

FORM A
(Pursuant to Clause 31(a) of the Listing Agreement)


1.	Name of the company	DAMODAR INDUSTRIES LIMITED
2.	Annual financial statements for the year ended	MARCH 31,2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

For Damodar Industries Ltd.

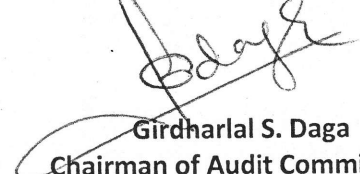

Ajay D. Biyani
Managing Director


A.J. Baliya
Chartered Accountant
Membership No. FCA - 35989

For Damodar Industries Ltd.


Nirbhay R. Bora
Chief Financial Officer

For Damodar Industries Ltd.


Girdharlal S. Daga
Chairman of Audit Committee

TOMORROW'S CREATIVITY BROUGHT TODAY



DAMODAR INDUSTRIES LTD.

ANNUAL REPORT 2014 - 15

5 YEAR SNAP SHOT:

(₹ in Cr.)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Turnover	593.04	734.97	583.38	392.40	384.74
Total Income	593.34	735.27	583.72	393.02	385.21
Total Expenses	562.77	701.25	555.35	357.85	353.13
PBDIT	49.82	57.56	49.78	35.17	32.08
Interest	19.25	23.54	21.41	17.62	14.56
PBDT	30.57	34.02	28.37	17.55	17.52
Depreciation	12.50	11.11	9.82	8.98	8.67
PBT	18.07	22.91	18.54	8.57	8.85
Tax	6.18	8.13	6.37	2.63	0.65
PAT	11.89	14.78	12.17	5.94	8.20
Earning Per Share (EPS)	13.37	16.60	13.68	6.67	9.22
Equity Share Capital	8.9	8.9	8.9	8.9	8.9
Dividend (%)	25	24	20	16	15

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses to the Company or its Registrar and Share Transfer Agents (RTA).

You are requested to send an e-mail to cs@damodargroup.com for register your e-mail ID with Name of 1st registered shareholder, Folio/DP ID & Client ID.

On registration, all the communication will be sent to the e-mail ID registered in the Folio/DP ID & Client ID.



CORPORATE INFORMATION

Board of Directors

Mr. Arun Kumar Biyani
Chairman

Mr. Ajay D. Biyani
Managing Director

Mr. Anil D. Biyani
Executive Director

Mr. Girdharlal S. Daga
Independent Director

Mr. Ashok Kumar Damani
Independent Director

Mr. Raghavan Srinivas
Independent Director

Mrs. Farida Bomi Jambusarwalla
Independent Director

Chief Financial Officer

Mr. Nirbhay R. Bora

Company Secretary & Compliance Officer

Mr. Subodh Kumar Soni

Auditors

A.J. Baliya
Chartered Accountant, Mumbai

Cost Auditors

M/s Dilip M. Bathija

Bankers

State Bank of India
Bank of Baroda
Union Bank of India
Kotak Mahindra Bank Limited

Registered Office

A1/202, Centre Point,
243-A, N. M. Joshi Marg,
Lower Parel (E), Mumbai – 400 013,
Maharashtra, India.
Ph.: 022-66610301-2, Fax: 022-66610308
E-mail: cs@damodargroup.com
Website: www.damodargroup.com

Registrar & Share Transfer Agent

Link Intime India Pvt. Limited,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai – 400078.
Tel. No.: 022-25946970 –78,
Fax No. 022-25946969
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.com

Plant Location

- Survey No. 265/10/1, 2 & 3
Demni Road, Dadra Village,
D. & N.H. (U.T.) – 396230
Ph.: 0260-3264788, Fax: 0260-2668929
- Plot No. 165/67/68,
Dabhel Ind. Co.-Op. Soc.
Dabhel, Nani Daman (U.T.) - 396210
- Survey No. 174/2, Naroli Village,
D. & N.H. (U.T.) – 396235

