process owners undertake corrective action in respective areas and thereby strengthen the controls. Significant observations and corrective actions thereon are presented to the Audit Committee from time to time.

The Company has in place adequate internal financial controls with reference to financial statements. Such controls were tested during the financial year and no material weaknesses in the design or operation were observed.

Extract of the Annual Return

The details forming part of the extract of Annual Return in prescribed Form MGT 9 is annexed hereto as Annexure-III and forms the part of this Report

Share Capital

The Paid-up Equity Capital of the Company as on March 31, 2015 stood at ₹ 3,152.68 Lacs. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2015, none of the Directors of the Company holds instruments convertible into equity shares of the Company.

Directors

Mr. Madhoprasad Saraf, Chairman of the Company was passed away in December 2014. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as Chairman of the Company. Mr. Sharad Kumar Saraf and Mr. Sudarshan Kumar Saraf, Managing Directors of the Company were appointed Chairman and Co-Chairman of the Company, respectively.

Mr. Ganesh Kumar Gupta, who was appointed as an independent director, demitted office as Director effective October 7,2014.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Sharad Kumar Saraf, Chairman & Managing Director and Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

On the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Vishwambhar C. Saraf and Mr. Vinod Balmukand Agarwala, Independent Directors, the Board of Directors of the Company at its Meeting held on February 6, 2015 formed an opinion that the said Directors meets with the criteria of Independence as per Section 149(6) of the Companies Act, 2013 ("the Act") and the rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges and accordingly appointed Mr. Vishwambhar C. Saraf and Mr. Vinod Balmukand Agarwala, as an Additional Directors to hold office as an Independent Director of the Company, upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019.

The Board of Directors at its Meeting held on February 6, 2015, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Navneet Kumar Saraf and Mr. Ashish Kumar Saraf as Additional Directors and also as Whole-time Director of the Company for a period of five years w.e.f. February 6, 2015, subject to the approval of the Members of the Company.

The Board of Directors at its Meeting held on August 10, 2015, on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Atanu Anil Choudhary as Whole-time Director of the Company for a period of five years w.e.f. August 10, 2015, subject to the approval of the Members of the Company.

Your Company has received the requisite disclosures / declarations from Mr. Vishwambhar C. Saraf, Mr. Vinod Balmukand Agarwala Mr. Navneet Kumar Saraf, Mr. Ashish Kumar Sarafand Mr. Atanu Anil Choudharyas required under the relevant provisions of the Companies Act, 2013.

Your Company has also received Notices under Section 160 (1) of the Companies Act, 2013 from a member signifying his intention to propose Mr. Vishwambhar C. Saraf, Mr. Vinod Balmukand Agarwala Mr. Navneet Kumar Saraf and Mr. Ashish Kumar Saraf as candidature for the office of Independent Director / Director at the ensuing Annual General Meeting.

Further, your Company has also received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

Profile of the Directors seeking appointments, have been given in the Notice of the ensuing Annual General Meeting of the Company.

Key Managerial Personnel

As on March 31, 2014 Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf, were the Managing Directors, Mr. Atanu Choudhary was Whole-time Director, Mr. Ashish Kumar Saraf was Chief Financial Officer and Mr. Manoj Jain was the Company Secretary of the Company. Pursuant to Section 203 of the Companies Act, 2013 (enforced w.e.f. April 1, 2014) read with section 2(51) of the Companies Act, 2013 all of them were categorized as Key Managerial Personnel, in the Board Meeting held on May 21, 2014.

Further, in the Board Meeting held on February 6, 2015, Mr. Navneet Kumar Saraf and Mr. Ashish Kumar Saraf were appointed as Whole-time Directors and Mr. Anil Gadodia, was appointed Chief Financial Officer in place of Mr. Ashish Kumar Saraf.

Further, Mr. Manoj Jain had resigned w.e.f. March 7, 2015 and Mr. Neeraj Rai was appointed Company Secretary w.e.f. March 16, 2015 as Key Managerial Personnel under the Section 203 of the Companies Act, 2013.

Furthermore, Mr. Anil Gadodia had resigned w.e.f. May 27, 2015 and in the Board Meeting held on May 27, 2015, Mr. Ashish Kumar Saraf was appointed as Whole-time Director and Chief Financial Officer of the Company.

The Remuneration and other details of Key Managerial Personnel for the financial year ended March 31, 2015 are mentioned in the Extract of the Annual Return which is attached to the Board's Report.

Meetings of the Board of Directors

The Board of Directors of your Company met 4 (four) times during 2014-15. The Meetings were held on May 21, 2014, August 6, 2014, November 13, 2014 and February 6, 2015. The time gap between any two consecutive meetings did not exceed one hundred and twenty days.

Audit Committee

As at March 31, 2015, the Audit Committee comprised of five Independent Directors namely Mr. S. B. Agarwal, Mr. Jagdeesh Mal Mehta, Ms. Vaishali Choudhari, Mr. Vishwambhar C. Saraf and Mr. Vinod Agarwala. All the recommendations made by the Audit Committee were accepted by the Board.

Whistle Blower Policy/ Vigil Mechanism

In Compliance with the provisions of Section 177 of the Companies Act 2013 and Clause 49 of the Listing Agreement the Company has a Whistle Blower Policy (the "WB Policy") with a view to provide vigil mechanism to Directors, employees and other stakeholders to disclose instances of wrong doing in the workplace and report instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conductor ethics policy. The WB Policy also states that this mechanism should also provide for adequate safeguards against victimization of Director(s)/ Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committeein exceptional cases. The Whistle Blower Policy has been posted on the website of the Company at the link http://www.technocraftgroup.com/pdf/Whistle-Blower-Policy.pdf and the details of the same are explained in the Report on Corporate Governance forming part of this Annual Report.

Nomination and Remuneration Committee

As at March 31, 2015, the Nomination and Remuneration Committee comprised of three Independent Directors namely Mr. S. B. Agarwal, Ms. Vaishali Choudhari and Mr. Vishwambhar C. Saraf.

Nomination and Remuneration Policy

The Nomination and Remuneration Policy recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company and the Remuneration Policy of the Company is attached to the Board's Report as Annexure-IV

Corporate Social Responsibility (CSR)

Pursuant to Section 135 of the Companies Act, 2013 a Corporate Social Responsibility (CSR) Committee was constituted. As at March 31, 2015, the CSR Committee comprised of two Executive Directors and one Independent Director namely Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf and Ms. Vaishali Choudhari.

Corporate Social Responsibility Policy recommended by CSR Committee of the Directors has been approved by the Board of Directors of the Company. The same is available on the website of the Company i.e. www.technocraftgroup.com and also attached to this Report as Annexure-V.

The disclosure relating to the amount spent on Corporate Social Responsibility activities of the Company for the financial year ended March 31, 2015 is attached to this Report as Annexure-VI.

Transfer to Investor Education and Protection Fund (IEPF)

During the year under review, the Company has transferred a sum of ₹ 1,01,754 to Investor Education and Protection Fund (IEPF) pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001. The said amount represents dividend for the year 2006-07 which remained unclaimed by the members of the Company for a period exceeding 7 years from its due date of payment.

Particulars of contracts or arrangements with related parties

All related party transactions attracting Compliance under Section 188 and / or Clause 49 of the Listing Agreement are placed before the Audit Committee as also before the Board for approval. Prior omnibus approval of the Audit Committee is also sought for transactions which are of a foreseen and repetitive nature.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on website of the Company at the link: http://www.technocraftgroup.com/pdf/Policy-On-Related-Party-Transactions.pdf

Your Directors draw attention of the members to Notes to the financial statement which sets out related party disclosures.

Particulars of Employees and other additional information

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 form part of this Report and are annexed as Annexure-VII.

In terms of the provisions of Section 197(12) of the Act 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 form part of this Report and is annexed as Annexure-VIII.

Risk management policy

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluateand mitigate risks in order to minimize its impact on the business.

In accordance with the provisions of Clause 49 of the Listing Agreement, your Company has also constituted a Risk Management Committee.

Performance Evaluation

Pursuant to the provisions of Section 134 (3) (p), 149(8) and Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, annual Performance Evaluation of the Directors as well as of the Audit Committee, Nomination and Remuneration has been carried out.

The Performance Evaluation of the Independent Directors was carried out by the entire Board and the Performance Evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

Criteria for evaluation of independent directors:

The Directors shall be evaluated on the basis of the following criteria i.e. whether they:

i) uphold ethical standards of integrity and probity;

ii) act objectively and constructively while exercising their duties;

iii) exercise their responsibilities in a bona fide manner in the interest of the Company;

iv) devote sufficient time and attention to their professional obligations for informed and balanced decision making;

v) assist the Company in implementing the best corporate governance practices;

vi) strive to attend all Meetings of the Board of Directors and of the Board committees of which they are members;

vii) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between Management and Shareholder's interest;

viii) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk Management are robust and defensible;

ix) strive to safeguard the interests of all stakeholders, particularly the minority shareholders;

x) balance the conflicting interest of the stakeholders;

xi) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts;

xii) keep themselves well informed about the Company and the external environment in which it operates;

xiii) participate constructively and actively in the committees of the Board in which they are chair persons or members;

xiv) strive to attend the general Meetings of the Company;

xv) acting within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

xvi) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;

xvii) ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

xviii) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any;

xix) maintain confidentiality of information such as commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;

xx) abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc;

xxi) they express concerns about the running of the Company or a proposed action and ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that the concerns are recorded in the Minutes of the Board Meeting;

xxii) develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior Management of the Company;

xxiii) fairly contribute towards proper functioning of Board or Committees of the Board.

The Independent Directors shall also be evaluated on the basis of the following criteria i.e. whether they:

i) satisfy the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges;

ii) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk Management, resources, key appointments and standards of conduct;

iii) bring an objective view in the evaluation of the performance of Board and Management;

iv) actively scrutinise the performance of Management in Meeting agreed goals and objectives and monitor the reporting of performance;

v) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;

vi) contribute to determine appointment and remuneration of executive Directors, Key Managerial Personnel (KMP) and senior Management;

vii) exercise objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.

The Non-Independent Directors along with the Independent Directors, except the one who is being evaluated, will evaluate/ assess each of the Independent Directors on the aforesaid parameters. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

Independent Directors Meeting

During the year under review, the Independent Directors of the Company met on February 6, 2015, inter-alia, to discuss:

i) Evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.

ii) Evaluation of performance of the Chairman of the Company, taking into view of Executive and Non-Executive Directors.

iii) 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.

Directors' Responsibility Statement

In accordance with the provisions of Section 134 (5) of the Companies Act, 2013, your Directors, based on the representation/ confirmation received from the Chief financial Officer, confirm that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

b) the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date.

c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act,2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) the annual accounts have been prepared on a going concern basis.

e) the internal financial controls have been laid down to be followed by the Company and such controls are adequate and are operating effectively

f) proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems are adequate and are operating effectively.

Sexual Harassment cases

During the year under review, there were no cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Familiarisation Programmes for Board Members

All the Directors of the Company are updated as and when required, of their role, rights, responsibilities under applicable provisions of the Companies Act and the Listing agreement entered into by the Company with Stock Exchanges; nature of industry in which the Company operates, business model of the Company, etc. The Company holds Board and the Committee Meetings from time to time. The Board of Directors has complete access to the information within the Company. The minutes of meetings of various committees are periodically circulated to the Board. The Independent Directors have the freedom to interact with the Company's management. Directors are also informed of the various developments in the Company through various modes of communications. All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates.

The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company http://www.technocraftgroup.com/pdf/Familiarisation-Programme-for-Independent-Directors.pdf

Acknowledgements

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders, clients, Financial Institutions, Bank, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

By Order of the Board
For Technocraft Industries (India) Limited

Place: Mumbai
Date: August 10, 2015

Sharad Kumar Saraf
Chairman & Managing Director

Registered Office:

A-25, Technocraft House, MIDC,
Marol Industrial Area, Road No. 3,
Opp.ESIS Hospital, Andheri (E), Mumbai.
CIN NO. L28120MH1992PLC069252
www.technocraftgroup.com

ANNEXURE-I TO THE BOARD'S REPORT

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

The Company is continuing with energy saving measures initialed earlier and also took following steps during the period under review:

(a) Introduced LED Lights in place of conventional lights. During the period under review the Company installed highway LED lights and street LED lights. Thereby, the Company saving substantial amount of electrical energy. The Capital investment was approx. ₹ 6.08 Lacs.

(b) LED tube rod During the period under review the Company has installed Led tubes at various places in plant in place of ordinary tube rod choke which was consuming more power. This step saved around 60% energy. The Capital investment in LED rods was approx. ₹ 10.14 Lacs.

(c) Replaced Liquified Petroleum Gas [LPG]:- Ovens used for curing lining of metal capseals with IR Ovens thereby saving 40% LPG. The Capital investment in LPG Ovens was approx. ₹ 5.05 Lacs.

d) Pulley Conversion:- In Yarn-2 division, The Company replaced 21 numbers 235mm M/c pulley by 215mm pulley in KTTM ring-frame M/c. This step saved around 2% energy and also attains speed gain as well. Power saving is around 500 units/day. The Capital investment in Pulley Conversion was approx. ₹ 1.00 Lac.

The Company has 15MW thermal power plant since 2010 for captive consumption.

(B) Technology absorption:

(i) the efforts made towards technology absorption;

(a) Introduced Tap Rolling Machine in place of conventional FTR Machine.

(b) Hybrid Bung, Completed development of hybrid plug (Patented).

(c) Machines in Yarn Division: Two new machines with latest technology were installed.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

[1] Tap Rolling Machine:

a. Production doubled. Therefore number of machines / space required is half of existing FTRs.

b. Manpower savings

c. Thread quality improved

d. Roller life increased

e. Zero rejection.

f. Less heat generation and Smooth functioning.

g. Cost Reduction: ₹ 21.84 lacs per year

[2]: Hybrid Bung:

a. Two (2) cents per plug pair realization higher on 25% of US sales marketing advantage.

b. Will result in huge labour saving for customer and complete elimination of paint plug use.

c. Approx. amount of ₹ 15.29 Lacs will be saved, (based on figures of year 2014-15).

[3]:Machines in Yarn Division:Product variety with value addition.

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

(a) the details of technology imported; Compact yarn attachment from Suessen, Germany and Amslerslub attachment from Switzerland were imported.

(b) the year of import;Imported in year 2014.

(c) whether the technology been fully absorbed;Yes.

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Not Applicable

(iv) the expenditure incurred on Research and Development: Nil.

(C) Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

(₹In Lacs)

Particulars	**2014-15**	**2013-14**
Earning - FOB Value of Export	61275.81	56763.91
Outgo- CIF Value of Import of Raw Material, Stores & Spare Parts & Traded Goods	9901.62	6816.27
Outgo- Other Expenditures	1308.84	1360.42

ANNEXURE-II TO THE BOARD'S REPORT
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members of
Technocraft Industries (India) Limited
A-25, MIDC, Road No.3
Marol Industrial Area, Andheri (East)
Mumbai-400093

We have conducted these Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Technocraft Industries (India) Limited (herein after 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 my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agentsand authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has,during the financial year commencing from April 1, 2014 and ended March 31, 2015, complied with the statutory provisions listed here under and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made herein after:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Technocraft Industries (India) Limited ("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 there under for specified sections notified and came in to effect from 12th September, 2013 and sections and Rules notified and came into effect from April 1, 2014;

   ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

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

   iv. Foreign Exchange Management Act,1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;

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

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

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

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

   vi. Other laws applicable to the Company as per the representations made by the Management.

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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;

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

   iii. The Securities and Exchange Board of India (Buy back of Securities) Regulations,1998;

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

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

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

   i. Secretarial Standards issued by The Institute of Company Secretaries of India (not applicable during the audit period, since not approved by the Central Government).

   ii. The Listing Agreements entered into by the Company with the Stock Exchanges i.e. National Stock Exchange of India and BSE Limited;

4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards,etc.

5. (a) As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:

   (i) External Commercial Borrowings were not attracted to the Company under the financial year under report;

   (ii) Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;

   (b) As per the information and explanations provided by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, were port that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

6. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws,and Regulations to the Company.

7. We further report that:

   (a) The Board of Directors of the Company is 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 Companies Act, 2013.

   (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at leasts even 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 of the meeting.

   (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

8. We further report that the reare adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guide lines.

For Pramod Jain & Co.
Company Secretaries

Place: Mumbai
Date: August 10, 2015

(Pramod Kumar Jain)
Proprietor FCS No: 6711 CP No: 11043

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'ANNEXURE A'

To

The Members of

Technocraft Industries (India) Limited

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

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

For Pramod Jain & Co.
Company Secretaries

Place: Mumbai
Date: August 10,2015

(Pramod Kumar Jain)
Proprietor FCS No: 6711 CP No: 11043

ANNEXURE-III TO THE BOARD'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2015

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

I. Registration and other details:

I	CIN:	L28120MH1992PLC069252
II	Registration Date	28/10/1992
III	Name of the Company	Technocraft Industries (India) Limited
IV	Category/Sub-Category of the Company	I. Company Limited By Shares/Indian Non- Government
V	Address of the Registered office and contact details	II. A-25, MIDC, Marol Industrial Area, Andheri (East) Mumbai - 400093 Tel: 022-2836-2222 Fax: 022-2836-703
VI	Whether listed company Yes/No	III. Yes
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any	System Support Service, Gala No 209, Shivai Industrial Estate, Near Logitech Park, 89, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400072 Tel: 022-2850-0835 Fax: 022-2850-1438

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 (As per NIC Code 2008)	% to total turnover of the company
1	Manufacturing of Drum Closures	24109/25999	31.79%
2	Manufacturing of tubes and Scraffoldings	24106	37.62%
3	Manufacture of knitted and crocheted cotton fabrics, Preparation and spinning of cotton fiber, Manufacture of textile garments.	13111, 13911, 14101	26.30%
4	Power Generation by coal based thermal power plants	35102	4.29%

III. Particulars of Holding, Subsidiary and Associate Companies -

Sr. No.	Name of the Company	Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Technosoft Engineering Projects Limited	A-25, MIDC, Andheri (E), Mumbai- 400093	U72200MH2000PLC124541	Subsidiary	90.34%	2(87)(ii)
2.	Technocraft Tabla Formwork Systems Private Limited	A-25, MIDC, Andheri (E), Mumbai- 400093	U29300MH2010PTC201272	Subsidiary	65.00%	2(87)(ii)
3.	Technocraft International Ltd.	Unit 2 Hammond Court, Hammond Avenue, Whitehill Industrial Estate, Stockport, Cheshire, SK4 1PQ, (UK)	N.A.	Subsidiary	100%	2(87)(ii)

Sr. No.	Name of the Company	Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
4.	Technocraft Spolka Zoo.	Lodz-92-318, ul AL. Pilsudskiego 133 M. (Poland)	N.A.	Subsidiary	100%	2(87)(ii)
5.	Technocraft Australia Pty.	C/GOKANI & Associates, 96 Cahors Road, Padstow, NSW 2211 (Australia)	N.A.	Subsidiary	100%	2(87)(ii)
6.	Anhui Reliable Steel Technology Co Ltd	Room No. 401, Block No.1, Building no. 258,Rulin Road, QuanjiaoCounty,Anhui Province, China-239500	N.A.	Subsidiary	100%	2(87)(ii)
7.	Highmark International Trading	SM-Office-F1-106C, Ajman Free Zone, UAE	N.A.	Stepdown Subsidiary	100%	2(87)(ii)
8.	Technosoft Engineering, Inc. (Erstwhile Impact Engineering Solutions INC)	13400 Bishops Lane, Suite 30 Brookfield, WI 53005, USA	N.A.	Stepdown Subsidiary	100%	2(87)(ii)
9.	Swift Engineering Inc.	Suit 910, 736-8th Avenue, S.W. Calgary, AB T2P 1H4, (Canada)	N.A.	Stepdown Subsidiary	59%	2(87)(ii)
10.	Swift Projects Inc	1700 N. Highland Road, Suite 200, Pittsburgh, PA 15241 USA	N.A.	Stepdown Subsidiary	100%	2(87)(ii)
11.	Shreyan Infra & Power LLP	A-25, MIDC, Andheri (E), Mumbai- 400093	AAC-1313	Subsidiary	90%	2(87)(ii)

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 (As on April 1, 2014)				No. of shares held at the end of the year (As on March 31, 2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	23636562	0	23636562	74.97	23636562	0	23636562	74.97	00.00
b) Central Govt.	0	0	0	00.00	0	0	0	00.00	00.00
c) State Govt.(s)	0	0	0	00.00	0	0	0	00.00	00.00
d) Bodies corporate	0	0	0	00.00	0	0	0	00.00	00.00
e) Banks/FI	0	0	0	00.00	0	0	0	00.00	00.00
f) Any Other	0	0	0	00.00	0	0	0	00.00	00.00
Subtotal (A)(1):	**23636562**	**0**	**23636562**	**74.97**	**23636562**	**0**	**23636562**	**74.97**	**00.00**
2) Foreign									
a) NRIs Individuals	0	0	0	00.00	0	0	0	00.00	00.00
b) Other Individuals	0	0	0	00.00	0	0	0	00.00	00.00
c) bodies Corporate	0	0	0	00.00	0	0	0	00.00	00.00

Category of Shareholders	No. of shares held at the beginning of the year (As on April 1, 2014)				No. of shares held at the end of the year (As on March 31, 2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e) Banks/FI	0	0	0	00.00	0	0	0	00.00	00.00
f) Any Other	0	0	0	00.00	0	0	0	00.00	00.00
Subtotal (A)(2):	0	0	0	00.00	0	0	0	00.00	00.00
Total shareholding of promoter (A)=(A)(1)+(A)(2)	**23636562**	**0**	**23636562**	**74.97**	**23636562**	**0**	**23636562**	**74.97**	**00.00**
B. Public Shareholdings									
1) Institutions									
a) Mutual Funds/UTI	0	0	0	0	266910	0	266910	0.85	0.85
b) Banks/FI	10712	0	10712	0.03	1572	0	1572	0.00	(0.03)
c) Central Govt.	0	0	0	00.00	0	0	0	00.00	00.00
d) State Govt.(s)	0	0	0	00.00	0	0	0	00.00	00.00
e) Venture Capital Funds	0	0	0	00.00	0	0	0	00.00	00.00
f) Insurance Companies	16383	0	16383	0.05	0	0	0	00.00	(0.05)
g) FIIs	1508000	0	1508000	4.78	777957	0	777957	2.47	(2.31)
h) Foreign Venture Capital Funds	0	0	0	00.00	0	0	0	00.00	00.00
i) Other (specify)	0	0	0	00.00	0	0	0	00.00	00.00
Sub-Total (B)(1):-	1535095	0	1535095	4.87	1046439	0	1046439	3.32	(1.55)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1693386	0	1693386	5.37	1765525	0	1765525	5.60	0.23
ii) Overseas	385575	0	385575	1.22	385575	0	385575	1.22	00.00
b) Individuals	0	0	0	00.00	0	0	0	00.00	00.00
i) Individual Shareholders Holding nominal Share capital Upto ₹1 lakhs	2353788	4	2353792	7.47	2572945	4	2572949	8.16	0.69
ii) Individual Shareholders Holding nominal Share capital excess ₹1 lakhs	1889988	0	1889988	5.99	1886828	0	1886828	5.98	(0.01)
c) Other (Specify)	0	0	0	00.00	0	0	0	00.00	00.00
Clearing Members	0	0	0	00.00	0	0	0	00.00	00.00
Foreign Nationals	0	0	0	00.00	0	0	0	00.00	00.00
Non Resident Indians (REPAT)	24540	0	24540	0.08	74746	0	74746	0.24	0.16
Non Resident Indian (NON REPAT)	7812	0	7812	0.02	158126	0	158126	0.50	0.48
Trusts	0	0	0	00.00	0	0	0	00.00	00.00
Sub-total (B)(2):-	6355089	4	6355093	20.16	6843745	4	6843749	21.71	1.55
Total shareholding of Public (B)=(B)(1)+(B)(2)	**7890184**	**4**	**7890188**	**25.03**	**7890188**	**0**	**7890188**	**25.03**	**00.00**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	00.00	0	0	0	00.00	00.00
Grand Total (A+B+C)	**31526746**	**4**	**31526750**	**100.00**	**31526746**	**4**	**31526750**	**100.00**	**00.00**

(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	
01	Mr. Ashish Kumar Saraf	70742	0.22	NIL	70742	0.22	NIL	NIL
02	Shri. Madhoprasad Saraf	94759	0.30	NIL	NIL	NIL	NIL	(0.30)
03	Madhoprasad Shantidevi Saraf (HUF)	214561	0.68	NIL	214561	0.68	NIL	NIL
04	Mr. Navneet Kumar Saraf	1124280	3.57	NIL	1124280	3.57	NIL	NIL
05	Miss. Nidhi Saraf	56494	0.18	NIL	56494	0.18	NIL	NIL
06	Ms. Ritu Saraf	73605	0.23	NIL	73605	0.23	NIL	NIL
07	Smt. Shakuntala Saraf	6739512	21.38	NIL	6739512	21.38	NIL	NIL
08	Smt. Shatidevi Saraf	2963471	9.40	NIL	3058230	9.70	NIL	0.30
09	Mr. Sharad Kumar Saraf	423080	1.34	NIL	423080	1.34	NIL	NIL
10	Sharad Kumar Madhoprasad Saraf (HUF)	2874946	9.12	NIL	2874946	9.12	NIL	NIL
11	Mr. Sudarshan Kumar Saraf	8750652	27.76	NIL	8750652	27.76	NIL	NIL
12	Sudarshan Kumar Madhoprasad Saraf (HUF)	97506	0.31	NIL	97506	0.31	NIL	NIL
13	Smt. Suman Saraf	152954	0.49	NIL	152954	0.49	NIL	NIL
	Total	**23636562**	**74.98**		**23636562**	**74.98**		**0.00**

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Shri. Madhoprasad Saraf				
	At the beginning of the year	94759	0.30	94759	0.30
	Due to Death (transmission to Smt. Shantidevi Saraf)	94759	0.30	94759	0.30
	At the end of the year	NIL	NIL	NIL	NIL
02	Smt. Shantidevi Saraf				
	At the beginning of the year	2963471	9.40	2963471	9.40
	transmission from Shri Madhoprasad Saraf	94759	0.30	94759	0.30
	At the end of the year	3058230	9.70	3058230	9.70

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year, 31.03.2015	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	Orange Mauritius Investments Limited	1508000	4.78	-	-
	Increase / (decrease) during the year	-	-	(800000)	(2.54)
				708000	2.25
2	VLS Finance Limited	6992	0.02		
	Increase / (decrease) during the year	-	-	491095	1.56
				498087	1.58
3	Inuit U.S. Holdings Inc.	385575	1.22	-	-
	Increase / (decrease) during the year	-	-	0	0
				385575	1.22
4	Anil Kumar Goel	0	0.00		
	Increase / (decrease) during the year			337500	1.07
				337500	1.07
5	Snehlata Rajesh Nuwal	0	0.00	-	-
	Increase / (decrease) during the year	-	-	300000	0.95
				300000	0.95
6	Reliance Capital Trustee Co. Ltd.	0	0.00	-	-
	Increase / (decrease) during the year	-	-	249910	0.79
				249910	0.79
7	RadhakishanDamani	0	0.00	-	-
	Increase / (decrease) during the year	-	-	32385	0.10
				32385	0.10
8	Kotak Mahindra Investments Ltd	0	0.00	-	-
	Increase / (decrease) during the year	-	-	147167	0.47
				147167	0.47
9	Tejas B. Trivedi	118331	0.38	-	-
	Increase / (decrease) during the year			25800	0.08
				144131	0.46
10	Pat Financial Consultants Pvt. Ltd.	582	0.00	-	-
	Increase / (decrease) during the year	-	-	128156	0.41
				128738	0.41
11	Finquest Securities Pvt. Ltd.	25000	0.08	-	-
	Increase / (decrease) during the year	-	-	(25000)	(0.08)
				0	0.00
12	IL And FS Securities Services Limited	379610	1.20	-	-
	Increase / (decrease) during the year	-	-	(370770)	(1.18)
				8840	0.03
13	DiptiDaga	331238	1.05	-	-
	Increase / (decrease) during the year			(307528)	(0.98)
				23710	0.08

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year, 31.03.2015	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
14	Shivani T. Trivedi	246605	0.78	-	-
	Increase / (decrease) during the year	-	-	(246599)	(0.78)
				6	0.00
15	Mrs. Chetna Khandelwal	240456	0.76	-	-
	Increase / (decrease) during the year	-	-	(240456)	(0.76)
				0	0.00
16	Acira Consultancy Private Limited	140000	0.44	-	-
	Increase / (decrease) during the year	-	-	(140000)	(0.44)
				0	0.00

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors & each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01.	Mr. Sharad Kumar Saraf				
	At the beginning of the year	423080	1.34	423080	1.34
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	423080	1.34	423080	1.34
02	Mr. Sudarshan Kumar Saraf				
	At the beginning of the year	8750652	27.76	8750652	27.76
	Date wise Increase/ Decrease in Share- holding during the year specifying the reasons for increase/ decrease (e.g.allotment/transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	8750652	27.76	8750652	27.76
03	Mr. Ashish Kumar Saraf				
	At the beginning of the year	70742	0.22	70742	0.22
	Date wise Increase/ Decrease in Share- holding during the year specifying the reasons for increase/ decrease (e.g.allotment/transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	70742	0.22	70742	0.22
04	Mr. Navneet Kumar Saraf				
	At the beginning of the year	1124280	3.57	1124280	3.57
	Date wise Increase/ Decrease in Share- holding during the year specifying the reasons for increase/ decrease (e.g.allotment/transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	1124280	3.57	1124280	3.57

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	8858.44	2097.83	0	10956.27
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**8858.44**	**2097.83**	**0**	**10956.27**
Change in Indebtedness during the financial year				
· Addition	2075.02	2590.51	0	4665.53
· Reduction				
Net Change	**2075.02**	**2590.51**	**0**	**4665.53**
Indebtedness at the end of the financial year				
i) Principal Amount	10933.46	4688.34	0	15621.80
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**10933.46**	**4688.34**	**0**	**15621.80**

VI. Remuneration of Directors and Key Managerial Personnel

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

(₹ in Lacs)

Sr. No.	Particular of Remuneration	Name of MD/WTD/Manager					Total Amount
		Mr. Sharad Kumar Saraf, Chairman & MD	Mr. Sudarshan Kumar Saraf Co-Chairman & MD	Mr. Navneet Kumar Saraf, WTD	Mr. Ashish Kumar Saraf, WTD	Mr. Atanu Choudhari, WTD	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	146.40	146.40	12.20*	12.20*	6.64	323.84
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-
	- As % of profit	-	-	-	-	-	-
	- Others specify	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	Total (A)	**146.40**	**146.40**	**12.20**	**12.20**	**6.64**	**323.84**

*The remuneration stated above is the only remuneration which was drowns during their tenure as WTD.

B. Remuneration to other directors: **(₹ in Lacs)**

Sr. No.	Particular of Remuneration	Name of Directors							Total Amount
1	Independent Directors	Mr. M.D. Saraf	Mr. S.B. Agawal	Mr. VC Saraf	Mr. Ganesh Gupta	Mr. Jagdeesh Mehta	Mr. Vinod Agarwala	Ms. Vaishali Choudhari	
	Fee for attending board/committee meetings	-	0.80	0.20	0.20	0.60	0.20	0.80	2.8
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)								
2	Other Non-Executive Directors								
	Fee for attending board/committee meetings	0.20	-	-	-	-	-	-	0.20
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (2)	**0.20**	**-**	**-**	**-**	**-**	**-**	**-**	**0.20**
	Total Managerial Remuneration	-	-	-	-	-	-	-	-
	Total (B)=(1+2)	**0.20**	**0.80**	**0.20**	**0.20**	**0.60**	**0.20**	**0.80**	**3.00**

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

(₹ in Lacs)

Sr. No.	Particular of Remuneration	Key Managerial Personnel				
		Company Secretary & Compliance Officer		Chief Financial Officer		Total
		*Mr. Manoj Jain	*Mr. Neeraj Rai	#Mr. Ashish Kumar Saraf	#Mr. Anil Gadodia	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.23	**0.49	**61.00	-	73.72
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- As % of profit	-	-	-	-	-
	- Others specify…	-	-	-	-	-
5	Others (Fees)	-	-	-	8.80	8.80
	Total (A)	**12.23**	**0.49**	**61.00**	**8.80**	**82.52**

*Note: During the Financial Year 2014-15, Mr. Manoj Jain was the Company Secretary & Compliance Officer, Mr. Neeraj Rai was appointed in his place w.e.f. March 16, 2015.

#During the Financial Year 2014-15, Mr. Ashish Kumar Saraf, was the Chief Financial Officer of the Company except for the period from February 6, 2015 to May 27, 2015. For the said period Mr. Anil Gadodia was the Chief Financial Officer.

**The remuneration stated above is the only the remuneration which was drown as CS/CFO during their tenure.

VII. Penalties/Punishment/Compounding Of Offences:

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

ANNEXURE-IV TO THE BOARD'S REPORT

NOMINATION, REMUNERATION & EVALUATION POLICY

Legal Framework

This Policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of Technocraft Industries (India) Limited (hereinafter referred to as the "Company") in accordance with the requirement of revised Clause 49 of the Listing Agreement and the provisions of Section 178 of the Companies Act, 2013 read with the Rules thereunder.

