



**Annual Report 2015-16**

**RISHIROOP LIMITED**  
(Formerly known as Puneet Resins Limited)



# BOARD OF **DIRECTORS**

**Managing Director**    **Chairman**  
Aditya Kapoor        Arvind Kapoor

**Director**                **Director**                **Director**                **Director**                **Director**  
Vijyatta Jaiswal        Nakul Kumar            Dilip Shah                Atul Shah                Hemant Vakil

## COMPANY SECRETARY

**Auditors**  
B.D. Jokharkar & Co.

**Company Secretary**  
Agnelo Fernandes

**CFO**  
Suresh Khilnani

## **AUDITORS & BANKERS**

**Bankers**  
Axis Bank  
Central Bank of India  
Citibank

### **Registrar & Share Transfer Agent**

Link Intime Spectrum Registry Ltd.  
C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup (W)  
Mumbai 400078  
Tel: (022) 2594-6970  
E-Mail: Mumbai@linkintime.co.in

**SHARE TRANSFER  
AGENT** REGISTRAR &


## PLANTS & **OFFICES**

### **Registered Office**

W-75(A) & W-76(A)  
MIDC Industrial Area  
Satpur, Nasik 422007

### **Corporate Office**

84, Atlanta  
Nariman Point  
Mumbai 400021



# ANNUAL REPORT 2015-16

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## NOTICE

Notice is hereby given that the Thirty First (31<sup>st</sup>) Annual General Meeting of Rishiroop Ltd. will be held on Thursday, 14<sup>th</sup> day of July, 2016 at 10.00 a.m at Hotel IBIS Nashik, Plot No. 9, Nashik Triambakeshwar Road, Village Satpur (Near MIDC Office), Nasik 422 007 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon;
2. To declare the payment of dividend on equity shares, and optionally convertible preference shares (OCPS);
3. To appoint a Director in place of Mr. Arvind Mahendra Kapoor (DIN : 00002704), who retires by rotation and being eligible offers himself for re-appointment;
4. To ratify the appointment of M/s B.D. Jokhakar & Co. Chartered Accountants (Firm Registration No. 104345W) as Statutory Auditors of the Company.

### SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 ("Act"), the Rules framed thereunder or any other statutory modification(s) or re-enactment thereof and subject to such approvals/ consent, if any required, approval be and is hereby accorded to the reappointment of Mr. Aditya A. Kapoor (DIN: 00003019) as Managing Director of the Company for a period of 3 (Three) years, i.e. from April 1, 2016 to March 31, 2019 on the terms, conditions including remuneration and perquisites as set out here below, with the authority to the Board of Directors (hereinafter referred to as "the Board," which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act, or any statutory modification(s) or re-enactment thereof.

### Terms & Conditions of Appointment :

- A. Basic Salary : Rs 200,000/- per month, upto a maximum of Rs. 250,000/- per month. The annual increments will be effective 1<sup>st</sup> April each year.
- B. Benefits, Perquisites, Allowances :

In addition to the basic salary referred to in (A) above, the Managing Director shall be entitled to:

- 1) House rent allowance @ 50% of Basic Salary.
- 2) Special allowance @ 10% of Basic Salary.
- 3) Reimbursement of the medical expenses for self and dependent family members, as per the rules of the Company.
- 4) Leave Travel Assistance (LTA) for self and family once in a year, as per the rules of the Company.
- 5) Mediclaim and Personal Accident Insurance for self and family, as per the rules of the Company.
- 6) Provision of a car with chauffeur used for personal and company's business.
- 7) Reimbursement of expenses for utilization of gas, electricity, water, furnishings and repair.
- 8) Annual fees of club as per the rules of the Company, subject to maximum of two clubs.
- 10) Telecommunication facilities at residence for official use will not be considered as a perquisite.
- 11) Contribution to the provident fund and pension/superannuation fund, as per the rules of the Company.
- 12) Gratuity as per the rules of the Company.
- 13) Other benefits :
  - (a) Leave on full pay and allowances as per rules of the Company. Leave unavailed, can be encashed at the end of the tenure.
  - (b) Such other allowances, benefits, amenities and facilities as may be provided by the Company to other senior executives from time to time.

Perquisites shall be valued as per the Income-Tax Rules, 1962, or any re-enactment thereof, wherever applicable. In the absence of any such rules, the perquisites shall be valued at actual costs.

- C. Commission: Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable under A. & B. above, calculated with reference to the net profits of the Company in a particular financial year, subject to the overall ceilings stipulated in Sections 197 and 199 and Schedule V of the Act. The specific amount payable to the Managing Director by way of commission will be payable annually.

The remuneration payable to Managing Director is subject to overall ceiling as per the applicable provisions of Sec 197, 198 read with Schedule V of the Companies Act, 2013 as amended from time to time, with liberty to the Board of Directors to alter or vary the terms and conditions of the remuneration as may be prescribed for minimum remuneration in case of inadequacy of profits as may be made applicable at that time, and as is acceptable to Mr. Aditya Arvind Kapoor, and subject to the approval of the Central Government, if any required.

- D. Other terms :

- (i) Notice Period: 3 months on either side or gross salary in lieu thereof.
- (ii) So long as Mr. Aditya Arvind Kapoor functions as the Managing Director of the Company he shall not be subject to retirement by rotation, and shall not be paid any fees for attending the meetings of the Board of Directors of the Company or any committee(s) thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during his tenure as Managing Director, the remuneration as aforesaid payable to Mr. Aditya Arvind Kapoor as Managing Director shall be minimum remuneration, and shall not exceed limits as set out in Sec 197, 198 read with Schedule V to the Act, as may be amended from time to time or such other higher limits as may be prescribed or approved by the Central Government, if necessary.

**RESOLVED FURTHER THAT** subject to the approval of the Shareholders, the Board of Directors be and is hereby given general power to increase his remuneration subject to the applicable rules and regulations, and to accept modifications as may be suggested/directed by the Central Government, or any other authority, in terms and conditions of appointment, if necessary, without referring to shareholders.

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

6. To consider and if thought fit to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 read with Schedule IV of the Companies Act,2013, Mr. Hemant D. Vakil (DIN : 00780431) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 1st August 2015 in terms of section 161(1) of the Companies Act,2013 and the Articles of Association of the company and who holds office up to the date of this Annual General Meeting and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company to hold office for a term of five consecutive years upto the conclusion of 36th Annual General Meeting of the Company in the calendar year 2021."

7. To consider and if thought fit to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Atul R. Shah (DIN : 00004528) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 8th September 2015 in terms of section 161(1) of the Companies Act, 2013 and the Articles of Association of the company and who holds office up to the date of this Annual General Meeting and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act,2013 from a member proposing his candidature for the office of director, be and is hereby appointed as a non-executive director of the Company liable to retire by rotation."

8. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION :

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 (the Act), read with The Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to invest/acquire the securities of any body corporate by way of subscription/purchase and/or to make investments in mutual funds/bonds/government securities or otherwise, upto a sum of INR 60 Sixty Crore (Indian Rupees Sixty Crore Only), notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively “transactions”) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction and to dispose of the investments so made, from time to time, and also to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 27.05.2016

Arvind Mahendra Kapoor  
Chairman  
DIN : 00002704

Registered Office:  
W-75(A) & W-76(A)  
MIDC Industrial Area  
Satpur, Nasik - 422007

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total paid up share capital of the company.
2. Shareholders are requested to bring their copy of Annual Report to the Meeting.
3. Members/proxies should fill the Attendance Slip for attending the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company will be closed from 11th July, 2016 to 14th July, 2016 (both days inclusive).
8. The dividend on equity shares, as recommended by the Board, if declared at the Annual General Meeting will be paid on or after 14th July, 2016 to those Members whose names stand registered on the Company's Register of Members:
  - i. As Beneficial Owners as at the end of the business hours on 1<sup>st</sup> July , 2016 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in Dematerialized form.
  - ii. As Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before 1<sup>st</sup> July , 2016.
9. The dividend on Optionally Convertible Preference Shares (OCPS), as recommended by the Board, if declared at the Annual General Meeting will be paid on or after 14th July , 2016 to those OCPS holders whose names stand registered on the Company's Register of OCPS Holders :
  - i. As Beneficial Owners as at the end of the business hours on 1<sup>st</sup> July , 2016 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in Dematerialized form.
  - ii. As OCPS holders in the Register of OCPS holders of the Company after giving effect to valid share transfers lodged with the Company, on or before 1<sup>st</sup> July, 2016.
10. The members are requested to:
  - a. Intimate to the Company's Registrars and Share Transfer Agents M/s Link Intime India Private Limited (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date;
  - b. Quote ledger folio numbers / DP Identity and Client Identity Numbers in all their correspondences;
  - c. Approach the Company for consolidation of folios, if shareholdings are under multiple folios;
  - d. Get the shares transferred in joint names, if they are held in single name to avoid inconvenience;
  - e. Bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
  - f. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.

- g. Furnish their Bank Account Number, the name of the Bank and the Branch where they would like to deposit the Dividend Warrants for encashment. These particulars will be printed on the cheque portion of Dividend Warrants, besides the name of the Shareholders so as to avoid fraudulent encashment of warrants. The above mentioned details should be furnished by the first / sole shareholder, directly to the Registrar & Share Transfer Agents, quoting the folio number.
11. Members are advised to submit their National Electronic Clearing System (NECS) mandates, to enable the Company to make remittance by means of NECS. Those holding shares in physical form may obtain and send the NECS mandate form to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company. Those holding shares in Electronic Form may obtain and send the NECS mandate form directly to their Depository Participant (DP). Those who have already furnished the NECS Mandate Form to the Company/Registrar & Share Transfer Agent/DP with complete details need not send it again.
12. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
13. Consequent upon the introduction of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules 2014, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agents, M/s. Link Intime India Private Ltd.
14. The Equity Shares and OCPS of the Company are listed on BSE Limited. The listing fee has been paid up to date.
15. Members who have not registered their e-mail addresses so far are required to register their e-mail address for receiving all communications including Annual Report, notices etc. from the Company electronically.
16. Information for equity shareholders relating to E-voting are as under:
- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - (i) The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - (ii) The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
  - (iii) The Board of Directors of the Company has appointed Mr. Shreyans Jain, Practicing Company Secretary, Mumbai as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
17. The instructions for equity shareholders relating to E-voting are as follows:
- (i) The voting period begins on Monday, 11th July, 2016 at 9.00 AM and ends on Wednesday, 13th July, 2016 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th July 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



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

|                       |  |
|-----------------------|--|
|                       | For Members holding shares in Demat Form and Physical Form   |
| PAN                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>                        |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.<br><ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul> |

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

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

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

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

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

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

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

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

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

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

(xviii) Note for Non - Individual Shareholders and Custodians

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

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

#### **EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No.4**

In the 29th Annual General Meeting (AGM) of the Company held on August 19, 2014, M/s. B.D. Jokhakar & Co., Chartered Accountants (Registration No.104345W) have been appointed as the Statutory Auditors of the Company for a period up to the conclusion of 32nd AGM.

In terms of the provisions of the Companies Act, 2013, it is necessary to get the appointment ratified by the shareholders in every Annual General Meeting until the expiry of the period of original appointment.

In view of the above, the Board of Directors recommends your ratification of the appointment of M/s. B.D. Jokhakar & Co., Chartered Accountants (Registration No.104345W) as the Statutory Auditors as mentioned at Item No. 4 of the Notice.

##### **Item no. 5**

The Shareholders had at the 28th Annual General Meeting held on 12th August 2013 approved the appointment of Mr. Aditya A. Kapoor as Managing Director of the Company for a period of three years from 1st April 2013 to 31st March 2016, and also remuneration payable to him.

In recognition of the significant contribution made by the Managing Director, your Board of Directors at its meeting held on 9th February 2016, after taking into account the recommendations of the Remuneration Committee, considered and approved the re-appointment of Mr. Aditya A. Kapoor (DIN : 00003019) as a Managing Director, subject to the approval of the Members for a period of three years effective 1st April 2016, on the terms and conditions as mentioned herebelow -

##### **Terms & Conditions of Appointment :**

- A. Basic Salary : Rs 200,000/- per month, upto a maximum of Rs. 250,000/- per month. The annual increments will be effective 1st April each year.
- B. Benefits, Perquisites, Allowances :

In addition to the basic salary referred to in (A) above, the Managing Director shall be entitled to:

- 1) House rent allowance @ 50% of Basic Salary.
- 2) Special allowance @ 10% of Basic Salary.
- 3) Reimbursement of the medical expenses for self and dependent family members, as per the rules of the Company.
- 4) Leave Travel Assistance (LTA) for self and family once in a year, as per the rules of the Company.
- 5) Mediclaim and Personal Accident Insurance for self and family, as per the rules of the Company.
- 6) Provision of a car with chauffeur used for personal and company's business.
- 7) Reimbursement of expenses for utilization of gas, electricity, water, furnishings and repair.
- 8) Annual fees of club as per the rules of the Company, subject to maximum of two clubs.
- 10) Telecommunication facilities at residence for official use will not be considered as a perquisite.
- 11) Contribution to the provident fund and pension/superannuation fund, as per the rules of the Company.
- 12) Gratuity as per the rules of the Company.
- 13) Other benefits :
  - (a) Leave on full pay and allowances as per rules of the Company. Leave unavailed, can be encashed at the end of the tenure.
  - (b) Such other allowances, benefits, amenities and facilities as may be provided by the Company to other senior executives from time to time.

Perquisites shall be valued as per the Income-Tax Rules, 1962, or any re-enactment thereof, wherever applicable. In the absence of any such rules, the perquisites shall be valued at actual costs.

Commission: Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable under A. & B. above, calculated with reference to the net profits of the

Company in a particular financial year, subject to the overall ceilings stipulated in Sections 197 and 199 and Schedule V of the Act. The specific amount payable to the Managing Director by way of commission will be payable annually.

The remuneration payable to Mr. Aditya Arvind Kapoor is subject to overall ceiling as per the applicable provisions of Sec 197, 198 read with Schedule V of the Companies Act, 2013 as amended from time to time, with liberty to the Board of Directors to alter or vary the terms and conditions of the remuneration as may be prescribed for minimum remuneration in case of inadequacy of profits as may be made applicable at that time, and as is acceptable to Mr. Aditya Arvind Kapoor, and subject to the approval of the Central Government, if any required.

- C. Notice Period: 3 months on either side or gross salary in lieu thereof.
- D. So long as Mr. Aditya Arvind Kapoor functions as the Managing Director of the company he shall not be subject to retirement by rotation, and shall not be paid any fees for attending the meetings of the Board of Directors of the company or any committee(s) thereof.

In view of the above, the Board of Directors recommends the resolution for the appointment of Mr. Aditya Arvind Kapoor as Managing Director of the Company for a period of 3 (Three) years, i.e. from April 1, 2016 to March 31, 2019 on the terms, conditions including remuneration and prerequisites set out herein above.

Except Mr. Aditya Arvind Kapoor, being an appointee, and Mr. Arvind M. Kapoor, Director, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at item no. 5. This Explanatory Statement may also be regarded as a disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

#### Item No.6

The Board of Directors in the meeting held on August 1, 2015 appointed Mr. Hemant D. Vakil (DIN : 00780431) as an Additional Director of the Company in the category of non-executive independent director.

Mr. Vakil is a fellow member of Institute of Chartered Accountants of India (ICAI), Institute of Company Secretaries of India (ICSI), and has 39 years of experience in the field of Corporate Laws, Taxation, Accounts and Auditing.

Mr. Vakil is Managing Director of Vision Consultancy Private Limited. Other than this, he does not hold any directorship and membership of any committees of the Board of Director of any other company, except Rishiroop Limited.

Mr. Vakil holds 60 equity shares on a beneficial basis in the Company.

As per section 161(1) of the Companies Act, 2013, Mr. Vakil holds office up to the date of this Annual General Meeting of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Vakil is proposed to be appointed as an Independent Director for a term of five consecutive years up to the conclusion of 36th Annual General Meeting of the Company in the calendar year 2021. A notice has been received from a member proposing Mr. Vakil as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Vakil fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Vakil as an independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue to avail the services of Mr. Vakil as an independent director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vakil as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Vakil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6. This Explanatory Statement may also be regarded as a disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

#### Item No.7

The Board of Directors in the meeting held on September 8, 2015 appointed Mr. Atul R. Shah (DIN : 00004528) as an Additional Director of the Company in the category of non-executive director.

Mr. Shah is a fellow member of Institute of Chartered Accountants of India (ICAI), and has 37 years of experience

in the field of Corporate Laws, Taxation, Accounts and Auditing.

Mr. Shah is Director of RishiChem Distributors Private Limited. Other than this, he does not hold any directorship and membership of any committees of the Board of Director of any other company, except Rishirop Limited.

Mr. Shah holds 100 equity shares, and 600 Optionally Convertible Preference Shares (OCPS) on a beneficial basis in the Company.

As per section 161(1) of the Companies Act, 2013, Mr. Shah holds office up to the date of this Annual General Meeting of the Company. In terms of Section 149, 152 and other applicable provisions of the Companies Act, 2013, Mr. Shah is proposed to be appointed as non-executive director of the Company liable to retire by rotation. A notice has been received from a member proposing Mr. Shah as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Shah fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his appointment as Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue to avail the services of Mr. Shah as non-executive director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shah as non-executive director liable to retire by rotation, for the approval by the shareholders of the Company.

Except Mr. Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 7. This Explanatory Statement may also be regarded as a disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

#### **Item No. 8**

In order to make optimum use of funds available with the Company, the Board of Directors of the Company proposes to make use of the available funds, by making investment in other bodies corporate or mutual funds/ bonds/government securities etc., as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and Rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account, or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 60 Crore (Indian Rupees Sixty Crore Only) outstanding at any time, notwithstanding that such investments are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore recommend the Special Resolution, as an enabling resolution, authorizing the board of directors of the Company to make investments, within the limits as mentioned in the proposed resolution, for the approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 27.05.2016

**Registered Office:**  
W-75(A) & W-76(A)  
MIDC Industrial Area  
Satpur, Nasik - 422007

Arvind Mahendra Kapoor

Chairman

DIN : 00002704

## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting their Thirty-First Annual Report, together with the Audited Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2016.

**FINANCIAL RESULT:** The summarized financial results of the company for the year ended 31<sup>st</sup> March, 2016 are presented below:

| Particulars   | *2015-2016     | 2014-2015      |
|---|----------------|----------------|
| Sales and other income  | 4120.68        | 2931.68        |
| <b>Profit before Depreciation, Finance Cost and Tax</b>                           | <b>388.18</b>  | <b>228.75</b>  |
| Less: Depreciation  | 60.84          | 43.40          |
| Finance Cost  | 17.48          | 8.36           |
| <b>Profit before Tax</b>  | <b>309.86</b>  | <b>176.99</b>  |
| Less: Provision for Tax (Including Income Tax, Prior period tax and Deferred Tax) | 63.55          | 38.58          |
| <b>Profit after Tax</b>   | <b>246.31</b>  | <b>138.41</b>  |
| Add: Balance Brought forward from the previous year                               | 1388.76        | 1173.39        |
| <b>Profit available for Appropriation</b>   | <b>1635.07</b> | <b>1311.80</b> |
| <b>Appropriation</b>  |                |                |
| Adjustment relating to Fixed Assets   | -              | 25.67          |
| Transfer to General Reserve   | 10.00          | 10.00          |
| Proposed Equity Dividend 8% (Last Year 8 %)                                       | 57.11          | 41.73          |
| Proposed OCPS Dividend @ 1%   | 5.18           |                |
| Dividend Distribution Tax   | 12.68          | 8.54           |
| Balance carried forward to Balance Sheet  | 1550.10        | 1225.86        |

\* Note: Consequent to giving effect to the scheme of amalgamation the figures for year ended 31<sup>st</sup> March, 2016 are not comparable with that of corresponding year ended 31<sup>st</sup> March, 2015.

### REVIEW OF OPERATIONS

Since the operations of Rishirop Rubber (International) Limited and Rishirop Ltd (erstwhile Puneet Resins Limited) are amalgamated, sales registered a growth of 35 % compared to previous year figures which are on standalone basis. Your Company's turnover was Rs. 3835.77 Lacs in the year under review as compared to Rs 2846.98 Lacs in the previous year.

The Profit before tax (PBT) for the period under review has increased from Rs.176.99 lacs in the previous year to Rs.309.86 lacs in current year.

During the year under review, the prevailing economic conditions in the industry have not improved significantly, and there was a reduction in prices of almost all trading items due to decline in crude oil and petrochemical prices.

During the current year the performance will continue to be affected by the volatility of prices of Synthetic Rubbers. However, we expect demand to pick up during the current year.

### STATUS OF AMALGAMATION OF RISHIROOP RUBBER (INTERNATIONAL) LTD. WITH THE COMPANY

As per the terms of the Scheme of Amalgamation ("Scheme") with Rishirop Rubber (International) Limited sanctioned by the Hon'ble High Court of Gujarat, on 23<sup>rd</sup> June, 2015, and the Hon'ble High Court of Bombay on 8<sup>th</sup> May, 2015, 71,03,935 Optionally Convertible Preference shares (OCPS) were allotted on 8<sup>th</sup> September, 2015 to the erstwhile shareholders of Rishirop Rubber (International) Limited.

These securities were listed and admitted to dealings on BSE Limited with effect from 29<sup>th</sup> February, 2016. These OCPS holders, as per terms of the Scheme, have an option to convert their OCPS to Equity Share during the period of one year from date of receipt of trading approval from BSE Limited i.e. upto 23<sup>rd</sup> February, 2017.



### CHANGE IN NAME OF THE COMPANY

Pursuant to the amalgamation of Rishiroop Rubber (International) Limited with the Company, the name of the Company was changed from Puneet Resins Limited to Rishiroop Limited, and the Registrar of Companies, Mumbai issued a revised Certificate of Incorporation dated 11<sup>th</sup> August, 2015.

### EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

Since the date of Balance Sheet, the Company has allotted 19,22,996 equity shares to OCPS holders who have exercised their option to convert their OCPS to equity shares, and as such the equity share capital of the Company stands increased to 71,38,796 equity shares of Rs. 10/- each, aggregating to Rs. 7,13,87,960/-.