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NOTICE

NOTICE is hereby given that the **27th Annual General Meeting** of the members of **Damodar Industries Limited** will be held on Friday, August 7, 2015 at 11.30 a.m. at the Maheshwari Bhawan, 603, Chira Bazar (J. S. Road), Mumbai – 400 002, Maharashtra, India, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Anil D. Biyani (DIN: 00016554), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139-141 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s Jitendra Mishra & Co. Chartered Accountants (Membership No.116676), be appointed as statutory auditors of the Company to hold office from the conclusion of 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company, in place of retiring auditors A.J. Baliya, Chartered Accountants, subject to annual approval of shareholders of the company and ratification by Members every year on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to out-of-pocket expenses in connection as may be incurred by them during the course of the Audit.”

Special Business

5. To appoint Mr. Raghavan Srinivas (DIN: 07090385) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Raghavan Srinivas (DIN: 07090385), who was appointed as an Additional Director pursuant to the provisions 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 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 5 (five) consecutive years for a term up to 12th February, 2020.”

6. To appoint Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Farida Bomi Jambusarwalla (DIN: 07139945), who was appointed as an Additional Director pursuant to the provisions 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 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 29th March 2020.”



7. To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 148 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s Dilip M. Bathija as Cost Auditor of the Company for the Financial Year 2015-16 on a remuneration of ₹ 30,000 (Rupees Thirty Thousand only) plus service tax be and is hereby ratified.”

8. To Adopt Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013 and in this regard 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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulation contained in the existing Article of Association of the Company.

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

9. Reappointment of Shri Ajay D. Biyani (DIN: 00014896) as Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 including any statutory modification(s) or re – enactment thereof for the time being in force) approval of the Company be and is hereby accorded to re-appointment of Shri Ajay D. Biyani (DIN: 00014896) as Managing Director for a period of 5 years with effect from April 1, 2015 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting (herein after referred to as “the Board” which term shall be deemed to include nomination and Remuneration committee of the Board) with liberty to the Directors to alter and vary terms and conditions of the aforesaid appointment and/or remuneration, as may be agreed to between the Directors and Shri Ajay D. Biyani subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modification (s) or re – enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the aforesaid terms and conditions, to the extent as may be considered appropriate and necessary by the Board of Directors in mutual consultation with Shri Ajay D. Biyani, Managing Director and further authorized to take all such actions and do all such things as may be deemed necessary, desirable and expedient for giving effect to the above resolution.”

10. Reappointment of Shri Arunkumar Biyani (DIN: 00016519) as a Whole-time Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 including any statutory modification(s) or re – enactment thereof for the time being in force) approval of the Company be and is hereby accorded to re-appointment of Shri Arun Kumar Biyani (DIN: 00016519) as a Whole-Time Director designated as Executive Chairman for a period of 5 years with effect from April 1, 2015 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting (herein after referred to as “the Board” which term shall be deemed to include nomination and Remuneration committee of the Board) with liberty to the Directors to alter and vary terms and conditions of



the aforesaid appointment and/or remuneration, as may be agreed to between the Directors and Shri Arun Kumar Biyani subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modification (s) or re – enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the aforesaid terms and conditions, to the extent as may be considered appropriate and necessary by the Board of Directors in mutual consultation with Shri Arunkumar Biyani, as a Whole-Time Director designated as Executive Chairman and further authorized to take all such actions and do all such things as may be deemed necessary, desirable and expedient for giving effect to the above resolution.”

11. Reappointment of Shri Anil D. Biyani (DIN: 00016554) as a Whole Time Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 including any statutory modification(s) or re – enactment thereof for the time being in force) approval of the Company be and is hereby accorded to re-appointment of Shri Anil D. Biyani (DIN: 00016554), as a Whole-time Director, designated as Executive Director for a period of 5 years with effect from April 1, 2015 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting (herein after referred to as “the Board” which term shall be deemed to include nomination and Remuneration committee of the Board) with liberty to the Directors to alter and vary terms and conditions of the aforesaid appointment and/or remuneration, as may be agreed to between the Directors and Shri Anil D. Biyani subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modification (s) or re – enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the aforesaid terms and conditions, to the extent as may be considered appropriate and necessary by the Board of Directors in mutual consultation with Shri Anil D. Biyani, as a Whole-time Director, designated as Executive Director and further authorized to take all such actions and do all such things as may be deemed necessary, desirable and expedient for giving effect to the above resolution.”