This policy is intended to lay down a framework in relation to remuneration of Directors, Key Managerial Personnel ("KMP"), Senior Management and other employees.

Definitions

1. **"Act"** means Companies Act, 2013 & rules made thereunder, including any modifications, clarifications, amendments, circulars or re-enactment thereof.
2. **"Board of Directors"** or "Board" means the Board of Directors of the Company, as constituted from time to time.
3. **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board
4. **"Independent Director"**means a director who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.
5. **"Key Managerial Personnel"** in relation to a company, means—
   (i) the Chief Executive Officer or the Managing Director or the Manager;
   (ii) the Company Secretary;
   (iii) the Whole-Time Director;
   (iv) the Chief Financial Officer; and
   (v) such other officer as may be prescribed;
6. **"Policy"** means this Policy, as may be amended from time to time.
7. **"Senior Management"** means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Membership

i) The Committee shall consist of a minimum 3 Non-Executive Directors, majority of them being Independent.

ii) A minimum of two (2) Members shall constitute a quorum for the Committee Meeting.

iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

Chairperson

i) The Chairperson of the Committee shall be an Independent Director.

ii) The Chairperson of the Company (whether executive or non-executive) may be appointed as a Member of the Committee but shall not chair the Committee.

iii) In the absence of the Chairperson, the Members of the Committee present at the Meeting shall choose one amongst them to act as Chairperson.

iv) The Chairperson of the Committee could be present at the Annual General Meeting or may nominate some other Member to answer the shareholders' queries.

Frequency of Meetings

The Meeting of the Committee shall be held at such regular intervals as may be required.

Policy for Appointment of Director, KMP and Senior Management Personnel

I) General appointment criteria:

i) The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.

ii) The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel does not stand disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

iii) The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the applicable provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

II) Other appointment criteria:

Enhancing the competency of the Board and attracting as well as retaining talented employees for role of KMP/ Senior Management Personnel shall be the basis for the Committee to select a candidate for his/her appointment. When recommending a candidate for appointment, the Committee shall be:

i) Assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits in diversifying the Board;

ii) The extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors/ KMP/ Senior Management Personnel and enhance the efficiency of the Company;

iii) The qualification, skills and experience that the appointee brings to the designated role and how an appointee will enhance the skill sets and experience of the Board/Company as a whole;

iv) The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

v) The appointment of Independent Directors shall be subject to compliance of provisions of Clause 49 of the Listing Agreement and section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder.

III) Term / Tenure of appointment of Managing Director/Whole-Time Director/ Manager and Independent Director:

i) Managing Director/Whole-time Director/Manager (Managerial Person):

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who is below the age of 21 years or who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

ii) Independent Director

a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

b) No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

IV) Evaluation

The evaluation/assessment of the Directors of the Company is to be conducted as per the requirements of the Companies Act, 2013 and the Listing Agreement.

V) Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013 or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

VI) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the Company's rules and as per applicable provisions of the Companies Act, 2013, wherever applicable.

Policy for Remuneration to Directors/KMP/Senior Management/Other Employees

I). Remuneration to Directors, KMP and Senior Management:

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management.

The Directors, KMP and other Senior Management's salary shall be based & determined on the individual person's responsibilities, performance, experience, leadership abilities, initiative taking abilities and knowledge base and also in accordance with the limits as prescribed statutorily, if any.

The remuneration to Directors, KMP and other Senior Management will be determined by the Committee and recommended to the Board for approval. The remuneration shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

While recommending the remuneration, the Committee shall take into account the relevant factors such as market, business performance and practices in comparable companies, financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

II) Remuneration to Non-executive / Independent Director:

The remuneration to Non-executive / Independent Director shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee. The Non-Executive / Independent Director may receive Commission within the monetary limit approved by shareholders.

An Independent Director shall not be entitled to any stock option of the Company.

III) Remuneration to other employees

The authority to determine remuneration and terms of appointment of other employees stands delegated to the Chairman and Co-Chairman of the Company.

Duties in relation to nomination matters

The duties of the Committee in relation to nomination matters include:

i) Ensuring that there is an appropriate induction in place for new Directors and Members of Senior Management and reviewing its effectiveness;

ii) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

iii) Determining the appropriate size, diversity and composition of the Board;

iv) Developing a succession plan for the Board and Senior Management;

v) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

vi) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

vii) Recommend any necessary changes to the Board; and

viii) Considering any other matters, as may be requested by the Board.

Duties in relation to remuneration matters

The duties of the Committee in relation to remuneration matters include:

i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully

ii) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks

iii) The remuneration to Directors, KMP and Senior Management of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

iv) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Committee members' interests

i) A Member of the Committee is not entitled to be present when his or her own remuneration is discussed at a Meeting or when his or her performance is being evaluated.

ii) The Committee may invite such executives, as it considers appropriate, to be present at the Meetings of the Committee.

Voting

i) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

ii) In the case of equality of votes, the Chairman of the Meeting will have a casting vote.

Disclosures

As per the Companies Act, 2013, this Policy shall be disclosed in the Board's Report of the Company.

Miscellaneous

Any terms used in this policy but not defined herein shall have the same meaning as prescribed to it in the Companies Act, 2013 or Rules made there under, SEBI Act or Rules and Regulations made there under, Listing Agreement or any other relevant legislation / law applicable to the Company.

Amendment

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any subsequent amendment/modification in the Listing Agreement, the Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply to this Policy.

ANNEXURE-V TO THE BOARD'S REPORT
CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Legal Framework

This Policy has been formulated by the Corporate Social Responsibility Committee and approved by the Board of Directors of Technocraft Industries (India) Limited (hereinafter referred to as the "Company") in accordance with the requirement of the provisions of Section 135 of the Companies Act, 2013 read with the Rules thereunder.

Definitions

1. "Act" means Companies Act, 2013 & rules made thereunder, including any modifications, clarifications, amendments, circulars or re-enactment thereof.
2. "Board of Directors" or "Board" means the Board of Directors of the Company, as constituted from time to time.
3. "Committee" means Corporate Social Responsibility Committee of the Company as constituted or reconstituted by the Board
4. "Independent Director"means a director who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.
5. "Key Managerial Personnel" in relation to a company, means—
   (i) the Chief Executive Officer or the Managing Director or the Manager;
   (ii) the Company Secretary;
   (iii) the Whole-Time Director;
   (iv) the Chief Financial Officer; and
   (v) such other officer as may be prescribed;
6. "Policy" means this Policy, as may be amended from time to time.

Membership

i) The Committee shall consist of a minimum 3 Directors out of which at least one Director shall be an Independent Director.

ii) A minimum of two (2) Members shall constitute a quorum for the Committee Meeting.

iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

Role of the committee

The CSR Committee, inter alia, shall-

i) indicate the activities to be undertaken by the company relating to that specified in Schedule VII to the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014;

ii) recommend the amount of expenditure to be incurred on the activities referred to in clause (i) above; and

iii) monitor the CSR Policy of the Company from time to time.

Role of the Board

The Board shall endeavor to -

i) ensure that the activities to be undertaken by the Company shall be related to that specified in Schedule VII to the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014;

ii) ensure that the company spends, in every financial year, at least two per cent of the average net profits, if any, (which is calculated in accordance with the provisions of section 198 of the Act) of the Company made during the three immediately preceding financial years, in pursuance of its CSR Policy by identifying appropriate projects/ activities preferably in the local area where the Company's operations are carried out;

iii) Consider and give preference to the local area and areas around the Company where it operates, for spending the amount earmarked for CSR activities.

CSR Activities

The Company shall endeavour to provide adequate budget for CSR project/program in consonance with Schedule VII of the Companies Act, 2013 with emphasis on:

(i) Promoting health care including preventive health care and sanitation and making available safe drinking water;

(ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

Surplus, if any, arising out of the CSR project/program/activity shall not form part of the business profit of the Company.

Specification of modalities of execution of the policy

The Committee shall be responsible for laying down operational mechanism, design the implementation model & schedule and recommend the same for the approval of the Board. The CSR project/program shall be initiated in the manner approved by the Board.

Monitoring process

The Board shall periodically review the status of the CSR project/program being implemented and issue necessary directions to ensure orderly and efficient execution of the CSR project/program in accordance with this Policy. The review shall be in accordance with the COREX principle i.e., Comply or Explain.

Disclosures

As per the Companies Act, 2013, the contents of this Policy shall be disclosed in the Board's Report of the Company and also be placed on the Company's website.

Miscellaneous

Any terms used in this policy but not defined herein shall have the same meaning as prescribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, Listing Agreement or any other relevant legislation / law applicable to the Company.

Amendment

The Committee can recommend any amendment to this Policy, as and when it deems fit and implement after Board's approval.

Any subsequent amendment/modification in the Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply to this Policy.

ANNEXURE-VI TO THE BOARD'S REPORT
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

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 Board of Directors of your Company (hereinafter referred to as the "Board") approved the Corporate Social Responsibility ("CSR") Policy of your Company during the year as recommended by the CSR Committee pursuant to section 135 Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

As a pioneer in drum closure manufacturing business in India, the Company is aware of the social responsibilities that accompany its leadership status. The Company remains steadfast on its objective of pursuing holistic growth with responsibility towards the people.

As a part of Corporate Social Responsibility, the Company has promoted an Institute in tie up with Nettur Technical Training Foundation (NTTF) in the name of NTTF Training Centre (NTC). NTC provides diploma courses in Mechatronics and Tool & Die Design Engineering. It is located on a lush 9 acres landscape site in Murbad, near Mumbai. NTTF is a living symbol of Indo-Swiss Co-operation aimed at promoting a purposeful technical education for the youth in India. The institute consists of Ground plus two floors building with basement, and has an approximate built-up area of 48000 Sq. ft. A hostel block is also provided to accommodate Students and Trainees with mess and recreational facilities. These facilities have a capacity to provide Education/Training to about 600 students. The Job Oriented courses offered by the NTTF training center have resulted into creation of Employment Opportunities and Entrepreneurship among the youth in the stakeholder villages.

The CSR Committee of the Company has identified the following thrust areas around which your Company shall be focusing its CSR initiatives and channelising the resources on a sustained basis.

I <u>Education:</u>

a. Support technical training institutes, skill development centers, vocationalprogrammes for thepurpose of creating livelihood opportunities, soft skill training etc. to the rural youth;

b. Enhancing the access to employment opportunity by providing vocational or special training skills.;

c. Support to or collaboration with technical vocational training institutions for overall self- development and capacity building of the youth.

II <u>Healthcare;</u>

a. Providing better sanitation services to the community.

b. Collaborating with organisations that deliver localized community healthcare programs and awareness campaigns in nearby villages municipalities.

c. Family Welfare.

Weblink to CSR Policy: The Company's CSR policy is posted at the link http://www.technocraftgroup.com/pdf/Corporate-Social-Responsibility-(CSR)-Policy.pdf.

2. **The Composition of the CSR Committee:** Pursuant to Section 135 of the Companies Act, 2013 a Corporate Social Responsibility (CSR) Committee was constituted. As at March 31, 2015, the CSR Committee comprised of two Executive Directors and one Independent Director namely Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf and Ms. Vaishali Choudhari.

3. **Average net profit of the company for last three financial years:** ₹ 81.97 Cr.

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):** ₹ 1.64 Cr.

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

(a) Total amount to be spent for the financial year; ₹ 1.64 Cr

(b) Amount unspent, if any; ₹ 1.64 Cr

(c) Manner in which the amount spent during the financial year is detailed below: Not Applicable, as not spent

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
-	-	-	-	-	-	-	-

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

As the Company has promoted an Institute in tie up with Nettur Technical Training Foundation (NTTF) in the name of NTTF Training Centre (NTC), however, during the financial year there was no fund infused by the Company as there was no such requirement from NTTF. Further, also due to limited period available the Company unable was to begin/ find-out suitable projects in the local area where the Company's operations are carried out. The unspent amount of the year under report is intended to be utilized in a phased manner in future, upon identification of suitable projects within the Company's CSR Policy.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the company.

Sharad Kumar Saraf

Chairman & Managing Director & Chairman of the CSR Committee

ANNEXURE-VII TO THE BOARD'S REPORT

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) & (ii) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the percentage increase in remuneration of each Director, Managing Director & Chief executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2014-15.

Name & Designation	Remuneration of each Director & KMP for Financial Year 2014-15 ₹	% Increase/Decreased in remuneration in the Financial year 2014-15	Ratio of remuneration of each Director to median remuneration of employees
A. Directors			
Mr. Sharad Kumar Saraf, CMD	146.40	0.00	79.94
Mr. Sudarshan Kumar Saraf, Co- CMD	146.40	0.00	79.94
Mr. Ashish Kumar Saraf, WTD*	12.20	N.A.**	6.66
Mr. Navneet Kumar Saraf, WTD*	12.20	N.A.**	6.66
Mr. Atanu Choudhary, WTD	6.64	22.97	3.63
Mr. Jagdeesh Mal Mehta, I-NED $	0.60	N.A.**	0.33
Mr. V. C. Saraf, I-NED $	0.20	N.A.**	0.11
Mr. S. B. Agarwal, I-NED	0.80	0.00	0.44
Ms. ViashaliChoudhari, I-NED $	0.80	N.A.**	0.44
Mr. Vinod Agarwala, I-NED $	0.20	N.A.**	0.11
Mr. Ganesh Kumar Gupta, I-NED $	0.20	-66.67	0.11
Mr. Madhoprasad Saraf, NED $	0.20	-50.00	0.11
B. Key Managerial Personnel			
Mr. Anil Gadodia, CFO$	8.80	N.A.**	4.80
Mr. Ashish Kumar Saraf, CFO*	61.00	N.A.**	33.31
Mr. Manoj Jain, CS$	12.23	17.86	6.68
Mr. Neeraj Rai, CS$	0.49	N.A.**	0.27

Legends:

CMD - Chairman & Managing Director; I- NED- Independent Non-Executive Director; WTD- Whole Time Director; CFO – Chief Financial Officer; CS - Company Secretary

Notes:

1. *Mr. Navneet Kumar Saraf and Mr. Ashish Kumar Saraf were COO and CFO till 05.02.2015 and subsequently they were appointed WTD w.e.f. 06.02.2015. In both the capacity, during the FY 2015, remuneration paid to Mr. Navneet Kumar Saraf and Mr. Ashish Kumar Saraf was ₹ 73.20 lacs, each against ₹ 67.20 Lacs paid in last year, same is increased by 8.93% during the Financial Year 2014-15.
2. **Details are not given as Mr. Navneet Kumar Saraf, Mr. Ashish Kumar Saraf, Mr. V.C. Saraf, Ms. Vaishali Choudhari, Mr. Vinod Agarwal, Mr. Jagdeesh M. Mehta, Mr. Anil Gadodia and Mr. Neeraj Rai were appointed as Directors in the Financial Year 2014-15 and thus the comparative figures for FY 2013-14 are not available.
3. $Mr. V.C. Saraf, Mr. Vinod Agarwala, Ms. Viashali Choudhari, Mr. Ganesh Kumar Gupta, Mr. Madhoprasad Saraf, Mr. Anil Gadodia and Mr. Manoj Jain were associated with the Company for part of the year. Accordingly, the remuneration shown above is for part of the financial year 2014-15.
4. The above remuneration includes sitting fees paid to all the Non-Executive Directors of the Company.

(iii) Percentage increase in the median remuneration of employees in the financial year: During the period under review the median remuneration was decreased by 1.5%

(iv) The number of permanent employees on the rolls of Company: There were 1281 permanent employees on the rolls of Company as on March 31, 2015.

(v) The explanation on the relationship between average increase in remuneration and Company performance: The average increase of 12.93% in remuneration given in the Company was to partially offset the inflation rate, as also to prevent any significant employee attrition at lower levels. The Employees received hikes considering the criticality of the roles they play, their individual performance in the Financial Year 2013-14 and skills set they possess.

(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	**₹ In Lacs**
Total Revenue:-	78870.14
-Profit Before Tax	10167.25
-Total Remuneration to KMPs	406.36
Total Remuneration of KMPs as % to:-	
-Total Revenue	0.52%
-Profit Before Tax	4.00%

(vii) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

a) The market capitalisation as on March 31, 2015 was ₹ 69,201.22 lacs (₹ 27617.43 Lacs as on March 31, 2014)

b) Price earning ratio of the equity shares of the Company was 9.91 as at March 31, 2015 and 3.36 as at March 31, 2014.

c) Percentage increase or decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer: The Company had come out with initial public offer (IPO) in 2007 at a price of ₹ 105 per share. The closing price of the Company's Equity share on the National Stock Exchange (NSE) and BSE as on March 31, 2015 was ₹ 219.5 and ₹ 219.30, respectively. The % increase in share price as on March 31, 2015 at NSE with respect to issue price was 109.04%.

(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average increase in the salaries of employee other than the managerial personnel in the Financial Year 2014-15 was 12.93% and the increase in the salary of the managerial personnel was 9.78%. The average increase of 12.93% in the salaries of employees was in line with the market projection, the performance of the Company in the financial year 2013-14, the individual performance of the employees, the criticality of the roles they play and skills set they possess. The increase in the total remuneration of the managerial personnel was linked with the improvement in the overall performance of the Company and his individual performance during the previous Financial Year.

(ix) The comparison of the each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2014-15 is as under:

Names of the KMPs	Remuneration in FY 2014-15 (₹ In lacs)	Revenue (₹ In lacs)	Remuneration as % of revenue	Profit Before Tax (₹ In lacs)	Remuneration (as % of PBT)
Mr. Sharad Kumar Saraf	146.40	78870.14	0.19	10167.25	1.44
Mr. Sudarshan Kumar Saraf	146.40	78870.14	0.19	10167.25	1.44
Mr. Ashish Kumar Saraf*	12.20	78870.14	0.02	10167.25	0.12
Mr. Navneet Kumar Saraf *	12.20	78870.14	0.02	10167.25	0.12
Mr. Atanu Choudhary	6.64	78870.14	0.01	10167.25	0.07
Mr. Anil Gadodia, CFO*	8.80	78870.14	0.01	10167.25	0.09
Mr. Ashish Kumar Saraf, CFO*	61.00	78870.14	0.08	10167.25	0.60
Mr. Manoj Jain, CS*	12.23	78870.14	0.02	10167.25	0.12
Mr. Neeraj Rai, CS*	0.49	78870.14	0.00	10167.25	0.00

* Associated with the Company for part of the year

(x) The key parameters for any variable component of remuneration availed by the Directors.

The broad factors and guidelines considered for the Performance Commission are as follow:

(i) Variable Component is directly linked to business performance i.e. net profit of the company.

(ii) Variable Pay of eligible executive directors shall not exceed 1% of the net profit, subject to such ceiling as may be fixed by the Board of Directors from time to time.

(iii) Variable component of remuneration i.e. commission is considered for Mr. Sharad Kumar Saraf, Chairman & Managing Director, Mr. Sudarshan Kumar Saraf, Co- Chairman & Managing Director, Mr. Navneet Kumar Saraf and Mr. Ashish Kumar Saraf, Whole-time Directors of the Company.

Non-Executive Directors are paid only sitting fees for attending the meetings of Board/ Committees as per their attendance in the Board and Audit Committee Meetings.

(xi) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: Not Applicable.

(xii) Affirmation that the remuneration is as per the Remuneration Policy of the Company

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

ANNEXURE-VIII TO THE BOARD'S REPORT

Statement of particulars of employees pursuant to provisions of Section 197(12) of the Companies Act 2013, read with rule 5 (2) & 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. N.	Name	Designation	Age in Years	Qualification	Last employment	Experience in Years	Date of Commencement of employment	Gross Remuneration received (₹ In Lacs)
1	Mr. Sharad Kumar Saraf	Chairman & Managing Director	68	Electronic Engineer from IIT, Mumbai	Nil	44	28.10.1992	146.4
2	Mr. Sudarshan Kumar Saraf	Co-Chairman & Managing Director	66	Electronic Engineer from IIT, Mumbai	Nil	42	28.10.1992	146.4
3	Mr. Navneet Kumar Saraf	Whole-time Director & Chief Operating Officer	37	B.E.(Mech.) From University of Manchester	Nil	15	23.12.2006	73.2
4	Mr. Ashish Kumar Saraf	Whole-time Director & Chief Financial Officer	33	Master in Textile Technology from University of Manchester	Nil	13	23.12.2006	73.2

MANAGEMENT DISCUSSION & ANALYSIS REPORT 2014-15

OVERVIEW

Global economy in 2014 struggled as developed countries managed their financial crisis and developing and emerging economies grew at a slower pace.

World GDP is estimated to grow at 3% in 2015 and 3.3% in 2016, supported by a gradual revival in developed countries and low crude prices helping the oil-importing developing countries to deploy more resources in social sector development projects. Factors like commodity prices, world trade, interest rates & monetary policies will play significant roles in shaping the growth ahead.

India is estimated to grow at 7.5% in 2015-16, according to the International Monetary Fund (IMF), becoming one of the fastest growing big emerging market economies in the world. India's economic growth will be augmented by easing monetary policy and pick-up in capital expenditure.

INDUSTRIAL STRUCTURE AND DEVELOPMENT

Drum Closure

Your Company is the second largest manufacturer of steel Drum Closures and continues to enjoy a worldwide market share of about 36%. The Company produces a wide variety of closures and related equipment ranging from fully automatic flange insertion systems to cap-sealing tools. The Company caters to all leading steel drum manufacturing companies of the world.

Each steel drum requires one set of closure, a precision engineering product so as to ensure that the liquid inside does not spill out. The Company has designed and developed the next generation technology for manufacturing of drum closures. It also manufactures all its gaskets and clamps and offers a full range of drum closure products to its clients. With patented technology, there has been substantial reduction in manufacturing costs, improvement in quality and this has helped catapult TIIL to the second largest global manufacturer of steel drum closures.

The Company has three global patent products for manufacturing of GRT Flanges, Octagonal Clinched and Drum Top.

The Drum Closure segment of the Company is continuously maintaining its growth. Total revenue from the Drum Closure segment in the Financial Year 2014-15 was ₹ 26,933.25 Lacs as compared to ₹ 22,777.82 Lacs in the Financial Year 2013-14. Almost 97% of revenue was generated from Export Sales & incentives. Profit for the Financial Year 2014-15 was ₹ 7136.94 lacs as compared to ₹ 7,939.04 Lacs in the Financial Year 2013-14.

Scaffoldings & Formwork

Scaffolding is a temporary structure used to support people and material in the construction industries, real estate and any other large structures. It is usually a modular system of metal pipes or tubes, although it can be from other materials also.

The Company is present in the premium segment of Scaffolding business. Scaffolding segment is growing mainly on the back of the strong demand from the international infrastructure markets.

TIIL's Scaffolding segment comprises of Scaffolding, Formwork and Tower business. Its major revenues accrue from overseas markets.

Currently, North American market contributes 60% of total scaffolding revenues, South American market contributes 20%, and Australian market contributes 15%. TIIL is increasing its market share in South American market by expanding aggressively in the larger Latin American markets of Brazil, Argentina and Venezuela, etc.

Formwork Business

Formwork is the term given to either temporary or permanent molds into which concrete or similar materials are poured. Traditionally, formwork was built using easy to produce timber and plywood, or moisture-resistant particleboard. Over a period of time formwork is now made more of steels which are more durable and reusable.

Looking at Indian government's focus on rapid infrastructural development across the country by constructing railways, roads, bridges, dams, airports, power plants and many more, construction is now growing at a fast pace. Contractors have started adapting newer technologies, faster systems, advanced concrete techniques and better and established management tools.

Engineered Formwork Systems are built out of prefabricated modules with a metal frame - usually of steel or aluminum - and covered on the application (concrete) side with material having the wanted surface structure (steel, aluminum, plastic, timber, etc)

TIIL has entered into manufacturing of sophisticated engineered Formwork systems for building, construction and infrastructure projects in India. TIIL has state-of-the-art manufacturing plant in India and is well placed to play a larger role in the construction growth in India and overseas, with a network of offices at Mumbai and overseas.

The Revenue of Scaffolding segment improved significantly during the Financial Year 2014-15 as compared to Financial Year 2013-14. The revenue generated during the Financial Year 2014-15 was ₹ 31,874.78 Lacs as compared to ₹ 23,322.44 Lacs in Financial Year 2013-14 (growth of about 37%). The profit from this segment increased to ₹ 3306.55 Lacs in Financial Year 2014-15 as compared to ₹ 3196 Lacs in Financial Year, 2013-14.

Yarn

The Company produces variety of products ranging from NE 20 to NE 40, Carded and Combed varieties of Cotton Yarn. The Spinning mill is equipped with world-class Swiss, Japanese, German, Spanish equipment. Currently, TIIL exports 70% of products to Europe & Asia and remaining to Latin American countries.

The Company manufactures premium quality active wear products and provides superior service, making it one of the leading textile and apparel manufacturers in India. Products are custom knit, dyed, finished, cut, sewn, decorated, packaged and distributed.

Being part of a diverse group, the Company has access to the latest trends in the European markets, thus enabling it to offer high quality products and latest fashions with Indian prices in a very short lead-time.

During the Financial Year the revenue of Yarn Division was decreased slightly as compared to last Financial Year due to untamable market condition. Total revenue from the segment in the Financial Year 2014-15 was ₹19,092.79 Lacs as compared to ₹ 22,446.53 Lacs in Financial Year 2013-14.

Garments

During the Current Financial Year the revenue from the Garment Division was increased to ₹ 3,186.30 lacs as compared to previous years of ₹ 2,200.98 lacs.

Power

The Company has a coal based captive power generation plant of 15MW to cater to its power requirements, resulting into less dependence on state electricity board and surety of continuous power supply to all its divisions.

During the year profit from Power division was increased significantly from loss of ₹ 434.66 Lacs in the Financial Year 2013-14 to profit of ₹ 513.36 lacs this year.

Engineering services through Subsidiary

Technosoft Engineering Projects Limited (TE), a subsidiary of the Company, provides engineering design services to various engineering / manufacturing companies. It offers multidisciplinary engineering services in 5 business lines viz. Engineering, Consulting, Innovation, Resources and Content.

TE has a strong team of over 250 engineers and designers located worldwide. Its engineers and designers are equipped with state-of-the-art hardware and software tools, including tools for 3-D modeling, Finite Element Analysis and process simulation.

TE operates in North America through its subsidiaries, Impact Engineering Solutions Inc. provides general engineering services and Swift Engineering Inc. provides EPCM services in the oil and gas industry.

OPPORTUNITY & FUTURE PLAN

Focus of the company is to consolidate and grow its position in each of its core businesses which is Drum Closures, Scaffolding, Engineering Services and Textiles. The Company sees the Drum Closure division growing at same or higher rate next year and it anticipate at least 10% growth and this is certainly one of its core focus areas.

The Company is are working strongly and increasing the sales and profitability in China which is one of the main growing market for Drum Closures division. This year the China operations did quite well and there was strong revenue growth. China operations posted revenue of ₹9,000 lacs and had a profit in excess of about ₹ 300 lacs. Drum Closure division is growing in China and next year the company expect Drum Closure division to do much better in China.

Focus in Scaffolding division is to expand the portfolio to cover the commercial construction segment. The Company has seen slowdown in the oil and gas segment because of the substantial drop in crude oil prices which is why the fourth quarter performance of Scaffolding was not very good. The Company expects this pressure to continue for one or two more quarters and to mitigate that the Company has expanded into other markets like Western Europe, Central Europe, Middle East, Africa where it is catering to the commercial construction segment so that the Company is consolidating its position there..

RISK & THREAT

Any rise in competitive landscape in domestic or international markets can lead to reduction in market share and can affect profitability.

Any unforeseen slowdown in international geographies or political instability will affect future order position.

Sharp rise in commodity prices, if it cannot be passed on to customers, will affect margins. High volatility in currency movement, if un-hedged in future, can affect profitability.

Raw Material –The Volatility of price of Steel and Cotton has increased significantly in the last few years. Therefore, mitigating the impact of the price volatility is key objectives of the Company

Market- The Company's business is Export Oriented Business and growth depend upon the demand in International Market specially USA, Europe and china.

Financing: Technocrat's growth strategy is dependent on the internal cash generation level and ability to draw external capital for growth projects.

Considering the industry volatility, Technocraft continued its journey of developing new markets and products and enhancing value added services to its customer.

The Company aims to address risks, opportunity and threat posed by the business environment by developing appropriate risk mitigation measure.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported and applicable statures and corporate policies are duly complied with. The internal control system is supplemented through an independent extensive internal audit program and periodic review by management and audit committee.

SEGMENT WISE FINANCIAL PERFORMANCE

The summarized segment-wise performance of the Company for the Financial Year 2014-15 is as follows:

(₹ In Lacs)

Business Segment		**Drum Closures**	**Scaffolding**	**Yarn**	**Garment**	**Power**	**Total**
A.	**Segment Revenue**	26933.25	31874.78	19092.79	3186.30	3636.40	**84723.52**
B.	Segment Results (profit and loss before interest)	7136.94	3306.55	(214.85)	(509.30)	513.36	**10232.70**
	Less:						
	i) Finance Cost						**549.27**
	ii) Other unallocable expenditure net of unallocable income						**(483.82)**
	Total Profit before tax						**10167.25**
C.	Capital Employed (Segment assets -Segment liabilities)	8377.29	19643.71	9249.45	2616.68	3064.65	**42951.78**

INDUSTRIAL RELATION

During the year under review, there was an industrial unrest caused by incitement by outsiders in yarn divisions due to which production was hampered for about a month. The issue was resolved amicably and production resumed in regular manner immediately therafter.

The Company continued to focus on development of leadership and people capability in the organization.

CAUTIONARY STATEMENT

Statements made in Management Discussion and Analysis Report describing the Company's objectives, estimates, expectations or predictions are "Forward looking Statement" within the meaning of applicable laws and regulations. They are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include global and Indian demand- supply condition, raw material availability, trained manpower, changes in Government regulations, tax regimes, economic development within India and the countries within which the Company conducts business and other incidental factors.

CORPORATE GOVERNANCE REPORT

(As required under clause 49 of the Listing Agreements entered into with the Stock Exchanges)

The Corporate Governance signifies the role of the management as the trustees to the property of the shareholders and acceptance of the inherent rights of the shareholders by the management. Corporate Governance is a framework which helps various participants' viz. shareholders, Board of Directors and Company's management, in shaping company's performance and the way it is preceding towards attainment of its goals.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of Listing Agreement with Stock Exchanges, but also several voluntary practices at a superior level of business ethics, effective supervision and enhancement of shareholders' value.

The Company believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in protecting the shareholders' interest while maximizing long term corporate values.

The Company is in compliance with the requirements on the Corporate Governance stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

II. BOARD OF DIRECTORS

(a) Size and Composition of the Board of Directors

The composition of the Board is in conformity with Clause 49 (II) of the Listing Agreement which inter alia stipulates that the Board should have an optimum combination of Executive and Non-executive Directors with at least one Woman Director and at least 50% of the Board should consist of Independent Directors, if the Chairman of the Board is an Executive Director

As on March 31, 2015, the Board comprised ten Directors. Of these, five are Executive Directors, including the Chairman & Managing Director who is a Promoter Director. Remaining five are Independent Directors including one Woman Director.

The Board of Directors at its Meeting held on February 6, 2015, subject to the approval of the Members of the Company, has appointed Mr. V.C. Saraf and Mr. Vinod B. Agarwala, to hold office as an Independent Director of the Company and Mr. Ashish Kumar Saraf and Mr. Navneet Kumar Saraf as Whole-time Director of the Company. All these appointments are effective from February 6, 2015.

All the Directors possess the requisite qualifications and experience in general corporate management, finance, banking, insurance and other allied fields enabling them to contribute effectively in their capacity as Directors of the Company.

As mandated under Clause 49 of the Listing Agreement, the Independent Directors on the Board of the Company:

- are persons of integrity and possesses relevant expertise and experience;
- are not the Promoters of the Company or its holding, subsidiary or associate company;
- are not related to Promoters or Directors of the Company, its Holding, Subsidiary or Associate Companies;
- Apart from receiving Director's remuneration, do not have any material pecuniary relationships or transactions with the Company, its holding, subsidiary or associate company or their Promoters or Directors, during the two immediately preceding financial years or during the current financial year;
- None of whose relatives has or had pecuniary or transaction with the Company, its holding, subsidiary or associate company or their Promoters, or Directors, amounting to 2% or more of its gross turnover or total income or Rupees Fifty lacs or such higher amount as prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither themselves nor any of their relatives hold or have held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in the immediately preceding three Financial Years i.e. 2011-12, 2012-13 and 2013-14;
- Are not partner(s) or executive(s) or were not partner(s) or executive(s) during the preceding three years, of any of the following:

i. Statutory audit firm or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company;

ii. Legal firm(s) and consulting firm(s) that have a transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

- Are not holding together with their relatives 2% or more of the total voting power of the Company;
- Are not the CEO or Director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its Promoters, Directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the Company;
- Are not material supplier(s), service provider(s) or customer(s) or lessor(s) or lessee(s) of the Company, which may affect their independence as a Director;
- Are not less than 21 years of age
- Are independent of the Management

Mr. Sharad Kumar Saraf, Chairman & Managing Director and Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director are brother and Mr. Ashish Kumar Saraf and Mr. Navneet Kumar Saraf are their sons, respectively, except them other Directors of the Company are not related to each other.