### DIVIDEND

The Board of Directors of the Company recommend, for consideration of shareholders at the 31<sup>st</sup> Annual General Meeting, payment of dividend of 8 % (Re 0.80/- per share) on the equity shares of the face value of Rs. 10/- each for the year ended 31<sup>st</sup> March 2016. The dividend paid during the previous year was 8% (Rs 0.80/- per share).

The Board of Directors also recommends for consideration and confirmation of shareholders, the payment of dividend of 1 % (Re 0.10/- per Share) on the OCPS of the face value of Rs. 10/- each for the year ended 31<sup>st</sup> March 2016, as per terms of the Scheme of Amalgamation.

### DIRECTORS

The Board of Directors, vide their resolution dated 1<sup>st</sup> August, 2015, appointed Mr. Hemant D. Vakil as an additional director in the category of Non executive Independent Director of the Company. Mr. Vakil holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment. Your directors recommend his appointment as a regular Independent Director for a term of five consecutive years. Details of the proposal for appointment of Mr. Vakil is mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of the 31<sup>st</sup> Annual General Meeting.

The Board of Directors vide their resolution dated 8<sup>th</sup> September, 2015 appointed Mr. Atul Shah as an additional director in the category of Non executive Director of the Company. Mr. Shah holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment. Your directors recommend his appointment as a regular Non executive Director liable to retire by rotation. Details of the proposal for appointment of Mr. Shah is mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of the 31<sup>st</sup> Annual General Meeting.

The Board of Directors vide resolution dated 9<sup>th</sup> February, 2016, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Aditya A. Kapoor as the Managing Director for a further term of three (3) years w.e.f. 1<sup>st</sup> April, 2016, subject to the ratification of the appointment by the shareholders. Your Directors recommend Mr. Aditya Kapoor's appointment in the forthcoming Annual General Meeting. Details of the proposal for appointment of Mr. Aditya Kapoor is mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of the 31<sup>st</sup> Annual General Meeting.

In terms of the Articles of Association of the Company, Mr. Arvind Mahendra Kapoor, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting of the company and being eligible, offers himself for reappointment. The brief resume of the Mr. Kapoor has been detailed in the Corporate Governance Report. The directors recommend his reappointment as director of the Company.

All the appointments of Directors of the Company are in compliance with the provisions of Section 164 of the Companies Act, 2013.

All independent directors have given the declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 16(b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The relevant details of the above Directors are given in the Corporate Governance Report attached herewith.

### CHANGES IN KEY MANAGERIAL PERSONNEL

Mr. Agnelo A. Fernandes was appointed as Company Secretary of the Company w.e.f. 17<sup>th</sup> August, 2015 in place of Mr. Nilesh Jain who was relieved with effect from 14<sup>th</sup> August, 2015.

### ANNUAL EVALUATION OF THE BOARD

The Board evaluated the effectiveness of its functioning by seeking the Director's inputs on various aspects of Board/Committee Governance.

The aspects covered in the evaluation included the Chairperson's assessment, self- assessment / peer review by Directors', Managing Director's assessment, evaluation of the Board/Board Committees and non-executive director and independent director evaluation as per the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors during their separate meeting held on 9<sup>th</sup> February 2016, reviewed the performance of Board, Chairman of the Board and of Non- Executive Directors. Thereafter, the Board considered and discussed the inputs received from the Directors in the meeting also held on 9<sup>th</sup> February 2016.

The manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors is summarized below:

1. Nomination and Remuneration Committee of the Board had prepared and sent through its Chairman draft parameterized feedback forms for evaluation of the Board, Independent Directors and Chairman.
2. Independent Directors at a meeting without anyone from the non-independent directors and management, considered/evaluated the Board's performance, performance of the Chairman and other non-independent Directors.
3. The Board subsequently evaluated performance of the Board, the Committees and Independent Directors (without participation of the relevant director).

#### **NO. OF MEETINGS OF THE BOARD**

The details of the number of meetings of the board held during the FY 2015-16 forms part of the Corporate Governance Report.

#### **AUDIT COMMITTEE**

The details on the Audit Committee and its meetings during the financial year 2015-16 forms part of the Corporate Governance Report.

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

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

#### **FIXED DEPOSITS**

We have not accepted any fixed deposit and as such no amount of principal or interest was outstanding as on the balance sheet date.

#### **DIRECTORS' RESPONSIBILITY STATEMENT U/S 134(5) OF THE COMPANIES ACT, 2013**

Pursuant to the provisions of Section 134(5) of Companies Act, 2013, as amended, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- 1) In the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2016, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- 2) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the profit and loss of the Company for the year ended 31<sup>st</sup> March, 2016;
- 3) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The Directors have prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2016 on a going concern basis.
- 5) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- 6) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DEPOSITS**

During the year the Company has not accepted deposits from the Shareholders and others and that the Company has complied with the provisions of section 73 of the Companies Act, 2013 and the rules made thereunder.

**STATUTORY AUDITORS**

M/s. B. D. Jokhakar & Co., Chartered Accountants (Registration No.104345W), were appointed as Statutory Auditors at the 29<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting of the company (subject to ratification of the appointment by the members at every AGM held after this AGM).

The Company has received confirmation from M/s B.D. Jokhakar & Co. to the effect that they fulfill the eligibility criteria prescribed under Section 139 and 141 of the Companies Act, 2013. Your Board recommends ratification of their appointment as the Statutory Auditors at the ensuing Annual General Meeting.

The observations and comments given in the Auditors Report read together with the notes to the accounts are self explanatory and hence do not call for any further information and explanation under section 134(3) of the Companies Act, 2013.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by Company are given in the notes to the financial statements.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the period under review, the Company did not enter into material transactions with related parties. None of the transactions with any related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transactions with related parties set out in notes to the financial Statements forming part of the Annual Report. All related party transactions are negotiated on an arms-length basis and are intended to further the Company's interest.

**POLICY ON RELATED PARTY TRANSACTIONS OF THE COMPANY**

The Company has a policy on Related Party Transaction and the same has been displayed on the Company's website: <http://www.rishiroop.in/investors/corporate-governance/policies/>

**RISK MANAGEMENT**

The Company is exposed to inherent uncertainties owing to the sectors in which it operates. The Company's Risk Management processes focusses on ensuring that these risks are identified on a timely basis and addressed.

The Company has a policy on Risk Management and has been displayed on the Company's website: <http://www.rishiroop.in/investors/corporate-governance/policies/>

**CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Board has constituted the CSR Committee under the Chairmanship of Mr. Arvind Mahendra Kapoor. The other members of the Committee are Mr. Aditya Arvind Kapoor and Mr. Nakul Kumar. A detailed CSR policy has also been framed which is placed on the company's website: <http://www.rishiroop.in/investors/corporate-governance/policies/>

Other details of the CSR activities as required under Section 135 of the Companies Act, 2013 are given in the CSR Report in Annexure B.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

The Board shall have minimum 3 and maximum 12 directors, unless otherwise approved. No person of age less than 21 years shall be appointed as a director on the Board. The Company shall have such persons on the Board who complies with the requirements of the Companies Act, 2013, Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memorandum of Association and Articles of Association of the Company and all other statutory provisions and guidelines as may be applicable from time to time. Composition of the Board shall be in compliance with the requirements of Companies Act/SEBI Regulations. Except for the Managing Director, no other directors are paid remuneration, but are paid only sitting fees. The Managing Director is paid remuneration as approved by the Shareholders but is not paid any sitting fees. Managing Director, Company Secretary and Chief



Financial Officer shall be the Key Managerial Personnel (KMPs) of the Company. All persons who are Directors / KMPs, members of Senior Management and all other employees shall abide by the Code of Conduct. Directors/ KMPs shall not acquire any disqualification and shall be persons of sound integrity and honesty, apart from knowledge, experience, etc. in their respective fields.

### PARTICULARS OF EMPLOYEES

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014, the relevant details are given below:

|  |  |
|--|--|
| a) The ratio of the remuneration of Managing director to the median employee's remuneration for the financial year                 | 21.65  |
| b) The percentage increase in remuneration of Managing Director, Chief Financial Officer, Company Secretary in the financial year: | MD - 23.46%*<br>CFO - 17.21%<br>CS - (9.33)%   |
| c) The percentage increase in the median remuneration of employees in the financial year   | 15.11 %  |
| d) The number of permanent employees on the rolls of company   | 38   |
| e) The explanation on the relationship between average increase in remuneration and company performance                            | The Company's PAT has increased from Rs 138.41 Lacs to Rs.246.31 Lacs, increase of 78% against which the average increase in remuneration is 8.71%; comparison of one against the other is not feasible. |

\*Remuneration of Managing Director revised after two years.

- f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:  
Remuneration of KMP as % of PAT for 2015-16 is 25.52%. The Company's PAT increased by 78% during the year
- g) Variations in the market capitalization 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:

| Date  | Issued Capital (Shares) | Closing Market Price per Share | EPS    | PE Ratio | Market Capitalization (Rs.) |
|---|-------------------------|--------------------------------|--------|----------|-----------------------------|
| 31.03.2015  | 52,15,800               | 27.95                          | 2.65   | 10.55    | 14,57,81,610                |
| 31.03.2016  | 52,15,800               | 29.25                          | 4.60   | 6.36     | 15,25,62,150                |
| Increase/(Decrease)   | nil                     | 1.30                           | 1.95   | (4.19)   | 67,80,540                   |
| % of Increase/ (Decrease)   | nil                     | 4.65%                          | 73.58% | (39.71%) | 4.65%                       |
| Issue Price of the share at the last Public Offer (IPO)                     | N.A.                    | Rs.10/-                        | N.A.   | N.A.     | N.A.                        |
| Increase in market price as on 31.03.2016 as compared to issue price of IPO | N.A.                    | Rs. 19.25                      | N.A.   | N.A.     | N.A.                        |
| Increase in %   | N.A.                    | 193%                           | N.A.   | N.A.     | N.A.                        |

|   |   |
|---|---|
| h) 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 any exceptional circumstances for increase in the managerial Remuneration: | Average increase in remuneration of all employees excluding KMP - 8.25 %<br>Average increase in the remuneration of KMP's - 10.45%<br>Justification: KMP salary increases are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks. |
|---|---|

|  |   |
|--|---|
| i) Comparison of the remuneration of each key managerial personnel against the performance of the company  | Each KMP is granted salary based on his qualification, experience, nature of job, industry benchmark, earlier salary and many other factors, comparison of one against the other is not feasible. |
| j) The key parameters for any variable component of remuneration availed by the directors:   | Except for the Managing Director Mr. Aditya Arvind Kapoor no directors have been paid any remuneration as only Sitting Fees are paid to them  |
| k) 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  |
| l) If remuneration is as per the remuneration policy of the company  | Yes   |

**Disclosure as per Sec 197(12) of Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**Employee in receipt of remuneration of not less than Rs. 5 Lacs per month for part of the year.**

Name : Mr. Arvind Kapoor

Designation : Managing Director of Rishiroop Rubber (International) Limited for the period from 1st April 2015 upto the effective date of amalgamation i.e. 31st July 2015.

Qualification : M.S. Polymer Engg., USA, and B.Tech (IIT-Mumbai)

Age : 62 years

Date of Appointment : 05/11/1990

Remuneration Received :Rs. 50,38,180/- (including amounts paid as Gratuity and Leave Encashment)

Experience and particulars of last employment : 36 years of Industrial and Managerial experience, promoter/director of Rishiroop Polymers Private Limited.

Percentage of equity shares held: 106120 shares (2.03 %)

Whether related to director or manager of the Company and if so, name of such director or manager : Yes, Father of Managing Director Mr. Aditya Kapoor.

**ESTABLISHMENT OF VIGIL MECHANISM**

The Company has in place a vigil mechanism pursuant to which a Whistle Blower Policy has been in force. The policy was approved on 13<sup>th</sup> February, 2015. This Policy inter alia provides a direct access to a Whistle Blower to the Chairman of Audit Committee on his dedicated email-ID [auditcommittee@rishiroop.in](mailto:auditcommittee@rishiroop.in). The Whistle Blower Policy covering all employees and directors is hosted on the Company's website at URL-<http://www.rishiroop.in/investors/corporate-governance/policies/>

**DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

Your Company has an adequate system of internal control commensurate with the size and the nature of its business, which ensures that transactions are recorded, authorized and reported correctly apart from safeguarding its assets against loss from wastage, unauthorized use, and removal.

The internal control system is supplemented by documented policies, guidelines, and procedures. The Company's internal auditors continuously monitor the effectiveness of the internal controls with a view to provide to the Audit Committee and the Board of Directors an independent, objective and reasonable assurance of the adequacy of the organization's internal controls and risk management procedures. The Internal Auditor submits detailed reports on quarterly basis to the Audit Committee and management. The Audit Committee reviews these reports with the executive management with a view to provide oversight of the internal control system.

During the year under review, in compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Board approved several policies on important matters such as Nomination and Remuneration of directors and KMP, materiality of events/information, preservation of documents/archival policy etc., which would provide robust guidance to the management in dealing with such matters to support internal control. The Company reviews its policies, guidelines, and procedures of internal control on an ongoing basis in view of the ever changing business environment.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment Prevention Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed off during the year:

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

### **EXTRACT OF THE ANNUAL RETURN**

An extract of the Annual Return i.e. Form No. MGT-9, as of 31st March, 2016, pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013, forming part of the report is attached separately.

### **THE DETAILS OF FAMILIARISATION PROGRAMME ARRANGED FOR INDEPENDENT DIRECTORS HAVE BEEN DISCLOSED ON WEBSITE OF THE COMPANY AND ARE AVAILABLE AT THE FOLLOWING LINK:**

The Familiarization Programme for Independent Directors is hosted on the Company's website at <http://www.rishiroop.in/investors/corporate-governance/policies/>

### **SECRETARIAL AUDIT REPORT**

Pursuant to the requirements of the Companies Act, 2013, the Company has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretaries (COP 4119) as the Secretarial Auditor for FY 2015-2016 whose report of 17<sup>th</sup> May 2016 is attached separately to this report.

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

As required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies Companies (Accounts) Rules, 2014, the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in Annexure 'A' hereto and forms part of this report.

### **CORPORATE GOVERNANCE REPORT**

A report on the Corporate Governance along with the Certificate from the Statutory Auditors is separately given in the Annual Report.

### **ACKNOWLEDGEMENTS**

The Board of Directors express their appreciation for the sincere co-operation and assistance of Government Authorities, Bankers, Customers, Suppliers, Business Associates and the efforts put in by all the employees of the Company. The Board of Directors expresses their gratitude to all our valued shareholders for their confidence and continued support to the Company.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 27.05.2016

Arvind Mahendra Kapoor  
Chairman  
DIN : 00002704

Registered Office:  
W-75(A) & W-76(A)  
MIDC Industrial Area  
Satpur, Nasik - 422007

## ANNEXURE 'A' TO THE DIRECTORS' REPORT

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 forming part of Directors' Report for the year ended 31<sup>st</sup> March, 2016.

### A. CONSERVATION OF ENERGY

- (i) Steps taken or impact on conservation of energy

The use of energy is being optimized through improved operational methods. Continuous efforts are being made to optimize and conserve energy by improvement in production process.

- (ii) The steps taken by the company for utilizing alternate sources of energy

Nil

- (iii) The capital investment on energy conservation investments

Nil

### B. TECHNOLOGY ABSORPTION

- (i) The efforts made towards technology absorption

The Company has developed in house technologies for the manufacture of its products and has implemented modernization project to improve production efficiency

- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution

**The Company has improved the quality of final product on par with the international standards.**

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

- (a) Details of technology imported

- (b) The year of import

- (c) Whether the technology been fully absorbed

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

There was no import of technology during the year.

- (iv) The expenditure incurred on R & D

**No system of separate maintenance of accounts has been developed yet. The expenditure is merged with various other heads of expenses.**

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of foreign exchange earnings and outgo during the year under review has been summarized below:

|    |   | (Rs. In Lacs) |           |
|----|---|---------------|-----------|
|    |   | 2015-2016     | 2014-2015 |
| 1. | <b>FOREIGN EXCHANGE EARNINGS</b>          |               |           |
|    | Foreign Exchange Earnings during the year | 737.03        | 701.74    |
| 2. | <b>FOREIGN EXCHANGE OUTGO</b>             |               |           |
|    | Value of Imports calculated on CIF basis  |               |           |
|    | Raw Material                              | 650.77        | 690.89    |
|    | Trading Goods                             | 2001.71       | 875.27    |
|    | Sales Commission                          | 1.03          | Nil       |

## ANNEXURE B - ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

CSR activities at Rishiroop Limited for the last financial year were carried out through M/s Vidya Devi Kanta Kapoor Trust which is a registered trust under the Public Trust Act which was utilized for contributing to the Prime Ministers National Relief Fund (PMNRF) and by amount directly contributed to the PMNRF.

The company has framed a CSR policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the company's website and the web link for the same is <http://www.rishiroop.in/investors/corporate-governance/policies/>

2. Composition of the CSR Committee:

Mr. Arvind Mahendra Kapoor (Non Executive promoter Director)

Mr. Aditya Arvind Kapoor (MD)

Mr. Nakul Kumar (Independent Director)

3. Average net profit of the company for last three financial years

Average net profit : Rs. 3,07,63,515/-

4. Prescribed CSR Expenditure :

The company is not required to spend any amount towards CSR for the financial year 2015-16, keeping in view Rule 3(2) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 whereby a Company which is not covered under the criteria specified under Section 135(1) of the Companies Act, 2013, shall not be required to comply with CSR provisions. Your Company does not meet the criteria specified under the said Section 135(1) for financial years 2012-15, and, hence, is not required to make CSR contribution for the financial year 2015-16.

5. Details of CSR spend for the financial year

- a. Total amount spent for the financial year :

Rs. 1.10 Lacs was contributed in the current year to Prime Ministers National Relief Fund for financial year 2014-15. Rs.9.00 Lacs had been contributed in the previous financial year to the Vidya Devi Kanta Kapoor Trust, which was utilized by contributing to the Prime Ministers National Relief Fund (PMNRF).

- b. Amount unspent, if any: Nil

- c. Manner in which the amount spent during the financial year is detailed below: Not Applicable

S/d  
Aditya Kapoor  
Managing Director

S/d  
Arvind Mahendra Kapoor  
Chairman CSR Committee

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

## I. REGISTRATION &amp; OTHER DETAILS:

|  |  |
|--|--|
| CIN  | L25200MH1984PLC034093  |
| Registration Date  | 24.09.1984   |
| Name of the Company  | Rishiroop Limited (erstwhile Puneet Resins Limited)  |
| Category/Sub-category of the Company                                       | Company having Share Capital   |
| Address of the Registered office & contact details                         | W-75(A) & W-76(A), MIDC Industrial Area, Satpur, Nashik - 422007<br>Ph : 0253 - 2350042  |
| Whether listed company   | Yes  |
| Name, Address & contact details of the Registrar & Transfer Agent, if any. | Link Intime India Pvt Ltd<br>C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W),<br>Mumbai - 4000 78<br>Ph - 022- 2596 38 38 |

## 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)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1      | NBR PVC blend                                    | 22199                           | 29.57%                             |
| 2      | PVC-NBR blend                                    | 22209                           | 4.82%                              |
| 3      | Synthetic Rubber                                 | 46694                           | 59.02%                             |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and Address of the Company    | CIN/GLN               | Holding, Subsidiary and Associate Companies | % of shares held | Applicable Section |
|---------|------------------------------------|-----------------------|---|------------------|--------------------|
| 1       | Rishiroop Holding Private Limited  | U67120MH1984PTC032928 | Associate                                   | 21.55            | 2(6)               |
| 2       | Rishiroop Polymers Private Limited | U24100MH1989PTC054651 | Associate                                   | 21.21            | 2(6)               |

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

## i) Category-wise Share Holding

| Category of Shareholders                  | No. of Shares held at the beginning of the year [As on 31-March-2015] |          |                |                   | No. of Shares held at the end of the year [As on 31-March-2016] |          |                |                   | % Change during the year |
|---|---|----------|----------------|-------------------|---|----------|----------------|-------------------|--------------------------|
|   | Demat   | Physical | Total          | % of Total Shares | Demat   | Physical | Total          | % of Total Shares |                          |
| <b>A. Promoters</b>                       |   |          |                |                   |   |          |                |                   |                          |
| <b>(1) Indian</b>                         |   |          |                |                   |   |          |                |                   |                          |
| a) Individual/ HUF                        | 482720  | -        | 482720         | 9.26              | 482720  | -        | 482720         | 9.26              | 0.00                     |
| b) Central Govt                           | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| c) State Govt(s)                          | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| d) Bodies Corporate                       | 2599601   | -        | 2599601        | 49.84             | 2599601   | -        | 2599601        | 49.84             | 0.00                     |
| e) Banks / FI                             | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| f) Any other                              | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| <b>Total shareholding of Promoter (A)</b> | <b>3082321</b>  |          | <b>3082321</b> | <b>59.10</b>      | <b>3082321</b>  |          | <b>3082321</b> | <b>59.10</b>      | <b>0.00</b>              |
| <b>(2) Foreign</b>                        |   |          |                |                   |   |          |                |                   |                          |
| <b>B. Public Shareholding</b>             |   |          |                |                   |   |          |                |                   |                          |

|  |                |               |                |               |                |               |                |               |             |  |
|--|----------------|---------------|----------------|---------------|----------------|---------------|----------------|---------------|-------------|--|
| 1. Institutions  |                |               |                |               |                |               |                |               |             |  |
| a) Mutual Funds  | 0              | 11700         | 11700          | 0.22          | -              | 11700         | 11700          | 0.22          | 0.00        |  |
| b) Banks / FI  | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| c) Central Govt  | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| d) State Govt(s)   | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| e) Venture Capital Funds   | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| f) Insurance Companies   | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| g) FIs   | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| h) Foreign Venture Capital Funds   | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| i) Others (specify)  | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| <b>Sub-total (B)(1):-</b>  |                | <b>11700</b>  | <b>11700</b>   | <b>0.22</b>   | <b>-</b>       | <b>11700</b>  | <b>11700</b>   | <b>0.22</b>   | <b>0.00</b> |  |
| 2. Non-Institutions  |                |               |                |               |                |               |                |               |             |  |
| a) Bodies Corporate  | 110409         | 68700         | 179109         | 3.43          | 74791          | 68700         | 143491         | 2.75          | -0.68       |  |
| i) Indian  | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| ii) Overseas   | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| b) Individuals   |                |               |                |               |                |               |                |               |             |  |
| i) Individual shareholders holding nominal share capital up to Rs. 2 lakh        | 1248601        | 492435        | 1741036        | 33.38         | 1215156        | 461435        | 1676591        | 32.14         | -1.24       |  |
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 128360         | 0             | 128360         | 2.46          | 155411         | 0             | 155411         | 2.98          | 0.52        |  |
| c) Others (specify)  |                |               |                |               |                |               |                |               |             |  |
| Directors  | -              | -             | -              | -             | 100            | -             | 100            | 0.00          | 0.00        |  |
| Non Resident Indians   | 37944          |               | 37944          | 0.73          | 37348          | -             | 37348          | 0.72          | -0.01       |  |
| Overseas Corporate Bodies  | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| Foreign Nationals  | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| Clearing Members   | 35330          |               | 35330          | 0.68          | 44614          | -             | 44614          | 0.86          | 0.18        |  |
| Trusts   | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| Foreign Bodies - D R HUF   | -              | -             | -              | -             | 64224          | -             | 64224          | 1.23          | 1.23        |  |
| <b>Sub-total (B)(2):-</b>  | <b>1560644</b> | <b>561135</b> | <b>2121779</b> | <b>40.68</b>  | <b>1591644</b> | <b>530135</b> | <b>2121779</b> | <b>40.68</b>  | <b>0.00</b> |  |
| <b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>                              | <b>1560644</b> | <b>572835</b> | <b>2133479</b> | <b>40.90</b>  | <b>1591644</b> | <b>541835</b> | <b>2133479</b> | <b>40.90</b>  | <b>0.00</b> |  |
| C. Shares held by Custodian for GDRs & ADRs                                      | -              | -             | -              | -             | -              | -             | -              | -             | -           |  |
| <b>Grand Total (A+B+C)</b>   | <b>4642965</b> | <b>572835</b> | <b>5215800</b> | <b>100.00</b> | <b>4673965</b> | <b>541835</b> | <b>5215800</b> | <b>100.00</b> | <b>0.00</b> |  |