12. Approval for Issue of Bonus Shares and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the provisions under Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable regulatory authorities as may be required and pursuant to the relevant provisions of Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly authorized by the Board in this behalf), and subject to such permissions, sanctions and approvals as may be necessary in this regard, consent of the Members be and is hereby accorded to the Board for capitalization such sum standing to the credit of the securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of ₹ 10/ (Rupee Ten Only) each to be issued as fully paid-up Equity Shares to the holders of the existing Equity Shares of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on record date as may be fixed in this regard by the Board, in the proportion of one (1) new Equity Shares of Re. 10/- each fully paid-up for every 4 (Four) existing Equity Share of Re. 10/- each held by the Members, i.e. in the ratio of 1:4.



RESOLVED FURTHER THAT the Equity Shares so allotted as bonus shares shall rank pari-passu in all respects with the existing fully paid up Equity Shares of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the Certificate(s) in respect of the bonus shares shall be issued and thereafter dispatched to the allottees thereof within the period prescribed from time to time, except in respect to those allottees holding shares in dematerialized form whose shares shall be credited to their respective demat accounts.

RESOLVED FURTHER THAT the allotment of the bonus equity shares as aforesaid, to the extent they relate to the non resident members of the Company, shall be subject to such approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and Regulations thereunder, as amended from time to time, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to apply for Listing of Bonus Shares to the Stock Exchange where the shares of the Company is listed and to make necessary application with the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for crediting the Bonus Shares to the individual Depository accounts of the allottees.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions from time to time as may be necessary, expedient usual or proper and to settle any question or doubt that may arise in relation thereto or otherwise reconsider the matter within changed circumstances, if any, as it may at its discretion deem necessary or desirable for such purpose and delegate all or any of the powers as conferred by this resolution on it, to any Committee or Sub-Committee of Directors of the Company to give effect to the aforesaid resolutions."

13. To Consider the Acceptance of Fixed Deposits and in this regard to consider and if thought to fit to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 73 and 76 read with Companies (Acceptance of Deposit) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for acceptance of deposits from its members and public on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever and appointment of trustee for depositors and obtain the credit rating from credit rating agencies and extent of deposit insurance from insurance company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.

RESOLVED FURTHER THAT Mr. Ajay Biyani, Managing Director be and is hereby authorized to do all such acts, deeds and things which may be necessary to give effect to the aforesaid resolution."

Registered Office:

A1/202, Centre Point,
243-A, N.M. Joshi Marg,
Lower Parel (E), Mumbai – 400 013
Maharashtra.

Dated: May 27, 2015

By Order of the Board
For **Damodar Industries Limited**

Sd/-
Subodh Kumar Soni
Company Secretary

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Pursuant to Section 105 of Companies Act, 2013 and rules made thereunder, a person shall not act as a proxy for more than 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person.
3. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the items of special business is annexed herewith. Information under clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking re-appointment at the Annual General Meeting is annexed hereto.
4. The Share Transfer Books and Register of members of the Company will remain closed from Wednesday, June 24, 2015 to Saturday, June 27, 2015 (both days inclusive).
5. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting.
6. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the meeting hall.
7. The dividend paid on September 9, 2008 in respect of the financial year 2007-08 will be due for transfer to IEPF during the financial year 2015-16. Shareholders who have not yet claimed their dividends are requested to do so immediately.
8. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
9. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the to section 72 of the Companies Act, 2013 and rule 19(1) Share Capital and Debentures Rules 2014 of the Share Transfer Agents by quoting their respective Folio Numbers.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.
11. Electronic copy of the Annual Report will be sent to the members in future whose email IDs are registered with the Company / Registrar and Share Transfer Agent for communication purposes unless any member requests for a physical copy of the same. Therefore, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. A positive consent letter is attached with the report is being sent to the Members for giving consent to receive documents in electronic mode.
12. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report of 2015 will be available on the Company's website www.damodargroup.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
13. The process and instructions for e-voting are as under:

VOTING THROUGH ELECTRONIC MEANS**Voting for transaction of Business:****The business as set out in the Notice may be transacted and that:**



- (A) The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and revised Clause 35B of the Listing Agreement.
- (B) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through ballot paper.
- (C) The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

The procedure and instructions for members for voting electronically are as under:

The voting period begins at **9.00 A. M. on August 4, 2015 and ends at 5.00 P.M. on August 6, 2015.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 31, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Damodar Industries Limited" from the drop down menu and click on "Submit".
- (iv) Now Enter your User ID.
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

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



- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **Damodar Industries Limited**.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from Sr. No. (i) To Sr. No. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com.
- (C) The voting right of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut off date of July 31, 2015.
- (D) Mr. Vishal Manseta (Membership No. ACS 25183), Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- (E) The Scrutinizer shall within a period of three (3) working days from the conclusion of the Shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, votes cast in favour or against, if any, to the chairman of the Company.
- (F) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.damodargroup.com and on the website of CDSL within 3 (three) days of passing of the resolution at the AGM of the Company and communicated to the exchange i.e. BSE.
- (G) Members who are not casting their vote electronically may cast their vote at the Annual General Meeting.



Statement Pursuant To Section 102 (1) of the Companies Act, 2013

Item 5 & 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla as an Additional Directors of the Company with effect from February 13,2015 and March 30,2015 respectively, hold the office up to the date of the ensuing Annual General Meeting. In terms of the provisions of Section 161(1) of the Act, Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla would hold office up to the date of the ensuing Annual General Meeting.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla for the office of Director of the Company. The Company has received Consents from Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla in writing to act as director in form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and intimation in form – 8 in terms of (Appointment & Qualification of Directors) Rules 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of Companies Act,2013 and a declaration to the effect that they meet the criteria of independence as provided in sub section (6) of Section 149 of Companies Act,2013. As per the said Section 149, an independent director can hold office for a term up to 5 (Five) consecutive years on the Board of a company with effect from February 13,2015 and March 30,2015 respectively and They shall not be liable to retirement by rotation.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered that continued association of Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla on the Board will be benefit to the Company and has recommended them for appointment as Independent Director by the Members for a term of five years with effect from February 13,2015 and March 30,2015 respectively. The Board also formed opinion that the proposed appointees fulfill the conditions specified in the Companies Act, 2013, are persons of integrity and possess relevant expertise & experience considering the nature of the Company.

The Profile of the proposed appointee is annexed to the Notice. Copy of the draft letter for appointment of Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla as an Independent Directors setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla, to whom the resolution relates, is interested or concern in the resolution.

The Board recommends the resolution set forth in item no. 5 & 6 for the approval of the members.

Item 7:

The Board of Directors of the Company at their meeting held on May 27, 2015 have appointed M/s Dilip M. Bathija as Cost Auditor of the Company for the Financial Year 2015-16 on a remuneration of ₹ 30,000 (Rupees Thirty thousand only) plus service tax. In terms of section 148 of the Companies Act, 2013 and rules made there under the remuneration has to be ratified by the members. It is therefore necessary for the members to pass an ordinary resolution under section 148 and other applicable provisions of the Companies Act, 2013 as set out at Item No. 7 of the Notice.

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Item 8:

When the Company was incorporated in 1987 the existing Articles of Association ("AoA") were based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act 2013. The Companies Act, 2013 is now largely in force with the notification of most of the Sections of the Act by the Ministry of Corporate Affairs (MCA) effective from 1st April 2014. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this



position, it is considered expedient modify/replace/alter the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

Item 9, 10 and 11:

The Board recommends the ordinary Resolution set out at Item No. 9, 10 & 11 of the Notice for approval by the shareholders.