All the Independent Directors of the Company furnish declaration annually that they qualify the conditions of their being independent. All such declarations are placed before the Board. Further all the Directors provide declarations annually that they have not been disqualified to act as Director under Section 164 (g) of the Companies Act, 2013.

(b) Number of Board Meetings

The Board of Directors met 4 times during the financial 2014-15. The Meetings were held on May 21, 2014, August 6, 2014, November 13, 2014 and February 6, 2015. The time gap between any two consecutive meetings did not exceed one hundred and twenty days.

(c) Directors' attendance record and details of Directorships/Committee Positions held

As mandated by Clause 49 of the Listing Agreement, none of the Directors on Board is a member of more than ten Board-level committees and Chairman of more than five such committees, across all such companies in which he/ she is a Director.

Further, none of the Directors of the Company serves as an Independent Director in more than seven listed companies.

The Details of names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting as also the number of Directorships and Board-level committee positions held by them as at March 31, 2015 is tabulated hereunder.

Name	Category	No. of Board Meeting attended/ held during 2014-15	Whether attended last AGM held on Sept 30, 2014	Number of Directorships of other public companies$	Committee Positions in other Companies #	
					Chairman	Member
Mr. Madhoprasad Saraf*	Promoter, Chairman	2/4	Yes	-*	-	-
Mr. Sharad Kumar Saraf	Promoter, Chairman & Managing Director	4/4	Yes	3	-	-
Mr. Sudarshan Kumar Saraf	Promoter, Co-Chairman & Managing Director	4/4	Yes	3	-	-
Mr. Ashish Kumar Saraf*	Whole-time Director	2/4	-	3	-	-

Name	Category	No. of Board Meeting attended/ held during 2014-15	Whether attended last AGM held on Sept 30, 2014	Number of Directorships of other public companies$	Committee Positions in other Companies #	
					Chairman	Member
Mr. Navneet Kumar Saraf*	Whole-time Director	2/4	-	3	-	-
Mr. Atanu Choudhary	Whole-time Director	4/4	No	-	-	-
Mr. Ganesh Kumar Gupta*	Independent	2/4	No	4	-	-
Mr. S.B. Agarwal	Independent	4/4	Yes	1	-	1
Mr. Jagdeesh Mal Mehta	Independent	3/4	No	1	1	
Ms. Vaishali Choudhari	Independent	3/4	No	-	-	-
Mr. V. C. Saraf*	Independent	2/4	-	3	1	-
Mr. Vinod B. Agarwala*	Independent	2/4	-	2	-	4

Notes *:-

1) Mr. Madhoprasad Saraf ceased to the Chairman due to demise, w.e.f. December 11, 2014 and Mr. Ganesh Kumar Gupta ceased to be director w.e.f. October 7, 2014.
2) Mr. V. C. Saraf and Mr. Vinod B. Agarwala were appointed independent Director w.e.f. February 06, 2015.
3) Mr. Ashish Kumar Saraf and Mr. Navneet Kumar Saraf were appointed as Whole-time Director w.e.f. February 06, 2015.

$Excludes private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 (i.e. associations not carrying on business for profit or which prohibits payment of dividend).

#Chairmanship/Membership of only Audit Committee and Stakeholder's Relationship Committee in other public companies have been considered.

(d) Information to the Board

A detailed agenda folder is sent to each Director in advance of the Board Meetings. As a policy, all major decisions, in addition to matters which statutorily require the approval of the Board are put up for consideration of the Board. Inter alia, the following information, as may be applicable and required, is provided to the Board as a part of the agenda papers.

- Annual operating plans and budgets and any updates
- Capital budget-purchase and disposal of plant, machinery and equipment.
- Quarterly, half yearly and annual results of the Company.
- Minutes of the Meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the Board level.
- Materially important show cause, demand, prosecution notices and penalty notices, if any.
- Fatal or serious accidents, dangerous occurrences, any material effluent or environmental pollution related matters.
- Any material default in financial obligations to and by the Company, or substantial non-payments by clients.
- Any issue, which involves possible public or product liability/claims of substantial nature, including any judgments or orders which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture agreement or collaboration agreement.

- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in human resources or on the industrial relations front such as signing of wage agreement, etc.
- Sale of material nature, of investments, subsidiaries, assets, which are not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by the Management to limit the risk of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and members' service such as nonpayment of dividend, delay in share transfer, etc.

  The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Management as well as steps taken by the Company to rectify instances of non-compliances, if any. Further, the Board also reviews the Annual financial statements of the Unlisted Subsidiary Companies. In addition to the above, pursuant to Clause 49 of the Listing Agreement, the Minutes of the Board Meetings of the Company's Unlisted Subsidiary Companies and a statement of all significant transactions and arrangements entered into by the Unlisted Subsidiary Companies are placed before the Board.

(e) Directors with pecuniary relationship or business transaction with the Company:

The Chairman & Managing Director, Co- Chairman & Managing Director and the Whole- time Directors receive Salary, Perquisites and Allowances, while all the Non-Executive Directors receive Sitting Fees.

(f) Nomination and Remuneration Policy & Remuneration to Directors:

Remuneration was paid to Executive Directors i.e. Mr. Sharad Kumar Saraf, Chairman & Managing Director and Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director, Mr. Ashish Kumar Saraf, Mr. Navneet Kumar Saraf and Mr. Atanu Anil Choudhary, Whole-time Directors pursuant to the approval of the Nomination and Remuneration Committee, the Board of Directors and the Members of the Company, which is within the limits prescribed under the Companies Act, 2013.

The Non-Executive Directors were paid sitting fees for attending the Meetings of the Board of Directors and the Audit Committee, which is within the limits prescribed under the Companies Act, 2013. The Company pays a sitting fee of ₹ 10,000/- for attending each Meeting of the Board of Directors and Audit Committee.

The detailed Remuneration Policy of the Company has been provided in the Board's Report which forms part of this Annual Report.

The details of remuneration paid to Directors during the year ended March 31, 2015 are tabulated hereunder.

(₹ In Lacs)

Name of the Directors	Salaries, perquisites & Allowances	Sitting fees	Total
Mr. Madhoprasad Saraf	0.00	0.20	0.20
Mr. Sharad Kumar Saraf	146.40	0.00	146.40
Mr. Sudarshan Kumar Saraf	146.40	0.00	146.40
Mr. Ashish Kumar Saraf	12.20*	0.00	12.20*
Mr. Navneet Kumar Saraf	12.20*	0.00	12.20*
Mr. Atanu Choudhary	6.64	0.00	6.64
Mr. Ganesh Kumar Gupta	0.00	0.20	0.20
Mr. S.B. Agarwal	0.00	0.80	0.80
Mr. Jagdeesh Mal Mehta	0.00	0.60	0.60
Ms. Vaishali Choudhari	0.00	0.80	0.80
Mr. V. C. Saraf	0.00	0.20	0.20
Mr. Vinod Agarwala	0.00	0.20	0.20

*The remuneration stated above is the only remuneration which was drown during their tenure as WTD.

(g) Employee Stock Option Scheme:

The Company does not have any Employee Stock Option Scheme (ESOS).

(h) Details of Equity Shares held by the Non- Executive Directors:

As on March 31, 2015, none of the Non-Executive Directors held any Equity Shares in the Company.

(i) Management

Management Discussion and Analysis is given in a separate section forming part of the Directors' Report in this Annual Report.

(j) Code of Conduct

The Board of Directors has laid down the Codes of Conduct ('Code'), for the all Board members and senior management of the company.

These Codes have been posted on the Company's website www.technocraftgroup.com. All the Board Members and Senior Management personnel of the Company have affirmed Compliance with the Code of Conduct as applicable to them, for the year ended March 31, 2015. A declaration to this effect signed by Mr. Sharad Kumar Saraf, Chairman & Managing Director is annexed to this Report.

(k) Performance Evaluation and Independent Directors Meeting

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that the formal annual evaluation needs to be done by the Board of its own performance and that of its Committees and individual directors. Schedule IV to the Companies Act, 2013 states that the performance evaluation of the Independent Directors shall be done by the entire Board, excluding the director being evaluated. Accordingly, the Board of Directors of the Company carried out the performance evaluation of all Directors and Committees of the Company.

During the year FY 2014-15, the Independent Directors of the Company also met once to discuss and carry out the evaluation of performance of (i) Non-Independent Directors and the Board of Directors of the Company as a whole, (ii) the evaluation of performance of the Chairman of the Company, and (iii) 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.

III) BOARD COMMITTEES

The Board of Directors has constituted five Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR Committee and Risk Management Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

(a) Audit Committee

As on March 31, 2015, the Audit Committee comprises five Independent Directors. Viz. Mr. S.B. Agarwal, Mr. Jagdeesh Mal Mehta, Ms. Vaishali Choudhari, Mr. V. C. Saraf and Mr. Vinod B. Agarwala. All Members of the Audit Committee possess accounting and financial management knowledge.

The Senior Management team i.e. Chairman & Managing Director, Co-Chairman & Managing Director, Chief Operating Officer & Whole-time Director, Chief Financial Officer & Whole-time Director, the Internal Auditors and the representative of the statutory auditors are invited for the meetings of the Audit Committee. The Company Secretary is the Secretary to this Committee.

The Audit Committee met four times during the year, i.e. on May 21, 2014, August 6, 2014, November 13, 2014 and February 6, 2015. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. The minutes of the meetings of the Audit Committee are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Member	Category	Position	No. of Meeting held	No. of Meeting attended
Mr. S.B. Agarwal	Independent Director	Chairman	4	4
Mr. Jagdeesh Mal Mehta	Independent Director	Member	4	3
Ms. Vaishali Choudhari	Independent Director	Member	4	4
Mr. V. C. Saraf	Independent Director	Member	4	0
Mr. Vinod Agarwala	Independent Director	Member	4	0
Mr. Ganesh Gupta*	Independent Director	Member	4	1

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on September 30, 2014 to answer members' queries.

The terms of reference of the Audit Committee are in conformity with the requirements of Clause 49 (III) (D) of the Listing Agreement and Section 177(1) of the Companies Act, 2013. Further, the Audit Committee has been granted powers as prescribed under Clause 49 (III)(C) of the Listing Agreement.

The terms of reference of the Audit Committee include the following:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
  - (b) Changes, if any, in accounting policies and practices and reasons for the same.
  - (c) Major accounting entries involving estimates based on the exercise of judgment by the management.
  - (d) Significant adjustments made in the financial statements arising out of audit findings.
  - (e) Compliance with listing and other legal requirements relating to financial statements.
  - (f) Disclosure of any related party transactions.
  - (g) Qualifications in the draft audit report.
- Reviewing with the Management, quarterly financial statements before submission to the Board for approval;
- Reviewing with the Management, the statement of uses/application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- Discussion with the internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern;.
- To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism/Vigil mechanism.
- Approval of appointment of CFO(i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other functions as specified in the terms of reference, as amended from time to time.

Review of Information by Audit Committee:

Besides the above, the role of the Audit Committee includes mandatory review of the following information

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by Management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors, if any;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor;

(b) Nomination and Remuneration Committee

As of March 31, 2015, this Committee comprised three Independent Directors. They are Mr. S.B. Agarwal – (Chairman), Mr. V.C. Saraf and Ms. Vaishali Choudhary.

This Committee met two times during the last /previous financial year i.e. on August 6, 2014, and February 6, 2015. The Minutes of the Nomination and Remuneration Committee Meetings are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Member	Category	Position	No. of Meetings held	No. of Meeting attended
Mr. S.B. Agarwal	Independent Director	Chairman	2	2
Ms. Vaishali Choudhari	Independent Director	Member	2	2
Mr. V. C. Saraf	Independent Director	Member	2	0
Mr. Ganesh Gupta*	Independent Director	Member	2	1

*Mr. Ganesh Gupta resigned as Member and Mr. V. C. Saraf was appointed as a member in his place, w.e.f. February 6, 2015.

In accordance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the role of the Nomination and Remuneration Committee of the Company is as under:

- Identifying 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.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity.

(c) Stakeholders Relationship Committee

As of March 31, 2015, this Committee comprises three Directors viz. Mr. V.C. Saraf – (Chairman), Mr. Sharad Kumar Saraf and Mr. Sudarshan Kumar Saraf. The Company Secretary, Mr. Neeraj Rai is the Compliance Officer of the Company. During the Financial Year 2014-15, no meetings of the Committee were held.

During the Financial Year 2014-15, 5 queries/complaints were received by the Company from members/investors/ authorities, all of which have been redressed / resolved to date, satisfactorily. As on date, there are no pending share transfers/complaints/queries pertaining to the year under review.

The Committee deals with the following matters:

- Noting transfer/transmission of shares.
- Review of dematerialised/rematerialised shares and all other related matters.
- Monitors expeditious redressal of Investor grievance matters received from Stock Exchanges, SEBI, ROC, etc.
- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of Annual Report, dividend etc.
- All other matters related to shares/debentures.

(d) Corporate Social Responsibility (CSR) Committee:

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on May 21, 2014, has constituted the CSR Committee which comprises three directors viz. Mr. Sharad Kumar Saraf (Chairman), Mr. Sudarshan Kumar Saraf and Ms. Vaishali Choudhary and defined the role of the Committee, which is as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy
- Monitor the CSR Policy of the Company and its implementation from time to time.
- Such other functions as the Board may deem fit from time to time.

During the Financial Year 2014-15, the Committee met once i.e. on February 6, 2015. The Minutes of the CSR Committee are noted by the Board.

The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Member	Category	Position	No. of Meeting held	No. of Meeting attended
Mr. Sharad Kumar Saraf	Chairman & Managing Director	Chairman	1	1
Mr. Sudarshan Kumar Saraf	Co-Chairman & Managing Director	Member	1	1
Ms. Vaishali Choudhari	Independent Director	Member	1	1

(e) Risk Management Committee:

In accordance with the provisions of Clause 49 of the Listing Agreement, the Board of Directors of the Company at its Meeting held on February 6, 2015 constituted a Risk Management Committee, even though it was not mandatory to the Company.

This Committee comprises 6 Members i.e. Mr. Sharad Kumar Saraf, Chairman and Managing Director, Mr. Sudarshan Kumar Saraf, Co- Chairman and Managing Director, Mr. Navneet Kumar Saraf, Mr. Ashish Kumar Saraf, Whole-time Directors, Mr. Anil Gadodia, President (Accounts & Finance) and Mr. Subhash Khandelwal, President Marketing.

This Committee has been delegated the authority by the Board to review and monitor the implementation of the risk management policy of the Company. No meeting of this Committee was held during the financial year i.e. 2014-15.

IV) DISCLOSURES

(a) Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms-length pricing basis. There were no materially significant transactions with related parties during the financial. Suitable disclosures as required by the relevant Accounting Standards (AS18) have been made in the Notes to the Financial Statements.

As required under Clause 49 of the Listing Agreement, the Board has approved a policy for related party transactions which has been uploaded on the Company's website at the link http://www.technocraftgroup.com/pdf/Policy-On-Related-Party-Transactions.pdf

(b) Accounting treatment in preparation of financial statements

The Company has followed the Accounting standards notified by The Companies (Accounting Standards) Rules, 2006, as amended from time to time, read with Companies (Accounts) Rules, 2014 in preparation of its financial statements.

(c) Risk Management

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section.

The Company has a competent Internal Audit System which prepares and executes a vigorous Audit Plan covering various functions such as purchase audit, factory payroll audit, operations, finance, human resources, administration, statutory dues etc. across different factories. The internal auditor presents their key audit findings of every quarter to the Audit Committee. The management updates the members about the remedial actions taken or proposed for the same. The suggestions and comments from the Committee members are vigilantly incorporated and executed by the Company.

The Board of Directors of the Company at its Meeting held on February 6, 2015 has also approved the Risk Management Policy. As mentioned earlier, the Company has also constituted a Risk Management Committee, which has been delegated the authority by the Board to review and monitor the implementation of the Risk Management Policy of the Company.

(d) Subsidiary Companies

As on March 31, 2015, the Company had 11 subsidiaries. The Company has no material non-listed Indian Subsidiary Company as defined in Clause 49(V) of the Listing Agreement. However, a policy on material subsidiaries has been formulated and the same is available on website of the Company at the link http://www.technocraftgroup.com/pdf/Policy-For-Determining-Material-Subsidiary-Companies.pdf

(e) Code for Prevention of Insider Trading Practices

The Company has instituted a comprehensive Code for prevention of Insider Trading, for its Directors and designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.

The objective of this Code is to prevent purchase and/ or sale of shares of the Company by an insider on the basis of unpublished price sensitive information.

Under this Code, Directors and designated employees are completely prohibited from dealing in the Company's shares when the Trading Window is closed. Further the Code specifies the procedures to be followed and disclosures to be made by Directors and the designated employees, while dealing with the shares of the Company and enlists the consequences of any violations. Mr. Neeraj Rai, Company Secretary, has been designated as the Compliance Officer for this Code.

(f) Whistle Blower Policy/ Vigil Mechanism

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting

illegal or unethical behavior. The Company has a Vigil Mechanism Policy under which the employees are free to report violations of applicable laws and regulations. The same is posted on the website of the Company http://www.technocraftgroup.com.

(g) CEO/CFO Certification

As required under Clause 49 (IX) of the Listing Agreement with the Stock Exchanges, the Chairman & Managing Director and the Whole-time Director & Chief Financial Officer of the Company have certified regarding the Financial Statements for the year ended March 31, 2015 which is annexed to this Report.

(h) Details of compliance with mandatory requirements and adoption of the non-mandatory requirement of Clause 49 of the Listing Agreement:

(i) Details of non-compliance, if any: The Company has complied with all the requirements of regulatory authorities. During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed or passed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets.

(ii) Compliance with mandatory requirements: The Company is fully compliant with the applicable mandatory requirements of Clause 49 of the Listing agreement with the Stock Exchanges, relating to Corporate Governance.

(iii) Adoption of non-mandatory requirements; Audit Qualifications:

During the year under review, there is no audit qualification in the Auditor's Report. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

V) MEANS OF COMMUNICATION:

In accordance with Clause 54 of the Listing Agreement, the Company has maintained a functional website at http://www.technocraftgroup.com containing information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, details of the policies approved by the Company, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances etc. The contents of the said website are updated from time to time.

The quarterly and annual consolidated financial results are normally published in Business Standard (English) and Mumbai Lakshadeep/ Alpa Mahanagar (Marathi) newspapers. The notices of Board Meetings are normally published in Free Press Journal (English) and Navshakti (Marathi).

VI) GENERAL BODY MEETINGS:

(i) Location and time of last three Annual General Meetings ('AGM') held:

AGM No.	Year	Date	Time	Location
22nd AGM	2013-14	September 30, 2014	11.00 A.M.	Technocraft House, A-25, Road No.3, MIDC, Marol Industrial Area, Andheri (E),Mumbai- 400 093
21st AGM	2012-13	September 30, 2013	11.00 A.M.	Technocraft House, A-25, Road No.3, MIDC, Marol Industrial Area, Andheri (E),Mumbai- 400 093
20th AGM	2011-12	September 28, 2012	11.00 A.M.	Technocraft House, A-25, Road No.3, MIDC, Marol Industrial Area, Andheri (E),Mumbai- 400 093

(ii) Special Resolutions passed during the previous three AGMs:

For adoption of new set of Articles of Association of the Company, special Resolution was passed under Section 14 of the Companies Act, 2013, in 22nd AGM held on September 30, 2014.

(iii) Special Resolution passed during the Financial Year 2014-15 through the Postal Ballot:

During the financial year, the Company passed the following special resolutions by postal ballot:

Special Resolutions	Votes cast in favour		Votes cast against		Date of declaration of results
	No. of votes	%	No. of votes	%	
Approval to increase the power of Board of Directors of borrowing under section 180 (1) (c) of the Companies Act, 2013	23958422	99.99	175	0.01	July 3, 2014
Approval to Creation of charge on movable and immovable properties of the company under section 180 (1) (a) of the Companies Act 2013	23958522	99.99	75	0.01	July 3, 2014
Approval to amend the Articles of Association of Company	23958522	99.99	75	0.01	July 3, 2014

The Company successfully completed the process of obtaining approval of its shareholders for special resolutions on the items detailed above, vide postal ballot.

(iv) Person who conducted the postal ballot exercise: M/s Amit K Trivedi & Associates, Practicing Company Secretary (ACS No. 19738 & CP No. 7059) was appointed as Scrutinizer for the purpose of Postal Ballot exercise.

(v) Whether any special resolution is proposed to be conducted through postal ballot: Yes, a Special Resolution under Section 13 of the Companies Act, 2013, for Alteration of the Object Clause of Memorandum of Association of the Company is proposed.

(vi) Procedure for postal ballot:

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engages the services of CDSL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members/ list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the scrutinizer on or before the close of voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Chairman/authorized officer. The results are also displayed on the website of the Company, www.technocraftgroup.com, besides being communicated to all resolutions moved at the last Annual General Meeting were passed by a show of hands by the requisite majority of members attending the meeting

VII) GENERAL SHAREHOLDER INFORMATION

(i) Annual General Meeting:

Date	:	September 29, 2015
Day	:	Tuesday
Time	:	11.00 a.m.
Venue	:	A-25, MIDC, Marol Industrial Area, Andheri (E), Mumbai-400093

(ii) Financial Year:

The financial year of the Company covers the financial period from April 1 to March 31.

During the financial year under review, the Board Meetings for approval of quarterly and annual financial results were held on the following dates:

1st Quarter Results	:	August 6, 2014
2nd Quarter Results	:	November 13, 2014
3rd Quarter Results	:	February 6, 2015
4th Quarter & Annual Results	:	May 27, 2015

The tentative dates of the Board Meetings for consideration of financial results for the year ending March 31, 2016 are as follows:

1st Quarter Results	:	August 10, 2015
2nd Quarter Results	:	Before November 14, 2015
3rd Quarter Results	:	Before February 14, 2016
4th Quarter & Annual Results	:	Before May 30, 2016

(iii) Dates of Book Closure:

Thursday, September 24, 2015 to Tuesday, September 29, 2015 (both days inclusive)

(iv) Dividend Payment Date:

Your Directors have approved an interim dividend of 50% i.e. ₹ 5 per equity share for the financial year 2014-15. Interim dividend was paid on June 12, 2015 to the members who were holding equity shares as on record date i.e. June 8, 2015.

(v) Listing on Stock Exchanges:

Presently, the Equity Shares of the Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company has paid the annual listing fees for the year 2015-16 to BSE and NSE.

(vi) Stock Code

ISIN (Equity Shares) in NSDL & CDSL	INE545H01011
BSE Code	532804
NSE Code	TIIL

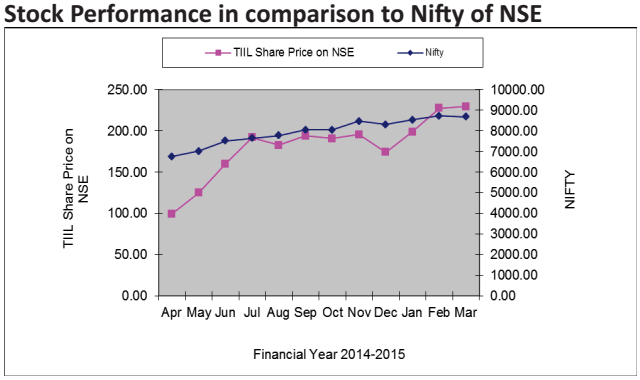
(vii) Corporate Identification Number:

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L28120MH1992PLC069252.

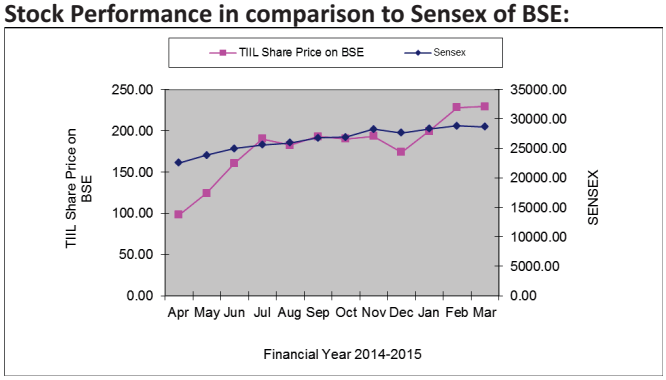
(viii) Share Price Data: High/Low and Volume during each month of 2014-15 at BSE and NSE:

	NSE			BSE		
Date	**High Price**	**Low Price**	**Total Traded Quantity**	**High Price**	**Low Price**	**Total Traded Quantity**
Apr-14	112.2	86.10	287692	111.00	85.05	140183
May-14	152.00	97.10	1323683	151.35	97.30	830467
Jun-14	182.65	137.20	1232824	183.95	137.00	1411861
Jul-15	218.30	165.05	841593	213.95	166.50	694608
Aug-14	210.30	154.50	992103	210.00	155.00	581374
Sep-14	217.50	170.00	937423	217.8	168.50	534852
Oct-14	210.00	171.45	430769	210.00	170.00	245282
Nov-14	214.95	176.00	375492	212.00	175.00	175077
Dec-14	188.40	159.90	754699	190.00	158.00	129969
Jan-15	230.80	166.65	1402865	230.00	168.55	413520
Feb-15	253.00	201.6	1189839	252.00	204.00	456408
Mar-15	251.00	208.00	548732	253.00	206.10	272858

Stock Performance in comparison to Nifty of NSE



Stock Performance in comparison to Sensex of BSE:



(ix) The Registrars and Share Transfer Agents:-

System Support Services is the Company's Registrar and Share Transfer Agents. Their contact details are as follows:

System Support Services
209, Shivai Industrial Estate,
89, Andheri-Kurla Road,
(Next to Logitech Park, Above McDonalds),
Sakinaka, Andheri (E),
Mumbai – 400072, India

Phone No. 022- 2850 0835 Fax No. 022- 2850 1438

Email: sysss72@yahoo.com

(x) Share Transfer System

The transfer of shares in physical form is generally processed by Registrar & Share Transfer Agent within a period of seven days from the date of receipt thereof, provided all the documents are in order. In case of shares in electronic form, the transfers are done by Depositories viz. NSDL and CDSL.

In compliance with Clause 47(c) of the Listing Agreement, the Company obtains a certificate from a Practicing Company Secretary on a half-yearly basis confirming that all certificates have been issued within one month from the date of lodgement for transfer, sub-division, consolidation etc.

(xi) (a) Distribution of shareholding as on March 31, 2015

Distribution range of Shares	No. of Shares	Percentage of Shares	No. of Shareholders	Percentage of Shareholders
001-100	432281	1.37	7692	63.40
101-500	760099	2.41	3484	28.71
501-1000	359597	1.14	433	3.57
1001-5000	898100	2.85	368	3.03
5001-10000	546550	1.73	75	0.62
10001-100000	2065800	6.55	62	0.51
Greater than 100000	26464323	83.95	19	0.16
Total	**31526750**	**100.00**	**12133**	**100.00**

(b) Shareholding Pattern as on March 31, 2015:

Category	Demat	Physical	total	%
Promoter Group	23636562	0	23636562	74.97
Mutual Funds/UTI	266910	0	266910	0.85
Banks/FI	1572	0	1572	0.00
FIIs	777957	0	777957	2.47

Category	Demat	Physical	total	%
Indian Bodies Corporates	1765525	0	1765525	5.60
Overseas Bodies Corporates	385575	0	385575	1.22
Non Resident Indian	232872	0	232872	0.74
Indian Individual Public	4459773	4	4459777	14.15
Grand Total (A+B+C)	**31526746**	**4**	**31526750**	**100.00**

(xii) Dematerialization of Shares and Liquidity

As on March 31, 2015, 3,15,26,746 equity shares representing 99.99% of the total equity share capital of the Company, were held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The break-up of equity shares held in Physical and dematerialised form as on March 31, 2015, is given below:

Category	No of Shares	Percentage
NSDL	2,95,02,450	93.58
CDSL	20,24,296	6.42
Physical	4	Negligible
Total	**3,15,26,750**	**100.00**

The Promoters hold their entire equity shareholding in the Company in dematerialized form. The Company's equity shares are regularly traded on the BSE and NSE.

(xiii) Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity: Not applicable

(xiv) Plant Locations:

Drum Closure	Plot. No. C – 5, Murbad Industrial Area, Distinct Thane.
Scaffoldings	Plot No. 4/1, MIDC Murbad, Distinct Thane.
Textile & Power	Village Dhanivali, Murbad, Distinct Thane.

(xv) Address for members' correspondence:

Members are requested to correspond with the Registrars and Share Transfer Agents at the below given address on all matters relating to transfer/ dematerialisation of shares, payment of dividend and any other query relating to Equity Shares of the Company.

Pursuance to Clause 47 (f) of the Listing Agreement the Company has maintained an exclusive email id: investor@technocraftgroup.com which is designated for investor correspondence for the purpose of registering any investor related complaints and the same has been displayed on the Company's website: www.technocraftgroup.com.

Members are required to note that, in respect of shares held in dematerialized form, they will have to correspond with their respective Depository Participants (DPs) for related matters.

Members may contact the Compliance Officer at the following address:

Compliance Officer:

Mr. Neeraj Rai,

Company Secretary

A/25, M.I.D.C., Marol Industrial Area,

Street No. 3, Opp. – ESIS Hospital,

Andheri – East, Mumbai – 400093

Tel: 022-4098 2222

Fax: 022- 2836 7037

VIII) COMPLIANCE

(i) Auditors' Certificate on Corporate Governance

The Company has obtained a Certificate from Pramod Jain & Co, Company Secretaries regarding compliance of the conditions of Corporate governance, as stipulated in Clause 49 of the Listing Agreement, which together with this Report on Corporate Governance is annexed to the Directors' Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

(ii) CEO/CFO Certification

As required under Clause 49 (IX) of the Listing Agreement with the Stock Exchanges, the Chairman & Managing Director and the Whole-time Director & Chief Financial Officer of the Company have certified regarding the Financial Statements for the year ended March 31, 2015 which is annexed to this Report

(iii) Compliance with Clause 5A of the Listing Agreement

Pursuance to Clause 5A(I) (g) of Listing Agreement, the information in respect of equity shares, which were issued in public issue and remain unclaimed and are lying in the suspense account, in Demat, are as follow :.

Particulars	No. of Shareholders	No of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying on 1st April, 2014	17	1382
Number of shareholders who approached to the Company for transfer of shares from suspense account during the year.	Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account laying on 31st March,2015	17	1382

Voting rights on above shares shall remain frozen till the rightful owner of such shares claims the shares.

IX) INVESTOR SAFEGUARDS AND OTHER INFORMATION:

(i) Revalidation of Dividend warrants

In respect of members who have either not opted for NECS/ECS mandate or do not have such a facility with their banker and who have not encashed earlier dividends paid by the Company, are requested to write to Company's Share Transfer Agents for revalidation of expired dividend warrants and failing their encashment for a period of seven years, they stand to lose the right to claim such dividend owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund.

(ii) Transfer of Unclaimed Dividend to Investor Education & Protection Fund (IEPF)

Under the Companies Act, 1956/2013, dividends which remain unclaimed for a period of 7 years are required to be transferred to the Investor Education & Protection Fund (IEPF) administered by the Central Government.

Dates of declaration of dividends since Financial Year 2007-08 and the corresponding dates when unclaimed dividends are due to be transferred to the Central Government are given in the table below.

Financial Year	Type of Dividend	Dividend Per Share ₹	Date of Declaration	Due date for Transfer	Amount in ₹
31.03.2008	Final	1	Nov 14,2008	Dec 13,2015	97019.00
31.03.2009	Final	0.5	Sep 30,2009	Oct 29,2016	71589.50
31.03.2010	Final	1.5	Sep 16,2010	Oct 15,2017	82050.00
31.03.2011	Final	1	Sep 30,2011	Oct 29,2018	179176.00
31.03.2012	Final	1	Sep 28,2012	Oct 27,2019	472594.00
31.03.2013	Final	2	Sep 30,2013	Oct 29,2020	130116.00
31.03.2013	Interim	1	Aug 12,2013	Sep 11,2020	272616.00
31.03.2014	Interim	5	May 21,2014	Jun 20,2021	423605.00

Members are further requested to note that after completion of 7 years, no claims shall lie against the said Fund or Company for the amounts of dividend so transferred, nor shall any payment be made in respect of such claims.

(iii) Update Address/ E-mail Address/ Bank details

To receive all communications/corporate actions promptly, members holding shares in dematerialized form are requested to please update their address/email address/bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

(iv) Electronic Service of Documents to Members at Registered Email Address

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rule provides that advance opportunity should be given at least once in a financial year to the Members / Members for registering their email address and changes therein, as may be applicable. Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members / members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes. As regards Members / Members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to Members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors' Report, Auditors' Report and any other future communication (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/ Registrars & Share Transfer Agents (RTA) (hereinafter "registered email address') and made available to us, which has been deemed to be the member's registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/ updated from time to time. We wish to reiterate that Members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and Members holding shares in physical form have to write to our RTA, M/s System Supports at their specified address, so as to update their registered email address from time to time.

It may be noted that the Annual Report of the Company will also be available on the Company's website www.technocraftgroup.com for ready reference. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the member, any time, as a member of the Company.

DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT

This is to affirm that the Board of Directors of Technocraft Industries (India) Limited has adopted a Code of Conduct for its Board Members and Senior Management Personnel in compliance with the provisions of Clause 49 (II)(E) (2) of the Listing Agreement with the Stock Exchanges and Board Members and Senior Management Personnel of the Company have confirmed the compliance of provisions of the said code for the financial year ended March 31, 2015.

Place: Mumbai

Date: May 27, 2015

Sharad Kumar Saraf

Chairman & Managing Director

CERTIFICATION BY CEO/CFO UNDER CLAUSE 49 OF THE LISTING AGREEMENT

We, Sharad Kumar Saraf, Chairman & Managing Director and Ashish Kumar Saraf, Whole-time Director & Chief Financial Officer of Technocraft Industries (India) Limited, to the best of our knowledge and belief certify that:

(a) We have reviewed the financial statements, along with the Cash flow statements of Technocraft Industries (India) Limited for the year ended March 31, 2015 and to the best of our knowledge and belief that:

   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 under review which are fraudulent, illegal or violative of the Company's code of conduct.

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

(d) We have indicated to the Auditors and the Audit committee:

   i. There were no significant changes in internal control over financial reporting during the year;

   ii. There were no significant changes made in the accounting policies made during the year except for the changes disclosed in the notes to the financial statements, if any; and

   iii. There were no instances of significant fraud of which we have become, aware involving management or an employee having a significant role in the Company's internal control system over financial reporting;

Place: Mumbai	**Ashish Kumar Saraf**	**Sharad Kumar Saraf**
Date: May 27, 2015	WTD & Chief Financial Officer	Chairman & Managing Director

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To

The Members of

Technocraft Industries (India) Limited

We have examined the compliance of the conditions of Corporate Governance by Technocraft Industries (India) Limited, for the year ended March 31, 2015 as stipulated in clause 49 of the Listing Agreement(s) of the Company with the Stock Exchange(s) in India.

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

Based on such review, In our opinion and to the best of our information and explanations given to us and the representations made to us , we certify that the Company has complies with the conditions of Corporate Governance as stipulated in the above mentioned in Clause 49 of Listing Agreement.

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

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 Pramod Jain & Co.
Company Secretaries

(Pramod Kumar Jain)
Proprietor
FCS No: 6711 CP No: 11043

Place: Mumbai,
Date: August 10, 2015

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

TECHNOCRAFT INDUSTRIES (INDIA) LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying Standalone financial statements of TECHNOCRAFT INDUSTRIES (INDIA) LIMITED, ("the company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. 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 of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

4. 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.

5. 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.

6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making, those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. 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

8. 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

9. As required by the Companies (Auditor's Report) Order, 2015 (the order) ; issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

10 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

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

i. The company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer note no. 2 (A) of note no. 28 of the notes to the Financial Statements in respect of contingent liability.

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

iii. There has been no delay in transferring amounts required to be transferred, to the investor Education and Protection Fund by the Company.

For M. L. SHARMA & CO.
FIRM REG. NO. 109963W
CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 27, 2015

(C. H. BANDI) PARTNER
Membership No.5385

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Report of even date to the Members of TECHNOCRAFT INDUSTRIES (INDIA) LIMITED for the year ended March 31, 2015. We report that:

1 a The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

1 b As explained to us, the fixed assets of the company have been physically verified by the Management in a phased manner as per regular program of verification, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. Pursuant to this program, some of the fixed assets have been physically verified by the management during the year, and no material discrepancies have been noticed on such verification.

2 a The stock of Finished Goods, Goods-in-Process, Raw Materials and Stores & Spares parts have been physically verified during the year by the Management. In our opinion the frequency of verification is reasonable. In respect of inventories lying with the third parties, these have substantially been confirmed by them.

2 b In our opinion, the procedure of physical verification of the above Inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.

2 c On the basis of our examination of the Inventory records, in our opinion, the Company is maintaining proper records of the inventories. The discrepancies noticed between the physical stock and book stocks were not material and the same have been properly dealt with in the Books of Account.

3 a In our opinion and according to the information and explanations given to us, the company has granted unsecured loans to covered in the Register maintained under Section 189 of the Companies Act, 2013. The year ended balance of Loan granted to such parties was ₹ 757.01 Lakhs.

3 b Payment of Principal amount and interest are regular wherever stipulated.

3 c there is no overdue amount of loans granted to Companies, Firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013.

4. In our opinion, and according to the information and explanations given to us, there is an adequate Internal Control system commensurate with the size of the Company and the nature of its business, for the purchase of Inventory and Fixed Assets and for the sale of goods and services. Further on the basis of our examination of the Books and records of the Company and according to the information and explanation given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid Internal control System.

5. The Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 and any other relevant provision of the Companies Act, 2013 and the rules framed there under apply.

6. We have broadly reviewed the books of account and records maintained by the company in respect of the products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been specified under section 148 (1) of the Companies Act, 2013 is applicable to the company and are of opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made detailed examination of the records with view to determining whether they are accurate or complete.

7 a According to the information and explanation given to us and the records of the Company examined by us, the Company is generally regular in depositing provident fund dues, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other statutory dues with the appropriate authorities and there are no undisputed amounts payable for the same were outstanding as at 31st March, 2015 for a period exceeding six months from the date they became payable;

7 b According to the information and explanation given to us and the records of the Company examined by us, the Particulars of disputed statutory dues under various Act, as at 31st March, 2015 which have not been deposited with the appropriate authorities are as under:-

Name of the Statute	Nature of dues	Amount (in Lakhs)	Forum where dispute is pending
The Central Excise Act 1944	Excise Duty & Penalty		
	For F.Y 2005-06	38.73	Case pending with CESTAT (Mumbai)
	For period Aug 06 - Feb 07.	3.67	Case pending with CESTAT (Tribunal)
	For F.Y 1999-02 to Sept 2008	1115.67	Case pending with CESTAT (Mumbai)
	For Period before 29-9-2008	195.61	Cases pending with CESTAT (Mumbai)
	For Period before 29-1-2009	266.77	Cases pending with CESTAT (Mumbai)
	For FY 2007-08	15.65	Case pending With High Court, Mumbai
	For period Oct 11 - Jan 12.	9.94	Case pending with CESTAT (Tribunal)
	For period Oct 09 - Dec 10	6.08	Case pending with Additional Commissioner
	For period Jan to Sept 12	1.04	Case pending with Asst. Commissioner (Central Excise)
	Service Tax & Penalty		
	For period Apr 05 - Jun 09.	59.48	Case pending with CESTAT (Mumbai)
	For F.Y. 2006-07 & F.Y. 2008-09	10.94	Case pending with Additional Commissioner (ST)
	For F.Y. 2006-07 & 2007-08	3.03	Case pending with Commissioner Appeal (ST)
	For period Apr 09 - Mar 13	43.31	Case pending with Additional Commissioner (ST)
	For F.Y. 2013-14	24.55	Case pending with Additional Commissioner (ST)
	For period Oct 08 – Oct 12	68.09	Case pending with Commissioner (Central Excise)
	For period Oct 09 – Mar 13	38.06	Case pending with Commissioner (Central Excise)
	For period Apr 13 - Dec 13	7.12	Case pending with Commissioner (Central Excise)
	For Period Jan 2014 to June 2014	4.61	Case pending with Commissioner (Central Excise)
The Maharashtra Land Revenue Act, 1966	For Payment of Royalty on extraction & transportation of mud, stones & sand issued by Tahasildar, Tal. Murbad, Dist. Thane	82.48	Tahasildar, Tal. Murbad, Dist. Thane
The MRTU & PULP Act, 1971	For payment of Variable Dearness Allowances	35.65	The Industrial Court, Maharashtra at Thane.

7 c According to the information and explanation given to us and the records of the Company examined by us, The amount, which were required to be transferred, to the investor Education and Protection Fund by the Company has been transferred on time as per the provision of section 125 of the companies Act, 2013 and rules made thereunder.

8. The Company has not incurred any cash losses during the current Financial Year as well as in the immediately preceding Financial Year and its accumulated losses are Nil at the end of the Current Financial Year.

9. According to information & explanations given to us and the books and records examined by us, the Company has not defaulted in repayment of dues to Banks as at the Balance sheet date. The company does not have any outstanding debentures.

10. In our opinion and according to the information and explanations given to us, the terms and conditions on which the company has given guarantee for cash credit & loan taken by its Subsidiaries (including step down Subsidiaries) from banks are not prima facial prejudicial to the interest of the company.

11. In our opinion and according to the information and explanations given to us, the term loans taken by the company have been applied for the purpose for which the term loans were obtained.

12. According to the information and explanations given to us by the management which has been relied upon by us, there were no frauds on or by the company were noticed or reported during the year.

For M. L. SHARMA & CO.
FIRM REG. NO. 109963W
CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 27, 2015

(C. H. BANDI) PARTNER
Membership No.5385

BALANCE SHEET AS AT MARCH 31, 2015

(₹ In Lakhs)

Particulars	Note No.	Year Ended 31.03.2015	Year Ended 31.03.2014
I. Equity & Liabilities			
1. Shareholder's Fund			
A. Share Capital	1	3,152.68	3,152.68
B. Reserves & Surplus	2	55,616.80	50,719.94
		58,769.48	**53,872.62**
2. Non-Current Liabilities			
A. Long Term Borrowings	3	1,388.23	441.49
B. Other Non Current Liabilities	4	142.64	134.29
		1,530.87	**575.78**
3. Current Liabilities			
A. Short Term Borrowings	5	14,233.57	10,514.78
B. Trade Payable	6	4,332.38	3,606.05
C. Other Current Liabilities	7	3,938.49	3,160.61
D. Short Term Provisions	8	2,473.77	2,435.12
		24,978.21	**19,716.56**
Total		**85,278.56**	**74,164.96**
II. Assets			
1. Non- Current Assets			
A. Fixed Assets	9		
i. Tangible Assets		10,255.00	10,342.93
ii. Intangible Assets		21.52	23.44
iii. Capital WIP		383.02	33.44
		10,659.54	10,399.81
B. Non Current Investments	10	21,251.15	8,003.77
C. Deferred Tax Asset		1,045.32	741.74
D. Long Term Loans & Advances	11	1,182.50	565.44
E. Other Non Current Assets	12	734.58	755.37
		34,873.09	**20,466.14**
2. Current Assets			
A. Current Investment	13	350.00	7,800.00
B. Inventories	14	17,236.29	12,352.23
C. Trade Receivables	15	20,671.08	22,162.14
D. Cash And Cash Equivalent	16	4,953.28	3,421.43
E. Short Term Loans And Advances	17	793.71	3,166.56
F. Other Current Assets	18	6,401.11	4,796.46
		50,405.47	**53,698.82**
Total		**85,278.56**	**74,164.96**
Significant Accounting Policies & Notes Forming Part of Accounts	28		

As per our Report of Even Date

For M. L. Sharma & Co.

Firm Reg.No.109963W

Chartered Accountants

(C. H. Bandi) Partner

(M.No.5385)

Place: Mumbai

Date : May 27, 2015

For & on Behalf of Board of Directors

Sharad Kumar Saraf
(Chairman & Managing Director)

Sudarshan Kumar Saraf
(Co-Chairman & Managing Director)

Ashish Kumar Saraf
(Whole-time Director & CFO)

Neeraj Rai
(Company Secretary)

STATEMENT OF PROFIT & LOSS FOR YEAR ENDED MARCH 31, 2015

(₹ In Lakhs)

Particulars	Note No.	Year Ended 31.03.2015	Year Ended 31.03.2014
Revenue			
Revenue From Operation (Gross)	19	79,516.22	84,483.26
Less: Excise Duty		646.08	644.78
		78,870.14	83,838.48
Other Income	20	1,268.15	2,816.79
		80,138.29	**86,655.27**
Expenditures			
Cost of Material Consumed	21	38,638.30	36,798.54
Purchase For Trading		9,676.56	12,348.86
Changes In Inventories Of Stock	22	(4,214.24)	1,606.04
Employees Benefit Expenses	23	4,479.26	3,918.79
Finance Costs	24	549.27	384.50
Depreciation		2,711.18	2,297.36
Amortisation Of Goodwill		-	9.76
Other Expenses	25	18,130.71	17,220.05
		69,971.04	**74,583.90**
Profit Before Taxation		**10,167.25**	**12,071.37**
Tax Expenses	26		
Current Tax		3,392.05	3,964.50
Deferred Tax (Net)		(212.57)	(109.07)
Profit After Tax		**6,987.77**	**8,215.94**
Earning Per Share -Basic & Diluted (iN ₹)	27	**22.16**	**26.06**
Significant Accounting Policies & Notes Forming Part of Accounts	28		

As per our Report of Even Date
For M. L. Sharma & Co.
Firm Reg.No.109963W
Chartered Accountants

(C. H. Bandi) Partner
(M.No.5385)
Place: Mumbai
Date : May 27, 2015

For & on Behalf of Board of Directors

Sharad Kumar Saraf
(Chairman & Managing Director)

Sudarshan Kumar Saraf
(Co-Chairman & Managing Director)

Ashish Kumar Saraf
(Whole-time Director & CFO)

Neeraj Rai
(Company Secretary)

Cash Flow Statement for Year Ended March 31st 2015

(₹ in Lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
A. Cash flow from operating activities:		
Net (loss)/profit before tax but after exceptional/extraordinary items	10,167.25	12071.37
Adjustments for:		
Depreciation	2,711.18	2297.36
Amoratisation of Goodwill	-	9.76
Interest Expenses	347.04	221.69
Interest Income	(724.17)	(590.47)
Dividend Received	(0.02)	(2.57)
Rent Received	(142.67)	(108.30)
(Profit) on sale of Fixed Asset	(0.14)	(302.98)
Loss on sale of Fixed Asset	0.96	6.79
(Profit) on sale of Investments	(227.76)	(955.90)
Loss on Sale of Investment	-	-
(Gain) / Loss on Exchange (Net)	652.05	(697.03)
Operating profit before working capital changes	**12783.73**	**11949.72**
Adjustments for changes in working capital :		
- (INCREASE)/DECREASE in Sundry Debtors	1,491.06	(4648.54)
- (INCREASE)/DECREASE in Other Receivables	(552.41)	(756.77)
- (INCREASE)/DECREASE in Inventories	(4,884.06)	915.00
- INCREASE/(DECREASE) in Trade and Other Payables	965.06	1710.32
Cash generated from operations	**9803.37**	**9169.73**
- Taxes (Paid) / Received	(4,316.97)	(4,496.63)
- Gain on Exchange (Net)	(652.05)	697.03
Net cash from operating activities (A)	**4834.36**	**5370.13**
B. Cash flow from Investing activities:		
Purchase of fixed assets including Capital Work in Progress	(3,249.20)	(1604.89)
Proceeds from Sale of fixed assets	4.06	352.53
Net realisation on Sale of Investments	4,582.76	17,655.76
Net additions to investments :		
In subsidiaries	(842.38)	(0.90)
In others	(9,310.00)	(19,062.00)
Net Loan (Given)/ recovered	2,368.39	(1,898.47)
Interest Received	521.87	549.91
Dividend Received	0.02	2.57
Rent Received	142.67	108.30
Net cash used in investing activities (B)	**(5781.80)**	**(3897.19)**

(₹ in Lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
C. Cash flow from financing activities:		
Term Loans from Bank (net)	946.74	(48.39)
Short term borrowings from Banks (net)	3,718.79	2126.22
Net Investments In Bank Deposits (original Maturity of more than 3 Months)	(297.80)	(2396.22)
Interest Paid	(347.04)	(221.69)
Dividend Paid	(1,576.34)	(630.54)
Tax on Dividend Paid	(267.90)	(107.16)
Net cash used in financing activities (C)	**2176.45**	**(1277.78)**
Net Increase/(Decrease) in Cash & Cash Equivalents (A)+(B)+(C)	1229.00	195.16
Cash and cash equivalents at the beginning of the year	272.64	77.48
Cash and cash equivalents at the end of the year	**1501.64**	**272.64**
Cash and cash equivalents comprise		
Cash on hand	7.67	8.35
Balance with Scheduled Banks		
In Current Account	1,476.68	250.09
In Unclaimed Dividend Account	17.29	14.20
	1,501.64	**272.64**

NOTES

1 The above Cash flow statement has been prepared under the indirect method setout in AS-3 issued by The Institute of Chartered Accountants of India.

2 Figures in brackets indicate cash outgo.

3 The above Cash & Cash Equivalent does not include Term Deposits having Original Maturity of more than 3 months.

4 Previous period figures have been regrouped and recast wherever necessary to conform to the current period classification.

As per our Report of Even Date
For M. L. Sharma & Co.
Firm Reg.No.109963W
Chartered Accountants

(C. H. Bandi) Partner
(M.No.5385)
Place: Mumbai
Date : May 27, 2015

For & on Behalf of Board of Directors

Sharad Kumar Saraf
(Chairman & Managing Director)

Sudarshan Kumar Saraf
(Co-Chairman & Managing Director)

Ashish Kumar Saraf
(Whole-time Director & CFO)

Neeraj Rai
(Company Secretary)

Notes to the Financial Statements for the Year Ended March 31, 2015

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note -1		
Share Capital		
Authorised		
4,00,00,000 (P.Y. 4,00,00,000) Equity Shares of ₹10/- Each.	4,000.00	4,000.00
	4,000.00	**4,000.00**
Issued,Subscribed & Paid-Up		
3,15,26,750 (P.Y. 3,15,26,750) Equity Shares of ₹10/- Each Fully Paid Up	3,152.68	3,152.68
	3,152.68	**3,152.68**

1) 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

2) The Reconciliation Of The Number Of Share Outstanding At The Year End Is Set Out Below :

Particulars	Equity Shares			
	As at March 31, 2015		As at March 31, 2014	
	Number	₹ In Lakhs	Number	₹ In Lakhs
Shares outstanding at the beginning of the year	31,526,750	3,152.68	31,526,750	3,152.68
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	31,526,750	3,152.68	31,526,750	3,152.68

3) The Details Of Shareholders Holding More Than 5% Shares Is Set Out Below :

Name of Shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
	Number		Number	
Shakuntala Saraf	6,739,512	21.37	6,739,512	21.37
Shantidevi Saraf	3,058,230	9.70	2,963,471	9.40
Sharad Kumar Madhoprasad HUF	2,874,946	9.12	2,874,946	9.12
Sudarshan Kumar Saraf	8,750,652	27.76	8,750,652	27.76

4) Other disclosure pursuant to Note no. 6 of Part I of Schedule III to the Companies Act, 2013 is either Nil or not applicable to the Company.

Notes to the Financial Statements for the Year Ended March 31, 2015

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note - 2		
Reserves And Surplus		
General Reserves		
As Per Last Balance Sheet	26,975.00	25,725.00
Add : Transfer from the Surplus of Current Year	1,250.00	1,250.00
	28,225.00	**26,975.00**
Capital Reserve		
As Per Last Balance Sheet	20.51	20.51
	20.51	**20.51**
Securities Premium		
Balance As Per Last Balance Sheet	7,486.84	7,486.84
	7,486.84	**7,486.84**
Revaluation Reserve		
As Per Last Balance Sheet	214.63	227.97
Less : Depreciation	-	13.34
Less : Transfer from Fixed Assets	5.67	-
	208.96	**214.63**
Surplus In Statement Of Profit And Loss		
As Per Last Balance Sheet	16,022.97	11,125.71
Add : Profit For The Period	6,987.77	8,215.94
	23,010.74	19,341.65
Less:Interim Dividend #	1,576.34	1,576.34
Less:Dividend Distribution Tax on Interim Dividend	320.91	267.90
Less:Income Tax of Earlier Years	11.26	224.44
Less:Transferred To General Reserves	1,250.00	1,250.00
Less: Transitional Effects on Revision of Depreciation on useful life of assets in accordance with Schedule II of Companies Act, 2013 (net of Deferred Tax of ₹ 91.01 Lacs) Refer Note No 28 (2) (E)	176.74	-
	19,675.49	**16,022.97**
	55,616.80	**50,719.94**

#Interim Dividend Proposed To Be Distributed To The Equity Shareholders Is ₹ 5/- Per Equity Share (P.Y. ₹ 5/-)

Note - 3		
Long Term Borrowing		
Term Loans		
Bank Of India	1,388.23	441.49
(Term Of Repayment - 5 Years for New Loan)		
(Term Of Repayment - 1 Year for Old Loan)		
(Rate Of Interest - 11.8%P. A.)		
	1,388.23	**441.49**

1. Term Loan From Bank Of India Is Secured Against Hypothecation of Plant & Machinery, Equipment Purchased Out of Term Loan And Also Against Equitable Mortgage Of Specific Immovable Properties of Yarn Division.

Notes to the Financial Statements for the Year Ended March 31, 2015

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note - 4		
Other Non Current Liabilities		
Sundry Deposits	142.64	134.29
	142.64	**134.29**
Note - 5		
Short Term Borrowings		
Secured - From Banks		
1. Bank Of India - CC Account	159.49	375.31
2. BOI Rupee Packing Credit A/c	-	4,312.14
3. CITI Bank $ PCFC Account	6,787.83	1,022.08
4. HDFC $ PCFC A/c	2,323.25	1,335.06
5. IDBI Overdraft A/c	274.66	372.36
6. CITI Bank Rupee Packing Credit A/C	-	1,000.00
	9,545.23	**8,416.95**
Un secured		
1. Common Wealth Bank $ P.C.F.C A/C	1,844.48	391.02
2. ING Vsya Bank $ P.C.F.C. A/C.	-	906.81
3. Firstrand Bank $ PCFC A/C	1,840.98	800.00
4. DBS Bank $ PCFC A/C	1,002.88	-
	4,688.34	**2,097.83**
	14,233.57	**10,514.78**

Notes :

1. Cash Credit From Bank Of India Is Secured Against the Hypothecation Of Stock And Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage Of Companies Specific Immovable Properties.
2. Export Packing Credit Against L/Cs. Confirmed Orders From CITI Bank Are Secured Against the Hypothecation Of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage Of The Companies Specific Immovable Properties.
3. Export Packing Credit Against L/Cs. Confirmed Orders From HDFC Bank Are Secured Against the Hypothecation Of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage Of The Companies Specific Immovable Properties.
4. Overdraft Account With IDBI Bank Are Secured Against the Fixed Deposits of The Company.

Notes to the Financial Statements for the Year Ended March 31, 2015

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note-6		
Trade Payable		
Trade payables	4,332.38	3,606.05
(Other Than Micro, Small & Medium Enterprises)		
	4,332.38	**3,606.05**
Note-7		
Other Current Liabilities		
Current Maturities on long term deposit	344.91	201.69
Liabilities For Expenses	2,968.34	2,460.69
Tds Payable	66.24	60.97
Statutory Dues to Govt. Dept.	32.53	40.61
Advance From Customers	304.35	212.12
Unclaimed Dividend	17.29	14.20
Bank Balances (Temporary Overdrawn)	204.66	170.23
Shreyan Infra & Power LLP - Current Account	0.17	0.10
	3,938.49	**3,160.61**
Note - 8		
Short Term Provision		
Provisions For Employee Benefits		
Provision For Gratuity	427.41	280.04
Provision For Leave Salary Encashment	149.11	63.71
Others		
Proposed Dividend	1,576.34	1,576.34
Provision For Dividend Distribution Tax	320.91	267.90
Provision For Taxation	-	14,754.10
Less : Advance Tax	-	14,506.97
	-	247.13
	2,473.77	**2,435.12**

Notes to the Financial Statements for the Year Ended March 31, 2015

Note 9 - FIXED ASSETS

(₹ In Lacs)

Description	GROSSBLOCK					DEPRECIATION						NETBLOCK	
	As on 01.04.2014	Revaluation of assets as on 25/07/94	Additions during the period	Sales / Transfer	As on 31.03.2015	Upto 01.04.2014	Transfer to Revaluation Reserve Refer Note No 28 (2) (E)	Transfer to Retained Earnings Refer Note No 28 (2) (E)	On cost	Adjustments	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
I) TANGIBLE ASSETS													
A. LAND AND BUILDING													
1. Leasehold Improvement	11.18	-	-	11.18	-	11.18	-	-	-	11.18	-	-	-
2. Land	294.03	-	-	-	294.03	-	-	-	-	-	-	294.03	294.03
3. Leasehold Land	54.41	207.00	-	-	261.41	69.54	-	-	0.04	-	69.58	191.83	191.87
4. Factory Building	6,989.54	397.60	41.90	-	7,429.04	3,962.44	-	88.22	329.94	-	4,380.60	3,048.44	3,424.70
5. Building	34.13	-	-	-	34.13	3.77	-	-	1.48	-	5.25	28.88	30.36
6. Ofiice Premises	1.61	227.83	-	-	229.44	145.66	-	72.31	-	-	217.97	11.47	83.78
7. Worker's Quarters	71.13	-	-	-	71.13	37.06	-	7.48	1.25	-	45.78	25.35	34.07
8. Staff Quarters / Car Parking Space	354.13	25.05	-	-	379.18	165.68	5.67	7.06	34.35	-	212.76	166.42	213.50
9. Tube-Well	12.23	-	-	-	12.23	5.03	-	1.68	4.23	-	10.94	1.29	7.20
10. Shops	337.81	-	-	-	337.81	118.88	-	-	10.57	-	129.45	208.36	218.93
	8,160.21	**857.48**	**41.90**	**11.18**	**9,048.40**	**4,519.23**	**5.67**	**176.75**	**381.86**	**11.18**	**5,072.33**	**3,976.07**	**4,498.45**
B. PLANT & MACHINERY													
1. Plant & Machinery & Pollution equip.	26,051.24	217.64	# 2634.08	57.20	28,845.76	21,169.34	-	33.23	1,963.13	54.76	23,110.94	5,734.82	5,099.54
2. Electrical Installation	979.24	-	35.89	-	1,015.13	598.34	-	32.80	133.77	-	764.91	250.22	380.90
3. Computers	245.01	-	44.25	-	289.26	190.00	-	0.81	66.23	-	257.04	32.22	55.01
4. Air Conditioner, EPABX, Office Equipments & Water Coolers	166.04	-	56.97	0.58	222.43	89.29	-	14.16	63.85	-	167.30	- 55.13	76.75
5. Motor Car & Vehicles	246.21	-	33.68	8.14	271.75	138.81	-	0.20	48.20	6.28	180.93	90.82	107.40
6. Weighing Scale	11.24	-	1.30	-	12.54	7.02	-	1.62	0.73	-	9.37	3.17	4.22
7. Forklift	89.91	-	-	-	89.91	75.46	-	-	2.31	-	77.77	12.14	14.45
8. Generator	404.84	-	-	-	404.84	391.93	-	-	2.24	-	394.17	10.67	12.91
9. Weighing Bridge	24.86	-	-	-	24.86	13.09	-	0.43	2.48	-	16.00	8.86	11.77
10. JCB (Crane)	21.00	-	-	-	21.00	11.28	-	-	1.74	-	13.02	7.98	9.72
11. Trolly	1.10	-	-	-	1.10	0.31	-	-	0.15	-	0.46	0.64	0.79
12.Water Filteration Plant	4.43	-	-	-	4.43	0.90	-	-	0.67	-	1.57	2.86	3.53
13. Laboratory Equipment	-	-	14.64	-	14.64	-	-	-	3.90	-	3.90	10.74	-
	28,245.12	**217.64**	**2,820.81**	**65.92**	**31,217.65**	**22,685.77**	**-**	**83.25**	**2,289.40**	**61.04**	**24,997.37**	**6,220.27**	**5,776.99**
C. FURNITURE & FIXTURES	231.11	-	23.12	-	254.23	163.62	-	7.74	24.21	-	195.57	58.66	67.50
	231.11	**-**	**23.12**	**-**	**254.23**	**163.62**	**-**	**7.74**	**24.21**	**-**	**195.57**	**58.66**	**67.50**
II) INTANGIBLE ASSETS													
1. Navision Software	19.85	-	-	19.85	-	19.85	-	-	-	19.85	-	-	-
2. Computer Software	96.02	-	13.79	-	109.81	72.58	-	-	15.71	-	88.29	21.52	23.44
3. Trade Mark	0.49	-	-	0.49	-	0.49	-	-	-	0.49	-	-	-
4. Good Will	609.62	-	-	609.62	-	609.62	-	-	-	609.62	-	-	-
	725.98	-	13.79	629.96	109.81	702.54	-	-	15.71	629.96	88.29	21.52	23.44
TOTAL	**37,362.41**	**1,075.12**	**2,899.62**	**707.06**	**40,630.09**	**28,071.16**	**5.67**	**267.74**	**2,711.18**	**702.18**	**30,353.57**	**10,276.52**	**10,366.37**
Previous Year	36,408.11	1,075.12	1,586.89	632.59	38,437.53	26,326.96	# # 13.34	-	2,307.12	576.26	28,071.16	10,366.37	11,156.28
Capital Work in Progress	33.44	-	424.37	74.79	383.02	-	-	-	-	-	-	383.02	33.44

Notes

net of Capital Subsidy of ₹ 94.30 Lacs Received on Plant & Machinary Purchased under Technolgy Upgradation Fund Scheme of Government of India.