## ii) Shareholding of Promoters-

| SN | Shareholder's Name                                  | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % change in shareholding during the year |
|----|---|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
|    |   | No. of Shares                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |  |
| 1  | Rishiroop Holding Pvt Ltd                           | 1123957                                   | 21.55                            | -  | 1123957                             | 21.55                            | -  | 0  |
| 2  | Rishiroop Polymers Pvt Ltd                          | 1106144                                   | 21.21                            | -  | 1106144                             | 21.21                            | -  | 0  |
| 3  | R i s h i r o o p Investments & Trading Co. Pvt Ltd | 305700                                    | 5.86                             | -  | 305700                              | 5.86                             | -  | 0  |
| 4  | Richa Lalit Chadha                                  | 88100                                     | 1.69                             | -  | 88100                               | 1.69                             | -  | 0  |
| 5  | Gouri Arvind Kapoor                                 | 87000                                     | 1.67                             | -  | 87000                               | 1.67                             | -  | 0  |
| 6  | Arvind M. Kapoor*                                   | 83020                                     | 1.59                             | -  | 106120                              | 2.03                             | -  | 0.44                                     |
| 7  | Aditya A. Kapoor                                    | 82100                                     | 1.57                             | -  | 82100                               | 1.57                             | -  | 0  |
| 8  | Shradha V. Khanna                                   | 68000                                     | 1.30                             | -  | 68000                               | 1.30                             | -  | 0  |
| 9  | Devi Organics Pvt Ltd                               | 63800                                     | 1.22                             | -  | 63800                               | 1.22                             | -  | 0  |
| 10 | Lalitkumar Ratanchand Chadha                        | 51400                                     | 0.99                             | -  | 51400                               | 0.99                             | -  | 0  |
| 11 | Mahendra Kumar Kapoor*                              | 23100                                     | 0.44                             | -  | -                                   | -                                | -  | -0.44                                    |
|    | <b>Total</b>  | <b>3082321</b>                            | <b>59.10</b>                     | <b>-</b>   | <b>3082321</b>                      | <b>59.10</b>                     | <b>-</b>   | <b>0</b>                                 |

\*23,100 shares transmitted to Mr. Arvind M. Kapoor.

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

| SN | 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 |
| 1  | Arvind M. Kapoor | 83020                                     | 1.59                             | 106120                                  | 2.03                             |

Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):

| Sr | Name of the Promoter | No. of Shares | Particulars                                    | Date of Acquisition |
|----|----------------------|---------------|--|---------------------|
| 1  | Arvind M. Kapoor     | 23,100        | Transmission of shares from Mahendra K. Kapoor | 31.03.2016          |

Besides the above, there is no change in shareholding of other promoters between 01/04/2015 to 31/03/2016.

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

| SN | For Each of the Top 10 Shareholders | 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 |
| 1  | Parekh Hetal Jaswantrai             | 60000                                     | 1.1504                           | 60000                                   | 1.1504                           |
| 2  | S. Sathya                           | 43360                                     | 0.8313                           | 43360                                   | 0.8313                           |
| 3  | Vivekanand Gangaramani              | 30896                                     | 0.5924                           | 30896                                   | 0.5924                           |



| SN | For Each of the Top 10 Shareholders | 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 |
| 4  | Dhruv Jayesh Morzaria               | 21155                                     | 0.4056                           | 21155                                   | 0.4056                           |
| 5  | Kamlesh Jaju                        | 19000                                     | 0.3643                           | 19000                                   | 0.3643                           |
| 6  | Sushilaben M Doshi                  | 16500                                     | 0.3163                           | 16500                                   | 0.3163                           |
| 7  | Ashish Pranjivan Patel              | 16000                                     | 0.3068                           | 16000                                   | 0.3068                           |
| 8  | Sai Saranga Das M                   | 15550                                     | 0.2981                           | 15550                                   | 0.2981                           |
| 9  | Kamal.Kumar Goyal                   | 15000                                     | 0.2876                           | 15000                                   | 0.2876                           |
| 10 | Sangeetha S                         | 13660                                     | 0.2619                           | 13660                                   | 0.2619                           |

v) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and 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 |
| 1  | Aditya A. Kapoor   | 82100                                     | 1.57                             | 82100                                   | 1.57                             |
| 2  | Arvind M. Kapoor   | 83020                                     | 1.59                             | 106120                                  | 2.03                             |
| 3  | Dilipkumar P Shah  | 0   | 0.00                             | 0                                       | 0.00                             |
| 4  | Nakul Kumar  | 0   | 0.00                             | 0                                       | 0.00                             |
| 5  | Hemant Vakil   | 0   | 0.00                             | 0                                       | 0.00                             |
| 6  | Vijyatta Jaiswal   | 0   | 0.00                             | 0                                       | 0.00                             |
| 7  | Atul Shah  | 100                                       | 0.00                             | 100                                     | 0.00                             |
| 8  | Suresh Khilnani  | 1000                                      | 0.02                             | 1700                                    | 0.02                             |
| 9  | Agnelo Fernandes   | 0   | 0.00                             | 100                                     | 0.00                             |

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

|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> | -                                | -               | -        | -                  |
| i) Principal Amount  | -                                | -               | -        | -                  |
| ii) Interest due but not paid                              | -                                | -               | -        | -                  |
| iii) Interest accrued but not due                          | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    |                                  |                 |          |                    |
| <b>Change in Indebtedness during the financial year</b>    | -                                | -               | -        | -                  |
| * Addition   | -                                | -               | -        | -                  |
| * Reduction  | -                                | -               | -        | -                  |
| <b>Net Change</b>  | -                                | -               | -        | -                  |
| <b>Indebtedness at the end of the financial year</b>       | -                                | -               | -        | -                  |
| i) Principal Amount  | -                                | -               | -        | -                  |
| ii) Interest due but not paid                              | -                                | -               | -        | -                  |
| iii) Interest accrued but not due                          | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | -                                | -               | -        | -                  |

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

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

| SN. | Particulars of Remuneration   | Mr. Aditya Arvind Kapoor | Mr. Arvind M. Kapoor@ | Total Amount |
|-----|---|--------------------------|-----------------------|--------------|
| 1   | Gross salary  |                          |                       |              |
|     | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 20,40,000                | 8,00,000              | 28,40,000    |
|     | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 19,43,774                | @42,38,180            | 61,81,954    |
|     | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | Nil                      | Nil                   | Nil          |
| 2   | Stock Option  | Nil                      | Nil                   | Nil          |
| 3   | Sweat Equity  | Nil                      | Nil                   | Nil          |
| 4   | Commission<br>- as % of profit<br>- others, specify                                 | Nil                      | Nil                   | Nil          |
| 5   | Others, please specify  | Nil                      | Nil                   | Nil          |
|     | Total (A)   | 39,83,774                | @50,38,180            | 90,21,954    |
|     | Ceiling as per Schedule V of the Companies Act, 2013.                               | 42,00,000                |                       |              |

@Remuneration to Mr. Arvind M. Kapoor is the amount paid to him by Rishiroop Rubber (International) Limited as Managing Director, for the period from 1<sup>st</sup> April, 2015 upto the effective date of amalgamation i.e. 31<sup>st</sup> July, 2015, and includes amounts paid to him as gratuity and leave encashment.

## B. Remuneration to other directors (in Rs.)

| SN. | Particulars of Remuneration                                      | Name of Director |                 |                 |                   | Total Amount<br>(In Rs.) |
|-----|--|------------------|-----------------|-----------------|-------------------|--------------------------|
| 1   | <b>Independent Directors</b>                                     | Hemant Vakil *   | Nakul Kumar     | Dilip P. Shah   | Vijayatta Jaiswal |                          |
|     | Fee for attending board /committee meetings                      | 1,10,000         | 35,000          | 1,55,000        | 1,50,000          | 4,50,000                 |
|     | Commission   | -                | -               | -               | -                 | -                        |
|     | Sitting fees paid for Rishiroop Rubber (International) Limited** | 30,000           | -               | 30,000          | -                 | 60,000                   |
|     | <b>Total (B1)</b>  | <b>1,40,000</b>  | <b>35,000</b>   | <b>1,85,000</b> | <b>1,50,000</b>   | <b>5,10,000</b>          |
| 2   | <b>Other Non-Executive Directors</b>                             | Arvind M. Kapoor | Gouri A. Kapoor | Atul Shah*      |                   |                          |
|     | Fee for attending board/ committee meetings                      | 1,60,000         | -               | 45,000          |                   | 2,05,000                 |
|     | Commission   | -                | -               | -               | -                 | -                        |
|     | Sitting fees paid for Rishiroop Rubber (International) Limited** | -                | 15,000          | -               |                   | 15,000                   |
|     | <b>Total (B2)</b>  | <b>1,60,000</b>  | <b>15,000</b>   | <b>45,000</b>   |                   | <b>2,20,000</b>          |
|     | <b>Total (B)=(B1+B2)</b>   |                  |                 |                 |                   | <b>7,30,000</b>          |
|     | <b>Total Managerial Remuneration</b>                             |                  |                 |                 |                   | <b>#97,51,954</b>        |
|     | <b>Overall Ceiling (Rs. 1 Lakh per meeting)</b>                  |                  |                 |                 |                   |                          |

\* Mr. Hemant Vakil was appointed with effect from 1<sup>st</sup> August, 2015 and Mr. Atul Shah was appointed with effect from 8<sup>th</sup> September, 2015.

\*\* Sitting Fees paid to Mr. Hemant Vakil, Mr. Dilip P. Shah and Mrs. Gouri A. Kapoor as Directors of Rishiroop Rubber (International) Limited for the period 1<sup>st</sup> April, 2015 to the effective date of amalgamation i.e. 31<sup>st</sup> July, 2015.

# Includes remuneration paid to Mr. Arvind M. Kapoor as Managing Director of Rishiroop Rubber (International) Limited (RRIL), and sitting fees paid to other Directors of RRIL, for the period from 1<sup>st</sup> April 2015 upto the effective date of amalgamation i.e. 31<sup>st</sup> July, 2015.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (in Rs.)

| SN | Particulars of Remuneration   | Key Managerial Personnel |                          |              |
|----|---|--------------------------|--------------------------|--------------|
|    |   | Suresh Khilnani,<br>CFO  | *Agnelo Fernandes,<br>CS | Total        |
| 1  | Gross salary  |                          |                          |              |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 12,53,067.00             | 5,86,324.00*             | 18,39,391.00 |
|    | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | --                       | --                       | --           |
|    | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | --                       | --                       | --           |
| 2  | Stock Option  | --                       | --                       | --           |
| 3  | Sweat Equity  | --                       | --                       | --           |
| 4  | Commission  | --                       | --                       | --           |
|    | - as % of profit  | --                       | --                       | --           |
|    | others, specify...  | --                       | --                       | --           |
| 5  | Others, please specify  | --                       | --                       | --           |
|    | Total   | 12,53,067.00             | 5,86,324.00              | 18,39,391.00 |

- For the period from 17<sup>th</sup> August 2015 to 31<sup>st</sup> March 2016.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment, compounding of offences for the year ended March 31, 2016.

## SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

To,  
The Members,  
Rishiroop Limited  
84, Atlanta, Nariman Point,  
Mumbai-400021

Dear Sirs,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rishiroop Limited (Formerly known as Puneet Resins Limited) and (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- 1 The Companies Act, 2013 (the Act) and the rules made there under;
- 2 The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 3 The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- 4 The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings were not applicable to the Company under the financial year under report;
- 5 The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
- 6 Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI') were not applicable to the Company under the financial year under report:-
  - a. The Securities and Exchange Board of India (Employee Stock Option Scheme and employee Stock Purchase Scheme) Guidelines, 1999;
  - b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have relied on the 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. The following are the major head / groups of Acts, Laws and Regulations as applicable to the Company.

- i Factories Act, 1960.
- ii Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis related to Salary & Wages, Bonus, Gratuity, Provident Fund, ESIC, Compensation and Benefits etc.

- iii Labour Welfare Act of the Central and respective states.
- iv Acts prescribed under Direct Tax and Indirect Tax Laws by the Central and respective State Governments.
- v Land Revenue Laws of respective states.
- vi Local laws as applicable to various offices and Premises of the Company.
- vii Environment Protection Act, 1986 and other environmental laws.
- viii Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003.
- ix Industrial Disputes Act, 1947.
- x Indian Stamp Act, 1999
- xi Indian Contract Act, 1872
- xii Negotiable Instruments Act, 1881

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

- 1 Secretarial Standards issued by The Institute of Company Secretaries of India.
- 2 The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

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

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

I further report that during the audit period,

- a) The Hon'ble High Court of Bombay on 8<sup>th</sup> May, 2015 and High Court of Gujarat on 23<sup>rd</sup> June, 2015 has orally pronounced an Order, approving the Scheme of amalgamation of Rishirop Rubber (International) Limited with the Company under Section 391 to 394 of the Companies Act, 1956.
- b) Pursuant to amalgamation, the Company has changed its name from Puneet Resins Limited to Rishirop Limited. A new Certificate of Incorporation was issued by ROC in this respect on 11<sup>th</sup> August, 2015.
- c) 71,03,935 Optionally Convertible Preference Shares were allotted to the Shareholders of Rishirop Rubber (International) Limited on 8<sup>th</sup> September, 2015 at a premium of Rs. 34/- per share pursuant to the Scheme of Amalgamation between Rishirop Rubber (International) Limited and Rishirop Limited (formerly known as Puneet Resins Limited). The said shares were listed on the Stock Exchange w.e.f. 29<sup>th</sup> February, 2016.

Apart from above, there were no instances of:

- 1 Public / Rights / debentures / sweat equity etc.
- 2 Redemption / buy-back of securities.
- 3 Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- 4 Foreign technical collaborations.

**DINESH KUMAR DEORA**  
**PRACTISING COMPANY SECRETARY**

FCS NO. 5683  
C P NO. 4119

Place: Mumbai  
Date: 17.05.2016

**ANNEXURE A**

To,

The Members,

**Rishiroop Limited**

(Formerly known as **Puneet Resins Limited**)

84, Atlanta, Nariman Point,

Mumbai-400021

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. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, I 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. My 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.

**DINESH KUMAR DEORA**

**PRACTISING COMPANY SECRETARY**

FCS NO. 5683

C P NO. 4119

Place: Mumbai

Date: 17.05.2016

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE

The Rubber industry can be broadly classified in tyre and non-tyre sectors. While tyre sector is dominated by few large tyre companies, the non-tyre sector consists of number of medium and small units. This non tyre-sector consists of about 6000 units comprising 30 large scale, 300 medium scale and 5600 small scale units which manufacture about 35000 different rubber products. It plays a core sector role in the Indian national economy.

Your company is in the business of manufacturing of polymer blends to the medium and small scale sector which accounts for over 50% of production of rubber goods in non-tyre industrial products. The polymer blends are used in the manufacture of petrol hoses, LPG tubing, O-rings, seals & gaskets, printing & textile rollers, cable sheathing, automotive components, etc. Polymer compounding is an art of developing rubber mixtures with suitable raw materials and their doses to achieve optimal processing and performance. It is a critical intermediate product for the medium and small unit making various rubber products.

Besides Polymer blends, the Company also sells other complimentary products sourced from abroad.

Due to fragmented structure of the user industry the market is highly price competitive.

### ECONOMY AND MARKETS

The Indian economy grew by 7.6% during 2015-16, however, growth in the rubber industry particularly non-tyre sector was subdued. The year witnessed a sharp volatility in the prices of natural rubber and its shortage in the domestic market. The All India Rubber Industries Association (AIRIA) has said domestic natural rubber has hit multi-year low and there is shortage of raw material in the domestic market. The production has contracted by 13% from 6,45,000 tonnes in FY 2014-15 to 5,63,000 in FY 2015-16 which has affected the growth of the rubber industry in general. Hence, demands for the Company's products have been subdued during the year under review.

Your Company's performance for the year 2015-16 has to be viewed in conjunction with the aforesaid market and economic environment.

### FINANCE AND ACCOUNTS

The following financial review is intended to convey the management's perspective on the financial performance of the company at the end of the financial year 2015-16.

During the year under review the process of amalgamation with Rishiroop Rubber (International) Limited was completed. Your Company aims to achieve larger product portfolio, economies of scale, efficiency, optimization of logistics and distribution network and other related economies of scale as a result of the amalgamation, which to some extent is reflected in the results for the year under review.

The financial statements have been prepared in compliance with the requirements to the Companies Act, 2013 and generally accepted Accounting Principles in India. The figures given below reflect the financial performance of the Company pursuant to amalgamation with Rishiroop Rubber (International) Limited.

### FINANCIAL PERFORMANCE

During the year the Fixed Assets increased from Rs. 304.49 Lacs to Rs. 884.07 lacs. Total inventories increased from Rs.465.58 Lacs to Rs. 878.06 Lacs. The Sundry Debtors are at 18 % of sales as at 31<sup>st</sup> March, 2016. Profit before taxation (PBT) for the current financial year is Rs. 309.86 Lacs as compared to Rs. 176.99 Lacs for the previous year.

### OPPORTUNITIES AND THREATS

The Company is continuing to customize and promote its new grades of polymer blends to meet the requirements of domestic and international customers and to improve the quality.

There is intense competition and prices of raw materials continue to be volatile in view of the global situation. Foreign exchange management during the current scenario is critical, as the company imports significant portion of its raw material requirements.

### OUTLOOK

In the Current year the demand for Company's products have not improved significantly however the economy is expected to pick up during the year.



## RISKS AND CONCERNS

The price of Synthetic rubber and other raw materials have been quite volatile since last two quarters. Further uncertainty in cost of raw materials may impact demand for the company's products and profitability. Secondly, foreign currency fluctuations may also affect the prices of imported raw materials and profitability.

## INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an adequate system of internal control commensurate with the size and the nature of its business, which ensures that transactions are recorded, authorized and reported correctly apart from safeguarding its assets against loss from wastage, unauthorized use, and removal.

The internal control system is supplemented by documented policies, guidelines, and procedures. The Company's internal auditors continuously monitors the effectiveness of the internal controls with a view to provide to the Audit Committee and the Board of Directors an independent, objective and reasonable assurance of the adequacy of the organization's internal controls and risk management procedures. The Internal Auditor submits detailed reports on quarterly basis to the Audit Committee and management. The Audit Committee reviews these reports with the executive management with a view to provide oversight of the internal control system.

During the year under review, in compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Board approved several policies on important matters such as Nomination and Remuneration of directors and KMP, materiality of events/information, preservation of documents/archival policy etc., which would provide robust guidance to the management in dealing with such matters to support internal control. The Company reviews its policies, guidelines, and procedures of internal control on an ongoing basis in view of the ever changing business environment.

## SEGMENT

The primary segment that your Company operates in is Polymers, Compounds, and their related products.

## MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATION FRONT

The Company is maintaining good relations with its employees and currently employs about 38 employees in all categories. The Company values and understands the need for continuous growth and development of its people in order to have greater productivity and provide job satisfaction and also equip them to meet growing organizational challenges. Your Company has genuine concern and top priority for safety and welfare of its employees.

## CORPORATE GOVERNANCE

The new Companies Act, 2013 and SEBI (Listing Agreement and Disclosure Requirement) Regulation, 2015 have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law. The Company has constituted the new Board Committees and has in place all the statutory Committees as required by the law. Details of Committees are given in the Corporate Governance Report.

During the year, your Company has adopted new policies such as Document Retention Policy, Policy of Materiality for Disclosure of Events or Information etc. These policies are available on the website of the Company <http://www.rishiroop.in/investors/corporate-governance/policies/>

The SEBI (Listing Agreement and Disclosure Requirement) Regulations, 2015 also provided for formulating the Code of Conduct for members of the Board and Senior Management, Codes of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by its employees and other connected persons. Your Company has formulated the above codes and abided with the regulations.

## STATUTORY COMPLIANCE

A declaration is made at each Board Meeting regarding Compliance with provisions of various statutes after obtaining confirmation from all the units of the Company. The Company Secretary ensures compliance with the SEBI regulations and provisions of the Listing Agreement.



## CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance is given below :

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Transparency in all dealings, effective control and management of organization, investor friendly attitudes towards shareholders has been the basic objective of the corporate governance of the Company.

### 2. BOARD OF DIRECTORS

Composition: The Board of Directors as on 31<sup>st</sup> March, 2016 consists of 7 directors, comprising of 6 Non-Executive Directors, and 1 Executive Director.

The Composition of the Board of Directors is given below:

| Name of Director      | Category of Director               | No. of other Directorships held@ | Committee Membership /Chairmanship of Board Committee in other companies@@ | Relationship With other Director |
|-----------------------|------------------------------------|----------------------------------|--|----------------------------------|
| Mr. Arvind Kapoor     | Non- Executive-Promoter Director   | Nil                              | Nil  | Father of Mr. Aditya Kapoor      |
| Mr. Dilip Shah        | Non-Executive-Independent Director | Nil                              | Nil  | N.A                              |
| Mr. Nakul Kumar       | Non-Executive-Independent Director | Nil                              | Nil  | N.A                              |
| Mrs. Vijyatta Jaiswal | Non-Executive-Independent Director | Nil                              | Nil  | N.A                              |
| Mr. Aditya Kapoor     | Executive Director                 | Nil                              | Nil  | Son of Mr. Arvind Kapoor         |
| Mr. Hemant Vakil*     | Non-Executive-Independent Director | Nil                              | Nil  | N.A                              |
| Mr. Atul Shah*        | Non- Executive Director            | Nil                              | Nil  | N.A                              |

**Notes:**@Directorship held by directors as mentioned above,excludes directorship in Rishiroop Limited (erstwhile Puneet Resins Ltd.) and also excludes directorship in Private limited Companies.

@@Committees considered are Audit Committee and Stakeholders Relationship Committee,excluding committees of Rishiroop Limited (erstwhile Puneet Resins Ltd.)

\*Mr. Hemant Vakil was appointed as Additional Director on 1<sup>st</sup> August, 2015, and Mr. Atul Shah was appointed as Additional Director on 8<sup>th</sup> September, 2015.

None of the Directors of Rishiroop Limited (erstwhile Puneet Resins Limited) is a member in more than 10 committees and Chairman of more than 5 committees across all companies in which he is a director.

**Board Meetings and Attendance:**Six Board Meetings were held during the period from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016 on the following dates: May 30, 2015, August 1, 2015, August 13, 2015, September 8, 2015, November 6, 2015 and February 9, 2016 and the Director's attendance at the Board Meetings during the period and at last Annual General Meeting are given below:

| Name of Director      | No. of Board Meetings Attended | Attendance at last AGM |
|-----------------------|--------------------------------|------------------------|
| Mr. Arvind Kapoor     | 6                              | Yes                    |
| Mr. Dilip Shah        | 6                              | Yes                    |
| Mr. Nakul Kumar       | 2                              | No                     |
| Mr. Aditya Kapoor     | 5                              | Yes                    |
| Mr. Hemant Vakil*     | 4                              | N.A.                   |
| Mrs. Vijyatta Jaiswal | 6                              | Yes                    |
| Mr. Atul Shah*        | 3                              | N.A.                   |

\*Mr. Hemant Vakil was appointed as Additional Director on August 1, 2015, and Mr. Atul Shah was appointed as Additional Director on September 8, 2015. The Annual General Meeting of the Company was held on July 17, 2015.

### 3. AUDIT COMMITTEE

The Audit Committee was originally constituted by the Board of Directors at its Meeting held on 22<sup>nd</sup> June, 2001 and last reconstituted by the Board of Directors at its meeting held on 1<sup>st</sup> August, 2015. The members of the Committee are Mr. Dilip P Shah (Chairman), Mr. Hemant Vakil, Mr. Arvind Kapoor and Mrs. Vijyatta Jaiswal. Mr. Agnelo Fernandes, Company Secretary, is the Secretary to the Committee.

The Committee held four meetings during the year 2015-2016. The Audit Committee Meetings were held on the following dates May 30, 2015, August 13, 2015, November 6, 2015, February 9, 2016. The Statutory Auditors, Internal Auditors, Chief Financial Officer (C.F.O.) and Company Secretary also attended the meeting of the Audit Committee. The attendance of members was as under:

| Members               | Meetings held | Meetings Attended |
|-----------------------|---------------|-------------------|
| Mr. Dilip Shah        | 4             | 4                 |
| Mr. Arvind Kapoor     | 4             | 4                 |
| Mr. Hemant Vakil*     | 4             | 3*                |
| Mrs. Vijyatta Jaiswal | 4             | 4                 |
| Mr. Nakul Kumar*      | 4             | 0*                |

\*Post reconstitution of the Audit Committee on August 1, 2015, Mr. Hemant Vakil became a member of the Audit Committee, and Mr. Nakul Kumar ceased to be a member.

The Committee oversees Company's financial process, internal control system; scope of audit includes the observations of the auditors, reviewing quarterly, half yearly and yearly statements. Committee is authorized to select and recommend accounting policies, review reports of the Statutory and Internal Auditors and meet with them to discuss their findings, suggestions and other related matters.

The terms of reference of the Audit Committee are in accordance with the Companies Act, 2013 and the items as specified in Part C of Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, which *inter alia* includes the following:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) 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 sub-section (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 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) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) 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;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;

- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) 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;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) 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;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The Committee was last reconstituted on 1<sup>st</sup> August, 2015. Members of the Committee are Mr. Hemant Vakil (Chairman), Mr. Dilip P. Shah and Mr. Arvind Mahendra Kapoor. Mr. Agnelo Fernandes, Company Secretary, is the Secretary to the Committee. The Committee held three meetings during the year 2015-2016 on May 30, 2015, August 1, 2015 and February 9, 2016. The attendance of members was as under:

| Members           | Meetings held | Meetings Attended |
|-------------------|---------------|-------------------|
| Mr. Dilip Shah    | 3             | 3                 |
| Mr. Arvind Kapoor | 3             | 3                 |
| Mr. Hemant Vakil* | 3             | 2*                |
| Mr. Nakul Kumar*  | 3             | 0*                |

\*Post reconstitution of the Nomination and Remuneration Committee on August 1, 2015, Mr. Hemant Vakil became a member of the Committee, and Mr. Nakul Kumar ceased to be a member.

The terms of reference of the Nomination and Remuneration Committee as per Part D of Schedule II of SEBI Listing Regulations, 2015 are as follows:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) 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 of directors their appointment and removal.

#### 5. REMUNERATION POLICY

The remuneration policy of the Company is performance driven and is designed to motivate employees, recognize their achievements and promote excellence in performance.

##### a) For Executive Director

Payment of remuneration to the Executive Director is governed by the terms of appointment approved by the Board of Directors and the Members in terms of Sec 197, 198 and Schedule V to the Companies Act, 2013. His remuneration structure comprises of salary, perquisites, allowances and contribution to provident fund, and commission, if any.

**Remuneration paid to Executive Director during 2015-16**

Mr. Aditya Kapoor was appointed as Managing Director with effect from 1<sup>st</sup> April, 2013 for a period of 3 years. The remuneration paid to Mr. Aditya Kapoor, Managing Director of the Company during the year ended 31<sup>st</sup> March, 2016 is as under:

| Name              | Salary (Rs.) | Perquisites and allowances (Rs.) | Commission (Rs.) | Total (Rs.) |
|-------------------|--------------|----------------------------------|------------------|-------------|
| Mr. Aditya Kapoor | 20,40,000    | 19,43,774                        | -                | 39,83,774   |

Mr. Arvind M. Kapoor, was Managing Director in Rishiroop Rubber (International) Limited prior to its amalgamation with the Company. Details of remuneration paid to him as Managing Director of Rishiroop Rubber (International) Limited till the effective date of amalgamation (i.e. 31<sup>st</sup> July 2015) is as under :

| Name              | Salary (Rs.) | Perquisites and allowances (Rs.) | Commission (Rs.) | Total (Rs.) |
|-------------------|--------------|----------------------------------|------------------|-------------|
| Mr. Arvind Kapoor | 8,00,000     | 42,38,180*                       | -                | 50,38,180   |

\*Amount includes gratuity and leave encashment paid by Rishiroop Rubber (International) Limited upto effective date of amalgamation i.e. 31<sup>st</sup> July, 2015.

**b) For Non-Executive Directors**

Non-Executive Directors are not paid remuneration in any form whether by way of commission or otherwise. They are paid only sitting fees for each meeting attended by them. The fees paid to Non- Executive Directors for the year ended 31<sup>st</sup> March, 2016 is as under:

| Director's name  | Sitting fees paid to Directors of Rishiroop Rubber (International) Limited - prior to effective date of amalgamation (Rs.) |                    |          |
|------------------|--|--------------------|----------|
|                  | Board Meetings   | Committee Meetings | Total    |
| Ms. Gouri Kapoor | 15,000/-   | Nil                | 15,000/- |
| Mr. Hemant Vakil | 15,000/-   | 15,000/-           | 30,000/- |
| Mr. Dilip Shah   | 15,000/-   | 15,000/-           | 30,000/- |

| Director's name      | Sitting fees paid to Directors of Rishiroop Limited (Rs.) |                    |           |
|----------------------|---|--------------------|-----------|
|                      | Board Meetings  | Committee Meetings | Total     |
| Mr. Arvind Kapoor    | 90,000/-  | 70,000/-           | 160,000/- |
| Mr. Dilip Shah       | 90,000/-  | 65,000/-           | 155,000/- |
| Mr. Nakul Kumar      | 30,000/-  | 5,000/-            | 35,000/-  |
| Mr. Vijyatta Jaiswal | 90,000/-  | 60,000/-           | 150,000/- |
| Mr. Hemant Vakil     | 60,000/-  | 50,000/-           | 110,000/- |
| Mr. Atul Shah        | 45,000/-  | Nil                | 45,000/-  |

As on March 31, 2016, the non-executive Directors held equity shares of the Company as follows:

| Name of Directors     | Number of Equity shares held |
|-----------------------|------------------------------|
| Mr. Arvind Kapoor     | 1,06,120                     |
| Mr. Dilip Shah        | Nil                          |
| Mr. Nakul Kumar       | Nil                          |
| Mrs. Vijyatta Jaiswal | Nil                          |
| Mr. Hemant Vakil      | Nil                          |
| Mr. Atul Shah         | 100                          |

As on March 31, 2016, the Executive Director held equity shares of the Company as follows:

|                   |        |
|-------------------|--------|
| Mr. Aditya Kapoor | 82,100 |
|-------------------|--------|

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) & 19 read with Part D of Schedule II to the SEBI LODR, the Board has carried out an evaluation of the Directors as well as the evaluation of the Board and Committees. The process was carried out by circulating evaluation forms on the Board/ Committee's functioning in the Board meeting held on 9<sup>th</sup> February 2016.

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee was last reconstituted on 1<sup>st</sup> August, 2015 and members of the Committee are Mr. Arvind Kapoor (Chairman), Mr. Nakul Kumar and Mr. Aditya Arvind Kapoor as members. Mr. Agnelo Fernandes, Company Secretary, is designated Compliance Officer and the Secretary to the Committee. The Committee held periodic meetings at regular intervals during the year 2015-2016.

The functions and powers of the Stakeholder's Relationship Committee include considering and resolving the grievance of security holders of the Company.

The Company has designated an e-mail id "investor@rishiroop.in" exclusively for the purpose of registering complaints by investors electronically. This e-mail id is displayed on the company's website i.e., www.rishiroop.in.

None of the complaints/request/letters/queries, which were received from the shareholders, is pending and all have been attended to/resolved within the prescribed period.

Number of Investor Complaints received during the year : 16

Number of Investor Complaints resolved during the year : 16

Number of pending Investor Complaints : 0

The investors' complaint/grievances received by the Company were immediately escalated to the top management, and steps are taken to resolve the same immediately.

## 7. GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under :

| Meeting             | 30 <sup>th</sup> Annual General Meeting  | 29 <sup>th</sup> Annual General Meeting  | 28 <sup>th</sup> Annual General Meeting  |
|---------------------|--|--|--|
| Date                | 17 <sup>th</sup> July, 2015              | 19 <sup>th</sup> August, 2014  | 12 <sup>th</sup> August, 2013            |
| Time                | 12 noon                                  | 10.00 a.m.   | 10.00 a.m.                               |
| Special Resolutions | No                                       | No   | Yes                                      |
| Venue               | Hotel IBIS Nashik, Satpur, Nasik 422 007 | Hotel Ginger, Plot No. P20, Satpur MIDC, Near Satpur Police Station, Trimbak Road, Nasik - 422 007 | Hotel IBIS Nashik, Satpur, Nasik 422 007 |

Resolution passed by Postal Ballot : A resolution was passed by Postal Ballot (including e-voting) on 12<sup>th</sup> February 2015, approving the Scheme of Amalgamation of Rishiroop Rubber (International) Limited with the Company. The resolution was passed with the requisite majority (99.95 % votes in favour). Mr. Shreyans Jain of M/s. Shreyans Jain & Company, Practicing Company Secretary was appointed as Scrutinizer for conducting the Postal Ballot/E-voting exercise in a fair and transparent manner.

Details of the Special Resolutions proposed to be passed during the ensuing Annual General Meeting of the Company are set out in the Notice for the meeting.

## 8. MEANS OF COMMUNICATION

|   |   |  |
|---|---|--|
| 1 | Quarterly Results   | Published in National and local dailies such as The Business Standard (English) and The Navashakti (Marathi), in official websites of Bombay Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> ) and also on the company website- <a href="http://www.rishiroop.in">www.rishiroop.in</a> |
| 2 | Publication in News Papers  | Published in National and local dailies such as The Business Standard (English) and The Navashakti (Marathi)   |
| 3 | Publications in Websites  | <a href="http://www.rishiroop.in">www.rishiroop.in</a> , <a href="http://www.bseindia.com">www.bseindia.com</a>  |
| 4 | Displaying of official news releases                              | <a href="http://www.rishiroop.in">www.rishiroop.in</a> , <a href="http://www.bseindia.com">www.bseindia.com</a>  |
| 5 | Presentations made to institutional investors or to the analysts. | Not applicable.  |

## 9. GENERAL SHAREHOLDER INFORMATION

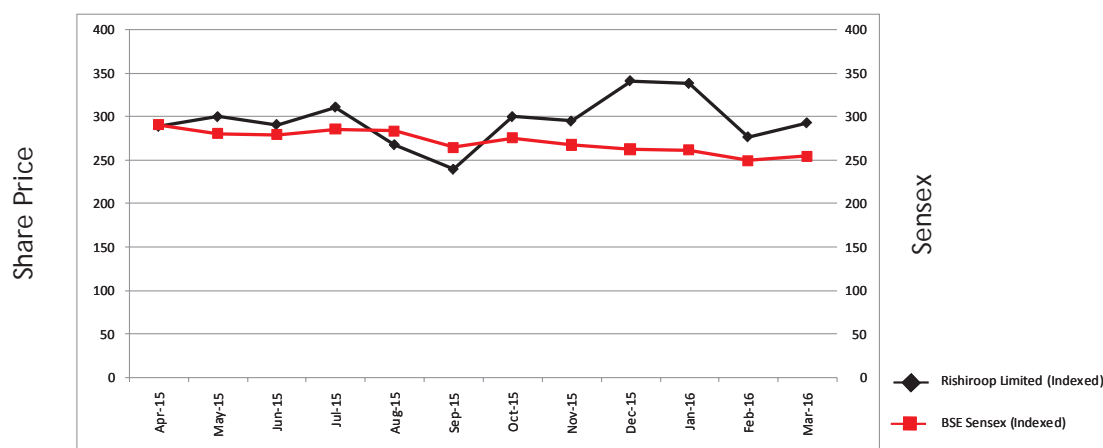
|   |  |   |  |
|---|--|---|--|
| A | 31 <sup>st</sup> Annual General Meeting                                | : | Day, Date, Time and Venue<br>Thursday, 14 <sup>th</sup> day of July, 2016, at 10.00 a.m.<br>At Hotel IBIS Nashik, Plot No. 9, Nasik Triambakeshwar Road, Village Satpur (Near MIDC Office), Nasik - 422 007  |
| b | Financial Year   | : | 1 <sup>st</sup> April 2015 - 31 <sup>st</sup> March 2016   |
| c | Dividend payment date  | : | Dividend, if declared at the Annual General Meeting on 14 <sup>th</sup> July 2016 will be paid on or after 14 <sup>th</sup> July 2016 within the statutory time limit.   |
| d | Date of Book closure / Record date                                     | : | Dates of Book Closure - 11 <sup>th</sup> July 2016 to 14 <sup>th</sup> July 2016 (both days inclusive.)<br>Record date for Equity & OCPS dividend - 1 <sup>st</sup> July 2016  |
| e | Listed on  | : | BSE Limited. Annual listing fees paid to the Stock Exchange.   |
| f | Stock Code on BSE Limited  | : | Equity Shares - 526492; OCPS - 710053  |
| g | ISIN   | : | Equity - INE582D01013; OCPS - INE582D03019   |
| h | Company Registration No. with ROC/ Ministry of Corporate Affairs (MCA) | : | CIN NO : L25200MH1984PLC034093   |
| i | Registrar and Transfer Agents  | : | Link Intime India Private Limited<br>C-13, Pannalal Silk Mills Compound<br>LBS Marg, Bhandup (West), Mumbai- 400 078<br>Phone 022-2596 3838<br>Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>   |
| j | Dematerialization of shares  | : | 89.61 % of the total equity capital is held in dematerialized form with National Securities Depository Ltd. and Central Depository Services (India) Ltd as on 31 <sup>st</sup> March, 2016.  |
| k | Outstanding ADRs/ GDRs   | : | The Company has not issued any ADRs/GDRs   |
| l | Plant Location   | : | 1)W-75 (A) & W-76 (A), MIDC Industrial Area, Satpur, Nasik 422 007<br>(2)Mumbai-Nasik Highway, Village Wadivare, Taluka, Igatpuri, Nasik   |
| m | Address for correspondence   | : | The Shareholders may send their correspondence relating to transfer/ dematerialization and other correspondence relating to shares of the company to the Registrar and Transfer Agents of the Company. Shareholders holding shares of Company in dematerialized form should address their correspondence to their respective Depository Participants.<br>For any other queries, correspondence at corporate office address of the Company, as below, be made<br>84, Atlanta, Nariman Point, Mumbai - 400 021.<br>Designated e-mail id for investor correspondence: investor@rishiroop.in |
| n | Stock Price Data   | : | High, low Market Price on Bombay Stock Exchange during each month in the last financial year in comparison with BSE Sensex are as follows:   |



Rates per Equity share of the face value of Rs. 10/- each -

| Month          | Share Price |           | BSE 30 Shares Sensex |          |
|----------------|-------------|-----------|----------------------|----------|
|                | High (Rs.)  | Low (Rs.) | High                 | Low      |
| April 2015     | 35.00       | 28.00     | 29094.61             | 26897.54 |
| May 2015       | 35.50       | 28.00     | 28071.16             | 26423.99 |
| June 2015      | 35.00       | 28.10     | 27968.75             | 26307.07 |
| July 2015      | 43.80       | 27.20     | 28578.33             | 27416.39 |
| August 2015    | 31.90       | 26.30     | 28417.59             | 25298.42 |
| September 2015 | 27.20       | 22.50     | 26471.82             | 24833.54 |
| October 2015   | 33.00       | 22.90     | 27618.14             | 26168.71 |
| November 2015  | 31.95       | 26.35     | 26824.30             | 25451.42 |
| December 2015  | 35.50       | 27.15     | 26256.42             | 24867.73 |
| January 2016   | 41.90       | 28.40     | 26197.27             | 23839.76 |
| February 2016  | 35.60       | 26.45     | 25002.32             | 22494.61 |
| March 2016     | 33.00       | 26.00     | 25479.62             | 23133.18 |

Rishiroop Limited Share Price V/s BSE Sensex



o. Shareholding Pattern and Distribution of Shareholding of equity shares as on 31<sup>st</sup> March, 2016:

1. Shareholding Pattern as on quarter ended 31st March, 2016.

|                                  | Category                     | No of Equity Shares held | Percentage of Shareholding |
|----------------------------------|------------------------------|--------------------------|----------------------------|
| <b>A. Promoters Holding</b>      |                              |                          |                            |
| 1.                               | Promoters                    |                          |                            |
|                                  | - Indian Promoters           | 30,82,321                | 59.10                      |
|                                  | - Foreign Promoters          | -                        | -                          |
| 2.                               | Persons acting in concert    | -                        | -                          |
|                                  | <b>Sub- Total</b>            | <b>30,82,321</b>         | <b>59.10</b>               |
| <b>B. Non- Promoters Holding</b> |                              |                          |                            |
| 1                                | Institutional Investors      | -                        | -                          |
| 2                                | Mutual Funds and UTI         | 11,700                   | 0.22                       |
| <b>C. FIIs Holding</b>           |                              |                          |                            |
|                                  | <b>Sub- Total</b>            | <b>11,700</b>            | <b>0.22</b>                |
| <b>D. Others Holding</b>         |                              |                          |                            |
| 1                                | Corporate Bodies             | 1,43,491                 | 2.75                       |
| 2                                | Indian Public                | 18,32,002                | 35.12                      |
| 3                                | NRI/OCBs                     | 37,348                   | 0.72                       |
| 4                                | Director & Relative          | 100                      | 0.00                       |
| 5                                | Clearing member              | 44,614                   | 0.86                       |
| 6                                | HUF                          | 64,224                   | 1.23                       |
|                                  | <b>Sub- Total</b>            | <b>21,21,779</b>         | <b>40.68</b>               |
|                                  | <b>GRAND TOTAL (A+B+C+D)</b> | <b>52,15,800</b>         | <b>100.00</b>              |



**Distribution of shareholding of equity shares as on 31<sup>st</sup> March, 2016.**

| Distribution of shares (Slab wise) (in Rs.) | No. of shareholders | Percentage to total No. of shareholders | Share Amount (in Rs.) | Percentage to total Share Capital |
|---|---------------------|---|-----------------------|-----------------------------------|
| 1-5000                                      | 2486                | 79.10                                   | 53,45,110             | 10.25                             |
| 5001-10000                                  | 333                 | 10.60                                   | 28,10,480             | 5.39                              |
| 10001-20000                                 | 155                 | 4.93                                    | 24,64,550             | 4.73                              |
| 20001-30000                                 | 51                  | 1.62                                    | 13,01,620             | 2.50                              |
| 30001-40000                                 | 18                  | 0.57                                    | 6,47,900              | 1.24                              |
| 40001-50000                                 | 26                  | 0.83                                    | 12,24,940             | 2.35                              |
| 50001-100000                                | 37                  | 1.18                                    | 27,43,950             | 5.26                              |
| 100001 & Above                              | 37                  | 1.18                                    | 3,56,19,450           | 68.29                             |
| <b>TOTAL</b>                                | <b>3143</b>         | <b>100.00</b>                           | <b>5,21,58,000</b>    | <b>100.00</b>                     |

**p. Share Transfer System**

Applications for transfer of Shares held in physical form are received at the office of the registrar and share transfer agent (R&T Agent) of the Company, M/s Link Intime India Private Limited. They attend to share transfer formalities at least once a week and forward the same to the Company for the Stakeholder's Relationship Committee's approval.