Depreciation on Revalued Assets Adjusted from Revaluation Reserves in the F.Y 2013-14

Notes to the Financial Statements for the Year Ended March 31, 2015

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note - 10		
Non Current Investments : - (At Cost)		
I. **Trade**		
A. Investment In Equity Shares Of Subsidiaries & Joint Venture (Unquoted)		
(a) Technocraft International Ltd (13,50,002 Ordinary Shares Of 1 Pound Each) (P.Y.5,00,002 Shares)	1,224.13	381.76
(b) Technosoft Engineering Projects Ltd (Formally known as Technosoft Information Technologies (I) Ltd) (4,99,930 Shares Of ₹ 10/-) (P.Y. 4,99,930 Shares)	112.38	112.38
(c) Technocraft Trading Spolka Z.O.O (4,500 Shares Of Pln 500 Each) (P.Y.4,500 Shares)	265.07	265.07
(d) Technocraft Australia Pty. Ltd. (2,180.54 Shares Of Aus $ 1 Each) (P.Y.2,180.54 Shares)	93.47	93.47
(e) Anhui Reliable Steel Technology Company Ltd.	1,080.16	1,080.16
(f) Technocraft Tabla Formworks Sys. Pvt. Ltd. (6,49,995 Shares Of ₹ 10/- Each) (P.Y.6,49,995 Shares)	65.00	65.00
B. Investment In Partnership Firm/ LLP		
(a) Capital Account in Shreyan Infra & Power LLP	0.90	0.90
	2,841.11	1,998.73
II. **Other Than Trade**		
A. Investment in Share of Co- Operative societies (Unquoted)		
(A) 30 (P.Y.30)Shares Of ₹ 50/- Each Of Mittal Court Premises Co-Op. Society Ltd. Fully Paid Up	0.02	0.02
(B) 15(P.Y.15) Shares Of ₹ 50/- Each Of Udit Mittal Court Industrial Premises Co-Op.Society Ltd.	0.01	0.01
(C) 10 (P.Y.10) Shares Of ₹ 50/- Each Of Godrej Flat	0.01	0.01
	0.04	0.04
	2,841.15	**1,998.77**
B. Investment In Mutual Fund (Quoted)		
CFIL NCD SERIES 2013/01/481 (1,005 Debentures of ₹ 1,00,000/- Each) (P.Y.1,005 Debentures)	1,005.00	1,005.00
CFIL NCD SERIES 2014/01/531 (505 Debentures of ₹ 1,00,000/- Each) (P.Y.NIL)	505.00	-
RELIANCE REGULAR SAVINGS FUND-DEBT (30,85,562.652 Units of ₹16.2045/- Each) (P.Y.30,85,562.652 Units)	500.00	500.00
RELIANCE SHORT TERM FUND (45,10,796.99 Units of ₹ 22.17/- Each) (P.Y.45,10,796.99 Units)	1,000.00	1,000.00
RELIANCE FIXED HORIZON FUND XXIV-2 (50,00,000 Units of ₹ 10/- Each) (P.Y. 50,00,000 Units)	500.00	500.00
RELIANCE FIXED HORIZON FUND XXIV-4 (100,00,000 Units of ₹10/- Each) (P.Y.100,00,000 Units)	1,000.00	1,000.00
RELIANCE FIXED HORIZON FUND XXVII-4	1,000.00	-

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
(100,00,000 Units of ₹10/- Each) (P.Y.NIL)		
HDFC SHORT TERM OPORTUNITIES FUND	2,000.00	2,000.00
(1,58,55,434.76 Units of ₹ 12.61/- Each) (P.Y.1,58,55,434.76 Units)		
HDFC FMP 1113D AUGUST 2014 (1)	1,000.00	-
(100,00,000 Units of ₹ 10/- Each) (P.Y.NIL)		
HDFC FMP 1123D JULY 2014 (1)	600.00	-
(60,00,000 Units of ₹10/- Each) (P.Y.NIL)		
HDFC FMP 1135D MARCH 2015 (1)	1,000.00	-
(30,00,000 Units of ₹10/- Each) (P.Y.NIL)		
HDFC FMP 1157D FEBRUARY - 2015 (1)	300.00	-
(30,00,000 Units of ₹10/- Each) (P.Y.NIL)		
HDFC MF.MONTHLY INCOME PLN A/C LTP	1,000.00	-
(2908651.017 Units of ₹34.28/- Each) (P.Y.NIL)		
ICICI PRUD.TIAL MONTHLY INCOME PLAN	1,500.00	-
(49,14,791.003 Units of ₹30.52/- Each) (P.Y.NIL)		
HDFC FMP 371D AUGUST 2013 (1)	1,000.00	-
(1,00,00,000 Units of ₹10/- Each) (P.Y.NIL)		
HDFC FMP 372D DECEMBER 2013 (1)	500.00	-
(50,00,000 Units of ₹10/- each) (P.Y.NIL)		
HDFC FMP 369D JANUARY 2014 (1)	1,500.00	-
(15,000,000 Units of ₹10/- Each) (P.Y.NIL)		
HDFC FMP 371D JANUARY 2014 (1)	1,500.00	-
(15,000,000 Units of ₹10/- Each) (P.Y.NIL)		
HDFC FMP 369D FEBRUARY 2014 (1)	500.00	-
(50,00,000 Units of ₹10/- each) (P.Y.NIL)		
HDFC FMP 372D FEBRUARY 2014 (1)	500.00	-
(50,00,000 Units of ₹10/- each) (P.Y.NIL)		
	18,410.00	**6,005.00**
	21,251.15	**8,003.77**
Book Amount Of Unquoted Investment	2,841.15	1,998.77
Book Amount Of Quoted Investment	18,410.00	6,005.00
Market Value Of Quoted Investment	20,221.73	6,393.53
Note-11		
Long Term Loans & Advances		
Capital Advances	1,182.50	565.44
	1,182.50	**565.44**
Note-12		
Other Non Current Assets		
Balance With Scheduled Banks		
In Fixed Deposit Accounts Due After 12 Months	531.50	536.55
(Fixed Deposits are pledged against Bank Overdraft)		
Deposit With Government Departments	203.08	218.82
	734.58	**755.37**

Notes to the Financial Statements for the Year Ended March 31, 2015

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note - 13		
Current Investments (Non- Trade)		
Quoted		
BIRLA SUN LIFE FIXED TERM PLAN - GS	-	300.00
(C.Y. NIL) (P.Y.3000000 Units @₹10,000/-)		
HDFC FMP 371D AUGUST 2013 (1)	-	1,000.00
(C.Y. NIL Units) (P.Y.1,00,00,000 Units @ ₹0/-)		
HDFC FMP 372D DECEMBER 2013 (1)	-	500.00
(C.Y. NIL) (P.Y. 50,00,000 Units @ ₹10/-)		
HDFC FMP 369D JANUARY 2014 (1)	-	1,500.00
(C.Y. NIL Units) (P.Y.15,000,000 Units @ ₹10/-)		
HDFC FMP 371D JANUARY 2014 (1)	-	1,500.00
(C.Y. NIL Units) (P.Y.15,000,000 Units @ ₹10/-)		
HDFC FMP 371D JANUARY 2014 (2)	-	500.00
(C.Y. NIL Units) (P.Y.50,00,000 Units @ ₹10/-)		
HDFC FMP 369D FEBRUARY 2014 (1)	-	500.00
(C.Y. NIL Units) (P.Y.50,00,000 Units @ ₹10/-)		
HDFC FMP 372D FEBRUARY 2014 (1)	-	500.00
(C.Y. NIL Units) (P.Y.50,00,000 Units @ ₹10/-)		
HDFC FMP 369D MARCH 2014 (1)	-	1,500.00
(C.Y. NIL Units) (P.Y.15,000,000 Units @ ₹10/-)		
HDFC FMP 369D APRIL 2014 (1)	350.00	
(35,00,000 Units Of ₹10/- Each) (P.Y.NIL)		
	350.00	**7,800.00**
Book Value Of Quoted Investment	350.00	7,800.00
Market Value of Quoted Investment	381.84	8,011.35
Note - 14		
Inventories		
(As Taken,Valued And Certified By Management)		
Finished Goods *	6,932.21	2,496.34
Raw Material	6,857.22	6,455.76
Semi Finished Goods	1,937.57	2,049.85
Scrap	137.73	247.08
Stores & Spares	1,083.84	853.02
Packing Materials	231.66	187.08
Fuel & Oil	56.06	63.10
	17,236.29	**12,352.23**

* including Trading Stock of Scaffolding

Notes to the Financial Statements for the Year Ended March 31, 2015

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note - 15		
Trade Receivables		
(Un-Secured & Considered Good By The Management)		
Debts Outstanding For More Than Six Months	1,497.57	694.50
Other Debts	19,173.51	21,467.64
	20,671.08	**22,162.14**
Note - 16		
Cash And Cash Equivalents		
Balance With Scheduled Banks		
In Fixed Deposit Accounts Between 3 & 12 Months	651.64	648.79
(Fixed Deposit are pledged against Bank Overdraft)		
In Current Account	1,476.68	250.09
In Unclaimed Dividend Accounts	17.29	14.20
Cash On Hand	7.67	8.35
Others		
Fixed Deposits with HDFC Ltd	2,800.00	2,500.00
	4,953.28	**3,421.43**
Note - 17		
Short Term Loans And Advances		
(Un-Secured Considered Good By The Management)		
Loans & Advances To Subsidiaries & Joint Venture		
(Repayable on Demand)		
(Rate of Interest @ 10% p.a.)		
Anhui Reliable Steel Technology Company Ltd.	757.01	874.94
Technocraft Tabla Formwork Systems Private Ltd.	-	371.49
Technosoft Engineering Projects Limited	-	526.09
(Formely known as Technosoft Information Tech (I) Ltd)		
Partnership Firm/LLP		
Shreyan Infra & Power LLP	-	1,352.88
	757.01	3,125.40
Others		
(Un-Secured Considered Good By The Management)		
Staff Advances	36.70	41.16
	793.71	**3,166.56**

Particulars of Loans given, Guarantee given and Investments made as per requirement of section 186 (4) of the Companies Act, 2013 are as under;

Notes to the Financial Statements for the Year Ended March 31, 2015

1. The details of the Loans given

Name of the Party	Balance		Maximum Balance	
	31/03/2015	31/03/2014	31/03/2015	31/03/2014
Anhui Reliable Steel Technology Compny	757.01	874.94	874.94	874.96
Technocraft Tabla Formwork System Private Limited	-	371.49	377.93	397.82
Technosoft Engineering Projects Ltd	-	526.09	637.02	957.13
Shreyan Infra & Power LLP	-	1,352.88	1,352.88	1,506.55

   a) All the above loans have been given as Inter Corporate Deposits & for business purpose.
   b) All the above loans and advances are interest bearing
2. The Particulars of Investments made in the wholly owned subsidiaries are disclosed in Note No. 10.
3. The Company has also provided corporate guarantee to the lender banks of the subsidiaries for availing loans & other facilities, the details of which are disclosed in Note no.28 (Contingent Liability Point No. A)

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note - 18		
Other Current Assets		
Advance Tax	17,727.97	-
Less : Provision For Taxation	17,377.16	-
	350.81	-
Balance With Sales Tax Dept.	2,799.94	2,479.41
Balance With Central Excise Dept.	1,095.67	938.41
Other Deposits	378.71	148.29
Prepaid Expenses	83.64	84.22
Others Receivables	1,692.34	1,146.14
	6,401.11	**4,796.46**
Note 19		
Revenue From Operation		
Sales of Product	73,366.59	67,438.05
Sales of Services	195.54	385.23
(Gross, Inclusive of TDS of ₹ 6.65 Lacs, P.Y. ₹ 13.99 Lacs)		
Sale of Commodity	-	10,539.00
Other Operating Revenue	5,954.09	6,120.98
	79,516.22	**84,483.26**
Note - 20		
Other Income		
Interest Income	724.17	590.47
(Gross, Inclusive Of TDS of ₹ 49.98 Lacs P.Y. ₹ 34.63 Lacs)		
Other Non-Operating Income	173.53	462.52
Diff In Foreign Currency (net)	-	697.03
Profit on Sale of Investment	227.76	955.90
Rent Received	142.67	108.30
(Gross, Inclusive Of TDS of ₹ 13.61 Lacs, P.Y. ₹ 11.55 Lacs)		
Dividend Received	0.02	2.57
	1,268.15	**2,816.79**

Notes to the Financial Statements for the Year Ended March 31, 2015

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note - 21		
Cost Of Material Consumed		
A. Raw Material Consumed		
Opening Stock of Raw Material	6,455.76	5,910.23
Add : Purchases	37,997.42	36,381.62
	44,453.18	42,291.85
Less : Closing Stocks	6,857.22	6,455.76
	37,595.96	35,836.09
B. Packing Material Consumed	1,042.34	962.45
	38,638.30	**36,798.54**
Note - 22		
Changes In Inventories Of Stock		
Closing Stocks		
Finished Goods *	6,932.21	2,496.34
Scrap / Waste	137.73	247.08
Semifinished Goods	1,937.57	2,049.85
	9,007.51	4,793.27
Opening Stocks		
Commodities	-	2,818.44
Finished Goods *	2,496.34	1,886.87
Scrap / Waste	247.08	121.22
Semifinished Goods	2,049.85	1,572.77
	4,793.27	6,399.31
	(4,214.24)	**1,606.04**
*including Trading Stock of Scaffolding		
Note - 23		
Employee Benefit Expenses		
Salaries, Wages, Bonus Etc.	3,578.08	3,209.33
Contribution To P.F., Esic Etc.	209.12	187.23
Gratuity	147.52	84.84
Gratuity Fund Expenses	0.51	0.50
Staff Welfare Expenses	220.15	138.68
	4,155.38	**3,620.59**
Directors Remuneration (Including Commission)	323.88	298.20
	4,479.26	**3,918.79**

Notes to the Financial Statements for the Year Ended March 31, 2015

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note - 24		
Finance Cost		
Interest Paid		
Interest To Others	0.14	-
Interest To Bank (net)	346.90	221.69
	347.04	221.69
Other Financial Charges		
Bank Charges	129.21	108.35
Bank Guarantee Charges	5.86	4.89
Bank Processing Charges	35.36	27.75
Status Report Charges	-	0.92
L/C Charges	19.11	20.90
Cash Discount Paid	12.69	-
	202.23	162.81
	549.27	**384.50**
Note - 25		
Other Expenses		
Store/Spares & Other Components Consumed	2,892.18	2,076.02
Fuel And Oil Consumed	775.02	786.75
Power & Electricity	689.97	763.28
Job Work	2,683.20	3,048.37
Labour Charges	1,730.52	1,130.41
Water Charges	72.85	61.07
Other Manufacturing Expenses	1,847.78	1,659.75
Freight & Other Export Charges	3,604.99	2,895.86
Selling , Distribution Expenses on Sales	447.63	333.89
Warehouse & Handling Charges At Offshore	78.59	80.97
Commission/Brokerage	120.57	152.56
Quality Claim	60.52	21.05
Sales Promotion	88.48	59.63
Travelling & Conveyance Expenses	254.03	223.15
Vehicle Exps	167.09	162.47
Legal & Professional Exps	270.69	220.25
Liecnce & Membership Fess	32.14	46.61
Rent, Rates & Taxes	91.76	80.97
Insurance (General)	30.27	27.43
Director Fees	3.00	2.40

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Engineering & Design Charges	118.75	134.29
Technical Training Expenses	33.36	21.09
Printing & Stationery	50.17	38.14
Postage,Telegram & Telephone Exp.	89.49	72.96
Miscellaneous Expenses	17.85	14.37
Donation	-	0.25
Audit Fees	6.00	6.00
Tax Audit Fees	1.50	1.50
Cetification Charges/ Out of Pocket expenses	0.46	0.64
Machine Repair	593.41	577.71
Building Repair	312.81	398.32
Other Repairs & Maintainence	230.38	168.16
Sundry Balancewritten Off	8.42	9.79
Diff In Foreign Currency (net)	652.05	-
Loss On Sale Of Fixed Assets	0.96	6.79
Share of Loss in Shreyan Infra & Power LLP	0.07	0.10
Bad Debts	73.75	1,937.04
	18,130.71	**17,220.05**

Note - 26

Tax Expenses

Current Tax

Current Income Tax	3,392.05	3,964.50
	3,392.05	3,964.50
Deferred Tax (Net)	(212.57)	(109.07)
	3,179.48	**3,855.43**

Note - 27

Earning Per Share

Net Profit attributable to Equity Shareholders	6,987.77	8,215.94
Weighted Average Number Of Equity Shares Outstanding during The Year (in lakhs)	315.27	315.27
Adjusted Basic & Diluted Earning Per Share (in ₹) (On Nominal Value Of ₹ 10/-Per Share)	22.16	26.06

Notes to the Financial Statements for the Year Ended March 31, 2015

NOTE 28

I. SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF ACCOUNTING

- These Financial Statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the Standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently these Financial Statements have been prepared to Comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act ,1956[Companies (Accounting Standards) Rules ,2006,as amended] and other relevant provisions of the Companies Act,2013.
- All assets and liabilities have been Classified as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.Based on the nature of Products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current Classification of assets & Liabilities.

B. RECOGNITION OF INCOME AND EXPENDITURE

- Incomes and Expenditures are recognized on accrual basis except in case of significant uncertainties like, Benefits on Special Import License Premium, all cash incentives and claims payable & receivable, which have been accounted on Acceptance basis.
- Export Incentives are accounted for in the year of export.
- Dividend Income on Investments is accounted for when the right to receive the payment is established.
- Purchases are reported net of Trade discounts, Returns, Value Added Tax (to the extent refundable/ adjustable) & Sales, if any, made during the course of the business.
- Sales are reported net of Trade discounts, Quantity Discounts, Returns & Rebates and Excise Duty & Sales Tax.
- Sales of Scrap / Unusable Waste are reported net of Excise duty and Sales Tax.

C. INVENTORIES

- Inventories of Raw Materials, Finished Goods, Semi-Finished Goods, Trading Goods, Raw Material Scrap and Stores, Spares and other components, Packing Materials, Fuel and Oil are valued at cost or net realizable value, whichever is lower.
- Goods in transit are valued at cost or net realizable value, whichever is lower.
- Cost comprises of all cost of purchases, cost of conversion and other costs incurred in bringing the inventory to their present location and conditions.
- Cost is arrived at on FIFO basis.

D. FIXED ASSETS

Tangible Fixed Assets are stated at cost of acquisition or construction inclusive of incidental expenses related there to and includes amount added on revaluation less accumulated depreciation & Cenvat credit.

E. DEPRECIATION

- Depreciation on Tangible Fixed Assets has been provided on the Written Down Value method based on the Useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
- Depreciation on additions to Tangible Fixed Assets or on Sale / Disposal of Tangible Fixed Assets is calculated on prorata basis from the Quarter in which additions or up to the Quarter of such Sale/ Disposal is made as the case may be.
- Depreciation on Revalued amount of Fixed Assets has been charged to Statement of Profit & Loss Account.
- Leasehold Land is amortized over the period of lease.

F. EXPENDITURE DURING CONSTRUCTION PERIOD

Expenditure during construction period is included under Capital Work in Progress and the same is allocated to the respective Fixed Assets on the completion of its construction.

G. FOREIGN EXCHANGE TRANSACTIONS

- Transactions denominated in foreign currency are normally accounted for at the exchange rate prevailing at the time of transaction.
- Monetary assets (including loans to subsidiaries) and Liabilities in foreign currency transactions remaining unsettled at the end of the year (other than forward contract transactions) are translated at the year end rates and the corresponding effect is given to the respective account.
- Exchange differences' arising on account of fluctuations in the rate of exchange is recognized in the statement of Profit & Loss.
- Exchange rate difference arising on account of conversion/translation of liabilities incurred for acquisition of Fixed Assets is recognized in the Statement of Profit & Loss.

H. GOVERNMENT GRANTS

- Capital subsidy/government grants are accounted for where it is reasonably certain that the same will be received.
- Capital subsidy/government grants in the form of Capital/Investment Incentives received from government/Semi-government authorities are credited to capital reserve account.
- Capital subsidy/government grants related to specific non depreciable assets are credited to capital reserve account.
- Capital subsidy/government grants related to specific Depreciable assets are credited to the Cost of the assets
- Other Revenue Grants are credited to statement of Profit & Loss under 'Other Income' or deducted from the related Expenses in accordance with the related scheme and in the period in which these are accrued.

I. INVESTMENTS

- Long Term Investments are stated at Cost. Provision for diminution is made to recognize a decline, other than temporary, in the value of Long Term Investments.
- Current Investments are valued at Cost or Market Value whichever is lower.

J. EMPLOYEE BENEFITS

- The Company makes regular contribution to the Employees' Provident Fund and Employees' Pension Fund Schemes and these contributions are charged to Statement of Profit and Loss.
- The Leave Encashment & Gratuity liability is determined by actuarial valuation, using the Project Unit Credit Method as specified in AS 15 (Revised) "EMPLOYEE BENEFITS" and the liability is fully charged to Statement of Profit & Loss. Actuarial gains and losses arising on such valuation are also recognized immediately in Statement of Profit & Loss.

K. BORROWING COST

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalized. Other borrowing costs are charged to the Statement of Profit & Loss in the year in which they are incurred.

L. LEASES

Lease rentals in respect of the assets acquired on Lease are charged to Statement of Profit and Loss.

M. TAXATION

Provision for current tax is made on the assessable income at the tax rate applicable to the relevant assessment year. Deferred tax resulting from" timing difference "between book and taxable profit is accounted for using the tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet Date. Deferred tax assets are recognized, only to the extent there is a reasonable certainty of its realization. At each Balance sheet date, the carrying amount of deferred tax assets is reviewed to reassure realization.

N. INTANGIBLE ASSETS

- Intangible Assets are recognized by the Company only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the same can be measured reliably.
- Intangible Assets are amortized on a systematic basis over its useful life on straight line basis and the amortization for each period will be recognized as an expense.

O. IMPAIRMENT

- Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of profit and loss and carrying amount of the asset is reduced to its recoverable amount.
- Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

P. PROVISIONS

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Q. CONTINGENT LIABILITY

Contingent Liabilities are not accounted for in the Accounts. These are disclosed by way of Notes to the financial Statements to the extent of information available with the Company.

Notes to the Financial Statements for the Year Ended March 31, 2015

2. NOTES FORMING PART OF THE ACCOUNTS

A. CONTINGENT LIABILITY

SR	Contingent Liabilities and Commitments not provided For	For the Year Ended 31.03.2015 (₹In Lacs)	For the Year Ended 31.03.2014 (₹In Lacs)
I.	Stand by Letter of Credit (SBLC) aggregating to Euro 17,50,000 and USD 14,50,000 given to Banks on behalf of Technocraft Trading Spolka Z.O.O, Poland.	2,069.43	2,288.59
II	Stand by Letter of Credit (SBLC) aggregating to USD 30,00,000 given to Banks on behalf of Anhui Reliable Steel Technology Co.Ltd,China.	1,861.50	1,190.40
III.	Corporate Guarantee aggregating to Pounds 25,00,000 given to Bank on behalf of Technocraft International Ltd, UK.	2,289.50	2,589.50
IV.	Stand by Letter of Credit (SBLC) aggregating to USD 4,00,000 given to Banks on behalf of Technosoft Engineering Inc. ,USA	248.20	238.08
V.	Bank Guarantee issued in favor of Suppliers , Customers & Other Statutory Authorities	362.19	326.03
VI.	Excise Duty Matters	## 1,653.16	##1,581.07
VII.	Service Tax Matters	## 259.19	## 3.03
VIII.	Income Tax Matters	# 131.31	82.14
IX.	Labour Matters	35.65	-
X	Other Legal Matters	82.48	82.48
XI.	Warranty in relation to Erection of Towers	Amount Unascertainable	Amount Unascertainable

Already Paid / Adjusted by the Income Tax Department from the Refund due but the Matters are still under Litigation.
Includes Penal Amount also.

B. The value of Closing Stock of Finished Goods includes Provision of Excise Duty wherever applicable to the products of the company and accordingly Provision of Excise Duty amounting to ₹ 28.42 Lacs has been made in accordance with AS-2 "Inventories". However this has no impact on the Profit for the year.

C. The Company is entitled to receive Subsidy refund of Interest as per the Technology up gradation Fund Scheme of the Government of India, Ministry of Textile and accordingly ₹ 63.85 lacs has been reduced from Interest Paid to Bank.

D. During the Year, the Company has made Provision of ₹ 94.30 Lacs for Capital Subsidy Receivable against Plant & Machinery Purchased under Technology Upgradation Fund Scheme of Government of India. The Capital Subsidy so receivable has been credited to the Cost of Plant & Machinery.

E. Pursuant to the Enactment of Companies Act, 2013 the company has applied the estimated useful life as Specified in Schedule II.The Written Down Value of Fixed Assets (net of Residual Value) whose life has expired as at 1st April 2014 have been adjusted (net of Deferred Tax) against the Opening Surplus balances in the Statement of Profit & Loss under Reserves & Surplus. For other assets the carrying amount as on 1-4-2014 will be depreciated over the remaining useful life of the assets. As a result an amount of ₹ 176.73 Lacs (net of Deferred Tax Asset of ₹ 91.01 lacs) has been charged to the Statement of Profit & Loss. The net Depreciation Charge for the year is higher by ₹ 445.34 Lakhs.

F. Additions to the Computer Software have been capitalized as Intangible Assets & the same has been amortized over the Period of 3 years.

G. RETIREMENT BENEFITS

- In respect of Leave Encashment Benefits as per the Revised Accounting Standard (AS)-15 on ''Retirement Benefits", the Company has Charged Leave Encashment Expenses of ₹ 94.11 Lacs in the Statement of Profit & Loss.

Notes to the Financial Statements for the Year Ended March 31, 2015

Net asset / (liability) recognized in the Balance Sheet

(₹In Lacs)

SR	Funded Status	31.03.2015	31.03.2014
a)	Present Value of Defined Benefit Obligation	149.11	63.71
b)	Fair Value of Plan Assets	-	-
c)	Net Asset/(Liability) Recognized in Balance Sheet	(149.11)	(63.71)

Total Expenses recognized in the statement of Profit & Loss for year ended on

(₹In Lacs)

SR	Components Of Employer Expenses	31.03.2015	31.03.2014
a)	Current Service Cost	69.05	52.83
b)	Interest Cost	5.40	5.91
c)	Expected return on plan asset	-	-
d)	Actuarial Losses/(Gains)	19.66	(9.09)
e)	Total Expenses (Income) recognized in Statement of Statement of Profit & Loss	94.11	49.65

Reconciliation of Defined Benefit Obligation and fair Value of Assets for the year ending on

(₹In Lacs)

A	Change in Defined Benefit Obligation	31.03.2015	31.03.2014
a)	Present Value of DBO at beginning of the year	63.71	45.54
b)	Current Service Cost	69.05	52.83
c)	Interest Cost	5.40	5.91
d)	Actual (Gains)/losses	19.66	(9.09)
e)	Benefits Paid	(8.71)	(31.48)
f)	Present Value of DBO at the end of year	149.11	63.71
B	**Change in Fair Value of Assets**		
a)	Plan assets At the Beginning of year	-	-
b)	Adjustment to Opening Fair Value of Plan Assets	-	-
c)	Expected Return on plan assets	-	-
d)	Actual Company contributions	8.71	31.48
e)	Actual Gains/(losses) on plan assets	-	-
f)	Benefits paid	(8.71)	(31.48)
g)	Plan assets at the end of year	-	-

Principal Actuarial Assumptions at the Balance Sheet date

Discount Rate	7.85%	9.10%
Rate of return on plan Assets	-	-
Rate of increase salaries	5.00%	4.00%
Expected Average remaining working lives of employees (years)	19.43	19.78

In respect of Gratuity as per the Revised accounting standard (AS)-15 on "Retirement Benefits", the company has Charged Gratuity Liability (net) of ₹ 147.52 Lacs in the Statement of Profit & Loss.

Net asset / (liability) recognized in the Balance Sheet as on

(₹ In Lacs)

SR	Funded Status	31.03.2015	31.03.2014
a)	Present Value of Defined Benefit Obligation	677.18	526.15
b)	Fair Value of Plan Assets	249.77	246.11
c)	Net Asset/(Liability) Recognized in Balance Sheet	(427.41)	(280.04)

Total Expenses recognized in the statement of Profit & Loss for year ended on

(₹In Lacs)

SR	Components Of Employer Expenses	31.03.2015	31.03.2014
a)	Current Service Cost	65.08	54.11
b)	Interest Cost	46.26	35.23
c)	Expected return on plan asset	(20.55)	(21.83)
d)	Actuarial Losses/(Gains)	56.73	17.33
e)	Total Expenses (Income) recognized in Statement of Statement of Profit & Loss	147.52	84.84

Reconciliation of Defined Benefit Obligation and fair Value of Assets for the year ended on

(₹In Lacs)

A	Change in Defined Benefit Obligation	31.03.2015	31.03.2014
a)	Present Value of DBO at beginning of the year	526.15	450.00
b)	Current Service Cost	65.08	54.11
c)	Interest Cost	46.26	35.23
d)	Actual (Gains)/losses	75.47	11.42
e)	Benefits Paid	(35.78)	(24.61)
f)	Present Value of DBO at the end of year	677.18	526.15
B	**Change in Fair Value of Assets**		
a)	Plan assets At the Beginning of year	246.12	254.52
b)	Adjustment to Opening Fair Value of Plan Assets	0.15	0.27
c)	Expected Return on plan assets	20.55	21.83
d)	Actual Company contributions	-	-
e)	Actual Gains/(losses) on plan assets	18.73	(5.90)
f)	Benefits paid	(35.78)	(24.61)
g)	Plan assets at the end of year	249.77	246.11

Principal Actuarial Assumptions at the Balance Sheet date

Discount Rate	7.85%	9.10%
Rate Of return (expected) on plan Assets	9.00%	9.00%
Rate Of increase in Compensation	5.00%	5.00%
Expected Average remaining working lives of employees (years)	19.43	19.78

(H) In compliance with AS-17 "SEGMENT REPORTING", which has become mandatory, the required information are as under:-

A. PRIMARY SEGMENT

The Business Segment has been considered as the primary segment for disclosure. The categories included in each of the reported business segments are as follows:-

i) Drum Closures
ii) Scaffoldings
iii) Cotton Yarn
iv) Garment
v) Power

The above business segments have been identified considering:

i) The nature of the product
ii) The deferring risk and returns
iii) The internal financial reporting systems

Revenue and expenses have been accounted for based on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Assets/Liabilities."

Inter segment transfer if any,are accounted for at competitive market prices, charged to unaffiliated customer for similar goods.

"SEGMENT REPORTING" **(₹ In lacs)**

Particulars	Commodity Trading	Drum Closure	Scaffolding	Cotton Yarn	Garment	Power	Inter Segment Elimination	Unallocable	Total Amount
SEGMENT REVENUE									
(a) External Revenue from Operations	-	26,623.68	30,783.00	17,832.43	3,180.89	450.13	-	-	78,870.14
(b) Inter-segment Revenue	-	309.57	1,091.78	1,260.36	5.41	3,186.27	5,853.39	-	-
Total Revenue from Operations	**-**	**26,933.25**	**31,874.78**	**19,092.79**	**3,186.30**	**3,636.40**	**5,853.39**	**-**	**78,870.14**
	(10,539.00)	(24,976.94)	(24,856.76)	(22,747.74)	(2,200.98)	(3,567.27)	(5,050.21)	-	(83,838.48)
SEGMENT RESULTS	-	7,136.94	3,306.55	(214.85)	(509.30)	513.36			10,232.70
	(-1772.67)	(7,939.04)	(3,196.69)	(2,032.15)	(-129.76)	(-434.66)			(10,830.79)
Less:									
Finance Cost	-	-	-	-	-	-	-	549.27	549.27
	-	-	-	-	-	-	-	(384.50)	(384.50)
Depreciation	-	-	-	-	-	-	-	54.02	54.02
	-	-	-	-	-	-	-	(46.77)	(46.77)
Amortisation of Goodwill	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	(9.76)	(9.76)
Directors Remuneration	-	-	-	-	-	-	-	323.88	323.88
	-	-	-	-	-	-	-	(298.20)	(298.20)
Auditor's Remuneration	-	-	-	-	-	-	-	7.50	7.50
	-	-	-	-	-	-	-	(7.50)	(7.50)
Unallocable Expenses	-	-	-	-	-	-	-	-	322.41
	-	-	-	-	-	-	-	-	(224.34)
Add:									
Interest Income	-	-	-	-	-	-	-	-	724.17
	-	-	-	-	-	-	-	-	(590.47)
Other Unallocable Income	-	-	-	-	-	-	-	-	240.52
	-	-	-	-	-	-	-	-	(369.09)
Profit/(Loss) on sale of Investment (net)	-	-	-	-	-	-	-	-	227.76
	-	-	-	-	-	-	-	-	(955.90)
Profit/(Loss) on sale of Fixed Asset(net)	-	-	-	-	-	-	-	-	(0.82)
	-	-	-	-	-	-	-	-	(296.19)
Profit before taxation	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**10,167.25**
									(12,071.37)
Provision for taxes	-	-	-	-	-	-	-	-	3,179.48
(including Deferred Tax)									(3,855.43)
Profit After Tax	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**6,987.77**
									(8,215.94)
OTHER INFORMATION									
Assets									
Segment Assets	-	10,684.05	23,378.44	10,905.46	2,874.82	3,542.68	-	-	51,385.45
	(-)	(11,885.31)	(18,141.44)	(11,836.05)	(1,425.72)	(3,479.15)	-	-	(46,767.67)

"SEGMENT REPORTING" (₹ In lacs)

Particulars	Commodity Trading	Drum Closure	Scaffolding	Cotton Yarn	Garment	Power	Inter Segment Elimination	Unallocable	Total Amount
Unallocable Assets									33,893.11
									(27,397.29)
								Total of Assets	**85,278.56**
									(74,164.96)
Liabilities									
Segment Liabilities	-	2,306.76	3,734.73	1,656.01	258.14	478.03	-	-	8,433.67
	(-)	(1,880.74)	(2,781.36)	(1,268.06)	(136.82)	(754.66)	-	-	(6,821.64)
Unallocable Liabilities									18,075.41
(including Borrowings)									(13,470.70)
							-	**Total of Liabilities**	**26,509.08**
									(20,292.34)
Capital Expenditure									
(excluding capital WIP)									
Segment Capital Expenditure	-	473.93	619.00	125.79	1,643.60	16.48	-	20.82	2,899.62
	(-)	(685.63)	(546.58)	(216.34)	(90.86)	(26.96)	-	(20.52)	(1,586.89)
Depreciation									
Segment Depreciation	-	707.16	598.81	580.21	547.27	223.72	-	-	2,657.16
	(-)	(541.50)	(352.83)	(638.47)	(77.12)	(640.67)	-	-	(2,250.59)
Unallocable Depreciation								54.02	54.02
								(46.77)	(46.77)
Amortistion of Goodwill								-	-
								(9.76)	(9.76)
Total Depreciation & Amortisation									**2,711.18**
									(2,307.12)
B. GEOGRAPHICAL SEGMENT									
External Revenue from Operations									
India	-	2,371.55	4,623.94	3,134.99	2,842.84	450.13	-	-	13,423.46
	(10,539.00)	(1,984.65)	(4,722.59)	(3,550.69)	(1,700.56)	(492.81)	-	-	(22,990.30)
Outside India	-	24,252.13	26,159.06	14,697.44	338.05	-	-	-	65,446.68
	(-)	(22,828.54)	(19,106.85)	(18,412.37)	(500.42)	-	-	-	(60,848.18)
Total External Revenue from Operations	**-**	**26,623.68**	**30,783.00**	**17,832.43**	**3,180.89**	**450.13**	**-**	**-**	**78,870.14**
	(10,539.00)	(24,813.19)	(23,829.44)	(21,963.06)	(2,200.98)	(492.81)			(83,838.48)
Assets									
India	-	5,834.26	14,188.18	6,750.22	2,804.19	3,542.68	-	30,345.13	63,464.66
	-	(6,478.80)	(9,001.12)	(6,009.74)	(1,275.14)	(3,479.15)	(0.00)	(24,611.77)	(50,855.72)
Outside India	-	4,849.79	9,190.26	4,155.24	70.63	-	-	3,547.98	21,813.90
	-	(5,406.51)	(9,140.32)	(5,826.31)	(150.58)	(0.00)	(0.00)	(2,785.52)	(23,309.24)
Total Assets	**-**	**10,684.05**	**23,378.44**	**10,905.46**	**2,874.82**	**3,542.68**	**-**	**33,893.11**	**85,278.56**
	-	(11,885.31)	(18,141.44)	(11,836.05)	(1,425.72)	(3,479.15)	(0.00)	(27,397.29)	(74,164.96)

Note

1.Total Liabities does not include ShareHolders Fund

2 Geographical Segment

The Geographical Segments considered for Disclosure are as Follows

a) Revenue within India Includes Revenue from Sales of Products (including Scrap) & Services to Customers Located within India and earnings in India

b) Revenue outside India includes Revenue from Sales of Products & Services to Customers Located outside India and earnings outside India and export Incentive benefits

3.Previous Year Figure have been regrouped /rearranged where ever considered necessary to make them Comparable with the Current Year Figures