Shares held in dematerialized form are electronically traded in the depository and the registrar and share transfer agent periodically receives from the depository the details of beneficiary holdings so as to update the records for sending all corporate communications and other matters.

Application for dematerialization of physical shares are processed and completed within a period of 15 days from the date of receipt, provided they are duly completed. Incomplete applications are immediately returned to the depository participants under advice to the shareholders.

**q. National Electronic Clearing Service (NECS) Facility:**

The Company, with respect to payment of dividend to shareholders shall endeavour to remit the dividend payment through National Electronic Clearing Service (NECS) to the shareholders having accounts with Branches of Banks covered under CBS (Core Banking Solution).

Equity Shareholders holding shares in physical form, who wish to avail the NECS facility, may send their NECS mandate to the Company's R & T Agent, in the event they have not done so earlier. Equity Shareholders holding shares in electronic mode may send the NECS mandate form to the concerned Depository Participant (DP) directly.

**10. OTHER DISCLOSURES**

- a) There were no transactions of material nature with its promoters, the Directors or the Management; their relatives etc. that may have potential conflict with the interests of the Company at large.

The Audit Committee has granted omnibus approval for certain related party transactions. The same are reviewed on a quarterly basis by the Audit Committee. Transactions with related parties have also been disclosed in the notes of the Financial Statements.

Policy for transactions with related parties have been displayed on the Company's website [www.rishiroop.in](http://www.rishiroop.in).

- b) There were no instances of non-compliance nor have any penalties, strictures been imposed by Stock Exchange or SEBI or any other statutory authority during the last three years on any matter related to the capital markets.
- c) The Company has also complied with and adopted the mandatory requirements of Clause 49 of the Listing Agreement/SEBI LODR Regulations, 2015.
- d) In line with the requirements of the Clause 49 of the Listing Agreement/ Regulation 17(9) of the SEBI LODR, the Audit Committee and the Board of Directors reviewed the managements' perception of the risks facing the Company, and measures taken to minimize the risk.
- e) The Company has established vigil mechanism, whistle blower policy, and no personnel has been denied access to the audit committee.

Policy on related party transaction and all other Policies/Disclosures required under Companies Act, 2013 / SEBI LODR Regulations, 2015 are available on the weblink :[www.rishiroop.in/investors/corporate-governance/policies](http://www.rishiroop.in/investors/corporate-governance/policies).

- f) As required by Regulation 17(8) of the SEBI Listing Regulations, the Managing Director and the Chief Financial Officer have submitted a Certificate to the Board of Directors in the prescribed format for the financial year ended 31<sup>st</sup> March 2016 confirming the correctness of the financial statements and cashflow statement, and adequacy of the internal control measures and reporting of matters to the Audit Committee, which is annexed.
- g) Disclosures with regard to demat suspense account/unclaimed suspense account - Not applicable.

#### 11. NON-MANDATORY REQUIREMENTS' DISCLOSURE UNDER SEBI LISTING REGULATIONS

- a) Chairman of the Board : Whether Chairman of the Board is entitled to maintain a Chairman's Office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties:  
No
- b) Shareholders Rights : Half-yearly declaration of financial performance including summary of the significant events in last six months to be sent to each household of Shareholders :  
The Company's half year Results are published in English and Marathi newspapers have wide circulation, and are also displayed on the Company's website. Hence, the same are not sent to the Shareholders. Audited Results for the financial year are communicated to the Shareholders through the Annual Report.
- c) Modified Opinion in Audit Report :  
The Auditors have issued an unmodified opinion for the year ended 31st March 2016.
- d) Separate posts of Chairman and CEO :  
Separate persons perform the role of Chairman and Managing Director.
- e) Reporting of Internal Auditor :  
The internal auditor reports directly to the Audit Committee and quarterly internal audit reports are reviewed in the Audit Committee meetings.

For and on behalf of the Board of Directors

Place: Mumbai  
Date:27.05.2016

Arvind Mahendra Kapoor  
Chairman  
DIN : 00002704

#### COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/Clause 49 of the Listing Agreements with the Stock Exchanges, the Board Members, and Senior Management personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the financial year ended 31<sup>st</sup> March 2016.

For Rishiroop Limited

Place : Mumbai  
Date:27.05.2016

Aditya A. Kapoor  
Managing Director

#### DECLARATION BY THE MD AND CFO - PURSUANT TO REGULATION 17(8) OF SEBI LISTING REGULATIONS

We have reviewed financial statements and the Cash Flow Statement for the year ended 31 March 2016 and certify, to the best of our knowledge and belief, that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity'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 listed entity during the year which are fraudulent, illegal or violative of the Company's code of conduct.

- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee -
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Rishiroop Limited

Place : Mumbai  
Date : 27.05.2016

Suresh H. Khilnani  
Chief Financial Officer

Aditya A. Kapoor  
Managing Director

**AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER  
CLAUSE 49 OF THE LISTING AGREEMENT / SEBI LISTING REGULATIONS**

To,

The Members of RISHIROOP LIMITED (FORMERLY PUNEET RESINS LIMITED)

We have examined the compliance of conditions of Corporate Governance by RISHIROOP LIMITED (FORMERLY PUNEET RESINS LIMITED) ("the Company"), for the year ended on 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the stock exchanges (1st April, 2015 to 30th November, 2015) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations (1st December, 2015 to 31st March, 2016).

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

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

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

for B.D.JOKHAKAR & CO  
Chartered Accountants  
Firm Registration No: 104345W

Place : Mumbai  
Date : 27.05.2016

RAMAN H. JOKHAKAR  
Partner  
Membership No. 103241

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RISHIROOP LIMITED (FORMERLY PUNEET RESINS LIMITED)

### Report on the Financial Statements

We have audited the accompanying financial statements of Rishiroop Limited (formerly Puneet Resins Limited) ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

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

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

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

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

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company does not have any pending litigations which would impact its financial position;
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For B. D. Jokhakar & Co.  
*Chartered Accountants*  
Firm Registration No: 104345W

Place: Mumbai  
Date: 27<sup>th</sup> May, 2016

Raman H. Jokhakar  
Partner  
Membership No. 103241

## ANNEXURE A TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on financial statements of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, a substantial portion of the fixed assets has been physically verified by the management during the year with a phased program of verification designed, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except those cases where the application is pending before authorities, due to the amalgamation.
- (ii) As explained to us, the inventories have been physically verified during the year by the management, except stock in transit. The intervals at which the inventories have been verified are, in our opinion, reasonable in relation to the size of the Company and the nature of its business; The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Consequently, sub clause (a), (b) and (c) of the paragraph 3 (iii) are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of loans, investments, guarantees, and security given for the year under report.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public during the year. Therefore, paragraph 3(v) of the Order is not applicable.
- (vi) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, paragraph 3(vi) of the Order is not applicable.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, there were no undisputed statutory dues as mentioned above in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of sales tax, service tax, duty of customs, duty of excise and value added tax which have not been deposited with the appropriate authorities on account of dispute. However, according to information and explanations given to us, the following dues of income tax have not been deposited by the Company on account of disputes:

| Name of the statute | Nature of the dues | Amount (Rs.) | Period to which it relates | Forum where dispute is pending |
|---------------------|--------------------|--------------|----------------------------|--------------------------------|
| Income tax Act 1961 | Income tax demand  | 8,13,835     | 2006-07                    | Bombay High Court              |
| Income tax Act 1961 | Income tax demand  | 1,105,943    | 2007-08                    | Bombay High Court              |
| Income tax Act 1961 | Income tax demand  | 30,897       | 2009-10                    | ITAT                           |

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks and Governments. Therefore, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.



- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, no preferential allotment or private placement of shares or fully or partly convertible debentures has been made by the Company during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as specified under section 192 of the Act. Therefore, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and therefore the provisions of paragraph 3(xvi) of the Order is not applicable.

For B. D. Jokhakar & Co.  
*Chartered Accountants*  
Firm Registration No: 104345W

Place: Mumbai  
Date: 27<sup>th</sup> May, 2016

Raman H. Jokhakar  
Partner  
Membership No. 103241

## ANNEXURE B TO THE AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on financial statements of even date)

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rishiroop Limited (formerly Puneet Resins Limited) ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and



deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. D. Jokhakar & Co.  
*Chartered Accountants*  
Firm Registration No: 104345W

Place: Mumbai  
Date: 27<sup>th</sup> May, 2016

Raman H. Jokhakar  
Partner  
Membership No. 103241

**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2016**

| Particulars  | Note No | As at<br>31/03/2016<br>₹  | As at<br>31/03/2015<br>₹  |
|--|---------|---------------------------|---------------------------|
| <b>I EQUITY AND LIABILITIES</b>  |         |                           |                           |
| <b>1 Shareholders' Funds</b>   |         |                           |                           |
| a) Share Capital   | 2       | 123,197,350               | 52,158,000                |
| b) Reserves & Surplus  | 3       | 425,914,575               | 150,956,166               |
|  |         | <u>549,111,925</u>        | <u>203,114,166</u>        |
| <b>2 Non-Current Liabilities</b>   |         |                           |                           |
| a) Deferred Tax Liabilities (Net)  | 4       | -                         | 218,032                   |
| b) Long Term Provisions  | 5       | 1,281,205                 | 1,083,824                 |
| <b>3 Current Liabilities</b>   |         | <u>1,281,205</u>          | <u>1,301,856</u>          |
| a) Trade Payable   | 6       | -                         | -                         |
| - Total outstanding dues of micro enterprise and small enterprises                         |         | -                         | -                         |
| - Total outstanding dues of creditors other than micro enterprise and small enterprises    |         | 58,590,251                | 25,473,444                |
| b) Other Current Liabilities   | 7       | 7,369,028                 | 5,589,692                 |
| c) Short Term Provisions   | 8       | 9,113,479                 | 7,146,032                 |
|  |         | <u>75,072,758</u>         | <u>38,209,168</u>         |
| <b>TOTAL</b>   |         | <u><u>625,465,888</u></u> | <u><u>242,625,190</u></u> |
| <b>II ASSETS</b>   |         |                           |                           |
| <b>1 Non Current Assets</b>  |         |                           |                           |
| a) Fixed Assets  |         |                           |                           |
| i) Tangible Assets   | 9       | 88,407,179                | 30,449,381                |
| b) Non Current Investments   | 10      | 288,468,000               | 94,563,316                |
| c) Long Term Loans and Advances  | 11      | 1,976,190                 | 1,389,100                 |
| d) Deferred Tax Assets (Net)   | 4       | 1,864,983                 | -                         |
|  |         | <u>380,716,352</u>        | <u>126,401,797</u>        |
| <b>2 Current Assets</b>  |         |                           |                           |
| a) Current Investments   | 12      | 61,282,799                | 1,299,213                 |
| b) Inventories   | 13      | 87,805,627                | 46,557,885                |
| c) Trade Receivables   | 14      | 69,138,439                | 43,192,132                |
| d) Cash and Bank Balances  | 15      | 15,461,995                | 15,620,692                |
| e) Short Term Loans and Advances   | 16      | 9,863,681                 | 8,923,908                 |
| f) Other Current Assets  | 17      | 1,196,996                 | 629,563                   |
|  |         | <u>244,749,536</u>        | <u>116,223,393</u>        |
| <b>TOTAL</b>   |         | <u><u>625,465,888</u></u> | <u><u>242,625,190</u></u> |
| Significant Accounting Policies and notes are an integral part of the financial statements | 1 to 37 |                           |                           |

As per our report attached of even date

For B. D. Jokhakar & Company  
Chartered AccountantsRaman Jokhakar  
Partner  
Membership No. :- 103241Place :- Mumbai  
Dated :- 27<sup>th</sup> May, 2016

For and on behalf of the Board

Arvind Kapoor  
DIN : 00002704

Chairman

Aditya Kapoor  
DIN : 00003019

Managing Director

Dilip Shah  
DIN : 00005072

Independent Director

Agnelo Fernandes

Company Secretary &  
Compliance Officer

Suresh Khilnani

Chief Financial Officer

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2016

| Particulars  | Note No   | For the Year ended 31/03/2016<br>₹ | For the Year ended 31/03/2015<br>₹ |
|--|-----------|------------------------------------|------------------------------------|
| <b>INCOME</b>  |           |                                    |                                    |
| I Revenue From Operations ( Net)   | 18        | 383,576,878                        | 284,698,228                        |
| II Other Income  | 19        | 28,491,429                         | 8,469,679                          |
| III Total Revenue ( I + II )   |           | <u>412,068,307</u>                 | <u>293,167,907</u>                 |
| <b>IV EXPENSES</b>   |           |                                    |                                    |
| Cost of Materials Consumed   | 20        | 94,752,265                         | 109,800,085                        |
| Purchases of Stock-In-Trade  | 21        | 226,091,755                        | 112,141,822                        |
| Changes In Inventories of Finished Goods   |           |                                    |                                    |
| Work -In- Progress and Stock-In Trade  | 22        | (4,920,767)                        | 10,125,430                         |
| Employee Benefits Expense  | 23        | 23,944,694                         | 17,141,252                         |
| Finance Costs  | 24        | 1,747,941                          | 826,466                            |
| Depreciation and Amortization Expense  | 9         | 6,083,796                          | 4,340,053                          |
| Other Expenses   | 25        | 33,382,542                         | 21,093,680                         |
| Total Expenses   |           | <u>381,082,226</u>                 | <u>275,468,789</u>                 |
| V Profit Before Tax ( III-IV )   |           | 30,986,081                         | 17,699,118                         |
| VI Tax Expenses  |           |                                    |                                    |
| -Current Tax   |           | 8,800,000                          | 5,300,000                          |
| - Prior Period Tax   |           | (433,163)                          | -                                  |
| - Deferred Tax   |           | (2,011,617)                        | (1,441,856)                        |
| VII Profit for the year ended (V-VI)   |           | <u>24,630,861</u>                  | <u>13,840,974</u>                  |
| <b>Earnings per Equity Share</b>   | <b>26</b> |                                    |                                    |
| Basic ( in ₹ )   |           | 4.60                               | 2.65                               |
| Diluted ( in ₹ )   |           | 2.00                               | 2.65                               |
| Significant Accounting Policies and notes are an integral part of the financial statements | 1 to 37   |                                    |                                    |

As per our report attached of even date

For B. D. Jokhakar & Company  
Chartered Accountants

Raman Jokhakar  
Partner  
Membership No. :- 103241

Place :- Mumbai  
Dated :- 27<sup>th</sup> May, 2016

For and on behalf of the Board

Arvind Kapoor  
DIN : 00002704  
Chairman

Aditya Kapoor  
DIN : 00003019  
Managing Director

Dilip Shah  
DIN : 00005072  
Independent Director

Agnelo Fernandes  
Company Secretary &  
Compliance Officer

Suresh Khilnani  
Chief Financial Officer

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2016**

| Particulars  | 31/03/2016<br>₹           | 31/03/2015<br>₹            |
|--|---------------------------|----------------------------|
| <b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>   |                           |                            |
| <b>Net Profit before taxes</b>   | <b>30,986,081</b>         | <b>17,699,118</b>          |
| <b>Adjusted for</b>  |                           |                            |
| - Depreciation   | 6,083,796                 | 4,340,053                  |
| - Changes in carrying value of Investments   | -                         | (444,912)                  |
| - Interest Expenses  | 476                       | 8,180                      |
| - Dividend Received  | (1,972,479)               | (662,500)                  |
| - Interest Received  | (5,057,645)               | (1,491,451)                |
| - Profit on disposal of Fixed Assets   | (387,734)                 | (470)                      |
| - Short Term Gain on sale of Investments   | (10,498,107)              | (2,049,284)                |
| - Long Term Gain on sale of Investments  | (8,759,404)               | (2,046,553)                |
| - Unrealized Foreign Exchange (Gain) / Loss  | (389,600)                 | 61,148                     |
|  | <u>(20,980,697)</u>       | <u>(2,285,788)</u>         |
| <b>Operating profit before working capital changes</b>                                 | <b>10,005,384</b>         | <b>15,413,329</b>          |
| <b>Adjustment for</b>  |                           |                            |
| - (Increase) / Decrease in Inventories   | (6,077,387)               | 26,260,344                 |
| - (Increase) / Decrease in Receivables/Advances  | 13,780,755                | 20,814,816                 |
| - Increase / (Decrease) in Trade payable, Current Non Current Liabilities & Provisions | (13,276,285)              | (26,248,727)               |
|  | <u>(5,572,917)</u>        | <u>20,826,433</u>          |
| <b>Cash generated from operation</b>   | <b>4,432,467</b>          | <b>36,239,762</b>          |
| - Less :- Taxes paid ( Net)  | 10,826,778                | 4,978,589                  |
| <b>Net Cash from Operating Activities ( A )</b>  | <b><u>(6,394,311)</u></b> | <b><u>31,261,173</u></b>   |
| <b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>   |                           |                            |
| - Disposal of Fixed Assets   | 651,003                   | 6,667                      |
| - Purchase of Fixed Assets   | (404,173)                 | (18,159,631)               |
| - Interest received  | 5,057,645                 | 1,491,451                  |
| - Dividend received  | 1,972,479                 | 662,500                    |
| - Purchase of Investments  | (278,090,692)             | (142,867,000)              |
| - Sale of Investments  | 278,164,312               | 135,392,046                |
| <b>Net cash (used in) / from Investing Activities ( B )</b>                            | <b><u>7,350,574</u></b>   | <b><u>(23,473,967)</u></b> |
| <b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>   |                           |                            |
| - Repayment of Long Term & other borrowings  | -                         | (152,870)                  |
| - Interest paid  | (476)                     | (8,180)                    |
| - Dividend Including Dividend Tax paid   | (4,803,353)               | (7,011,157)                |
| <b>Net cash (used in) / from Financing Activities ( C )</b>                            | <b><u>(4,803,829)</u></b> | <b><u>(7,172,207)</u></b>  |
| <b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS ( A + B + C )</b>            | <b><u>(3,847,567)</u></b> | <b><u>614,999</u></b>      |
| Cash & Cash Equivalents as at the beginning of the year                                | 19,309,562                | 15,005,693                 |
| Cash & Cash Equivalents as at the end of the year                                      | <u>15,461,995</u>         | <u>15,620,692</u>          |
|  | <b><u>(3,847,567)</u></b> | <b><u>614,999</u></b>      |

As per our report attached of even date

For B. D. Jokhakar & Company  
Chartered AccountantsRaman Jokhakar  
Partner  
Membership No. :- 103241Place :- Mumbai  
Dated :- 27<sup>th</sup> May, 2016

For and on behalf of the Board

|                                 |   |
|---------------------------------|---|
| Arvind Kapoor<br>DIN : 00002704 | Chairman                                  |
| Aditya Kapoor<br>DIN : 00003019 | Managing Director                         |
| Dilip Shah<br>DIN : 00005072    | Independent Director                      |
| Agnelo Fernandes                | Company Secretary &<br>Compliance Officer |
| Suresh Khilnani                 | Chief Financial Officer                   |

## Notes on Financial Statements for the year ended 31st March, 2016

### NOTE NO. 1

#### SIGNIFICANT ACCOUNTING POLICIES :

##### (I) Basis of accounting and preparation of financial statements :

The financial statements are prepared under historical cost convention, on accrual basis, in accordance. With the provisions of Companies Act, 2013 and the accounting principles generally accepted in India and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rule 2014. All Income and expenditures having material bearing on the financial statements are recognised on accrual basis. The preparation of financial statements in conformity with the Generally Accepted Accounting Principles ( GAAP) requires management to make estimates and assumption that affects the reported amounts of assets and liabilities and disclosure of contingent liability on the date of financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is reorganized prospectively in current and future periods.

##### (II) Valuation of Inventories :

Stock of raw Materials is valued at lower of cost or net realizable value, cost of which include duties and taxes except those subsequently recoverable from the government authorities. However materials and other items held for use in the productions of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Packing Materials is valued at cost.

Work in Progress and Finished goods including stock in trade are valued at lower of cost or net realisable value. Finished goods and work in progress includes cost of conversion and other cost incurred in bringing the inventories to its present location and condition. Excise duty liability is included in the valuation of finished goods.

Cost of inventories are computed on a weighted-average basis.

##### (III) Depreciation and Amortisation :

###### Tangible Assets

Depreciation on Fixed Assets has been provided on the following basis.

- a. Straight Line Method basis for Vadivare and Ankleshwar units as per the rates and in the manner prescribed under Schedule II of Companies Act, 2013.
- b. Written Down Value basis for Satpur Unit at the rates and in the manner prescribed under Schedule II of Companies Act, 2013.
- c. Lease hold Land is being amortized over the period of lease.

##### (IV) Revenue Recognition :

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

- (a) Revenue from sale of goods is recognized when all the significant risk and rewards of ownership of the products are passed on to the customer, which is generally on dispatch of goods. The sale value is exclusive of excise duty, sales tax, trade discounts, sales returns and liquidated damages if any.
- (b) Revenue in respect of service is recognised when services are performed in accordance with the terms of contract with customers.
- (c) Dividend income is recognized when the right to receive dividend is established.
- (d) Interest income is recognized on the time proportion basis, taking into account the amount outstanding and the rate applicable.

## Notes on Financial Statements for the year ended 31st March, 2016

### (V) Fixed Assets :

#### Tangible Assets

Tangible assets (excluding leasehold land which is carried at cost) are stated at cost of acquisition or construction less accumulated depreciation or accumulated impairment loss, if any. Cost includes the construction/purchase/acquisition cost and other directly the attributable cost to bring the assets to its present working condition. Direct costs are capitalised until fixed assets are ready to use.

### (VI) Impairment of Assets :

The carrying amounts of assets are reviewed at each Balance Sheet date for indicators of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an assets exceeds its recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present values, based on market rates of borrowing.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on the changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment.

### (VII) Foreign Currency Transactions :

Transaction in foreign currency are recorded in rupees by applying the exchange rate on the date of transaction. The exchange differences arising on actual settlement of the transactions are recognized in the statement of Profit and Loss during the year.

Monetary assets and liabilities in foreign currencies, which are outstanding as at the year end, are translated at the closing rate and the resulting exchange differences are recognized in statement of profit and loss.

### (VIII) Accounting of Investments :

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current Investments are valued at lower of cost or realisable value determined on individual basis. Long term investments are stated at cost less provision, if any, for decline , other than temporary in their value.

### (IX) Employees' Benefits :

The Company's obligation towards various employees benefit has been recognised as follows :

#### a) Short Term :

Short term employee benefits are recognised as expenses at the undiscounted amount in the period during which the services have been rendered.

#### b) Long Term :

##### Defined Contribution Plan :

Provident fund contributions for employees are made to the Fund administered by the Regional Provident Fund Commissioner as per the provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 and are charged to the Statement of Profit and Loss.

##### Defined Benefit Plan :

Retirement Gratuity for employees, is funded through a scheme of Life Insurance Corporation of India. The excess/ shortfall in the fair value of the plan assets and/or the present value of obligation calculated as per actuarial method as at balance sheet dates is recognised as a gain/ loss in the Statement of Profit and Loss. Leave encashment liability is provided at the year ended on account of unavailed earned leave as per the actuarial valuation as per Projected Unit Credit Method.

## Notes on Financial Statements for the year ended 31st March, 2016

### (X) Borrowing costs :

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets till such time the asset is ready for its intended use or sale. A qualifying assets that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

### (XI) Leases :

**Operating Lease :** Assets used under lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease.

### (XII) Earning per share :

The basic earnings per share is calculated by dividing the profit attributable to the shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earning per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent share outstanding during the year, except where the result would be anti dilutive.

### (XIII) Taxes on Income :

Tax expenses comprises of current tax and deferred tax (charge or credit). Current income tax is measured at the amount expected to be paid to the authorities in accordance with the Income -Tax Act, 1961.

Deferred tax expenses or benefits is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or subsequently amended at the balance sheet date. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses are recognised only to the extent that there is virtual certainty that sufficient taxable income will be available to realise these assets. At each Balance Sheet date, the carrying value of amount of deferred tax assets are reviewed to reassure realisation.

### (XIV) Provisions and contingencies :

Provisions are recognised when there is a present obligation as a result of a 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 based on technical evaluation and past experience. A Contingent Liability is disclosed when the company has a future or present obligation & where it is not probable that an outflow resources will be required to settle it. Contingent assets are neither recognised nor disclosed.



## Notes on Financial Statements for the year ended 31st March, 2016

## 2 SHARE CAPITAL

| Particulars  | As at 31/03/2016  |                    | As at 31/03/2015 |                   |
|--|-------------------|--------------------|------------------|-------------------|
|  | Number of Shares  | ₹                  | Number of Shares | ₹                 |
| <b>Authorised</b>  |                   |                    |                  |                   |
| Equity Share of ₹ 10/- each                                | 16,750,000        | 167,500,000        | 6,000,000        | 60,000,000        |
| 5% Cumulative Redeemable Preference Shares of ₹ 10/- each  | -                 | -                  | 75,000           | 7,500,000         |
| 1% Optionally Convertible Preference shares of ₹ 10/- each | 7,500,000         | 75,000,000         | -                | -                 |
| 0% Redeemable Preference Shares of ₹ 10/- each             | 7,500,000         | 75,000,000         | -                | -                 |
| <b>Total</b>   | <b>31,750,000</b> | <b>317,500,000</b> | <b>6,075,000</b> | <b>67,500,000</b> |
| <b>Issued, Subscribed &amp; Fully paid up</b>              |                   |                    |                  |                   |
| Equity Share of ₹ 10/- each                                | 5,215,800         | 52,158,000         | 5,215,800        | 52,158,000        |
| 1% Optionally Convertible Preference Share of ₹ 10/- each  | 7,103,935         | 71,039,350         | -                | -                 |
| <b>Total</b>   | <b>12,319,735</b> | <b>123,197,350</b> | <b>5,215,800</b> | <b>52,158,000</b> |

| 2.1 Particulars   | As at 31/03/2016 |                   | As at 31/03/2015 |                   |
|---|------------------|-------------------|------------------|-------------------|
|   | Number of Shares | ₹                 | Number of Shares | ₹                 |
| <b>Reconciliation of Number of Equity Shares</b>                            |                  |                   |                  |                   |
| Balance as at beginning of the year   | 5,215,800        | 52,158,000        | 5,215,800        | 52,158,000        |
| Add : Shares issued during the year   | -                | -                 | -                | -                 |
| Balance at the end of the year  | <u>5,215,800</u> | <u>52,158,000</u> | <u>5,215,800</u> | <u>52,158,000</u> |
| <b>Reconciliation of Number of Optionally Convertible Preference Shares</b> |                  |                   |                  |                   |
| Balance as at beginning of the year   | -                | -                 | -                | -                 |
| Add : Shares issued during the year   | 7,103,935        | 71,039,350        | -                | -                 |
| Balance at the end of the year  | <u>7,103,935</u> | <u>71,039,350</u> | -                | -                 |

## 2.2 Rights, Preferences and restrictions attached to each class of shares :

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

**Optionally Convertible Preference Shares (OCPS) :** The Company has issued only one class of OCPS having par value of ₹ 10/- at a premium of ₹ 34/-. OCPS are listed on BSE Ltd. OCPS are convertible into equity shares at the option of the holder within 12 months from the date of receipt of trading approval from BSE Ltd i.e. upto February 23, 2017. One OCPS is convertible into one equity share.

Non converted OCPS after the expiry of 12 months from the date of receipt of trading approval from BSE Ltd will be converted into equivalent number of Redeemable Preference Shares (RPS). Tenure of RPS would be 6 months from the date of allotment of RPS. Redemption of RPS would be done at a price to give 6% annualized return from the date of allotment of RPS on face value of ₹ 10/- and premium of ₹ 34/-.

### 2.3 The details of shareholders holding more than 5% shares

| Particulars   | As at 31/03/2016 |              | As at 31/03/2015 |              |
|---|------------------|--------------|------------------|--------------|
|   | Number of Shares | % of Holding | Number of Shares | % of Holding |
| <b>Name of Equity Shareholders</b>                            |                  |              |                  |              |
| Rishiroop Holding Pvt Ltd                                     | 1,123,957        | 21.55        | 1,123,957        | 21.55        |
| Rishiroop Polymers Pvt Ltd                                    | 1,106,144        | 21.21        | 1,106,144        | 21.21        |
| Rishiroop Investments & Trading Co. Pvt Ltd                   | 305,700          | 5.86         | 305,700          | 5.86         |
| <b>Name of Optionally Convertible Preference Shareholders</b> |                  |              |                  |              |
| Rishiroop Polymers Pvt Ltd                                    | 1,767,445        | 24.88        | -                | -            |
| Rishiroop Holding Pvt Ltd                                     | 1,033,194        | 14.54        | -                | -            |

As per records of the company, including its register of members, the above shareholding represents both legal and beneficial ownership of shares.

### 2.4 Terms of securities convertible into equity shares

As per the terms of Scheme of amalgamation approved by the High Court of Bombay & Gujarat, holders of Optionally Convertible Preference Shares (OCPS) have a right to convert their OCPS to equity shares (conversion ratio 1 : 1) within 12 months from the date of receipt of trading approval from BSE i.e. upto February 23, 2017 and securities would be converted as per the conversion request received from OCPS holder.

## 3 RESERVE AND SURPLUS

| Particulars   | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|---|--------------------------|--------------------------|
| 1) Capital Reserve  |                          |                          |
| As per Last Balance sheet   | 10,870,860               | 10,870,860               |
| 2) Securities Premium   |                          |                          |
| As per Last Balance sheet   | -                        | -                        |
| Add : Addition during the year  | 241,533,790              | -                        |
|   | 241,533,790              | -                        |
| 3) General Reserve  |                          |                          |
| As per Last Balance sheet   | 17,500,000               | 16,500,000               |
| Add : Transferred from Surplus in statement of Profit & Loss  | 1,000,000                | 1,000,000                |
|   | 18,500,000               | 17,500,000               |
| 4) Statement of Profit & Loss   |                          |                          |
| As per Last Balance sheet   | 138,876,299              | 117,338,274              |
| Add : Profit transferred from Statement of Profit & Loss  | 24,630,861               | 13,840,974               |
| Less:- Depreciation on account of Assets whose useful life is exhausted as on 01/04/2014 consequent upon the provisions of Schedule II of the Companies Act, 2013 | -                        | 2,566,968                |
| (Net of Deferred tax )  |                          |                          |
| Less : Appropriation  |                          |                          |
| Transfer to General Reserve   | 1,000,000                | 1,000,000                |
| Proposed Dividend on Equity Shares  |                          |                          |
| (Dividend per share ₹ 0.80 ( P.Y. ₹ 0.80 )  | 5,711,037                | 4,172,640                |
| Tax on above  | 1,162,633                | 854,334                  |
| Proposed Dividend on Optionally Convertible Preference Shares   | 518,094                  | -                        |
| (Dividend per share ₹ 0.10 ( P.Y. Nil )   |                          |                          |
| Tax on above  | 105,472                  | -                        |
|   | 155,009,925              | 122,585,306              |
| <b>Total</b>  | <b>425,914,575</b>       | <b>150,956,166</b>       |

## Notes on Financial Statements for the year ended 31st March, 2016

**4 DEFERRED TAX (ASSETS) / LIABILITIES (NET)**

| Particulars   | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|---|--------------------------|--------------------------|
| (a) Deferred Tax Liability on difference between net block as per Book and Income Tax | 2,843,204                | 1,849,326                |
| (b) Deferred Tax Assets on Retained Reserve   | (1,232,851)              | (1,232,851)              |
| (c) Deferred Tax Assets on Disallowance   | (615,599)                | -                        |
| (d) Deferred Tax Assets on Amalgamation Expenses                                      | (2,218,315)              | (398,443)                |
| (e) Deferred Tax Assets on Provision for Doubtful Debts                               | (641,422)                | -                        |
| <b>Deferred Tax ( Assets) / Liabilities (Net)</b>                                     | <b>(1,864,983)</b>       | <b>218,032</b>           |

**5 LONG TERM PROVISIONS**

|   | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|---|--------------------------|--------------------------|
| <b>Provisions for Employee Benefits</b> |                          |                          |
| Leave Salary                            | 930,197                  | 822,542                  |
| Gratuity                                | 328,471                  | 261,282                  |
| Others                                  | 22,537                   | -                        |
| <b>Total</b>                            | <b>1,281,205</b>         | <b>1,083,824</b>         |

**6 TRADE PAYABLE**

|   | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|---|--------------------------|--------------------------|
| (a) Total outstanding dues of micro enterprise and small enterprises                      | -                        | -                        |
| (b) Total outstanding dues of creditors other than micro enterprise and small enterprises | 58,590,251               | 25,473,444               |
| <b>Total</b>  | <b>58,590,251</b>        | <b>25,473,444</b>        |

**7 OTHER CURRENT LIABILITIES**

|  | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|--|--------------------------|--------------------------|
| (a) Unclaimed Dividends *                | 2,018,900                | 1,795,278                |
| (b) Advances from Customers              | 1,633,798                | 2,428                    |
| (c) Employees benefits                   | 1,486,188                | 1,128,966                |
| (d) Duties & Taxes                       | 1,402,913                | 849,184                  |
| (e) Excise duty payable on Closing Stock | 186,739                  | 1,191,142                |
| (f) Other Payables                       | 640,490                  | 622,694                  |
| <b>Total</b>                             | <b>7,369,028</b>         | <b>5,589,692</b>         |

\* There are no amounts due and outstanding to be credited to investor Education and Protection Fund as at 31st March 2016 under section 125 of the Companies Act, 2013

**8 SHORT TERM PROVISIONS**

|  | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|--|--------------------------|--------------------------|
| (a) Provisions for Employee Benefits   |                          |                          |
| Leave Salary                           | 239,936                  | 214,741                  |
| Gratuity                               | 363,293                  | 294,227                  |
| (b) Provisions for Tax                 |                          |                          |
| Income Tax (Net)                       | 1,013,015                | 1,610,090                |
| (c) Proposed Dividend on Equity Shares | 5,711,037                | 4,172,640                |
| (d) Tax on above                       | 1,162,633                | 854,334                  |
| (e) Proposed Dividend on OCPS          | 518,094                  | -                        |
| (f) Tax on above                       | 105,472                  | -                        |
| <b>Total</b>                           | <b>9,113,479</b>         | <b>7,146,032</b>         |

## 9 FIXED ASSETS

| Particulars              | GROSS BLOCK              |                |                         |                          | DEPRECIATION             |                  |                  |                         | NET BLOCK                |                          |                          |
|--------------------------|--------------------------|----------------|-------------------------|--------------------------|--------------------------|------------------|------------------|-------------------------|--------------------------|--------------------------|--------------------------|
|                          | Balance as at 01/04/2015 | Additions      | Deductions/ Adjustments | Balance as at 31/03/2016 | Balance as at 01/04/2015 | Depreciation     | Retained Reserve | Deductions/ Adjustments | Balance as at 31/03/2016 | Balance as at 31/03/2016 | Balance as at 31/03/2015 |
|                          | ₹                        | ₹              | ₹                       | ₹                        | ₹                        | ₹                | ₹                | ₹                       | ₹                        | ₹                        | ₹                        |
| Lease Hold Land          | 58,391,502               | -              | -                       | 58,391,502               | 33,511                   | 1,136            | -                | -                       | 34,647                   | 58,356,855               | 74,383                   |
| Free Hold Land           | 406,329                  | -              | 4,986                   | 401,343                  | -                        | -                | -                | -                       | -                        | 401,343                  | 406,329                  |
| Building                 | 19,925,166               | -              | -                       | 19,925,166               | 13,515,541               | 720,009          | -                | -                       | 14,235,550               | 5,689,616                | 2,850,807                |
| Plant & Machinery        | 67,989,502               | -              | -                       | 67,989,502               | 46,708,486               | 3,609,490        | -                | -                       | 50,317,976               | 17,671,526               | 21,281,016               |
| Furniture & Fixtures     | 2,585,851                | -              | 7,000                   | 2,578,851                | 1,706,187                | 247,024          | -                | 5,426                   | 1,947,785                | 631,066                  | 852,518                  |
| Electrical Installations | 2,219,913                | -              | -                       | 2,219,913                | 1,458,562                | 178,915          | -                | -                       | 1,637,477                | 582,436                  | 761,351                  |
| Office Equipments        | 1,230,418                | 32,194         | -                       | 1,262,612                | 1,134,834                | 50,375           | -                | -                       | 1,185,209                | 77,403                   | 95,582                   |
| Laboratory Equipments    | 792,961                  | 263,121        | -                       | 1,056,082                | 574,214                  | 114,361          | -                | -                       | 688,575                  | 367,507                  | 218,747                  |
| Other Equipments         | 627,440                  | 53,000         | -                       | 680,440                  | 265,493                  | 106,353          | -                | -                       | 371,846                  | 308,594                  | 361,947                  |
| Computers                | 2,341,758                | 55,858         | -                       | 2,397,616                | 2,222,283                | 90,338           | -                | -                       | 2,312,621                | 84,995                   | 119,475                  |
| Vehicles                 | 9,039,284                | -              | 1,582,115               | 7,457,169                | 3,580,942                | 965,795          | -                | 1,325,406               | 3,221,331                | 4,235,838                | 3,427,226                |
| Moulds & Jigs            | 1,228,512                | -              | -                       | 1,228,512                | 1,228,512                | -                | -                | -                       | 1,228,512                | -                        | -                        |
| <b>Total</b>             | <b>166,778,636</b>       | <b>404,173</b> | <b>1,594,101</b>        | <b>165,588,708</b>       | <b>72,428,565</b>        | <b>6,083,796</b> | <b>-</b>         | <b>1,330,832</b>        | <b>77,181,529</b>        | <b>88,407,179</b>        | <b>30,449,381</b>        |
| Previous Year            | 75,039,802               | 18,159,631     | 675,840                 | 92,523,593               | 54,603,983               | 4,340,053        | 3,799,819        | 669,643                 | 62,074,212               | 30,449,381               |                          |

## 10 NON CURRENT INVESTMENTS

| Particulars   | As at 31/03/2016<br>₹ | As at 31/03/2015<br>₹ |
|---|-----------------------|-----------------------|
| <b>Long Term Investments</b><br><b>(Valued at Cost less other than temporary diminution in Value, if any)</b>   |                       |                       |
| <b>A) Trade Investments</b>   |                       |                       |
| <b>Investment in Equity Shares-Unquoted, Fully paid</b>   |                       |                       |
| 10.1 - Saraswat Co-Operative Bank Ltd<br>2,500 Equity Shares of ₹ 10/- ( P.Y. 2,500 Equity Shares of ₹ 10/-)  | 25,000                | 25,000                |
| - Bharuch Enviro Infrastructure Ltd<br>420 Equity Shares of ₹ 10/- each fully paid up ( P.Y. Nil )  | 4,200                 | -                     |
| - Bharuch Eco-Aqua Infrastructure Ltd<br>60,000 Equity Shares of ₹ 10/- each fully paid up ( P.Y. Nil )   | 600,000               | -                     |
|   | <b>629,200</b>        | <b>25,000</b>         |
| <b>B) Other Investments</b>   |                       |                       |
| 10.2 <b>Investment in Bonds-Quoted Fully paidup</b>   |                       |                       |
| a) <b>Tax Free Bond</b>   |                       |                       |
| -Rural Electrification Corporation Ltd<br>Units 1,00,000 of ₹ 1,000/- ( P.Y. Units 1,00,000 of ₹ 1,000/- each<br>Market Price ₹ 1,13,74,110/- ( P.Y. ₹ 1,09,19,804/- )      | 10,000,000            | 10,000,000            |
| - Housing Urban Development Corporation-15 Years<br>Units 13,000 of ₹ 1,000/- ( P.Y. Units 3,000 of ₹ 1,000/- each )<br>Market Value ₹ 1,49,55,612/- ( P.Y. ₹ 32,88,787/- ) | 13,000,000            | 3,000,000             |
| -National Highway Authority of India-Series 1<br>2,472 Units of ₹ 1,000/- each ( P.Y. Nil )<br>Market Value ₹ 26,97,884/- ( P.Y. Nil )                                      | 2,472,000             | -                     |
|   | <b>25,472,000</b>     | <b>13,000,000</b>     |

## Notes on Financial Statements for the year ended 31st March, 2016

| Particulars  | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|--|--------------------------|--------------------------|
| <b>b) Others</b>   |                          |                          |
| - <b>11% Bank of India Perpetual Bond</b>                              | 2,015,525                | 1,000,000                |
| Units 2 of ₹ 10,00,000/- ( P.Y. Units 1 of ₹ 10,00,000/-)              |                          |                          |
| Market Value ₹ 21,17,988/- ( P.Y. ₹ 10,82,385/- )                      |                          |                          |
| <b>10.3 Investment In Mutual Fund- Quoted, Fully Paid</b>              |                          |                          |
| <b>a) Equity Fund</b>  |                          |                          |
| - <b>ICICI Prudential Focused Bluechip Fund-Growth</b>                 | 5,330,000                | 2,500,000                |
| Units 2,17,287.699 of ₹ 24.53/- ( P.Y. 1,00,200.401 of ₹ 24.95/-)      |                          |                          |
| Market Value ₹ 59,79,757/- ( P.Y. ₹ 29,53,908/-)                       |                          |                          |
| - <b>ICICI Prudential Value Fund Series 4</b>                          | 2,400,000                | 2,400,000                |
| Units 2,40,000 of ₹ 10/- ( P.Y. 2,40,000 of ₹ 10/-)                    |                          |                          |
| Market Value ₹ 26,28,000/- ( P.Y. ₹ 32,06,400/-)                       |                          |                          |
| - <b>ICICI Prudential Value Discovery Fund Growth</b>                  | 11,000,000               | 2,500,000                |
| Units 1,32,095.205 of ₹ 83.273/- ( P.Y. 28,891.714 of ₹ 86.53/-)       |                          |                          |
| Market Value ₹ 1,43,70,637/- ( P.Y. ₹ 33,00,589/-)                     |                          |                          |
| - <b>ICICI Prudential Banking &amp; Financial Fund</b>                 | 5,000,000                | 5,000,000                |
| Units 2,19,298.246 of ₹ 22.80/- ( P.Y. 2,19,298.246 of ₹ 22.80/-)      |                          |                          |
| Market Value ₹ 72,03,947/- ( P.Y. ₹ 79,93,421/- )                      |                          |                          |
| - <b>Franklin India Smaller Companies - Growth</b>                     | 7,066,914                | 4,000,000                |
| Units 2,54,199.089 of ₹ 27.80 ( P.Y. 1,24,198.151 of ₹ 32.21/-)        |                          |                          |
| Market Value ₹ 97,07,507/- ( P.Y. ₹ 45,57,538/-)                       |                          |                          |
| - <b>HDFC Midcap Opportunities Fund- Growth</b>                        | 4,500,000                | 1,500,000                |
| Units 1,70,380.51 of ₹ 26.41/- ( P.Y. 54,822.558 of ₹ 27.361/-)        |                          |                          |
| Market Value ₹ 61,76,293/- ( P.Y. ₹ 20,14,619/-)                       |                          |                          |
| - <b>Birla Top 100 -Growth Option</b>                                  | 5,000,000                | 2,500,000                |
| Units 1,39,182.825 of ₹ 35.92/- ( P.Y. 68,528.823 of ₹ 36.481/-)       |                          |                          |
| Market Value ₹ 56,92,049/- ( P.Y. ₹ 29,54,915/-)                       |                          |                          |
| - <b>Birla MNC Fund Plan B</b>   | 5,500,000                | 2,500,000                |
| Units 9,577.544 of ₹ 574.26/- ( P.Y. 4,353.429 of ₹ 574.26/-)          |                          |                          |
| Market Value ₹ 53,72,810/- ( P.Y. ₹ 25,18,720/-)                       |                          |                          |
| - <b>HDFC Balanced Fund - Growth</b>                                   | 31,022,190               | 2,500,000                |
| Units 2,93,463.668 of ₹ 105.908/- ( P.Y. 24,326.402 of ₹ 102.77/-)     |                          |                          |
| Market Value ₹ 3,12,06,179/- ( P.Y. ₹ 26,13,994/- )                    |                          |                          |
| - <b>HDFC Prudence Fund - Growth</b>                                   | 2,500,000                | 2,500,000                |
| Units 6,698.247 of ₹ 373.23/- ( P.Y. 6,698.247 of ₹ 373.23/-)          |                          |                          |
| Market Value ₹ 23,66,893/- ( P.Y. ₹ 25,19,345/- )                      |                          |                          |
| - <b>SBI MSFU Pharma - Growth</b>                                      | 5,000,000                | 2,500,000                |
| Units 69,012.596 of ₹ 72.45/- ( P.Y. Units 24,048.567 of ₹ 103.9563/-) |                          |                          |
| Market Value ₹ 92,28,571/- ( P.Y. ₹ 33,49,590/-)                       |                          |                          |
| - <b>SBI Magnum Midcap Fund Growth</b>                                 | 5,000,000                | -                        |
| Units 1,47,231.604 of ₹ 33.96/- ( P.Y. Nil)                            |                          |                          |
| Market Value ₹ 85,33,588/- ( P.Y. Nil)                                 |                          |                          |