I. DISCLOSURE OF RELATED PARTIES/RELATED PARTY TRANSACTIONS

In compliance with the AS-18 "RELATED PARTY DISCLOSURE", which has become mandatory, the required information are as under:-

(I) List of Related Parties over which control exists

Sr. No	Name of the Related Party
I.	**Direct Subsidiaries**
1	Technocraft International Ltd.
2	Technocraft Trading Spolka Z.O.O
3	Technocraft Australia Pty Ltd.
4	Technosoft Engineering Projects Ltd. (Formerly known as Technosoft Information Technologies (I) Ltd.)
5	Anhui Reliable Steel Technology Co.Ltd.
6	Shreyan Infra & Power LLP
II.	**First Step Down Subsidiaries**
1	Technosoft Engineering Inc.(Formerly known as Impact Engineering Solutions Inc.)
2	Swift Engineering Inc.
3	HighMark International Trading – F.Z.E
III.	**Step Down Subsidiary**
1	Swift Projects Inc.
IV.	**Enterprises Significantly Influenced by KMP or Relatives of KMP**
1	Ashrit Holdings Ltd
2	Ashrit Infrastructure Developers LLP
3	B.M.S. Industries Ltd
4	M.D .Saraf Securities Pvt .Ltd.
5	M.T. Information Technologies
V	**Key Management Personnel (KMP)**
1	Mr. Sharad Kumar Saraf
2	Mr. Sudarshan Kumar Saraf
3	Mr. Madhoprasad Saraf (till 11-12-2014)
4	Mr. Navneet Kumar Saraf
5	Mr. Ashish Kumar Saraf
6	Mr. Atanu Choudhary
VI	**Relatives of KMP**
1	Smt. Shantidevi Saraf
2	Smt. Shakuntala Saraf
3	Smt. Suman Saraf
4	Mrs. Nidhi Saraf
5	Ms. Ritu Saraf
6	Mrs. Priyanka Saraf

VII	Joint Venture
1	Technocraft Tabla Formwork System Pvt Ltd.
VIII	**Co- Venture**
1	Tabla Construction Systems

(II) Names of the Related Parties with whom transactions were carried out during year and description of relationship

Sr.No	Related Parties
I	**Direct Subsidiaries**
1	Technocraft International Ltd.
2	Technocraft Trading Spolka Z.O.O.
3	Technosoft Engineering Projects Ltd. (Formerly known as Technosoft Information Technologies (I) Ltd.)
4	Technocraft Australia Pty Ltd.
5	Anhui Reliable Steel Technology Co. Ltd.
6	Shreyan Infra & Power LLP
II	**First Step Down Subsidiary**
1	Technosoft Engineering Inc. (Formerly Known as Impact Engineering Solutions Inc.)
2	High Mark International Trading-F.Z.E
III	**Enterprises Significantly Influenced by KMP or Relatives of KMP**
1	B.M.S.Industries Ltd
2	Ashrit Holdings Ltd
IV	**Joint Venture**
1	Technocraft Tabla Formwork System Pvt Ltd
V	**Key Management Personnel (KMP)**
1	Mr. Sharad Kumar Saraf
2	Mr. Sudarshan Kumar Saraf
3	Mr. Navneet Kumar Saraf
4	Mr. Ashish Kumar Saraf
5	Mr. Atanu Choudhary

(III) Disclosure of Related Party transactions

Sr No	Nature of relationship/ Transactions	Direct Subsidiaries/ First Step Down Subsidiaries	Enterprises Significantly Influenced by KMP or Relatives of KMP	Joint Venture	Co-Venturer	KMP & Relatives	Total (₹ In Lacs)
1	Purchase of Goods & Services	254.11 (389.51)	2,650.21 (3,033.62)	223.98 (0.41)	NIL (NIL)	NIL (NIL)	3,128.30 (3,423.54)
2	Sale of Goods & services	2,246.24 (65.29)	479.47 (456.58)	0.28 (78.66)	NIL (NIL)	NIL (NIL)	2,725.99 (600.53)
3	Interest Received	148.32 (206.87)	NIL (8.76)	24.12 (33.85)	NIL (NIL)	NIL (NIL)	172.44 (249.48)
4	Directors' Remuneration & Commission	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	323.88 (298.20)	323.88 (298.20)

Sr No	Nature of relationship/ Transactions	Direct Subsidiaries/ First Step Down Subsidiaries	Enterprises Significantly Influenced by KMP or Relatives of KMP	Joint Venture	Co-Venturer	KMP & Relatives	Total (₹ In Lacs)
5	Salary & Wages	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	122.00 (134.40)	122.00 (134.40)
6	Loan Given	1,357.21 (4,412.57)	NIL (2,234.37)	34.11 (204.11)	NIL (NIL)	NIL (NIL)	1,391.32 (6,851.05)
7	Loan Recovered	3,354.11 (2,393.21)	NIL (2,401.11)	405.60 (158.24)	NIL (NIL)	NIL (NIL)	3,759.71 (4,952.56)
8	Capital Investments	NIL (0.90)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (0.90)
9	Reimbursement of Expenses	NIL (1.29)	1.20 (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	1.20 (1.29)
10	Recovery of Expenses	NIL (NIL)	16.02 (28.08)	NIL (NIL)	NIL (NIL)	NIL (NIL)	16.02 (28.08)
11	Guarantee Fee	18.80 (59.78)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	18.80 (59.78)

(IV) Amount due to/from Related Parties as on 31.03.2015

Sr No.	Nature of relationship/ transaction	Direct Subsidiaries/ First Step Down Subsidiaries	Enterprises Significantly Influenced by KMP or Relatives of KMP	Joint Venture	Co-Venturer	KMP & Relatives	Total (₹In Lacs)
1	Trade Receivables / Advances	1,289.48 (165.25)	40.01 (34.42)	NIL (26.32)	NIL (NIL)	NIL (NIL)	1,329.49 (225.99)
2	Trade Payables / Advances	51.16 (29.64)	343.10 (250.29)	NIL (NIL)	NIL (NIL)	NIL (NIL)	394.26 (279.93)
3	Loans & Advances	757.01 (2,753.91)	NIL (NIL)	NIL (371.49)	NIL (NIL)	NIL (NIL)	757.01 (3,125.40)

( ) indicates previous year figures

I. In compliance with the Accounting Standard–22 "Accounting for Taxes on Income" which has become mandatory, the company has created Deferred Tax Assets (net) amounting to ₹ 303.58 Lakhs out of which ₹ 212.57 Lakhs has been credited to Profit & Loss Account & ₹91.01 Lakhs has been credited to the Statement of Profit & Loss under Reserves & Surplus.

PARTICULARS	For the Year ended 31st March 15 (₹In Lacs)	For the Year ended 31st March 14 (₹In Lacs)
DEFERRED TAX LIABILITY / (ASSETS)		
On A/c of difference in Depreciation	(126.46)	(13.23)
On Account of Timing Difference in Amalgamation Expenses	0.06	0.24
On Account of_Timing Difference in Demerger Expenses	-	0.52
Long term Capital loss	(7.05)	(46.20)
On Account of Gratuity	(50.09)	(28.74)
On Account of Leave Salary	(29.03)	(21.66)
On Account of Depreciation on Fixed Assets whose life has expired as on 1-4-2014 as per Schedule II to Companies Act 2013.	(91.01)	-
NET IMPACT	(303.58)	(109.07)
POSITION OF DEFERRED TAX ASSETS & LIABILITIES AS ON BALANCE SHEET DATE ARE AS UNDER		
Deferred Tax Assets		
On Account of Timing Difference in depreciation	753.61	536.13
On Account of Timing Difference in Amalgamation Expenses	0.01	0.08
Long term Capital losses	95.73	88.68
On Account of Gratuity	145.28	95.19
On Account of Leave Salary	50.69	21.66
Total Deferred Tax Assets	1,045.32	741.74

J. In compliance with the Accounting Standard 28 - "Impairment of Assets" which has become mandatory, the Company has considered its Fixed Assets at Cost of Acquisition or Cost of construction, less Depreciation as per policies adopted by the Company vide Note No. 1(D), (E) & (F) and none of the Assets has been revalued during the year. Based on the internal and external sources of information available with the Company the recoverable amount of fixed Assets are higher than the carrying amount of Fixed Assets, therefore there is no Impairment of Assets.

K. The Company is Co- Venturer in Technocraft Tabla Formwork System Pvt Ltd. The following Information is disclosed as per AS-27 – Financial Reporting of Interest in Joint Venture.

1) Details of the Jointly Controlled Entity.
   a) Name of the entity : Technocraft Tabla Formwork System Pvt Ltd.
   b) Address of the entity : A-25, M.I.D.C, Street No 3, Marol Industrial Area, Opp. ESIC Hospital, Andheri (E), Mumbai-400093
   c) Country of Incorporation : India
   d) Proportion Of Ownerships : 65%
2) Aggregate amount of Revenue, Expense, Asset and Liabilities related to the Interest of the company in the Joint-Venture namely Technocraft Tabla Formwork Systems Pvt Ltd
   a) Revenue

(₹ In Lacs)

Particulars	For the Year Ended 31st March 2015	For the Year Ended 31st March 2014
Revenue from Operations	252.39	90.17
Other Income	0.34	0.19
Total	**252.73**	**90.36**

b) Expenses (₹ In Lacs)

Particulars	For the Year Ended 31st March 2015	For the Year Ended 31st March 2014
Trading Purchase	-	43.06
Changes in Inventories of Stock	210.29	(12.82)
Employee Retirement Benefits	18.50	13.44
Finance Cost	15.68	22.00
Depreciation	0.03	0.08
Amortization of Goodwill and Distribution Rights	4.57	4.58
Other Expenses	4.90	20.91
Total	**253.97**	**91.25**

c) Assets (₹ In Lacs)

Particulars	As At 31st March 2015	As At 31st March 2014
Intangible Assets	-	4.58
Tangible Assets	0.09	0.19
Deferred Tax Asset	10.05	9.77
Other Non Current Assets	7.75	7.75
Inventories	-	210.29
Trade Receivables	5.54	53.50
Cash & Cash Equivalents	24.31	0.12
Other Current Assets	16.71	20.84
TOTAL	**64.45**	**307.04**

d) Equity and Liabilities (₹ In Lacs)

Particulars	As At 31st March 2015	As At 31st March 2014
Share Capital	65.00	65.00
Reserves and Surplus	(24.18)	(23.13)
Short Term Borrowings	-	241.47
Trade Payable	-	17.11
Other Current Liabilities	22.01	5.32
Short Term Provisions	1.62	1.27
TOTAL	**64.45**	**307.04**

3) The Company is also having Joint Venture with Gilcheck Management Inc, Canadian company operating as Tabla Construction System as a Joint control operation in respect of production of Tabla Products.

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

N. Details of Raw Material Consumed: (₹ In Lacs)

Class of Goods	31.3.2015	31.3.2014
Steel	15,113.18	11,595.37
Zinc	2,037.69	1,411.77
Cotton	12,410.93	15,019.90
Coal	2,427.83	2,905.67
Others	5,606.33	4,933.44
Total	37,595.96	35,836.09

* Others do not include any individual item valuing more than 10% of total raw material consumed.

O. Value of Imported and Indigenous Raw Materials, packing materials, Stores, Spares etc. Consumed and % there to Total Consumption

(₹ In Lacs)

	31.3.2015		31.3.2014	
1) Raw Materials		₹		₹
Imported	3.30%	1,240.97	6.91%	2,476.76
Indigenous	96.70%	36,354.99	93.09%	33,359.33
2) Packing Material				
Imported	-	-	-	-
Indigenous	100%	1,042.34	100%	962.45
3) Stores and Spare Parts				
Imported	3.29%	95.20	0.53%	11.05
Indigenous	96.71%	2,796.98	99.47%	2,064.97

P. C.I.F Value of Imports (₹ In Lacs)

	31.3.2015	31.3.2014
Raw Materials	1,125.31	2,025.81
Stores & Spares	95.20	11.05
Traded Goods	8,681.11	4,779.41

Q. Earning in Foreign Currency (₹ In Lacs)

	31.3.2015	31.3.2014
F.O.B Value of Exports	61,275.81	56,763.91

R. Expenditure in Foreign Currency (₹ In Lacs)

Nature of Expenses	31.3.2015	31.3.2014
Business Support Services	738.99	729.70
Foreign Travelling	44.62	34.30
Warehousing and Handling Charges	78.59	80.97
Bank Charges	61.33	51.67
Freight and Clearing Charges on Export	163.82	102.86
Inspection/Testing	9.40	14.24
Professional Fees	71.70	63.88
License & Legal Fees	-	15.38
Interest to Bank	69.34	57.99
Quality Claims in Export Sales	60.60	46.90
Repair and Maintenance	-	143.04
Commission/Brokerage	10.45	4.85
Packing Expenses	-	14.64

S. Trade Receivables/Advances/Trade Payables/Loans etc. have been taken as per books awaiting respective confirmation and reconciliation.

T. Previous Year figures have been regrouped or rearranged where considered necessary to make them Comparable with the Figures of Current Financial Year.

U. Figures in Financial Statements are converted into Lacs and any discrepancies in any total and the sum of the amounts listed are due to Rounding-Off.

V. Additional information pursuant to Part II of Schedule III of the Companies Act, 2013 are either NIL or N.A.

Signature to Notes 1 To 28 Attached
As per our Report of Even Date
For M. L. Sharma & Co.
Firm Reg.No.109963W
Chartered Accountants

(C. H. Bandi) Partner
(M.No.5385)
Place: Mumbai
Date : May 27, 2015

For & on Behalf of Board of Directors

Sharad Kumar Saraf
(Chairman & Managing Director)

Sudarshan Kumar Saraf
(Co-Chairman & Managing Director)

Ashish Kumar Saraf
(Whole-time Director & CFO)

Neeraj Rai
(Company Secretary)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
TECHNOCRAFT INDUSTRIES (INDIA) LIMITED

Report on the Consolidated Financial Statements

1. We have audited the accompanying Consolidated Financial Statements of TECHNOCRAFT INDUSTRIES (INDIA) LIMITED ("the Holding Company), and its SUBSIDIARIES (the Holding Company and its Subsidiaries together referred to as "the Group"), and its Joint Ventures and jointly controlled entities, Comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit & Loss ,the Consolidated Cash Flow Statement for the year then ended and a Summary of significant accounting policies and other explanatory information ("the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. 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 Joint Ventures and jointly controlled entities 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. The respective Board of Directors of the companies included in the Group and 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 and error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting 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.
4. 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 place and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
5. 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 statement, 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.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of the their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, 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 Joint Ventures and 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 Matters

8. We have also conducted the audit of the Financial Statement of Two Indian Subsidiaries, whose Financial Statements reflect total assets of ₹ 5754.50 Lacs as at 31st March 2015, total Operational Revenues of ₹ 5280.18 Lacs for the year then ended. The Assets & Revenue of the Foreign Subsidiaries of the Indian Subsidiaries are also included in the above. The financial statements and other financial information of these Foreign Subsidiaries are based on the Management estimates and are therefore UNAUDITED.
9. We have also conducted the audit of the Financial Statement of Indian Joint Venture whose Financial Statements reflect total assets of ₹ 64.45 Lacs as at 31st March 2015, total Operational Revenues of ₹ 252.39 Lacs for the year then ended. The total assets & total revenue have been considered only to the extent of the shares of Technocraft Industries (India) Ltd i.e. 65% in the Joint Venture.

10. The Financial Statements of Technocraft International Limited UK, foreign subsidiary, reflects total assets of ₹ 3727.80 Lacs as at 31st March 2015 ,total Operational Revenues of ₹ 6,165.60 Lacs for the year then ended. These financial statements and other financial information are based on the Management estimates and are therefore UNAUDITED.
11. The Financial Statements of Technocraft Trading Sp. Z O O., foreign subsidiary reflects total assets of ₹ 2193.80 Lacs as at 31st December 2014, total Operational Revenues of ₹ 3971.97 Lacs for the year then ended. These financial statements and other financial information have been AUDITED by the other auditors whose reports have been furnished to us, and our opinion, is based solely on the report of other auditors.
12. The Financial Statements of Technocraft Australia PTY Ltd, foreign subsidiary reflects total assets of ₹ 1,044.51 Lacs as at 31st March 2015, total Operational Revenues of ₹ 2,994.22 Lacs for the year then ended. These financial statements and other financial information are based on the Management's estimates and are therefore UNAUDITED.
13. The Financial Statements of Anhui Reliable Steel Company Ltd, foreign subsidiary reflects total assets of ₹ 6,246.54 Lacs as at 31st December 2014, total Operational Revenues of ₹ 8925.48 Lacs for the year then ended. These financial statements and other financial information have been AUDITED by the other auditors whose reports have been furnished to us, and our opinion, is based solely on the report of other auditors.
14. The Financial Statements of Highmark International Trading, foreign subsidiary reflects total assets of ₹ 915.34 Lacs as at 31st March 2015, total Operational Revenues of ₹ 264.60 Lacs for the year then ended. These financial statements and other financial information are based on the Management estimates and are therefore UNAUDITED
15. Our opinion 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 the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

16. 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, subsidiary companies, Joint Ventures and jointly controlled companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
17. As required by section 143(3) of the Act, we report, to the extent applicable, that:
    (a) We have sought and obtained all the information and explanation 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 statement have been kept so far as it appears form 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 financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
    (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the "Group" is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
    (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
        (i) The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and Joint Ventures and jointly controlled entities – Refer Note 6 of note no. 28 of the notes to the consolidated financial statements In respect of contingent Liability.
        (ii) The Group and Joint Ventures and jointly controlled entities did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
        (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For M. L. SHARMA & CO.
FIRM REG. NO. 109963W
CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 27, 2015

(C. H. BANDI) PARTNER
Membership No.5385

ANNE XURE TO THE INDEPENDENT AUDITOR'S REPORT

ON THE CONSOLIDATED FINANCIAL STATEMENTS

The Annexure referred to in our Report of even date to the Members of TECHNOCRAFT INDUSTRIES (INDIA) LIMITED for the year ended March 31, 2015.

Our reporting on the order includes Two Subsidiary companies incorporated in India to which the order is applicable, which have been audited by us, on the basis of such checks as we considered appropriate and according to the information and explanations given to course of the our Audit, we report that;

1 a The "Group" is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

1 b As explained to us, the fixed assets of the "Group" have been physically verified by the Management in a phased manner as per regular program of verification, which in our opinion is reasonable having regard to the size of the "Group" and nature of its assets. Pursuant to this program, some of the fixed assets have been physically verified by the management during the year, and no material discrepancies have been noticed on such verification.

2 a The stock of Finished Goods, Goods-in-Process, Raw Materials and Stores & Spares parts have been physically verified during the year by the Management. In our opinion the frequency of verification is reasonable. In respect of inventories lying with the third parties, these have substantially been confirmed by them.

2 b In our opinion, the procedure of physical verification of the above Inventories followed by the Management are reasonable and adequate in relation to the size of the "Group" and nature of its business.

2 c On the basis of our examination of the Inventory records, in our opinion, the "Group" is maintaining proper records of the inventories. The discrepancies noticed between the physical stock and book stocks were not material and the same have been properly dealt with in the Books of Account.

3 a In our opinion and according to the information and explanations given to us, the holding company has granted unsecured loans to 4 Subsidiaries Companies and Joint Ventures and jointly controlled entities covered in the Register maintained under section 189 of the Companies Act, 2013. The year ended balance of Loan granted to such parties was ₹ 757.01 Lakhs.

3 b Payment of Principal amount and interest are regular wherever stipulated.

3 c there is no overdue amount of loans granted to Companies, Firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013.

4. 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 "Group" and the nature of its business, for the purchase of Inventory and Fixed Assets and for the sale of goods and services. Further on the basis of our examination of the Books and records of the "Group" and according to the information and explanation given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid Internal control System.

5. In our opinion and according to the information and explanations given to us, the "Group" has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 and any other relevant provision of the Companies Act, 2013 and the rules framed there under apply.

6. We have broadly reviewed the books of account and records maintained by the Holding company in respect of the products where, pursuant to the Rules made by the Central Government of India for the maintenance of cost records has been specified under section 148 (1) of the Companies Act, 2013 is applicable to the Holding company and are of opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made detailed Examination of the records with view to determining whether they are accurate or complete.

7 a According to the information and explanation given to us and the records of the "Group" examined by us, the "Group" is generally regular in depositing provident fund dues, state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other statutory dues with the appropriate authorities and there are no undisputed amounts payable for the same were outstanding as at 31st March, 2015 for a period exceeding six months from the date they became payable;

7 b According to the information and explanation given to us and the records of the "Group" examined by us, the Particulars of disputed statutory dues under various Act, as at 31st March, 2015 which have not been deposited with the appropriate authorities are as under:-

Name of the Statute	Nature of dues	Amount (in Lakhs)	Forum where dispute is pending
A. Holding Company			
The Central Excise Act 1944	**Excise Duty & Penalty**		
	For F.Y 2005-06	38.73	Case pending with CESTAT (Mumbai)
	For period Aug 06 - Feb 07.	3.67	Case pending with CESTAT (Tribunal)
	For F.Y. 1999-02 to Sept 2008	1115.67	Case pending with CESTAT (Mumbai)
	For Period before 29-9-2008	195.61	Cases pending with CESTAT (Mumbai)
	For Period before 29-1-2009	266.77	Cases pending with CESTAT (Mumbai)
	For FY 2007-08	15.65	Case pending With High Court, Mumbai
	For period Oct 11 - Jan 12.	9.94	Case pending with CESTAT (Tribunal)
	For period Oct 09 - Dec 10	6.08	Case pending with Additional Commissioner
	For period Jan to Sept 12	1.04	Case pending with Asst. Commissioner (Central Excise)
	Service Tax & Penalty		
	For period Apr 05 - Jun 09.	59.48	Case pending with CESTAT (Mumbai)
	For F.Y. 2006-07 & F.Y. 2008-09	10.94	Case pending with Additional Commissioner (ST)
	For F.Y. 2006-07 & 2007-08	3.03	Case pending with Commissioner Appeal (ST)
	For period Apr 09 - Mar 13	43.31	Case pending with Additional Commissioner (ST)
	For F.Y. 2013-14	24.55	Case pending with Additional Commissioner (ST)
	For period Oct 08 – Oct 12	68.09	Case pending with Commissioner (Central Excise)
	For period Oct 09 – Mar 13	38.06	Case pending with Commissioner (Central Excise)
	For period Apr 13 - Dec 13	7.12	Case pending with Commissioner (Central Excise)
	For period Jan 14 – Jun 14	4.61	Case pending with Commissioner (Central Excise)
The Maharashtra Land Revenue Act, 1966	For Payment of Royalty on extraction & transportation of mud, stones & sand issued by Tahasildar, Tal. Murbad, Dist. Thane	82.48	Tahasildar, Tal. Murbad, Dist. Thane
The MRTU & PULP Act, 1971	For payment of Variable Dearness Allowances	35.65	The Industrial Court, Maharashtra at Thane.

B. Subsidiary Companies			
	Sales Tax Matters		
Central Sales Tax Act, 1956	Sales Tax (CST) for the A.Y 2008-09	1.57	Appeal filed with Deputy Commissioner of Sales Tax (Appeals) II, Mumbai.
	Income Tax Matters		
Income Tax Act, 1961	Penalty For A.Y 2011-2012	0.94	CIT (Appeal), Mumbai, 18
	Income Tax Demand for A. Y. 2012-2013	8.16	CIT (Appeal), Mumbai, 18
C. Joint Venture			
Income Tax Act, 1961	Income Tax Demand and Penalty For A.Y 2011-2012	2.06	CIT (Appeal), Mumbai, 18

7 c According to the information and explanation given to us and the records of the "Group" examined by us, The amount, which were required to be transferred, to the investor Education and Protection Fund by the "Group" has been transferred on time as per the provision of Section 125 of the Companies Act, 2013 and rules made thereunder.

8. The "Group" has not incurred any cash losses during the current Financial Year as well as in the immediately preceding Financial Year and its accumulated losses are Nil at the end of the Current Financial Year.

9. According to information & explanations given to us and the books and records examined by us, the "Group" has not defaulted in repayment of dues to Banks as at the Balance sheet date. The "Group" does not have any outstanding debentures.

10. In our opinion and according to the information and explanations given to us, the terms and conditions on which the Holding company has given guarantee for cash credit & Loan taken by its Subsidiaries (including step down Subsidiaries) from banks are not prima facial prejudicial to the interest of the company.

11. In our opinion and according to the information and explanations given to us, the term loans taken by the "Group" have been applied for the purpose for which the term loans were obtained.

12. According to the information and explanations given to us by the management which has been relied upon by us, there were no frauds on or by the "Group" were noticed or reported during the year.

For M. L. SHARMA & CO.
FIRM REG. NO. 109963W
CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 27, 2015

(C. H. BANDI) PARTNER
Membership No.5385

Consolidated Balance Sheet as at March 31, 2015

(₹ in Lakhs)

Particulars	Note No.	Year Ended 31.03.2015	Year Ended 31.03.2014
I. Equities & Liabilities			
1. Shareholder'S Fund			
A. Share Capital	1	3,152.68	3,152.68
B. Reserves And Surplus	2	58,955.61	53,676.69
C. Capital Reserves On Consolidation		6.37	6.37
D. Foreign Currency Translation Reserves		(25.64)	4.32
E. Minority Interest		551.42	477.94
		62,640.44	**57,318.00**
2. Non-Current Liabilities			
A. Long Term Borrowings	3	1,482.15	559.53
B. Deffered tax liability		32.66	53.87
C. Other Non Current Liabilities	4	753.62	549.86
		2,268.43	**1,163.26**
3. Current Liabilities			
A. Short Term Borrowings	5	20,388.03	15,090.62
B. Trade Payable	6	6,848.92	6,920.11
C. Other Current Liabilities	7	4,402.59	4,756.56
D. Short Term Provisions	8	2,543.49	2,401.80
		34,183.03	**29,169.09**
Total		**99,091.90**	**87,650.35**
II. Assets			
1. Non Current Assets			
A. Fixed Assets	9		
Tangible Assets		15,020.95	14,168.97
Intangible Assets		304.64	315.04
Capital W.I.P.		383.02	33.44
		15,708.61	14,517.45
B. Goodwill on Consolidation		523.49	523.49
C. Non Current Investments	10	19,199.88	6,794.88
D. Deferred Tax Asset		1,142.98	853.86
E. Long Term Loans & Advances	11	1,390.20	568.94
F. Other Non Current Assets	12	753.34	775.43
		22,486.40	**8,993.11**
2. Current Assets			
A. Current Investment	13	350.00	7,800.00
B. Inventories	14	22,759.66	17,937.19
C. Trade Receivables	15	24,373.35	27,919.30
D. Cash & Cash Equivalent	16	5,996.87	4,271.94
E. Short Term Loans & Advances	17	38.07	172.33
F. Other Current Assets	18	6,855.45	5,515.54
		60,373.40	**63,616.30**
Total		**99,091.90**	**87,650.35**
Significant Accounting Policies & Notes to Accounts on Consolidated Financial Statements	28		

As per our Report of Even Date

For M. L. Sharma & Co.

Firm Reg.No.109963W

Chartered Accountants

(C. H. Bandi) Partner

(M.No.5385)

Place: Mumbai

Date : May 27, 2015

For & on Behalf of Board of Directors

Sharad Kumar Saraf
(Chairman & Managing Director)

Sudarshan Kumar Saraf
(Co-Chairman & Managing Director)

Ashish Kumar Saraf
(Whole-time Director & CFO)

Neeraj Rai
(Company Secretary)

Consolidated Statement Of Profit & Loss For The Year Ended March 31, 2015

(₹ in Lakhs)

Particulars	Note No	Year Ended 31.03.2015	Year Ended 31.03.2014
1. Revenue			
Revenue From Operation (Gross)	19	103,529.14	105,133.05
Less: Excise Duty		646.08	644.78
		102,883.06	104,488.27
Other Income	20	1,464.15	2,687.97
Total		**104,347.21**	**107,176.24**
2. Expenses			
Trading Purchases		17,000.80	19,613.44
Cost Of Material Consumed and Engineering & Design Charges	21	43,668.57	42,720.00
Changes In Inventories of Stock	22	(3,667.88)	(237.00)
Employee Benefits Expenses	23	9,169.94	7,410.23
Finance Cost	24	861.71	462.39
Depreciation & Amortisation		3,188.16	2,708.66
Other Expenses	25	23,240.70	21,472.78
Total		**93,462.00**	**94,150.50**
Profit/(Loss) Before Taxation		**10,885.21**	**13,025.74**
Tax Expenses	26		
Current Tax		3,580.05	4,153.37
Deferred Tax (Net)		(215.26)	(91.30)
Profit After Tax		**7,520.42**	**8,963.67**
Adjusted Earning Per Share -Basic & Diluted (in ₹)	27	**23.85**	**28.43**
Significant Accounting Policies & Notes to Accounts on Consolidated Financial Statements	28		

As per our Report of Even Date
For M. L. Sharma & Co.
Firm Reg.No.109963W
Chartered Accountants

(C. H. Bandi) Partner
(M.No.5385)
Place: Mumbai
Date : May 27, 2015

For & on Behalf of Board of Directors

Sharad Kumar Saraf
(Chairman & Managing Director)

Sudarshan Kumar Saraf
(Co-Chairman & Managing Director)

Ashish Kumar Saraf
(Whole-time Director & CFO)

Neeraj Rai
(Company Secretary)

Consolidated Cash Flow Statement For Year Ended March 31, 2015

(₹ in Lacs)

Particular	Year Ended 31.03.2015	Year Ended 31.03.2014
A. Cash flow from operating activities:		
Net (loss)/profit before tax but after exceptional/extraordinary items	10,885.21	13,025.74
Adjustments for:		
Depreciation & Amortisation	3,188.16	2,708.66
Interest Expenses	598.79	285.45
Interest Income	(481.14)	(376.33)
Dividend Received	(0.02)	(2.57)
Rent Received	(453.43)	(392.31)
(Profit) on sale of Fixed Assets	(0.14)	(302.98)
(Profit) on sale of Investments	(227.76)	(955.90)
Loss on Sale of Assets	2.84	6.93
(Gain) / Loss on Exchange (Net)	662.68	(478.75)
Operating profit before working capital changes	**14,175.19**	**13,517.94**
Adjustments for changes in working capital :		
- (INCREASE)/DECREASE in Trade Receivables	3,545.95	(6,158.32)
- (INCREASE)/DECREASE in Other Receivables	(256.75)	1,135.71
- (INCREASE)/DECREASE in Inventories	(4,822.47)	(943.72)
- INCREASE/(DECREASE) in Trade and Other Payables	(894.73)	61.51
Cash generated from operations	11,747.19	7,613.12
- Taxes (Paid) / Received	(4,499.68)	(4,638.71)
- Gain on Exchange (Net)	(662.68)	478.75
Net cash from operating activities (A)	**6,584.83**	**3,453.16**
B. Cash flow from Investing activities:		
Purchase of fixed assets	(4,637.67)	(1,995.53)
Proceeds from Sale of fixed assets	14.90	352.53
Net Adjustments of Translation Differences of Fixed Assets	(45.19)	(293.66)
Net realisation on Sale of Investments	4,582.76	17,655.76
Net additions to investments :	(9,310.00)	(19,062.00)
Net Investments in Bank Deposits (having Original Maturity of more than 3 months)	(419.28)	(2,421.32)
Interest Received	299.79	329.67
Dividend Received	0.02	2.57
Rent Income Received	453.43	392.31
Net cash used in investing activities (B)	**(9,061.24)**	**(5,039.67)**

Consolidated Cash Flow Statement For Year Ended March 31, 2015

(₹ in Lacs)

Particular	Year Ended 31.03.2015	Year Ended 31.03.2014
C. Cash flow from financing activities:		
Term Loans From Bank	922.62	(47.66)
Net short term borrowings from Banks	5,297.41	2,977.29
Interest Paid	(598.79)	(285.45)
Dividend Paid	(1,576.34)	(630.54)
Dividend Distribution Tax Paid	(267.90)	(107.16)
Net cash used in financing activities (C)	**3,777.00**	**1,906.48**
Net Increase/(Decrease) in Cash & Cash Equivalents (A)+(B)+ (C)	**1,300.59**	**319.97**
Cash and cash equivalents at the beginning of the year	**1,088.05**	**768.08**
Cash and cash equivalents at the end of the year	**2,388.64**	**1,088.05**
Cash and cash equivalents comprise		
Cash on hand	57.76	49.10
Balance with Scheduled Banks		
In Current	2,313.60	1,024.75
In Unclaimed Dividend Account	17.29	14.20
	2,388.64	**1,088.05**

Notes to the Cash Flow Statement

1 The above Cash flow statement has been prepared under the indirect method setout in AS-3 issued by The Institute of Chartered Accountants of India.

2 Figures in brackets indicate cash outgo.

3 The above Cash & Cash Equivalent does not include Term Deposits having Original Maturity of more than 3 Months.

4 Previous period figures have been regrouped / rearranged to make them Comparable with the Current Year Figures.

As per our Report of Even Date
For M. L. Sharma & Co.
Firm Reg.No.109963W
Chartered Accountants

(C. H. Bandi) Partner
(M.No.5385)
Place: Mumbai
Date : May 27, 2015

For & on Behalf of Board of Directors

Sharad Kumar Saraf
(Chairman & Managing Director)

Sudarshan Kumar Saraf
(Co-Chairman & Managing Director)

Ashish Kumar Saraf
(Whole-time Director & CFO)

Neeraj Rai
(Company Secretary)

(₹ In Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note -1		
Share Capital		
Authorised		
4,00,00,000 Equity Shares of ₹10/- Each. (Previous Year 4,00,00,000 Equity Shares)	4,000.00	4,000.00
	4,000.00	**4,000.00**
Issued,Subscribed & Paid-Up		
3,15,26,750 Equity Shares of ₹10/- Each (Fully Paid Up) (Previous Year 3,15,26,750 Equity Shares)	3,152.68	3,152.68
	3,152.68	**3,152.68**

1) 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

2) The Reconciliation Of The Number Of Share Outstanding At The Year End Is Set Out Below :

Particulars	Equity Shares			
	As at March 31, 2015		As at March 31, 2014	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	31,526,750	315,267,500.00	31,526,750	315,267,500
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	31,526,750	315,267,500.00	31,526,750	315,267,500

3) The Details Of Shareholders Holding More Than 5% Shares Is Set Out Below :

Name of Shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
	Number		Number	
Shakuntala Saraf	6,739,512	21.37	6,739,512	21.37
Shantidevi Saraf	3,058,230	9.70	2,963,471	9.40
Sharad Kumar Madhoprasad HUF	2,874,946	9.12	2,874,946	9.12
Sudarshan Kumar Saraf	8,750,652	27.76	8,750,652	27.76

4) Other disclosures pursuant to Note no. 6 of Part I of Schedule III to the Companies Act, 2013 is either Nil or not applicable to the Company.

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2015

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note No. 2		
Reserves And Surplus		
General Reserves		
As Per Last Balance Sheet	28,450.00	27,200.00
Add : Transfer From Surplus of Current Year	1,250.00	1,250.00
	29,700.00	**28,450.00**
Capital Reserve		
As Per Last Balance Sheet	20.51	20.51
	20.51	**20.51**
Capital Redemption Reserve		
As Per Last Balance Sheet	2.50	2.50
	2.50	**2.50**
Revaluation Reserve		
As Per Last Balance Sheet	214.64	227.97
Less : Depreciation	-	13.34
Less Transfer from Fixed Assets	5.67	-
	208.97	**214.63**
Securities Premium		
As Per Last Balance Sheet	7,599.83	7,599.83
	7,599.83	**7,599.83**
Surplus In Statement Of Profit And Loss		
As Per Last Balance Sheet	17,389.21	11,784.76
Add : Profit/(Loss) For The Period	7,520.42	8,963.67
Add: Profit Adjustment of Earlier Years	-	8.05
	24,909.63	**20,756.48**
Less:Proposed Interim Dividend #	1,576.34	1,576.34
Less:Prov.For Dividend Distribution Tax on Interim dividend	320.91	267.90
Less:Transferred To General Reserves	1,250.00	1,250.00
Less:Tax Adjustment of Earlier Years (Net)	19.11	216.01
Less : Transition Effects on revision of Depreciation on useful life of Assets in accordance with Schedule II of the Companies Act ,2013.(net of Deferred Tax of ₹ 95.07/- Lakhs)	185.19	-
Less: Profit Adjustment of Earlier Years	39.98	-
Less : Share of Minority Interest in Profit	94.30	57.01
	3,485.83	**3,367.26**
	21,423.80	**17,389.21**
Total	**58,955.61**	**53,676.69**

Interim Dividend Proposed to be Distributed to the Equity Shareholders is Re 5/- per Equity Share (P.Y Interim Dividend Paid ₹ 5/- per Equity Share)

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note No. 3		
Long Term Borrowing		
Term Loans (Secured)		
Bank of India, (Term of Repayment - 5 Years for New Loan & 1 Year for Old Loan) (Rate of Interest - 11.80 %P.A)	1,388.23	441.49
Royal Bank of Scotland, Manchaster (Term of Repayment - 20 Years) (Rate Of Interest - 2.4%)	93.92	118.04
Total	**1,482.15**	**559.53**

Note :

1. Term Loan From Bank Of India Is Secured Against Hypothecation of Plant & Machinery & Equipment Purchased out of Term Loan And Also Against Equitable Mortgage of Specific Immovable Properties of Yarn Divisions.
2. The Term Loan taken from Royal Bank of Scotland, Manchaster by Technocraft International UK is secured by First Legal Charge over their Freehold Property .

Note No. 4		
Other Non Current Liabilities		
Sundry Deposits	315.01	365.40
Other Liabilties	438.61	184.46
Total	**753.62**	**549.86**

Note No. 5		
Short Term Borrowings		
Secured - From Banks		
1. Bank Of India - Cash Credit Account	159.49	375.31
2. Bank Of India - Overdraft Account	75.26	99.21
3. Citibank $ PCFC Account	6,787.83	1,022.08
4. H.D.F.C $ PCFC Account	2,323.25	1,335.06
5. IDBI Bank Ltd. - Overdraft Account	274.66	372.36
6. BOI Rupee Packing Credit Account	-	4,312.14
7. Industrial And Commercial Bank of China	1,307.80	1,254.30
8. CITI Bank Working Capital Loan (Poland & China)	2,109.71	2,042.94
9. Bank of India Manchaster - Overdraft Account	1,073.85	1,105.34
10. Citi Bank Rupee Packing Credit	-	1,000.00
	14,111.85	**12918.74**

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Unsecured Loans		
From Banks		
1. OverDraft with Canadian Imperial Bank of Commerce	139.70	57.58
2. Commonwealth Bank $ PCFC Account	1,844.48	391.02
3. ING Vyasa Bank $ PCFC Account	-	906.81
4. First Strand Bank $ P C F C Account	1,840.98	800.00
5. DBS Bank $ P.C.F.C Account	1,002.88	-
	4,828.04	**2,155.41**
From Related Company (Terms of Repayment -On Demand ; Rate of Interest 10% p.a)	1,220.92	-
From Others	227.22	16.47
	1,448.14	**16.47**
Total	**20,388.03**	**15,090.62**

Notes :

1. Cash Credit From Bank Of India Is Secured Against the Hypothecation of Stock And Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage Of Companies Specific Immovable Properties.
2. Overdraft Account With Bank Of India Are Secured Against the Fixed Deposits of the Company.
3. Export Packing Credit (Rupee & Dollar) Against L/Cs. Confirmed Orders From CITI Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties.
4. Export Packing Credit Against L/Cs. Confirmed Orders From HDFC Bank Are Secured Against the Hypothecation Of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties.
5. Export Packing Credit Against L/Cs. Confirmed Orders From IDBI Bank was Secured Against the Hypothecation Of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties.
6. Overdraft Account With IDBI Bank Are Secured Against the Fixed Deposits of the Company.
7. Export Packing Credit (Rupee) Against L/Cs. Confirmed Orders From Bank Of India Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties.
8. Working Capital Loan from Industrial & Commercial Bank of China Are Secured Against Mortgage of Land & Factory Building of Anhu Reliable Steel Technology Co. Limited.
9. Working Capital Loan From CITI Bank Are Secured Against The Hypothecation Of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties.
10. Bank of India Manchaster Overdraft A/c is secured by Mortagage and General charge (Debenture) on the Company's Fixed & Floating Assets and a Corporate Gurantee from the Parent Company.

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2015

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note No. 6		
Trade Payable		
1. Trade Payables (Other than Micro, Small & Medium Enterprises)	6,848.92	6,920.11
Total	**6,848.92**	**6,920.11**
Note No. 7		
Other Current Liabilities		
1. Current Maturity on Long Term Loans	354.28	211.07
2. Liabilities For Expenses	3,285.72	2,931.36
3. Advances From Customers	319.41	1,271.44
4. Tds Payable	88.00	80.43
5. Statutory Dues to the Government Department	67.06	55.34
6. Other Liabilities Including Sundry Deposits	66.17	22.49
7. Bank Balances (Temporary Overdrawn)	204.66	170.23
8. Unclaimed Dividend	17.29	14.20
Total	**4,402.59**	**4,756.56**
Note No. 8		
Short Term Provision		
Provisions For Employee Benefits		
Provision For Leave Salary Encashment	162.77	72.32
Provision For Gratuity	483.47	321.05
Others		
Proposed Dividend	1,576.34	1,576.34
Prov. For Dividend Distribution Tax	320.91	267.90
Provision For Taxation	-	15,115.36
Less : Advance Tax	-	14,951.17
	-	164.19
Total	**2,543.49**	**2,401.80**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2015

Note 9 - CONSOLIDATED FIXED ASSETS

₹ in Lacs

	GROSS BLOCK							DEPRECIATION							NETBLOCK		
Description	As on 01.04.2014	Revaluation of assets as on 25/07/94	Adjustments due to Foreign Exc. Fluctuation	Other Adjustments	Additions during the period	Sales / Transfer	As on 31.03.2015	Upto 01.04.2014	Adjustments due to Foreign Exc. Fluctuation	Other Adjustments	On cost	Deductions	Transfer to Revaluation Reserves #	Transfer to Retained Earnings #	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
1. TANGIBLE ASSETS																	
A. LAND AND BUILDING																	
1. Leasehold Land	566.26	207.00	(28.23)	-	-	11.18	733.85	98.85	(1.50)	(11.18)	5.64	-	-	-	91.81	642.04	674.41
2. Factory Building	9,034.61	397.60	28.86	(0.25)	272.38	-	9,733.20	4,318.70	2.01	3.20	420.65	-	-	88.14	4,832.70	4,900.50	5,113.51
3. Office Premises	1,114.86	227.83	-	-	-	-	1,342.69	306.92	-	-	46.48	-	-	72.31	425.71	916.98	1,035.78
4. Worker's Quarters	71.13	-	-	-	-	-	71.13	37.57	-	-	1.25	-	-	7.48	46.30	24.83	33.56
5. Staff Quarters / Car Parking Space	366.11	25.05	-	-	-	-	391.16	169.09	-	-	34.75	-	5.67	7.06	216.57	174.59	222.06
6. Tube-Well	13.16	-	-	-	-	-	13.16	5.13	-	-	4.61	-	-	1.72	11.46	1.70	8.03
7. Shops	337.81	-	-	-	-	-	337.81	118.88	-	-	10.57	-	-	-	129.45	208.36	218.93
8. Residential Flat	-	-	-	-	784.97	-	784.97	-	-	-	27.40	-	-	-	27.40	757.57	-
B. PLANT & MACHINERY																	
1. Machinery/Pollution equip.	27,023.74	217.64	44.45	53.27	* 2830.01	76.21	30,092.90	21,439.40	9.43	1.48	2,067.59	61.05	-	33.24	23,490.09	6,602.81	5,801.98
2. Electrical Installation	1,090.06	-	-	-	40.20	-	1,130.26	629.96	-	-	165.17	-	-	32.80	827.93	302.33	460.10
3. Computers	644.90	-	(3.46)	-	89.63	-	731.07	538.82	(3.25)	-	123.75	-	-	(1.42)	657.90	73.17	106.09
4. Air Conditioner & Office Equipments	260.11	-	(1.38)	(0.36)	77.58	4.25	331.71	139.63	(1.17)	(1.45)	88.67	3.67	-	28.45	250.46	81.25	120.48
5. Motor Car & Vehicles	344.85	-	(2.22)	0.59	57.24	8.14	392.32	188.40	(1.42)	0.59	66.62	6.29	-	0.20	248.11	144.21	156.45
6. Weighing Scale	9.58	-	-	-	1.30	-	10.88	6.22	-	-	0.73	-	-	1.62	8.57	2.31	3.36
7. Forklift	82.21	-	-	-	-	-	82.21	75.44	-	-	2.31	-	-	-	77.75	4.46	6.77
8. Generator	437.67	-	-	-	-	-	437.67	412.48	-	-	3.33	-	-	-	415.81	21.86	25.19
9. Weighing Bridge	24.86	-	-	-	-	-	24.86	13.10	-	-	2.48	-	-	0.43	16.01	8.85	11.77
10. Water Cooler	0.53	-	-	-	-	-	0.53	0.27	-	-	0.14	-	-	0.01	0.42	0.11	0.26
11. Electronic Telephone Exchange	0.16	-	-	-	-	-	0.16	0.12	-	-	-	-	-	0.04	0.16	-	0.04
12. JCB (Crane)	21.00	-	-	-	-	-	21.00	11.28	-	-	1.74	-	-	-	13.02	7.98	9.72
13. Trolly	1.10	-	-	-	-	-	1.10	0.31	-	-	0.15	-	-	-	0.46	0.64	0.79
14. Water Filteration Plant	4.43	-	-	-	-	-	4.43	0.90	-	-	0.67	-	-	-	1.57	2.86	3.53
15. Laboratory Equipments	17.85	-	-	-	14.64	-	32.48	3.20	-	-	8.00	-	-	-	11.20	21.28	14.65

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2015

Note 9 - CONSOLIDATED FIXED ASSETS

₹ in Lacs

	GROSS BLOCK							DEPRECIATION							NETBLOCK		
Description	As on 01.04.2014	Revaluation of assets as on 25/07/94	Adjustments due to Foreign Exc. Fluctuation	Other Adjustments	Additions during the period	Sales / Transfer	As on 31.03.2015	Upto 01.04.2014	Adjustments due to Foreign Exc. Fluctuation	Other Adjustments	On cost	Deductions	Transfer to Revaluation Reserves #	Transfer to Retained Earnings #	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
C. FURNITURE & FIXTURES	400.51	-	(1.65)	4.66	35.39	-	438.91	259.00	(1.65)	2.31	50.81	-	-	8.18	318.65	120.26	141.51
Total (I)	**41,867.50**	**1,075.12**	**36.37**	**57.91**	**4,203.34**	**99.78**	**47,140.46**	**28,773.67**	**2.45**	**(5.05)**	**3,133.51**	**71.00**	**5.67**	**280.26**	**32,119.51**	**15,020.95**	**14,168.97**
2. INTANGIBLE ASSETS																	
1. Navision Software	19.85	-	-	-	-	19.85	-	19.85	-	-	-	19.85	-	-	-	-	-
2. Computer Software	371.59	-	(2.08)	1.48	32.96	-	403.95	279.22	(2.08)	1.48	45.09	-	-	-	323.71	80.24	92.37
3. Trade Mark	0.49	-	-	-	-	0.49	-	0.49	-	-	-	0.49	-	-	-	-	-
4. Goodwill	609.62	-	-	-	-	609.62	-	609.62	-	-	-	609.62	-	-	-	-	-
5. Distribution Rights	22.88	-	-	-	-	-	22.88	18.31	-	-	4.57	-	-	-	22.88	-	4.56
6. Land Use Rights	235.58	-	12.30	-	-	-	247.88	17.46	1.03	-	4.99	-	-	-	23.48	224.40	218.11
Total (II)	**1,260.01**	**-**	**10.22**	**1.48**	**32.96**	**629.96**	**674.71**	**944.95**	**(1.05)**	**1.48**	**54.65**	**629.96**	**-**	**-**	**370.07**	**304.64**	**315.04**
TOTAL (I+II)	**43,127.51**	**1,075.12**	**46.59**	**59.39**	**4,236.30**	**729.74**	**47,815.17**	**29,718.62**	**1.40**	**(3.57)**	**3,188.16**	**700.96**	**5.67**	**280.26**	**32,489.58**	**15,325.59**	**14,484.01**
Previous Year	41,463.81	1,075.12	340.47	-	1,964.45	641.21	44,202.63	27,536.15	46.81	-	2,708.66	586.31	# # 13.34	-	29,718.62	14,484.01	14,967.97
Capital Work in Progress	33.44				424.37	74.79	383.02	-	-		-	-			-	383.02	33.44

Notes :

Pursuant to the Enactment of the Companies Act ,2013 the Company has applied the estimated useful life of Assets as Specified in Schedule II. The Written Down Value of Fixed Assets (net of Residual Value) whose life has expired as at 1st April 2014 have been adjusted (net of Deferred Tax) against the Opening Surplus Balances in the Statement of Profit & Loss under Reserves & Surplus.As a result an amount of ₹ 185.19 Lacs(net of Deferred Tax Asset of ₹ 95.07/- Lakhs) has been charged to the Statement of Profit & Loss . An amount of ₹ 5.67 Lakhs has been adjusted against Revaluation Reserve on account of Revalued Assets whose life has expired as on 1-4-2014 in accordance with Schedule II of Companies Act 2013.

Depreciation on revalued Assets adjusted against Revaluation Reserves in the F.Y 2013-14.

* Net of Capital Subsidy of ₹ 94.30 Lacs Received on Plant & Machinary Purchased under Technolgy Upgradation Fund Scheme of Government of India.

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note No. 10		
Non Current Investments : - (At Cost)		
1. Trade		
A. Investment In Equity Shares Of Subsidiaries (Unquoted)		
(b) Shares of Technosoft Engineering Inc. (Formerly known as Impact Engineering Solutions Inc.) (No of Shares 1,996.80 $)(P.Y 1,996.80$ Shares)	789.84	789.84
	-	
	789.84	789.84
2. Other Than Trade		
A. Investment in Shares of Co-Operative Society (Un quoted)		
(A) 30 Shares (P.Y.30) Of ₹.50/- Each Of Mittal Court Premises Co-Op. Society Ltd. Fully Paid Up	0.02	0.02
(B) 15 Shares (P.Y.15) Of ₹.50/- Each Of Udit Mittal Court Industrial Premises Co-Op.Society Ltd.	0.01	0.01
(C) 10 Shares (P.Y.10) Of ₹.50/- Each Of Godrej Flat	0.01	0.01
	0.04	0.04
B. Investment In Mutual Fund (Quoted)		
CFIL NCD SERIES 2013/01/481 (1,005 Debentures of ₹.1,00,000/- Each) (P.Y.1,005 Debentures)	1,005.00	1,005.00
CFIL NCD SERIES 2014/01/531 (505 Debentures of ₹.1,00,000/- Each) (P.Y.NIL)	505.00	-
RELIANCE REGULAR SAVINGS FUND-DEBT (30,85,562.652 Units of ₹.16.2045/- Each) (P.Y.30,85,562.652 Units)	500.00	500.00
RELIANCE SHORT TERM FUND (45,10,796.99 Units of ₹.22.17/- Each) (P.Y.45,10,796.99 Units)	1,000.00	1,000.00
RELIANCE FIXED HORIZON FUND XXIV-2 (50,00,000 Units of ₹.10/- Each) (P.Y. 50,00,000 Units)	500.00	500.00
RELIANCE FIXED HORIZON FUND XXIV-4 (100,00,000 Units of ₹.10/- Each) (P.Y.100,00,000 Units)	1,000.00	1,000.00
RELIANCE FIXED HORIZON FUND XXVII-4 (100,00,000 Units of ₹.10/- Each) (P.Y.NIL)	1,000.00	-
HDFC SHORT TERM OPORTUNITIES FUND (1,58,55,434.76 Units of ₹.12.61/- Each) (P.Y.1,58,55,434.76 Units)	2,000.00	2,000.00
HDFC FMP 1113D AUGUST 2014 (1) (100,00,000 Units of ₹10/- Each) (P.Y.NIL)	1,000.00	-
HDFC FMP 1123D JULY 2014 (1) (60,00,000 Units of ₹10/- Each) (P.Y.NIL)	600.00	-
HDFC FMP 1135D MARCH 2015 (1) (30,00,000 Units of ₹10/- Each) (P.Y.NIL)	1,000.00	-

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
HDFC FMP 1157D FEBRUARY - 2015 (1) (30,00,000 Units of ₹10/- Each) (P.Y.NIL)	300.00	-
HDFC MF.MONTHLY INCOME PLN A/C LTP (2908651.017 Units of ₹34.28/- Each) (P.Y.NIL)	1,000.00	-
ICICI PRUD.TIAL MONTHLY INCOME PLAN (49,14,791.003 Units of ₹30.52/- Each) (P.Y.NIL)	1,500.00	-
HDFC FMP 371D AUGUST 2013 (1) (1,00,00,000 Units of ₹10/- Each) (P.Y.NIL)	1,000.00	-
HDFC FMP 372D DECEMBER 2013 (1) (50,00,000 Units of ₹10/- each) (P.Y.NIL)	500.00	-
HDFC FMP 369D JANUARY 2014 (1) (15,000,000 Units of ₹10/- Each) (P.Y.NIL)	1,500.00	-
HDFC FMP 371D JANUARY 2014 (1) (15,000,000 Units of ₹10/- Each) (P.Y.NIL)	1,500.00	-
HDFC FMP 369D FEBRUARY 2014 (1) (50,00,000 Units of ₹10/- each) (P.Y.NIL)	500.00	-
HDFC FMP 372D FEBRUARY 2014 (1) (50,00,000 Units of ₹10/- each) (P.Y.NIL)	500.00	-
	18,410.00	6,005.00
	19,199.88	**6,794.88**
Book Value Of Unquoted Investment	789.88	789.88
Book Value Of Quoted Investment	18,410.00	6,005.00
Market Value Of Quoted Investment	20,221.73	6,393.53

Note No. 11

Long Term Loans & Advances

Capital Advances	1,182.50	568.94
Other Loans & Advances	207.70	-
Total	**1,390.20**	**568.94**

Note No. 12

Other Non Current Assets

Balance With Scheduled Banks		
In Fixed Deposit Accounts Due After 12 Months (Fixed Deposits are Pledged against Bank Overdraft accounts)	531.50	536.55
MAT Credit Receivable	7.75	7.75
Deposit With Government Departments	214.09	231.13
Total	**753.34**	**775.43**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2015

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note No. 15		
Trade Receivables		
(Un-Secured Considered Good By The Management)		
Debts Outstanding For More Than Six Months	2,016.99	1,509.00
Other Debts	22,356.36	26,410.30
Total	**24,373.35**	**27,919.30**
Note No. 16		
Cash And Cash Equivalents		
Bank Balances With Scheduled Bank		
In Current Accounts	2,313.60	1,024.75
In Fixed Deposit Accounts Between 3 & 12 Months Initial Maturity	808.22	683.89
(Fixed deposits are pledged against Bank Overdraft Account)		
In Unclaimed Dividend Accounts	17.29	14.20
Cash In Hand	57.76	49.10
Fixed Deposits with HDFC Limited	2,800.00	2,500.00
Total	**5,996.87**	**4,271.94**
Note No. 17		
Short Term Loans And Advances		
(Un-Secured Considered Good By The Management)		
Loans & Advance to Joint Venture & Subsidiary		
(Repayable on Demand)		
(Rate Of Interest : 10% P.A)		
Technocraft Tabla Formwork Systems Pvt..Ltd.	-	130.02
Others		
Staff Advances	38.07	42.31
Total	**38.07**	**172.33**
Note No. 18		
Other Current Assets		
Balance With Sales Tax Dept.	2,872.67	2,509.81
Balance With Central Excise Dept.	1,099.37	943.45
Other Deposits	398.61	155.11
Prepaid Expenses	173.75	117.98
Others Receivables	1,968.83	1,701.07
VAT Credit Refundable	40.16	88.12
Advance Tax	18,181.14	-
Less Provision for Taxation	17,879.08	-
	302.06	-
Total	**6,855.45**	**5,515.54**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2015

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note No. 19		
Revenue From Operation (Gross)		
Sales of Product	92,848.87	84,364.63
Sales of Services	4,484.62	4,016.64
(Gross, Inclusive of TDS of ₹ 8.72 Lacs Previous Year ₹ 20.72 Lacs)		
Sales of Commodity	-	10,539.00
Other Operating Revenue	6,195.65	6,212.78
Total	**103,529.14**	**105,133.05**
Note No. 20		
Other Income		
Interest Income	481.14	376.33
(Gross, Inclusive of TDS of ₹ 29.42 Lacs Previous Year ₹ 21.58 Lacs)		
Other Non-Operating Income	301.80	482.11
Profit on Sale of Investment	227.76	955.90
Rent Received	453.43	392.31
(Gross, Inclusive of TDS of ₹ 34.30 Lacs Previous Year ₹ 32.72 Lacs)		
Dividend Received	0.02	2.57
Diff In Foreign Currency (Net)	-	478.75
Total	**1,464.15**	**2,687.97**
Note No. 21		
Cost Of Raw Material Consumed and		
Engineering, & Designing Charges		
A. Raw Material Consumed		
Opening Stock Of Raw Material	6,455.76	5,910.23
Add : Purchases	42,691.26	41,782.51
	49,147.02	47,692.74
Less : Closing Stock	6,857.22	6,455.76
	42,289.80	41,236.98
B. Packing Material Consumed	1,042.64	976.66
	1,042.64	976.66
C. Engineering & Design Charges		
Engineering & Design Charges Paid	336.13	506.36
	336.13	506.36
Total	**43,668.57**	**42,720.00**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2015

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note No. 22		
Changes In Inventories Of Stock		
Closing Stock		
Finished Goods	6,714.54	2,697.69
Scrap / Waste	137.73	247.08
Land (WIP)	1,408.73	1,408.73
Semi Finished Goods	2,564.14	3,207.72
Trading Items	3,205.28	2,801.32
	14,030.42	10,362.54
Opening Stock		
Commodities	-	2,818.44
Finished Goods	2,697.69	3,565.21
Land (WIP)	1,408.73	-
Scrap / Waste	247.08	121.22
Semi-Finished Goods	3,207.72	1,572.76
Trading Items	2,801.32	2,047.91
	10,362.54	10,125.54
Total	**(3,667.88)**	**(237.00)**
Note No. 23		
Employee Benefit Erpenses		
Salaries, Wages, Bonus Etc.	8,037.90	6,588.26
Contribution To P.F., ESIC Etc.	332.30	257.61
Gratuity	163.32	91.49
Gratuity Fund Expenses	0.51	0.50
Directors Remuneration	323.88	298.20
Staff Welfare Expenses	312.03	174.17
Total	**9,169.94**	**7,410.23**
Note No. 24		
Finance Cost		
A. Interest Paid		
Interest To Bank (Net)	564.94	285.44
Interest To Others	33.85	0.01
	598.79	285.45

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
B. Financial Charges		
Bank Charges	189.90	122.49
Bank Guarantee Charges	5.86	4.89
Bank Processing Charges	35.36	27.74
Bill / Cash Discounting Charges	12.69	0.92
L/C Charges	19.11	20.90
	262.92	176.94
Total	**861.71**	**462.39**

Note No. 25

Other Expenses

Stores & Spares & Other Components Consumed	3,105.46	2,076.02
Fuel & Oil Consumed	777.03	786.75
Power & Electricity	855.74	907.62
Other Manufacturing Expenses	1,990.10	1,806.83
Job Work	3,821.48	4,007.39
Labour Charges	2,346.31	1,719.59
Water Charges	79.32	64.18
Freight & Other Export Charges	4,218.52	3,703.12
Selling , Distribution Expenses on Sales	328.81	238.94
Warehouse & Handling Charges	90.56	80.97
Commission/Brokerage	186.40	231.99
Quality Claim	60.52	21.05
Sales Promotion	158.44	113.32
Travelling & Conveyance Expeses	458.69	376.79
Vehicle Expenses	191.28	176.29
Legal , Professional & Management Fees.	698.09	379.26
License & Membership fees	56.16	68.48
Rent, Rates & Taxes	547.56	547.17
Advertisement	9.78	3.86
Insurance (General)	102.71	89.19
Director Fees	3.96	3.31
Engineering & Design Charges Paid	0.36	3.51
Technical Training Expenses	35.44	21.49
Printing & Stationery	72.91	59.71

(₹ in Lakhs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Postage, Telegrame & Telephone Expenses	147.25	162.40
Miscellaneous Expenses	58.97	67.80
Donation	0.19	0.25
Payment to Auditors		
For Audit Fees	19.36	14.56
For Tax Audit Fees	1.86	1.85
For Certification	0.47	0.48
Out of Pocket expenses	0.10	0.24
Building Repair	327.42	427.38
Machine Repair	593.41	577.71
Other Repairs & Maintenance	353.79	242.28
Loss on Sale of Fixed Assets	2.84	6.93
Sundry Balance Written Off	11.89	18.11
Bad Debts (Net)	217.06	1,937.04
Administration Expenses	14.12	6.67
Sales Tax Paid	506.92	440.59
Foreign Services	126.74	81.66
Diff In Foreign Currency (Net)	662.68	-
Total	**23,240.70**	**21,472.78**

Note No. 26
Tax Expenses

Current Tax		
Current Income Tax	3,580.05	4,153.37
	3,580.05	4,153.37
Deferred Tax (Net)	(215.26)	(91.30)
Total	**3,364.79**	**4,062.07**

Note No. 27
Earning Per Share

Net Profit atributable to Equty Shareholders	7,520.42	8,963.67
Weighted Average Number of Equity Shares Outstanding during the Year (in lakhs)	315.27	315.27
Adjusted Basic & Diluted EPS (in ₹) (On Nominal Value of ₹ 10/- per Share)	23.85	28.43

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2015

NOTE 28

I. SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS ON CONSOLIDATED FINANCIAL STATEMENTS

1. PRINCIPLES OF CONSOLIDATION

i. The Financial statements have been prepared to comply in all material aspects with applicable Accounting principles in India, and the Accounting Standards issued by The Institute of Chartered Accountants of India (ICAI).

ii. CONSOLIDATED FINANCIAL STATEMENTS relates to Technocraft Industries (India) Limited, the Company, its Subsidiaries and its Interest in Joint Ventures & Limited Liability Partnership (LLP). The Consolidated Financial Statements are in conformity with the AS -21 issued by ICAI and are prepared on the following basis:

a) The financial statements of the Company and its Subsidiaries have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating inter-company balances and transactions including Unrealized Profits/Losses in year-end Assets, such as inventories, Fixed Assets etc.

b) The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the company's separate financial statement except otherwise stated elsewhere in this Note.

c) The excess of cost to the Company of its investments in the subsidiaries (Including LLP) over its portion of equity of subsidiaries at the dates they become subsidiaries is recognized in the financial statement as Goodwill.

d) The excess of Company's portion of equity of the subsidiaries (Including LLP) over cost to the Company of its investments at the dates they become subsidiaries is recognized in the financial statement as Capital reserve.

e) Minority Interests in the consolidated financial statements is identified and recognized after taking in to consideration:

- The amount of equity attributable to minorities at the date on which investments in a subsidiary is made
- The Profit or losses attributable to the minorities are adjusted against the minority interest in the equity of the subsidiary

f) In case of foreign Subsidiaries, being non-integral foreign operations, revenue items are translated at the average rates prevailing during the period. Assets, Liabilities and Equity are translated at the closing rate. Any exchange difference arising on translation is recognized in the "Foreign Currency Translation Reserve".

g) Interests in Jointly controlled entities, where the company is a direct venture, are accounted for using the proportionate consolidation in accordance with Accounting Standard- 27. The difference between the costs of the Company's interest in jointly controlled entities over its share of net assets in the jointly controlled entities, at the date on which interest is acquired, is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

2. ACCOUNTING POLICIES

Most of the accounting policies of the reporting Company and that of its Subsidiaries are similar and are in line with generally accepted accounting principles in India. However since certain subsidiaries are in the business lines which are distinct from that of the Reporting Company and function in a different regulatory environment, certain policies in respect of depreciation / amortization etc. differ. Accounting Policies and Notes on Accounts of the financial statements of the company and all the subsidiaries are set out in their respective financial statement.

3. FOREIGN SUBSIDIARIES

I) In accordance with the requirement of Accounting Standard – 11(Revised) – "The effects ofchanges in foreign exchange rates" operations of foreign subsidiaries (except Swift Engineering Inc.) have been considered as Integral operations and accordingly their financial statements have been converted in Indian Rupees at following exchange rates:

Revenue and Expenses: At the average exchange rate during the period.

(Average rates are taken on the basis of opening and closing exchange rates at the beginning of the period and at the end of the period respectively instead of average rates at the end and close of every month and its effect is insignificant on the profit for the Period.)

Current Assets and Liabilities: At Exchange rates prevailing at the end of the period.

Fixed Assets: At Exchange rates prevailing at the end of the period instead of exchange rates at the date of transaction.

The resultant translation exchange difference has been transferred to statement of profit & loss.

The operations of Swift Engineering Inc. have been considered as Non Integral operations and accordingly their financial statements have been converted in Indian Rupees at following exchange rates:

Revenue and Expenses: At the average exchange rate during the period.

(Average rates are taken on the basis of opening and closing exchange rates at the beginning of the period and at the end of the period respectively instead of average rates at the end and close of every month and its effect is insignificant on the profit for the Period.)

Assets & Liabilities: Exchange rates prevailing at the end of the period.

The resultant translation exchange difference has been transferred to Foreign Currency Translation Reserve Account.

II) Accounting policy for Depreciation on Fixed Assets of foreign subsidiaries companies are not consistent with Accounting policy for Depreciation on fixed assets of Parent company and it is impracticable for the company to restate such accounting policies as per Parent company policy since the historical cost of the fixed assets of foreign subsidiaries companies are not ascertainable.

III) In Consolidated financial statements, the closing stock includes goods sold by holding company to its subsidiary companies (as certified by the management) which have been valued at cost by eliminating stock reserve considering gross profit margin of the holding company in respective year.

IV) Financials of Technosoft Engineering Inc. (Formerly known as Impact Engineering solutions Inc.) which is the subsidiary of Technosoft Engineering Projects Ltd (Formerly Known as Technosoft Information Technologies (I) Ltd) & which in turn is subsidiary of Technocraft Industries (India) Limited, are not consolidated since no financials were made available to us for consolidation.