## Notes on Financial Statements for the year ended 31st March, 2016

| Particulars  | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|--|--------------------------|--------------------------|
| - UTI Transportation & Logistic Sector<br>Units 29,706.162 of ₹ 67.33/- ( P.Y. Nil )<br>Market Value ₹ 25,10,165/-(P.Y. Nil )  | 2,000,000                | -                        |
| - ICICI Prudential Balanced Fund-Growth<br>Units 78,882.848 of ₹ 93.81/- (P.Y. Nil )<br>Market Value ₹ 70,59,226/- ( P.Y. Nil )  | 7,400,000                | -                        |
| - ICICI Prudential Export & Other Fund<br>Units 62,643.558 of ₹ 47.89/- (P.Y. Nil )<br>Market Value ₹ 27,23,115/- ( P.Y. Nil )   | 3,000,000                | -                        |
| - Motilal Oswal Most Focused Multicap Fund<br>Units 1,56,156.899 of ₹ 17.79/- (P.Y. Nil )<br>Market Value ₹ 25,91,611/- ( P.Y. Nil )                                       | 2,778,000                | -                        |
| - SBI Blue chip Fund<br>Units 2,82,257.254 of ₹ 28.3429/- (P.Y. Nil )<br>Market Value ₹ 78,80,782/- ( P.Y. Nil )   | 8,000,000                | -                        |
| - L & T India Value Fund - Growth<br>Units 1,96,355.639 of ₹ 25.46/- (P.Y. Nil )<br>Market Value ₹ 46,97,416/- ( P.Y. Nil )  | 5,000,000                | -                        |
| - Reliance Small Cap Fund<br>Units 1,97,518.50 of ₹ 25.34/- (P.Y. Nil )<br>Market Value ₹ 48,04,914/- ( P.Y. Nil )   | 5,004,944                | -                        |
| - Mirae Assets Emerging Blue chip Fund-Reg.<br>Units 81,627.322 of ₹ 30.627/- (P.Y. Nil )<br>Market Value ₹ 24,30,045/- ( P.Y. Nil )                                       | 2,500,000                | -                        |
|  | <u>125,002,048</u>       | <u>30,400,000</u>        |
| b) Debt Fund   |                          |                          |
| - Franklin India Income Opportunity Fund - Growth<br>Nil - ( P.Y. 3,66,434.591 of ₹ 13.645/-)<br>Market Value Nil ( P.Y. ₹ 59,10,370/- )                                   | -                        | 5,000,000                |
| - SBI Magnum Gilt Fund<br>Units 4,87,542.194 of ₹ 29.741/- ( P.Y. 1,51,504.797 of ₹ 29.702/-)<br>Market Value ₹ 1,56,78,040/- ( P.Y ₹ 46,00,367/-)                         | 14,500,000               | 4,500,000                |
| - JP Morgan India Govt Securities Fund - Growth<br>Units 12,63,378.695 of ₹ 11.08/- (P.Y. 5,86,800.916 of ₹ 11.077/-)<br>Market Value ₹ 1,57,48,900/- ( P.Y ₹ 69,00,192/-) | 14,000,000               | 6,500,000                |
| - ICICI Prudential Banking & PSU Debt Fund<br>Units 3,55,527.745 of ₹ 14.0636/- ( P.Y. 3,55,527.745 of ₹ 14.0636/-)<br>Market Value ₹ 60,07,210/- ( P.Y. ₹ 55,25,292/- )   | 5,000,000                | 5,000,000                |
| - Birla Sunlife Fixed Term -Series IP<br>Units 4,10,000 of ₹ 10.00/- ( P.Y. Nil )<br>Market Value ₹ 50,83,221/- (P.Y. Nil )  | 4,100,000                | -                        |

## Notes on Financial Statements for the year ended 31st March, 2016

| Particulars   | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|---|--------------------------|--------------------------|
| - <b>HDFC EMP 1175 Series-29</b><br>Units 9,00,000 of ₹ 10.00/- ( P.Y. Nil )<br>Market Value ₹ 1,14,29,500/- ( P.Y. Nil )   | 9,000,000                | -                        |
| - <b>Kotak EMP Series-131</b><br>Units 5,00,000 of ₹ 10.00/- ( P.Y. Nil )<br>Market Value ₹ 63,13,100/- ( P.Y. Nil )  | 5,000,000                | -                        |
| - <b>ICICI Prudential Ultra Short</b><br>Units 5,57,581.87 of ₹ 13.45/- ( P.Y. Nil )<br>Market Value ₹ 85,34,683/- ( P.Y. Nil )   | 7,500,000                | -                        |
| - <b>IDFC Dynamic Bond Fund - Growth</b><br>Units 3,93,277.002 of ₹ 16.5278/- ( P.Y. 1,18,292.798 of ₹ 16.9072/-)<br>Market Value ₹ 70,11,854/- ( P.Y. ₹ 20,06,400/-)               | 6,500,000                | 2,000,000                |
| - <b>ICICI Prudential Flexible Income - Growth</b><br>Units 21,521.659 of ₹ 277.73/- ( P.Y. 10,482.288 of ₹ 247.3217/-)<br>Market Value ₹ 61,59,955/- ( P.Y. ₹ 27,57,897/-)         | 5,977,108                | 2,592,498                |
| - <b>DHFL Pramerica Ultra Short Term Fund - Growth</b><br>Units 2,28,436.524 of ₹ 15.7064/- ( P.Y. 5,19,940.92 of ₹ 15.4819/-)<br>Market Value ₹ 41,71,114/- ( P.Y. ₹ 87,22,737/- ) | 3,587,915                | 8,049,695                |
| - <b>Birla Sunlife Treasury Optimizer plan Growth</b><br>Units 86,000.145 of ₹ 1,684.256/- ( P.Y. Nil )<br>Market Value ₹ 1,62,26,327/- ( P.Y. Nil)                                 | 14,470,000               | -                        |
| - <b>Franklin India Ultra Short Bond Fund</b><br>Nil ( P.Y. 6,57,029.611 Of ₹ 17.6493/-)<br>Market Value Nil ( P.Y. ₹ 1,21,82,577/- )   | -                        | 11,596,123               |
| - <b>Kotak Banking &amp; PSU Debt Fund</b><br>Units 88,391.785 of ₹ 29.0751/- ( P.Y. Nil )<br>Market Value ₹ 29,79,581/- ( P.Y. Nil )   | 2,570,000                | -                        |
| - <b>Reliance Dynamic Bond Fund</b><br>Units 1,38,542.533 of ₹ 18.045/- ( P.Y. Nil )<br>Market Value ₹ 27,79,690/- ( P.Y. Nil)  | 2,500,000                | -                        |
| - <b>Birla Sunlife Short Term Opportunities</b><br>Units 2,43,226.152 of ₹ 20.557/- ( P.Y. Nil )<br>Market Value ₹ 60,30,890/- ( P.Y. Nil )   | 5,000,000                | -                        |
| - <b>HDFC Floating Rate Income Fund-Div Reinvest</b><br>Units 16,42,155.091 of ₹ 10.0809/- ( P.Y. Nil )<br>Market Value ₹ 1,65,54,401/- ( P.Y. Nil )                                | 16,554,401               | -                        |
| - <b>HDFC EMP 367D Series-31</b><br>Nil ( P.Y. Units 2,40,000 of ₹ 10/- )<br>Market Value Nil ( P.Y. ₹ 26,01,648/- )  | -                        | 2,400,000                |
| - <b>DWS Fix Maturity Series -53</b><br>Nil ( P.Y. Units 250000 of ₹ 10/-)<br>Market Value Nil ( P.Y. ₹ 27,39,225/-)  | -                        | 2,500,000                |
|   | <b>116,259,424</b>       | <b>50,138,316</b>        |



## Notes on Financial Statements for the year ended 31st March, 2016

| Particulars  | As at<br>31/03/2016<br>₹  | As at<br>31/03/2015<br>₹ |
|--|---------------------------|--------------------------|
| <b>10.4 Alternative Investment Fund</b>  |                           |                          |
| - IIFL Real Estate Fund  | 10,000,000                | -                        |
| - India Realty Excellence Fund II LLP  | 9,089,803                 | -                        |
|  | <u>19,089,803</u>         | -                        |
| <b>Total</b>   | <u><b>288,468,000</b></u> | <u><b>94,563,316</b></u> |
| Aggregate Cost of Quoted investments   | 268,748,997               | 94,538,316               |
| Aggregate Market value of Quoted investments   | 305,017,565               | 107,551,928              |
| Aggregate Cost of Unquoted Investments   | 19,719,003                | 25,000                   |
| Aggregate Provision for diminution in the value of Investments   | -                         | -                        |
| <b>11 LONG TERM LOANS AND ADVANCES</b>   |                           |                          |
| Unsecured, Considered Good<br>Security Deposits  | 1,976,190                 | 1,389,100                |
| <b>Total</b>   | <u><b>1,976,190</b></u>   | <u><b>1,389,100</b></u>  |
| <b>12 CURRENT INVESTMENTS</b><br>(Valued lower of cost or fair value)<br>Other Investments                             |                           |                          |
| <b>A) Investment in Mutual Fund- Quoted Fully Paid up</b>  |                           |                          |
| <b>DEBT FUND</b>   |                           |                          |
| - <b>Axis Liquid Fund Growth</b>   | 11,336,870                | 1,000,000                |
| Units 6,781.121 of ₹ 1671.828/- (P.Y. 645.083 of ₹ 1550.1889/- )<br>Market Value ₹ 1,13,88,405/- ( P.Y. ₹ 10,00,000/-) |                           |                          |
| - <b>DHFL Low Duration Fund-Instt Growth</b>   | 1,457,811                 | 299,213                  |
| Units 73,113.982 of ₹ 19.9389 ( P.Y. 22,738.134 of ₹ 13.1591/-)<br>Market Value ₹ 14,92,988/- ( P.Y. ₹ 3,31,208/-)     |                           |                          |
| - <b>ICICI Prudential Flexible Income Fund-Div Reinvest</b>  | 43,338,956                | -                        |
| Units 4,09,905.501 of ₹ 105.7291/- (P.Y. Nil )<br>Market Value ₹ 4,33,41,686/- ( P.Y. Nil )                            |                           |                          |
| - <b>SBI Ultra Short Term Reg- Daily dividend</b>  | 3,529,230                 | -                        |
| Units 3,512.931 of ₹ 1,004.64/- (P.Y. Nil )<br>Market Value ₹ 35,34,044/- ( P.Y. Nil )                                 |                           |                          |
| <b>B) Alternative Investment Fund</b>  |                           |                          |
| - IIFL Income Opportunities Fund   | 1,619,931                 | -                        |
| <b>Total</b>   | <u><b>61,282,799</b></u>  | <u><b>1,299,213</b></u>  |
| Aggregate Cost of Quoted Investments   | 59,662,867                | 1,299,213                |
| Aggregate Cost of Unquoted Investments   | 1,619,931                 | -                        |
| Aggregate Market Value of Quoted Investments   | 59,757,123                | 1,299,213                |
| Aggregate Provision for diminution in Value of Investments   | -                         | -                        |

## Notes on Financial Statements for the year ended 31st March, 2016

**13 INVENTORIES**

| Particulars   | As at<br>31/03/2016<br>₹ | As at<br>31/03/2015<br>₹ |
|---|--------------------------|--------------------------|
| (Refer Note No. II of Significant accounting policies)                              |                          |                          |
| a) Raw Materials  | 15,277,915               | 22,694,288               |
| b) Work in Process  | 21,519                   | 30,360                   |
| c) Finished Goods   | 1,680,655                | 10,720,280               |
| d) Stock-in trade<br>Includes Goods in Transit ₹ 2,65,66,272/- (P.Y. ₹ 59,97,847/-) | 70,702,701               | 12,923,388               |
| e) Packing Materials  | 122,837                  | 189,569                  |
| <b>Total</b>  | <b><u>87,805,627</u></b> | <b><u>46,557,885</u></b> |

**14 TRADE RECEIVABLE****Unsecured**

|   |                          |                          |
|---|--------------------------|--------------------------|
| a) Outstanding for a period exceeding six months from the date they are due for payment |                          |                          |
| - Considered Good   | 484,401                  | 2,965,204                |
| - Doubtful  | 1,940,000                | -                        |
| Less:- Provision for Doubtful Debts   | (1,940,000)              | -                        |
| b) Others - Considered Good   | 68,654,038               | 40,226,928               |
| <b>Total</b>  | <b><u>69,138,439</u></b> | <b><u>43,192,132</u></b> |

**15 CASH AND BANK BALANCES****Cash and Cash equivalents****Balance with Banks :**

|  |                          |                          |
|--|--------------------------|--------------------------|
| a) In Current Account  | 10,481,054               | 11,135,554               |
| b) In Deposit Account<br>(As Margin Money against Letter of Credits) | 2,912,734                | 2,631,836                |
| c) Unclaimed Dividend Account  | 2,018,900                | 1,795,278                |
| Cash on Hand   | 49,307                   | 58,024                   |
| <b>Total</b>   | <b><u>15,461,995</u></b> | <b><u>15,620,692</u></b> |

**16 SHORT TERM LOANS AND ADVANCES****Unsecured, Considered Good**

|  |                         |                         |
|--|-------------------------|-------------------------|
| Balance with Customs, Excise & Service Tax | 8,544,242               | 8,321,824               |
| Prepaid Expenses                           | 530,374                 | 440,801                 |
| Advances to Suppliers                      | -                       | 104,825                 |
| Others                                     | 789,065                 | 56,458                  |
| <b>Total</b>                               | <b><u>9,863,681</u></b> | <b><u>8,923,908</u></b> |

**17 OTHER CURRENT ASSETS****Unsecured, Considered Good**

|                     |                         |                       |
|---------------------|-------------------------|-----------------------|
| Interest Receivable | 1,196,996               | 629,563               |
| <b>Total</b>        | <b><u>1,196,996</u></b> | <b><u>629,563</u></b> |

## Notes on Financial Statements for the year ended 31st March, 2016

### 18 REVENUE FROM OPERATION

| Particulars  | For the<br>Year ended<br>31/03/2016<br>₹ | For the<br>Year ended<br>31/03/2015<br>₹ |
|--|--|--|
| Sale of Products (Gross)   | 392,544,737                              | 293,647,530                              |
| -Less: Excise Duty   | 8,967,859                                | 8,949,302                                |
| Sale of Products (Net)   | 383,576,878                              | 284,698,228                              |
| <b>Total</b>   | <b>383,576,878</b>                       | <b>284,698,228</b>                       |
| <b>Particulars of Products Sold</b>                              |  |  |
| <b>Finished Goods</b>  |  |  |
| Polymers and Compound  | 138,390,537                              | 145,414,198                              |
| <b>Traded Goods</b>  |  |  |
| Synthetic Rubber   | 179,762,120                              | 116,975,767                              |
| Chlorinated Rubber   | 8,329,620                                | -  |
| Others   | 57,094,601                               | 22,308,263                               |
| <b>Total</b>   | <b>383,576,878</b>                       | <b>284,698,228</b>                       |
| <b>19 OTHER INCOME</b>   |  |  |
| 1. Interest  |  |  |
| a) Fixed Deposit with Bank                                       | 368,714                                  | 283,015                                  |
| b) On Tax Free Bonds   | 2,155,004                                | 1,101,300                                |
| c) On Other Bonds  | 220,000                                  | 71,123                                   |
| d) Others  | 2,313,927                                | 36,013                                   |
| 2. Dividend  |  |  |
| Non-Current Investment   | 1,972,479                                | 662,500                                  |
| 3. Foreign Exchange Gain   | 767,780                                  | 580,766                                  |
| 4. Short Term Gain on Sale of Investments                        | 10,498,107                               | 2,049,284                                |
| 5. Long Term Gain on Sale of Investments                         | 8,759,404                                | 2,046,553                                |
| 6. Others  | 599,220                                  | 112,353                                  |
| 7. Export Incentive  | 449,060                                  | 1,081,390                                |
| 8. Other Non Operative Income                                    |  |  |
| Profit on Disposal of Assets (Net)                               | 387,734                                  | 470                                      |
| Changes in Carrying Value of Investments                         | -  | 444,912                                  |
| <b>Total</b>   | <b>28,491,429</b>                        | <b>8,469,679</b>                         |
| <b>20 COST OF MATERIALS CONSUMED</b>                             |  |  |
| <b>PARTICULARS OF RAW MATERIAL AND PACKING MATERIAL CONSUMED</b> |  |  |
| <b>a) RAW MATERIALS</b>  |  |  |
| 1. Synthetic Rubber  | 60,580,033                               | 67,284,885                               |
| 2. P.V.C.  | 17,350,234                               | 19,679,295                               |
| 3. Others  | 15,592,127                               | 21,536,955                               |
| <b>Total</b>   | <b>93,522,394</b>                        | <b>108,501,135</b>                       |
| <b>b) PACKING MATERIALS</b>                                      |  |  |
|  | 1,229,871                                | 1,298,950                                |
| <b>Total</b>   | <b>94,752,265</b>                        | <b>109,800,085</b>                       |

## Notes on Financial Statements for the year ended 31st March, 2016

**21 PURCHASE OF STOCK - IN - TRADE**

| Particulars           | For the<br>Year ended<br>31/03/2016<br>₹ | For the<br>Year ended<br>31/03/2015<br>₹ |
|-----------------------|--|--|
| 1. Synthetic Rubber   | 163,308,939                              | 91,575,728                               |
| 2. Chlorinated Rubber | 14,440,578                               | -  |
| 3. Others             | 48,342,238                               | 20,566,094                               |
| <b>Total</b>          | <b>226,091,755</b>                       | <b>112,141,822</b>                       |

**22 CHANGES IN INVENTORIES****Closing Stock**

|                       |                   |                   |
|-----------------------|-------------------|-------------------|
| 1. Finished Goods     | 1,680,655         | 10,720,280        |
| 2. Stock - in - Trade | 44,136,429        | 6,925,541         |
| 3. Work in Progress   | 21,519            | 30,360            |
|                       | <u>45,838,603</u> | <u>17,676,181</u> |

**Opening Stock**

|                       |                   |                   |
|-----------------------|-------------------|-------------------|
| 1. Finished Goods     | 10,720,280        | 8,104,582         |
| 2. Stock - in - Trade | 30,167,196        | 19,615,676        |
| 3. Work in Progress   | 30,360            | 81,354            |
|                       | <u>40,917,836</u> | <u>27,801,612</u> |

**(Increase)/Decrease in Stock****23 EMPLOYEE BENEFITS EXPENSES**

|  |                   |                   |
|--|-------------------|-------------------|
| 1. Salary, Wages, Allowances & Bonus                   | 21,142,573        | 15,075,405        |
| 2. Contribution to Provident, Gratuity and Other Funds | 2,185,984         | 1,685,208         |
| 3. Staff Welfare Expenses                              | 616,137           | 380,639           |
| <b>Total</b>   | <b>23,944,694</b> | <b>17,141,252</b> |

**23.1 Employee Benefits**

The Company has a defined benefit plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy. The Company has a defined unfunded obligation for leave encashment. Generally the leave encashment is paid to employees as and when claimed.