V) Any differences arising between unaudited accounts considered for consolidation & audited accounts of that year are adjusted through Profit & Loss Statement.

The Consolidated Financial Statements comprises the Financial Statements of Technocraft Industries (India) Limited and its subsidiaries / Joint Venture / LLP

Name of the Company	Year Ended	Status	Extent of Company's Interest		Country of Incorporation
			2014-15	2013-14	
Technosoft Engineering Projects Limited (Formerly known as Technosoft Information Technologies (I) Limited)	31st Mar	Direct Subsidiary	90.34%	90.34%	India
Technocraft Tabla Formwork Systems (P) Limited.	31st Mar	Joint Venture	65.00%	65.00%	India
Shreyan Infra & Power LLP.	31ST Mar	Direct Subsidiary	90.00%	90.00%	India
Technocraft Trading Spolka Z.O.O.	31st Dec	Direct Subsidiary	100.00%	100.00%	Poland
Technocraft International Limited.	31st Mar	Direct Subsidiary	100.00%	100.00%	United Kingdom
Technocraft Australia Pty Limited.	31st Mar	Direct Subsidiary	100.00%	100.00%	Australia
Anhui Reliable Steel Technology Co. Ltd.	31st Dec	Direct Subsidiary	100.00%	100.00%	China
Swift Engineering Inc.	31st Mar	First Step Down Subsidiary	59%	59%	Canada
Swift Projects Inc.	31st Mar	Step Down Subsidiary	100.00%	100%	U.S.A.
Highmark International Trading –F.Z.E.	31st Mar	First Step Down Subsidiary	100.00%	Nil	U.A.E.

4. JOINT VENTURE: CONTRACTUAL ARRANGEMENT

Interests in Joint Venture have been consolidated by using the proportionate consolidation method as per the provision of Accounting Standard (AS-27) – Financial Reporting of Interest in Joint Venture.

a) Details of the Jointly Controlled Entity

- Name of the entity : Technocraft Tabla Formwork System Pvt. Ltd.
- Address of the entity : A-25, M.I.D.C, Street No 3, Marol Industrial Area, Opp. ESIC Hospital, Andheri (E), Mumbai-400093
- Country of Incorporation : India
- Proportion Of Ownerships : 65%

b) The Company is also having Joint Venture with Gilcheck Management Inc.,Canadian company operating as Tabla ConstructionsSystem as a Joint control operation in respect of production of Tabla Products.

5. Depreciation on Fixed Assets of foreign subsidiaries companies are not consistent with Accounting policy for Depreciation on fixed assets of Parent company and it is not practicable for the company to restate such accounting policies as per Parent company policy since the historical cost of the fixed assets of foreign subsidiaries companies are not ascertainable.

6. CONTINGENT LIABILITY

a) Parent Company :

(₹ In Lacs)

Sr. No.	Contingent Liabilities and Commitments not provided For	For the Year Ended 31.03.2015	For the Year Ended 31.03.2014
I.	Stand by Letter of Credit (SBLC) aggregating to Euro 17,50,000 and USD 14,50,000 given to Banks on behalf of Technocraft Trading Spolka Z.O.O ,Poland.	2,069.43	2,288.59
II	Stand by Letter of Credit (SBLC) aggregating to USD 30,00,000 given to Banks on behalf of Anhui Reliable Steel Technology Co.Ltd.,China.	1,861.50	1,190.40
III.	Corporate Guarantee aggregating to Pounds 25,00,000 given to Bank on behalf of Technocraft International Ltd ,UK.	2,289.50	2,589.50
IV.	Stand by Letter of Credit (SBLC) aggregating to USD 4,00,000 given to Banks on behalf of Technosoft Engineering Inc.,USA.	248.20	238.08
V.	Bank Guarantee issued in Favor of Suppliers, Customers & Other Statutory Authorities	362.19	326.03
VI.	Excise Duty Matters	* 1,653.16	* 1,581.07
VII.	Service Tax Matters	* 259.19	* 3.03
VII.	Income Tax Matters	#131.31	82.14
IX.	Labour Matters	35.65	-
X.	Other Legal Matters	82.48	82.48
XI.	Warranty in relation to Erection of Towers	Amount Unascertainable	Amount Unascertainable

Already Paid/ Adjusted by the Income Tax Department from the Refund Due but the Matters are still under Litigation.
* Includes Penal Amount also.

b) Subsidiary Companies:

(₹ in Lacs)

Sr. No	Contingent Liabilities and Commitments not Provided for	Year ended 31.03.2015	Year ended 31.03.2014
1.	Sales Tax Matters	1.57	1.80
2	Income Tax Matters	9.10	-

c) Joint Venture:

(₹ in Lacs)

Sr. No.	Contingent Liabilities and Commitments not provided For	Year Ended 31.03.2015	Year Ended 31.03.2014
I.	Royalty Matters	*10.56/-	* 10.56/-
2.	Income Tax Matters	*2.69/-	-

* To the extent of the Company share in Joint Venture.

7. Deferred Tax Assets /Liabilities

(₹ In Lacs)

Particulars	Year ended 31st March 15	Year ended 31st March 14
Deferred Tax Liability/ (Assets)		
On Account of Depreciation	(144.49)	0.02
On Account of Provision for Diminution in value of Investment	-	10.44
On Account of Gratuity	(54.79)	(30.51)
On Account of Leave Salary	(30.75)	(24.27)
On Account of Unabsorbed Business Losses	36.40	21.20
On Account of Preliminary Expenses	0.69	0.42
On Account of Amalgamation Expenses	0.06	0.24
On Account of Demerger Expenses	-	0.52
On Account of Long term Capital loss	(7.05)	(59.35)
On Account of Forex Difference Conversion (As per Polish Law)	(15.33)	(10.03)
On Account of Depreciation on Fixed Assets whose Estimated Useful life has expired as on 1-4-2014 as per Schedule II to Companies Act,2013	(95.07)	-
NET IMPACT	**(310.33)**	**(91.30)**
POSITION OF DEFERRED TAX ASSETS & LIABILITIES AS ON BALANCE SHEET DATE ARE AS UNDER		
Deferred Tax Assets		
On Account of Timing Difference in depreciation	756.04	537.73
On Account of Timing Difference in Amalgamation Expenses	0.01	0.08
On Account of Long term Capital loss	108.88	101.83
On Account of Gratuity	163.05	108.27
On Account of Leave Salary	55.01	24.27
On Account of Unabsorbed Business Loss	9.01	45.35
On Account of Preliminary Expenses	0.57	1.27
On Account of Forex Difference Conversion (As per Polish Law)	50.41	35.08
Total Deferred Tax Assets	**1142.98**	**853.86**
Deferred Tax Liability		
On Account of Timing Difference in depreciation	32.66	53.87
Total Deferred Tax Liability	**32.66**	**53.87**

8. In compliance with AS-17 "SEGMENT REPORTING", which has become mandatory, the required information are as under:-

A. PRIMARY SEGMENT

The Business Segment has been considered as the primary segment for disclosure. The categories included in each of the reported business segments are as follows:-

i) Commodity Trading
ii) Drum Closures
iii) Scaffoldings
iv) Cotton Yarn
v) Garment
vi) Power
vii) Other Segments (Consisting of Indian & Foreign Subsidiaries & Joint Venture Operations)

The above business segments have been identified considering:

i) The nature of the product
ii) The deferring risk and returns
iii) The internal financial reporting systems

Revenue and expenses have been accounted for based on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable ". Inter segment transfer if any, are accounted for at competitive market prices, charged to unaffiliated customer for similar goods.

"SEGMENT REPORTING"

(₹ In Lacs)

Particulars	Commodity Trading	Drum Closures	Scaffoldings	Cotton Yarn	Garment	Power	Other Segments	Unallocable	Inter Segment Elimination	Total
SEGMENT REVENUE										
(a) External Revenue from Operations	-	26,138.55	30,360.42	16,506.40	3,167.10	450.13	26,260.46	-	-	102,883.06
(b) Inter-segment Revenue	-	794.70	1514.36	2586.39	19.20	3186.27	1,593.96	-	9,694.88	-
Total Revenue from Operations	**-**	**26,933.25**	**31,874.78**	**19,092.79**	**3,186.30**	**3,636.40**	**27,854.42**	**-**	**9,694.88**	**102,883.06**
	(10,539.00)	(24,976.94)	(24,856.76)	(22,747.74)	(2,200.98)	(3,567.27)	(22,018.80)	-	(6,419.22)	(104,488.27)
SEGMENT RESULTS	**-**	**7136.94**	**3306.55**	**(214.85)**	**(509.30)**	**513.36**	**1,105.56**	**-**	**110.44**	**11,227.82**
	(-1772.66)	(7,939.04)	(3,196.69)	(2,032.15)	(-129.75)	(-434.66)	(953.20)	-	(-75.53)	(11,859.52)
Less:										
Finance Cost	-	-	-	-	-	-	-	1,134.23	272.52	861.71
								(660.73)	(198.34)	(462.39)
Depreciation	-	-	-	-	-	-	-	54.02	-	54.02
								(46.77)	-	(46.77)
Amortisation of goodwill	-	-	-	-	-	-	-	-	-	-
								(9.76)	-	(9.76)
Director Remuneration	-	-	-	-	-	-	-	323.88	-	323.88
								(298.20)	-	(298.20)

"SEGMENT REPORTING"

(₹ In Lacs)

Particulars	Commodity Trading	Drum Closures	Scaffoldings	Cotton Yarn	Garment	Power	Other Segments	Unallocable	Inter Segment Elimination	Total
Unallocable Expenses	-	-	-	-	-	-	-	342.23	-	342.23
								(240.64)	-	(240.64)
Add:										
Interest Income	-	-	-	-	-	-	-	734.86	253.72	481.14
								(605.21)	(228.88)	(376.33)
Profit/ (Loss) on sale of Investment (net)	-	-	-	-	-	-	-	227.76	-	227.76
								(955.90)	-	(955.90)
Profit / (Loss) on sale of Fixed Asset (net)	-	-	-	-	-	-	-	(2.70)	-	(2.70)
								(296.06)	-	(296.06)
Other Unallocable Income	-	-	-	-	-	-	-	551.83	18.80	533.03
								(653.09)	(57.39)	(595.70)
Profit Before Tax	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**10,885.21**
										(13,025.74)
Provision for Taxes	-	-	-	-	-	-	-	-	-	3,364.79
(including Deferred Tax)										(4,062.07)
Profit After Tax	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**7,520.42**
										(8,963.67)
OTHER INFORMATION										
Assets										
Segment Assets	-	10,684.05	23,378.44	10,905.46	2,874.82	3,542.69	19,426.63	-	1,902.27	68,909.82
	(-)	(11,885.30)	(18,141.44)	(11,836.06)	(1,425.72)	(3,479.14)	(18,273.66)	-	(320.83)	(64,720.49)
Unallocable Assets	-	-	-	-	-	-	-	33,893.11	4,234.52	29,658.59
								(27,397.30)	(4,990.93)	(22,406.37)
								Total Assets		98,568.41
										(87,126.86)
Liabilities										
Segment Liabilities	-	2,306.76	3,734.73	1,656.01	258.14	478.03	5,419.34	-	1,725.24	12,127.77
	(-)	(1,880.74)	(2,781.36)	(1,268.06)	(136.82)	(754.66)	(5,600.47)	-	(254.24)	(12,167.87)
Unallocable Liabilities		-	-	-	-	-	-	25,686.25	1,362.56	24,323.69
(including Borrowings)								(21,159.87)	(2,995.39)	(18,164.48)
								Total Liabilities		36,451.46
										(30,332.35)
Capital Expenditure										
(excluding capital WIP)										
Segment Capital Expenditure	-	473.93	619.00	125.79	1,643.60	16.48	1,336.68	20.82		4,236.30
		(685.63)	(546.58)	(216.34)	(90.86)	(26.96)	(377.56)	(20.52)		(1,964.45)

"SEGMENT REPORTING"

(₹ In Lacs)

Particulars	Commodity Trading	Drum Closures	Scaffoldings	Cotton Yarn	Garment	Power	Other Segments	Unallocable	Inter Segment Elimination	Total
Depreciation										
Segment Depreciation / Amortisation	-	707.16	598.81	580.21	547.27	223.72	476.97	-	-	3,134.14
		(541.50)	(352.83)	(638.47)	(77.12)	(640.66)	(401.55)	-	-	(2,652.13)
Unallocable Depreciation	-	-	-	-	-	-		54.02	-	54.02
								(46.77)	-	(46.77)
Amortisation of Goodwill	-	-	-	-	-	-	-	-	-	-
								(9.76)	-	(9.76)
Total Depreciation & Amortisation	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**3,188.16**
										(2,708.66)
B. GEOGRAPHICAL SEGMENT										
External Revenue from Operations										
India	-	2,371.55	4,498.60	3,134.99	2,842.87	450.13	377.86	-	-	**13,676.00**
	(10,539.00)	(1,838.54)	(4,478.85)	(3,550.69)	(1,700.56)	(492.81)	(325.05)	-	-	(22,925.50)
Outside India	-	23,767.00	25,861.82	13,371.41	324.23	-	25,882.60	-	-	**89,207.06**
	-	(22,773.35)	(19,097.00)	(18,412.37)	(500.16)	-	(20,779.89)	-	-	(81,562.77)
Total External Revenue from Operations	**-**	**26,138.55**	**30,360.42**	**16,506.40**	**3,167.10**	**450.13**	**26,260.46**	**-**	**-**	**102,883.06**
	(10,539.00)	(24,611.89)	(23,575.85)	(21,963.06)	(2,200.72)	(492.81)	(21,104.94)	-	-	(104,488.27)
Assets										
India	-	5,834.25	14,188.17	6,750.22	2,804.19	3,542.69	3,125.94	33,893.11	6,136.79	64,001.78
		(6,478.79)	(9,001.12)	(6,009.75)	(1,275.14)	(3,479.14)	(3,507.03)	(27,397.30)	(5,268.05)	(53,658.74)
Outside India	-	4,849.80	9,190.27	4,155.24	70.63	-	16,300.69	-		34,566.63
		(5,406.51)	(9,140.32)	(5,826.31)	(150.58)	-	(14,766.61)	-	(43.70)	(33,468.12)
Total Assets	**-**	**10,684.05**	**23,378.44**	**10,905.46**	**2,874.82**	**3,542.69**	**19,426.63**	**33,893.11**	**6,136.79**	**98,568.41**
	-	(11,885.30)	(18,141.44)	(11,836.06)	(1,425.72)	(3,479.14)	(18,273.65)	(27,397.30)	(5,311.76)	(87,126.86)

Notes

1. Total Assets does not include Goodwill on Consolidation amounting to Rs 523.49 Lacs
2. Total Liabilities does not include Shareholders Fund & Minority Interest amounting to Rs 62,640.44 Lacs
3. Geographical Segment

The Geographical Segment considered for Disclosure are as Follows

a) Revenue within India includes Revenue from Sales of Products (including Scrap) & Services to Customers Located within India and earnings in India.

b) Revenue outside India includes Revenue from Sales of Products & Services to Customers Located Outside India and Earnings outside India and export Incentive Benefits

4. Previous Year Figures have been regrouped / rearranged where ever considered necessary to make them Comparable with the Current Year figures.

9. DISCLOSURE OF RELATED PARTIES/RELATED PARTY TRANSACTIONS

In compliance with the AS-18 "RELATED PARTY DISCLOSURE", which has become mandatory, the required information are as under:-

(I) List of Related Parties over which control exists

Sr. No		Name of the Related Party
I.	**Direct Subsidiaries**	
	1	Technocraft International Ltd.
	2	Technocraft Trading Spolka Z.O.O.
	3	Technocraft Australia Pty Limited
	4	Technosoft Engineering Projects Ltd (formerly know as Technosoft Information Technologies (I) Ltd)
	5	Anhui Reliable Steel Technology Co.Ltd.
	6	Shreyan Infra & Power LLP
II	**First Step Down Subsidiary**	
	1	Swift Engineering Inc.
	2	Technosoft Engineering Inc. (Formerly Known as Impact Engineering Solutions Inc.)
	3	High Mark International Trading –F.Z.E
III	**Step Down Subsidiary**	
	1	Swift Projects Inc.
IV.	**Enterprises Significantly Influenced by KMP or Relatives of KMP**	
	1	Ashrit Holdings Ltd
	2	Ashrit Infrastructure Developers LLP
	3	B.M.S. Industries Ltd
	4	M.D. Saraf Securities Pvt.Ltd.
	5	M.T.Information Technologies
V	**Key Management Personnel (KMP)**	
	1	Mr. Sharad Kumar Saraf
	2	Mr. Sudarshan Kumar Saraf
	3	Mr. Madhoprasad Saraf (Till 11-12-2014)
	4	Mr. Navneet Kumar Saraf
	5	Mr. Ashish Kumar Saraf
	6	Mr. Atanu Choudhary
VI	**Relatives & Enterprises of KMP**	
	1	Smt. Shantidevi Saraf
	2	Smt. Shakuntala Saraf
	3	Smt. Suman Saraf
	4	Mrs. Nidhi Saraf
	5	Ms. Ritu Saraf
	6	Mrs. Priyanka Saraf
VII	**Joint Venture**	
	1	Technocraft Tabla Formwork System Pvt. Ltd. (to the extent of 35%)
VIII	**Co- Venture**	
	1	Tabla Construction Systems

(II) Names of the Related Parties with whom transactions were carried out during year and descriptionof relationship

Sr. No		Related Parties
I	**Enterprises Significantly Influenced by KMP or Relatives of KMP**	
	1	B.M.S.Industries Ltd
	2	Ashrit Holdings Ltd
II	**Key Management Personnel (KMP)**	
	1	Sharad Kumar Saraf
	2	Sudarshan Kumar Saraf
	3	Navneet Kumar Saraf
	4	Ashish Kumar Saraf
	5	AtanuChoudhary
III	**Joint Venture**	
	1	Technocraft Tabla Formwork System Pvt. Ltd. (to the extent of 35%)

(III) Disclosure of Related Party transactions

(₹ In Lacs)

Sr No	Nature of relationship/ Transactions	Enterprises Significantly Influenced By KMP or Relatives of KMP	Joint Venture (to the extent of 35%)	KMP & Relatives	Total
1	Purchase of Goods & Services	2,650.21 (3,033.62)	78.39 (0.14)	NIL (NIL)	2,728.60 (3,033.76)
2	Sale of Goods &Services	479.47 (468.87)	0.10 (27.53)	NIL (NIL)	479.57 (496.40)
3	Interest Received	NIL (8.76)	8.44 (11.85)	NIL (NIL)	8.44 (20.61)
4	Interest Paid	1.02 (NIL)	NIL (NIL)	NIL (NIL)	1.02 (NIL)
5	Directors Remuneration & Commission	NIL (NIL)	NIL (NIL)	323.88 (298.20)	323.88 (298.20)
6	Salary & Wages	NIL (NIL)	NIL (NIL)	122.00 (134.40)	122.00 (134.40)
7	Reimbursement of Expenses	1.20 (NIL)	NIL (NIL)	NIL (NIL)	1.20 (NIL)
8	Recovery of Expenses	16.02 (NIL)	NIL (NIL)	NIL (NIL)	16.02 (NIL)
9	LoanGiven	NIL (2,234.27)	11.94 (71.44)	NIL (NIL)	11.94 (2,305.81)
10	LoanRecovered	NIL (2,401.11)	141.96 (55.38)	NIL (NIL)	141.96 (2,456.49)
11.	LoanTaken	1,296.92 (NIL)	NIL (NIL)	NIL (NIL)	1,296.92 (NIL)
12	LoanRepaid	76.00 (NIL)	NIL (NIL)	NIL (NIL)	76.00 (NIL)

IV Amount due to/from Related Parties as on 31.03.2015

(₹ In Lacs)

Sr No.	Nature of Relationship/ Transactions	Enterprises Significantly Influenced by KMP or Relatives of KMP	Joint Venture (to the extent of 35%)	KMP & Relatives	Total
1	Trade & Other Receivables	40.01 (35.06)	NIL (9.21)	NIL (NIL)	40.01 (44.27)
2	Trade & Other Payables	343.10 (250.29)	NIL (NIL)	NIL (NIL)	343.10 (250.29)
3	LoanRecoverable	NIL (NIL)	NIL (130.02)	NIL (NIL)	NIL (130.02)
4	Loan Payable	1,220.92 (NIL)	NIL (NIL)	NIL (NIL)	1,220.92 (NIL)

( ) indicates previous year figures

Signature to Notes 1 to 28 attached
As per our Report of Even Date
For M. L. Sharma & Co.
Firm Reg.No.109963W
Chartered Accountants

(C. H. Bandi) Partner
(M.No.5385)
Place: Mumbai
Date : May 27, 2015

For & on Behalf of Board of Directors

Sharad Kumar Saraf
(Chairman & Managing Director)

Sudarshan Kumar Saraf
(Co-Chairman & Managing Director)

Ashish Kumar Saraf
(Whole-time Director & CFO)

Neeraj Rai
(Company Secretary)

FORM AOC-I

Pursuant to first proviso to sub-section (3) of Section 129 of the Act read with rule 5 of Companies (Accounts) Rules, 2014
Statement containing salient features of the financial statement of subsidiaries

(₹ in lacs)

Sr. No.	Name of the subsidiary	Reporting period	Reporting currency / Exchange rate	Share Capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before Tax	Provision for Tax	Deferred Tax	Profit after Tax	Proposed Dividend
A	**Indian Subsidiaries**													
1	Technosoft Engineering Projects Limited	01.04.2014 To 31.03.2015	INR	55.34	2624.72	3273.27	3273.27	1598.72	2452.7	399.4	137.08	(23.59)	285.91	0.00
2	Technocraft Tabla Formworks Systems Pvt. Ltd.	01.04.2014 To 31.03.2015	INR	100.00	(37.20)	99.15	99.15	0.00	388.29	(1.92)	0.00	(0.39)	(1.53)	0.00
	Limited Liability Partnership													
3	Shreyan Infra & Power LLP	01.04.2014 To 31.03.2015	INR	1.00	(3.74)	1576.30	1576.30	0.00	0.00	(0.09)	0.00	(0.02)	(0.07)	0.00
B	**Foreign Subsidiaries**													
4	Technocraft International, UK	01.01.2014 To 31.03.2015	GBP	1224.14	233.83	3727.8	3727.8	34.04	6165.6	77.41	5.80	36.50	35.11	0.00
5	Technocraft Trading Spolka, Z o.o., Poland #	01.01.2014 To 31.12.2014	PLN	265.07	14.29	2193.80	2193.80	0.00	3971.97	(144.47)	21.39	(15.33)	(150.53)	0.00
6	Technocraft Australia Pty Limited, Australia	01.04.2014 To 31.03.2015	AUD	93.47	341.60	1044.51	1044.51	0.00	2994.22	22.41	23.73	0.00	(1.32)	0.00
7	Anhui Reliable Steel Company# Ltd, China	01.01.2014 To 31.12.2014	RMB	1080.16	405.54	6246.54	6246.54	0.00	8925.48	194.46	0.00	0.00	194.46	0.00
	First Step Down Subsidiaries													
8	Swift Engineering Inc, Canada	01.04.2014 To 31.03.2015	CAD	0.05	616.66	1154.89	1154.89	0.60	2788.23	133.08	0.00	0.00	133.08	0.00
9	Technosoft Engineering Inc. USA # (Erstwhile Impact Eng. Solution Inc.),	01.01.2014 To 31.12.2014	USD	80.67	270.14	828.42	828.42	0.00	3113.03	124.26	0.00	0.00	124.26	0.00
10	Highmark International Trading, UAE	22.09.2014 To 31.03.2015	AED	34.04	148.79	915.34	915.34	0.00	264.6	148.79	0.00	0.00	148.79	0.00
	Step Down Subsidiary													
11	Swift Projects Inc, USA #	01.04.2014 To 31.03.2015	USD	0.60	29.37	44.54	44.54	0.00	190.26	(1.41)	0.00	0.00	(1.41)	0.00

Exchange Rate-1 GBP= ₹ 92.76, 1 AUD= ₹ 48.08, 1 CAD= ₹ 49.45 ,1 AED= ₹ 17.02 ,1 PLN = ₹ 16.56 ,1 RMB= ₹ 10.20 & 1 US $ = ₹ 62.05.
Company having 31st December as reporting date.

For & on Behalf of Board Of Directors

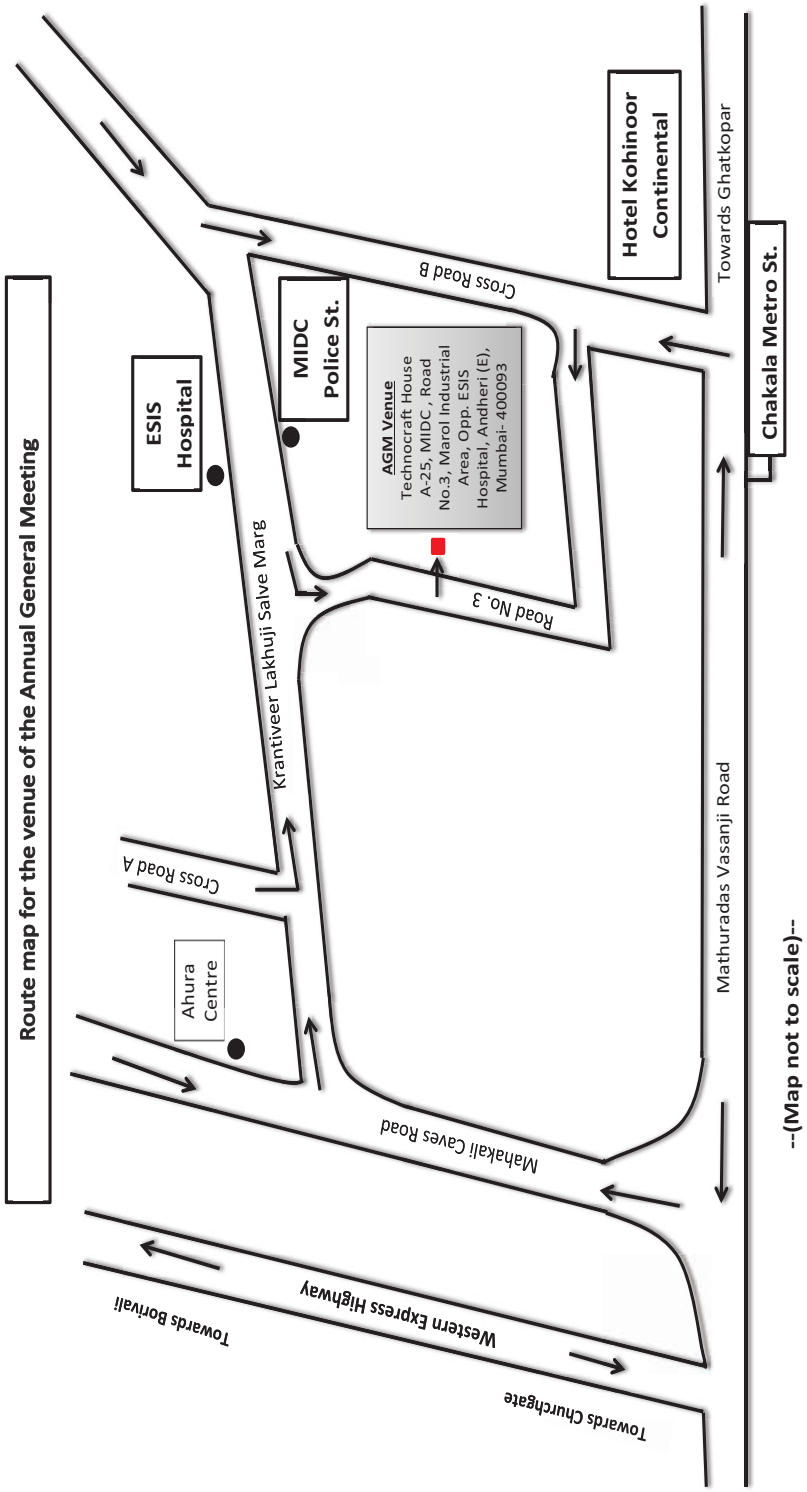
Sharad Kumar Saraf
Chairman & Managing Director

Sudarshan Kumar Saraf
Co-Chairman & Managing Director

Ashish Kumar Saraf
Whole-time Director & Chief Financial Officer

Neeraj Rai
Company Secretary

Place : Mumbai
Dated : May 27, 2015


Route map for the venue of the Annual General Meeting
ESIS Hospital
MIDC Police St.
AGM Venue
Technocraft House
A-25, MIDC, Road
No.3, Marol Industrial
Area, Opp. ESIS
Hospital, Andheri (E),
Mumbai- 400093
Hotel Kohinoor Continental
Towards Ghatkopar
Chakala Metro St.
Cross Road B
Krantiveer Lakhuji Salve Marg
Road No. 3
Cross Road A
Ahura Centre
Mathuradas Vasanji Road
Mahakali Caves Road
Western Express Highway
Towards Borivali
Towards Churchgate
--(Map not to scale)--

NOTES

Attendance Slip

Technocraft Industries (India) Limited

CIN NO. L28120MH1992PLC069252 : www.technocraftgroup.com

Registered Office: Technocraft House, A-25, MIDC, Marol Industrial Area, Andheri (E), Mumbai-400082

PLEASE FILL ATTENDENCE SLIP AND HANDOVER IT AT ENTERANCE OF THE MEETING HALL

DP ID		Folio No*	
Client ID		No of Share	

Name and Address of the Shareholders

I hereby record my presence at the 23rd Annual General Meeting of the Company held on Tuesday, September 29, 2015 at 11.00 am at the registered office of the Company.

*Applicable for the investors holding shares in Physical Form

Signature of Shareholder/Proxy

Proxy Form

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

Technocraft Industries (India) Limited

CIN NO. L28120MH1992PLC069252: www.technocraftgroup.com

Registered Office: Technocraft House, A-25, MIDC, Marol Industrial Area, Andheri (E), Mumbai-400082

Name of the Member(s)		Email ID	
		Folio No/ Client ID*	
Registered Address		DP ID*	

I/We, being the member(s) of _____shares of Technocraft Industries (I) Lt, hereby appoint:

1) _____ of _____ having email id _____ or failing him

2) _____ of _____ having email Id _____ or Failing him

3) _____ of _____ having email Id _____

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Tuesday, September 29, 2015 at 11.00 am the Registered office of the Company and any adjournment thereof in respect of such resolution as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below;

SN	Resolutions	Optional*	
Ordinary Business		**For**	**Against**
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2015		
2	Ordinary Resolution for confirmation of the interim dividend, already paid, for the year ended March 31, 2015		
3	Ordinary Resolution for re- appointment of Mr. Sharad Kumar Saraf, Director retiring by rotation.		
4	Ordinary Resolution for re- appointment of Mr. Sudarshan Kumar Saraf, Director retiring by rotation.		
5	Ordinary Resolution under Section 139 of the Companies Act, 2013 for ratification of appointment of M/s. M.L. Sharama & Co as Statutory Auditors of the Company and fixing their remuneration		

Special Business:			
6	Ordinary Resolution for appointment of Mr. Vishwambhar C. Saraf as an Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013		
7	Ordinary Resolution for appointment of Mr. Vinod Balmukand Agarwala as an Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013		
8	Ordinary Resolution for appointment of Mr. Navneet Kumar Saraf a as a Director of the Company		
9	Ordinary Resolution under Section 196, 197 of the Companies Act, 2013 for appointment of Mr. Navneet Kumar Saraf as Whole-time Director of the Company for the period of 5 years and for payment of remuneration to him		
10	Ordinary Resolution for appointment of Mr. Ashish Kumar Saraf a as a Director of the Company		
11	Ordinary Resolution under Section 196, 197 of the Companies Act, 2013 for appointment of Mr. Ashish Kumar Saraf as Whole-time Director of the Company for the period of 5 years and for payment of remuneration to him		
12	Ordinary Resolution under Section 196, 197 of the Companies Act, 2013 for re-appointment of Mr. Atanu Anil Choudhary as Whole-time Director of the Company for the period of 5 years and for payment of remuneration to him		
13	Ordinary Resolution for Approval of the remuneration of the Cost Auditors		

Sign this _____day of _____2015

_____
Signature of Shareholders

Affix Revenue Stamp

_____ _____ _____
Signature of First Proxy Holder Signature of Second Proxy Holder Signature of Third Proxy Holder

Notes:

(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 statements and Notes, please refer to the Notice of the 23rd Annual General Meeting

(3) Appointment of proxy does not prevent a member from attending the meeting in person if he so wishes.

(4) In case of Joint holder, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

*(5) This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box, If you leave the 'for' or 'against' Column black against any or all the resolution, your Proxy will entitled to vote in the manner as he/she think appropriate.

TECHNOCRAFT INDUSTRIES

CONTACT US

Technocraft House, A-25, M.I.D.C.,
Marol Industrial Area,
Road No. 3, Opp. ESIC Hospital,
Andheri (East), Mumbai - 400 093,
India.

Tel. No.: +91-22-4098 2222
+91-22-4098 2202
Fax No.: +91-22-2835 6559
+91-22-2836 7037

technocraft@technocraftgroup.com