The following tables summarise :

| Particulars  | 2015-16 (₹)         |           | 2014-15 (₹)         |           |
|--|---------------------|-----------|---------------------|-----------|
|  | Leave<br>Encashment | Gratuity  | Leave<br>Encashment | Gratuity  |
| <b>The amounts Recognised in the Balance Sheet :</b> |                     |           |                     |           |
| Present value of funded obligations                  | Nil                 | 3,507,342 | Nil                 | 2,738,850 |
| Fair value of plan assets                            | Nil                 | 2,815,578 | Nil                 | 2,183,341 |
| Present value of unfunded obligations                | 1,170,133           | -         | 1,037,283           | -         |
| Unrecognised past service cost                       | Nil                 | Nil       | Nil                 | Nil       |
| Net Liability  | 1,170,133           | (691,764) | 1,037,283           | (555,509) |
| Amounts in the balance sheet                         |                     |           |                     |           |
| Liabilities  | 1,170,133           | 3,507,342 | 1,037,283           | 2,738,850 |
| Assets   | Nil                 | 2,815,578 | Nil                 | 2,183,341 |
| Net Liability  | 1,170,133           | 691,764   | 1,037,283           | 555,509   |

## Notes on Financial Statements for the year ended 31st March, 2016

| Particulars   | 2015-16 (₹)      |                  | 2014-15 (₹)      |                  |
|---|------------------|------------------|------------------|------------------|
|   | Leave Encashment | Gratuity         | Leave Encashment | Gratuity         |
| Current service cost  | 466,738          | 429,741          | 124,935          | 234,114          |
| Interest on obligation  | 135,161          | 410,916          | 68,803           | 156,379          |
| Expected return on plan assets  | Nil              | (314,967)        | Nil              | (150,810)        |
| Net actuarial losses (gains) recognised in the year   | (572,432)        | 11,224           | 289,156          | 369,313          |
| Past service cost   | Nil              | Nil              | Nil              | Nil              |
| Losses (gains) on curtailments and settlement   | Nil              | Nil              | Nil              | Nil              |
| <b>Total included in employee benefit expenses</b>  | <b>29,467</b>    | <b>536,914</b>   | <b>482,894</b>   | <b>608,996</b>   |
| Adjustment to the Opening fund  | -                | 54,795           | -                | -                |
| <b>Total Charge to P&amp;L</b>  | <b>29,467</b>    | <b>591,709</b>   | <b>482,894</b>   | <b>608,996</b>   |
| <b>Opening defined obligation as on 01/04/2015</b>  | <b>2,020,649</b> | <b>5,728,371</b> | <b>824,381</b>   | <b>1,954,183</b> |
| Service cost for the year   | 466,738          | 429,741          | 124,935          | 234,114          |
| Interest cost   | 135,161          | 410,916          | 68,803           | 156,379          |
| Actuarial losses (gains)  | (572,432)        | 28,314           | 289,156          | 394,174          |
| Losses (gains) on curtailments  | -                | -                | -                | -                |
| Benefit paid  | (879,983)        | 3,090,000        | (269,992)        | -                |
| <b>Closing defined benefit obligation as on 31/03/2016</b>  | <b>1,170,133</b> | <b>3,507,342</b> | <b>1,037,283</b> | <b>2,738,850</b> |
| <b>Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof :</b> |                  |                  |                  |                  |
| Opening fair value of plan assets   | Nil              | 3,744,325        | Nil              | 1,785,791        |
| Expected return   | Nil              | 314,967          | Nil              | 150,810          |
| Adjustment to the fund  |                  | (54,795)         |                  | 14,769           |
| Actuarial gains and (losses)  | Nil              | 17,090           | Nil              | 24,861           |
| Assets distributed on settlements   | Nil              | -                | Nil              | -                |
| Contribution by employer  | Nil              | 230,145          | Nil              | 207,110          |
| Closing balance of Fund   | Nil              | 2,815,578        | Nil              | 2,183,341        |
| <b>Principal actuarial assumptions at the balance sheet date :</b>  |                  |                  |                  |                  |
| (Expressed as weighted averages)  |                  |                  |                  |                  |
| Discount rate ( p.a.) %   | 7.75%            | 7.75%            | 7.80%            | 7.70%            |
| Expected return on plan assets (p.a) %  | 0%               | 7.75%            | 0%               | 9.00%            |
| Annual increase in salary costs %   | 6.00%            | 6.00%            | 6.00%            | 6.00%            |
| Amount for the current and previous periods :   |                  |                  |                  |                  |
| Defined benefit obligation  | 1,170,133        | -                | 1,037,283        | -                |
| Plan assets   | -                | -                | -                | -                |
| Surplus/(deficit)   | (1,170,133)      | -                | (1,037,283)      | -                |

## Notes on Financial Statements for the year ended 31st March, 2016

| 24 FINANCE COST                    |              |                   |                   |
|------------------------------------|--------------|-------------------|-------------------|
| Particulars                        |              | For the           | For the           |
|                                    |              | Year ended        | Year ended        |
|                                    |              | 31/03/2016        | 31/03/2015        |
|                                    |              | ₹                 | ₹                 |
| Interest                           |              | 476               | 8,180             |
| Bank & Other Charges               |              | 1,747,465         | 818,286           |
|                                    | <b>Total</b> | <b>1,747,941</b>  | <b>826,466</b>    |
| <b>25 OTHER EXPENSES</b>           |              |                   |                   |
| 1. Power, Water and Fuel           |              | 2,734,733         | 2,135,029         |
| 2. Rent                            |              | 1,749,952         | 1,726,392         |
| 3. Rates & Taxes                   |              | 1,133,219         | 244,187           |
| 4. Insurance                       |              | 468,907           | 377,312           |
| 5. Directors Sittings Fees         |              | 730,000           | 410,000           |
| 6. Payment to Auditors             |              | 463,638           | 378,471           |
| 7. Legal & Professional Fees       |              | 2,323,217         | 1,417,710         |
| 8. Export Expenses                 |              | 5,193,585         | 4,869,345         |
| 9. Excise duty on Finished Goods * |              | (1,004,403)       | 299,609           |
| 10. Carriage & Freight             |              | 2,239,205         | 1,312,968         |
| 11. Repairs & Maintenance          |              | 436,901           | 923,451           |
| 12. CSR Expenditure                |              | 110,000           | 900,000           |
| 13. Travelling Expenses            |              | 1,307,607         | 999,038           |
| 14. Provision for Doubtful debts   |              | 1,940,000         | -                 |
| 15. Amalgamation Expenses          |              | 5,994,294         | 1,535,069         |
| 16. Miscellaneous Expenses         |              | 7,561,688         | 3,565,099         |
|                                    | <b>Total</b> | <b>33,382,542</b> | <b>21,093,680</b> |

\* Excise Duty shown under other expenses represents the difference between Excise Duty on opening and closing stock of Finished Goods.

## 25.1 Consumption of Raw Materials, Packing Materials and Stores &amp; Spares

|                                      | 2015-2016 |             | 2014-2015 |             |
|--------------------------------------|-----------|-------------|-----------|-------------|
|                                      | %         | ₹           | %         | ₹           |
| <b>Raw Materials</b>                 |           |             |           |             |
| a) Imported Raw Material             | 90        | 84,577,901  | 86        | 92,923,923  |
| b) Indigenous Raw Material           | 10        | 8,944,492   | 14        | 15,577,212  |
|                                      | 100       | 93,522,393  | 100       | 108,501,135 |
| <b>Stores &amp; Spares</b>           |           |             |           |             |
| Indigenous                           | 100       | 86,721      | 100       | 68,674      |
| <b>Packing Materials</b>             |           |             |           |             |
| Indigenous                           | 100       | 1,229,871   | 100       | 1,298,950   |
| 25.2 CIF Value of Imports            |           | 2015-2016   |           | 2014-2015   |
|                                      |           | ₹           |           | ₹           |
| CIF Value of Raw Material            |           | 65,077,411  |           | 69,089,462  |
| CIF Value of Stock -in- Trade        |           | 200,171,367 |           | 87,527,188  |
| 25.3 Expenditure in Foreign Currency |           |             |           |             |
| Commission                           |           | 102,602     |           | -           |



## Notes on Financial Statements for the year ended 31st March, 2016

### 25.4 Payment to Auditors As :

| Particulars                           | 2015-2016<br>₹  | 2014-2015<br>₹  |
|---------------------------------------|-----------------|-----------------|
| (a) Audit Fees                        | 1,92,000        | 1,45,000        |
| (b) Tax Audit Fees                    | 50,000          | 36,500          |
| (c) Certification & Review            | 50,000          | 38,500          |
| (d) MVAT Audit                        | 30,000          | 22,000          |
| (e) Service tax & Expenses Reimbursed | 1,41,638        | 1,36,471        |
| <b>Total</b>                          | <b>4,63,638</b> | <b>3,78,471</b> |

### 26 EARNING PER SHARE

|   | As at<br>31/03/2016 | As at<br>31/03/2015 |
|---|---------------------|---------------------|
| <b>Basic Earnings Per Shares</b>  |                     |                     |
| Profit after tax as per Statement of Profit & Loss  | 24,630,861          | 13,840,974          |
| Less : Dividend & Tax on 1% Optionally Convertible Preference Shares  | (623,566)           | -                   |
| Profit attributable to equity shareholders (A)  | 24,007,295          | 13,840,974          |
| Weighted average number of equity shares outstanding during the year(B)   | 5,215,800           | 5,215,800           |
| Basic Earning Per Share ( A/B)  | 4.60                | 2.65                |
| <b>Diluted Earning Per Share</b>  |                     |                     |
| Profit after tax as per Statement of Profit & Loss (A)  | 24,630,861          | 13,840,974          |
| Weighted average number of equity shares outstanding during the year  | 5,215,800           | 5,215,800           |
| Add : Weighted average number of potential equity shares on account of conversion of Optionally Convertible Preference Shares | 7,103,935           | -                   |
| Weighted average number of equity shares outstanding for diluted EPS (B)  | 12,319,735          | 5,215,800           |
| Diluted Earning Per Share ( A/(B+C))  | 2.00                | 2.65                |
| Nominal Value per Share   | 10                  | 10                  |
| <b>27 EARNING IN FOREIGN CURRENCY :</b>   | <b>2015-2016</b>    | <b>2014-2015</b>    |
|   | ₹                   | ₹                   |
| F. O. B. Value of Export of Goods   | 73,703,212          | 70,173,893          |

### 28 RELATED PARTY INFORMATION :

As per AS-18 issued by the institute of chartered accountants of India, the Company's related parties are as under

#### 1 (a) Key Management personnel and their relatives

|   |   |                      |
|---|---|----------------------|
| 1 | Arvind Kapoor   | Chairman             |
| 2 | Aditya Kapoor   | Managing Director    |
| 3 | Gouri Kapoor*   | Director             |
|   | *(Director of Rishiroop Rubber (International) Ltd w.e.f. 01.04.2015 to effective date of Amalgamation i.e. 31.07.2015) |                      |
| 4 | Late Mahendra Kapoor**  | Relative of Director |
|   | **(Passed away on 19.04 2015)   |                      |
| 5 | Richa Chadha  | Relative of Director |
| 6 | Shradha Khanna  | Relative of Director |

## Notes on Financial Statements for the year ended 31st March, 2016

## (b) Enterprises under significant influence of key management personnel

|   |   |     |                           |
|---|---|-----|---------------------------|
| 1 | Rishiroop Polymers Pvt Ltd.,                | 6   | Rishiroop Holding Pvt Ltd |
| 2 | Rishiroop Rubber (International ) Ltd.,     | 7   | Rishichem Mideast Ltd     |
| 3 | Devi Organics Pvt Ltd                       | 8   | Rishifoods Pvt Ltd        |
| 4 | Rishichem Distributors Pvt Ltd              | 9.  | Puneet Polymers           |
| 5 | Rishiroop Investments & Trading Co. Pvt Ltd | 10. | Raga Holding Ltd          |

## (c) Vidyadevi Kanta Kapoor Charitable Trust

## 2 Transactions with related parties

| Particulars                             | 2015-16                    |                                      | 2014-15                    |                                      |
|---|----------------------------|--------------------------------------|----------------------------|--------------------------------------|
|   | Referred in<br>1 (a) above | Referred in<br>1 (b) & (c )<br>above | Referred in<br>1 (a) above | Referred in<br>1 (b) & (c )<br>above |
|   | ₹                          | ₹                                    | ₹                          | ₹                                    |
| Managerial Remuneration                 | 9,021,954                  | -                                    | 3,226,959                  | -                                    |
| Directors Sitting Fees                  | 175,000                    | -                                    | 145,000                    | -                                    |
| Dividend Paid                           | 345,056                    | 2,079,681                            | 516,360                    | 3,090,151                            |
| Purchase of Goods                       |                            |                                      |                            |                                      |
| Rishiroop Rubber (International) Ltd.,  | -                          | -                                    | -                          | 682,062                              |
| Sales of Goods                          |                            |                                      |                            |                                      |
| Rishichem Mideast Ltd                   | -                          | 2,068,560                            | -                          | -                                    |
| CSR Expenditure                         |                            |                                      |                            |                                      |
| Vidyadevi Kanta Kapoor Charitable Trust | -                          | -                                    | -                          | 900,000                              |

## 29 CSR Expenditure

(a) Gross amount required to be spent by the company during the year - Nil

(b) Amount spent during the year on account of balance of previous year as mentioned below

| Particulars                            | In Cash<br>₹ | Yet to be paid<br>in Cash<br>₹ | Total<br>₹ |
|--|--------------|--------------------------------|------------|
| (1) Construction/acquisition of assets | Nil          | Nil                            | Nil        |
| (2) On purposes other than (1) above   | 110,000      | -                              | 110,000    |

In view of the Management as per Section 135 (1) of the Companies Act, 2013 read with sub rule (2) of Rule 3 of the Companies ( Corporate Social Responsibility Policy) Rules, 2014 the Company is not covered by the provisions relating to CSR for the year under report.

## 30 LEASES

The company has taken office premise under leave and licence agreement. The leave and licence agreement is generally renewable or cancellable at the option of the Company or the Lessor and do not contain stipulation for increase in lease rental. The lease payment on account of office amounting to ₹ 17,49,952 (P.Y. ₹ 17,26,392) is recognised in the Statement of Profit and Loss.

Future commitments in respect of minimum lease payments payable for non cancellable operating leases entered into by the Company,

| Particulars  | 2015-16<br>₹ | 2014-15<br>₹ |
|--|--------------|--------------|
| a. Payable not later than one year for Premise                           | 1,972,514    | 1,726,392    |
| b. Payable later than one year but not later than five years for Premise | 3,945,029    | -            |

## Notes on Financial Statements for the year ended 31st March, 2016

### 31 SEGMENT INFORMATION

#### Primary Segment

The Company is engaged in the one business segment i.e. Polymers & Compounds and it is primary segment.

#### Secondary Segment

The Company has two geographical segments based upon location of its customers within and outside India.

| Particulars    | 2015-2016<br>₹     | 2014-2015<br>₹     |
|----------------|--------------------|--------------------|
| <b>Revenue</b> |                    |                    |
| India          | 306,488,143        | 211,153,506        |
| Outside India  | 77,088,735         | 73,544,722         |
| <b>Total</b>   | <b>383,576,878</b> | <b>284,698,228</b> |
| <b>Assets</b>  |                    |                    |
| India          | 610,168,313        | 231,430,989        |
| Outside India  | 15,297,575         | 11,194,201         |
| <b>Total</b>   | <b>625,465,888</b> | <b>242,625,190</b> |

### 32 DERIVATIVE INSTRUMENTS

The Company enters into forward contracts to offset foreign currency risks arising from the amounts denominated in currencies other than the Indian Rupee. The counter party in such forward contracts is a bank. These contracts are entered to hedge the foreign currency risks on the firm commitments. Details of forward contract outstanding as at the year end.

| Particulars      | At the year ended<br>Exposure to buy / sell | INR<br>₹  | Foreign Currency<br>US Dollars |
|------------------|---|-----------|--------------------------------|
| Forward Contract | Buy   | 2,833,320 | 41,160                         |

#### 32.1 Foreign currency exposure at the year end not hedged by derivative instruments.

| Particulars                                   | 2015-16 |            | 2014-15 |            |
|---|---------|------------|---------|------------|
|   | USD     | INR        | USD     | INR        |
| Payable against import of goods               | 818,615 | 54,613,885 | 396,726 | 24,997,703 |
| Receivable against export of goods & Services | 232,380 | 15,297,575 | 180,000 | 11,194,201 |
| Receivable against expenses                   | -       | -          | 1,686   | 104,825    |

### 33 Contingent Liabilities :

|  | As at<br>31.03.2016<br>₹ | As at<br>31.03.2015<br>₹ |
|--|--------------------------|--------------------------|
| Income tax liability that may arise in respect of matters in appeal to various authorities | 1,950,675                | -                        |

## Notes on Financial Statements for the year ended 31st March, 2016

- 34** The scheme of Amalgamation (“Scheme”) between Rishiroop Rubber (International) Ltd (Transferor Company) and Rishiroop Ltd erstwhile Puneet Resins Ltd (Transferee Company) was sanctioned by the High Court of Bombay & Gujarat under section 391 to 394 of the Companies Act, 1956 read with applicable provisions of the Companies Act, 2013. Transferor company was in the business of marketing and trading of industrial raw material for Rubber, Plastic, Paint & Inks Industry and transferee company is engaged in the business of manufacturing polymers blend for the Rubber & Plastic industry and trading / distribution of complimentary product line to its customers. Transferee company has used purchase method for accounting to reflect the amalgamation. The Appointment date for amalgamation as per the Scheme is 1st April, 2014 and effective date is 31st July, 2015.

The Consideration for the Amalgamation is ₹ 31,25,73,140/- which was paid to the shareholders of Transferor Company by issue of 71,03,935 1% Optionally Convertible Preference Share (OCPS) in the ratio of 3 : 5 i.e. 3(three) 1% OCPS of the Transferee Company of ₹ 10/- each at a premium of ₹ 34/-, for every 5(five) equity shares of ₹10/- each fully paid up held in Transferor Company. There is no difference between the consideration and the value of net identifiable assets acquired.

- 35** Pursuant to the Scheme of Amalgamation shareholder of Transferor Company were allotted OCPS of the Transferee Company with an option to convert OCPS into equity shares. Since after the date of balance sheet till 19.05.2016 further allotment of 19,22,996 equity shares have been made to OCPS shareholder who opted to convert their OCPS to equity shares therefore they shall be eligible for dividend, hence provision for payment of dividend to equity shareholder & OCPS shareholder have been made considering conversion made as mentioned above.
- 36** Consequent to giving effect to the Scheme of Amalgamation, the figures for the year ended 31st March, 2016 are not comparable with that of corresponding year ended 31st March, 2015.
- 37** Previous year figures have been re-grouped, re-cast and re-arranged wherever necessary.

As per our report attached of even date

For B. D. Jokhakar & Company  
Chartered Accountants

Raman Jokhakar  
Partner  
Membership No. :- 103241

Place :- Mumbai  
Dated :- 27<sup>th</sup> May, 2016

For and on behalf of the Board

|                                 |   |
|---------------------------------|---|
| Arvind Kapoor<br>DIN : 00002704 | Chairman                                  |
| Aditya Kapoor<br>DIN : 00003019 | Managing Director                         |
| Dilip Shah<br>DIN : 00005072    | Independent Director                      |
| Agnelo Fernandes                | Company Secretary &<br>Compliance Officer |
| Suresh Khilnani                 | Chief Financial Officer                   |



# RISHIROOP LIMITED

CIN: L25200MH1984PLC034093

(formerly known as Puneet Resins Limited)

**Regd. Office: W-75(A) & W-76(A), MIDC Industrial Area, Satpur, Nasik 422007**

Email: [investor@rishirop.in](mailto:investor@rishirop.in) Website: [www.rishirop.in](http://www.rishirop.in)

Tel.: +91-22-40952000, +91-0253-2350042 Fax : +91-22-22872796

## PROXY FORM

(Pursuant to Sec 105(6) of the Companies Act, 2013, and Rule 19(3)  
of the Companies Management and Administration) Rules, 2014

|                         |  |
|-------------------------|--|
| Name of the Member(s) : |  |
| Registered Address :    |  |
| E mail Id :             |  |
| Folio No. / Client ID : |  |
| DP ID :                 |  |

I/We, being a Member(s) of \_\_\_\_\_ equity shares of the above named Company hereby appoint :

1) Name \_\_\_\_\_ Address \_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her

2) Name \_\_\_\_\_ Address \_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her

3) Name \_\_\_\_\_ Address \_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Thursday, 14<sup>th</sup> July, 2016 at 10.00 a.m. at Hotel IBIS Nashik, Plot No. 9, Nashik Triambakeshwar Road, Village Satpur (Near MIDC Office), Nasik - 422007, and at any adjournment thereof in respect of such resolutions as are indicated here below :

|    | Resolution   | *For | *Against |
|----|--|------|----------|
| 1. | Adoption of Directors' Report, Audited financial statements for the year ended 31 <sup>st</sup> March, 2016 and the Auditors' Report thereon |      |          |
| 2. | Declaration of dividend on equity shares, and OCPS   |      |          |
| 3. | Reappointment of Mr. Arvind M. Kapoor who retires by rotation  |      |          |
| 4. | Ratification of appointment of M/s. B.D. Jokhakar and Co. as Statutory Auditors  |      |          |
| 5. | Reappointment of Mr. Aditya A. Kapoor as Managing Director   |      |          |
| 6. | Appointment of Mr. Hemant Vakil as an Independent Director   |      |          |
| 7. | Appointment of Mr. Atul Shah as a Non-Executive Director   |      |          |
| 8. | Approval for increase of investment limits   |      |          |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

|   |
|---|
| <p><b>Please Affix<br/>Re. 1<br/>Revenue<br/>Stamp.</b></p> |
|---|

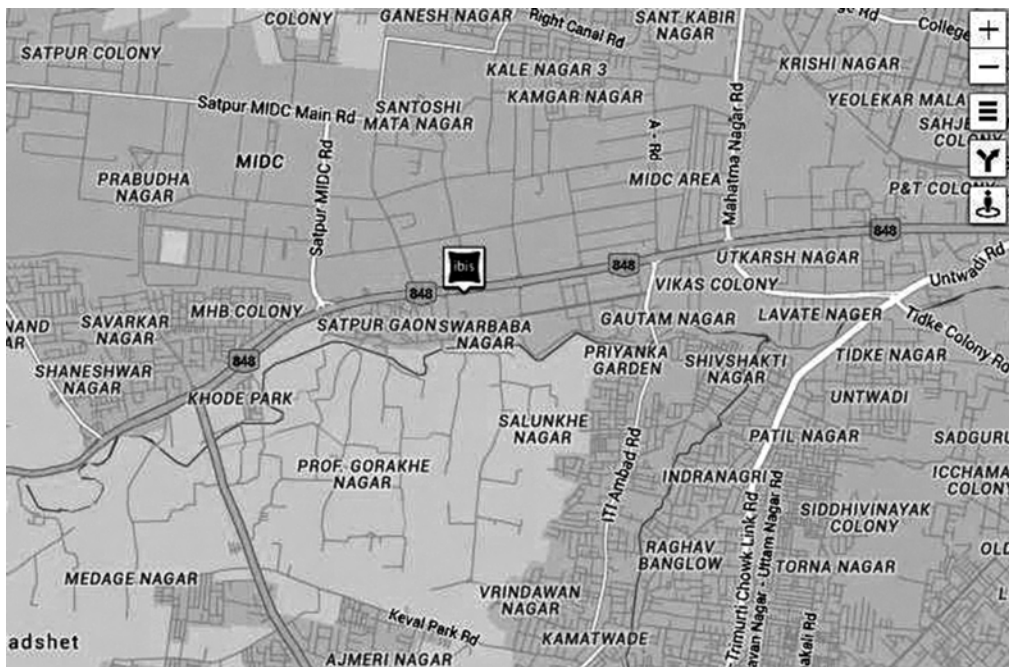
Notes :

- \*Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Sec 105 of the Companies Act, 2013, a person can act a Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the Annual General Meeting.





LOCATION OF HOTEL IBIS, NASHIK







Orient Press Ltd. Tel. 4028 5888

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