The Board of Directors of the Company (the 'Board'), at its meeting held on May 27, 2015 has, subject to the approval of members, re-appointed Mr. Ajay D. Biyani as Managing Director, for a period of 5 (Five) years from the expiry of his present term, which expired on March 31, 2015, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Further, the Board at its meeting held on May 27, 2015 has, subject to the approval of members, re-appointed Mr. Arunkumar Biyani as a Whole-time Director, designated as Chairman and Mr. Anil D. Biyani as a Whole-time Director, designated as Executive Director, for a period of 5 (Five) years from the expiry of his present term, which expired on March 31, 2015, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment and remuneration payable to Mr. Ajay D. Biyani as Managing Director, Mr. Arunkumar Biyani as a Whole-time Director, designated as Chairman and Mr. Anil D. Biyani as a Whole-time Director, designated as Executive Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Ajay D. Biyani, Mr. Arunkumar Biyani and Mr. Anil D. Biyani are as under:**A. GROSS COMPENSATION****1. Basic Salary:**

Basic Salary of ₹ 48,00,000/- Lacs per annum

Annual Increment of ₹ 40,000/- per month will be effective from 1st April each year and will be decided by the Board on the recommendation of the Nomination and Remuneration committee each year.

2. Allowances**i) Housing:**

- a) The expenditure incurred by the Company on hiring unfurnished accommodation for him subject to a ceiling, namely (for residence in Mumbai /outside Mumbai), 50% of the basic salary or
- b) In case the accommodation is owned by the Company – Free furnished accommodation, or
- c) In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling of 50% of the basic salary.
- d) The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income-tax Rules, 1962.

ii) Medical Reimbursement:

For self and family subject to a ceiling of one month's basic salary in a year or three month's basic salary over a period of Five years.



iii) Leave Travel Allowance:

For self and family once in a year incurred in accordance with the Rules specified by the Company.

iv) Special Allowance

As may be decided by the Board of Directors on the recommendation of the Nomination & Remuneration Committee.

3. Perquisites

i. Club Membership

Membership of one club, the admission and annual membership fee whereof shall be borne by the Company.

ii. Personal Accident Insurance

Group Personal Accident Insurance Policy as applicable, as per the rules of the company.

iii. Other Perquisites

As may be decided by the Board of Directors on the recommendation of the Nomination & Remuneration Committee, subject to the overall ceiling on managerial remuneration.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in absence of any such rule, perquisites shall be evaluated at actual cost.

4. Retirement Benefits

Provident Fund: The Company's contribution to Provident Fund not exceeding 12% of the basic salary, as per the rules of the Company.

Gratuity: Gratuity at the rate of half-month's basic salary for each completed year of service.

Superannuation Fund: Company may contribute or allow transfer to Superannuation Fund, as per the rules of the Company.

Leave: Directors shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

5. Amenities:

i. Conveyance facilities

The Company shall provide a suitable vehicle for the appointed directors for both business and personal use. Fuel costs, repairs, maintenance and running expenses including driver's salary shall be borne / reimbursed by the Company.

ii. Telephone, internet connectivity and other communication facilities

The Company shall provide a mobile phone to the Directors and shall also provide telephone, Internet connectivity and other communication facilities at his residence. All the expenses incurred therefore shall be paid or reimbursed by the Company, as per the rules of the Company.

6. Overall Remuneration:

The aggregate of salary, allowances, perquisites and performance incentive in any one financial year shall not exceed the limits prescribed under Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any modifications or re-enactment for the time being in force.

**7. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of office of the MD & Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites as specified above, subject to requisite approvals being obtained in that behalf.

8. Income Tax: In respect of the above remuneration, tax will be deducted at source as per applicable laws / rules.

The relatives of Shri Ajay D. Biyani, Shri Arunkumar Biyani and Shri Anil D. Biyani may be deemed to be interested in the resolutions set out respectively at Item Nos. 9, 10 and 11 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, Financially or otherwise, in these resolutions. The Board commends the Ordinary Resolutions set out at Item Nos. 9,10 and 11 of the Notice for approval by the shareholders.

ITEM 12:

Your Company is pleased to inform you that the Company has decided to issue bonus shares to the existing shareholders of the Company as on the 'Record Date' as may be decided by the Board. On the basis of the Audited Financial Statements of the Company as on March 31, 2015, the Reserves & Surplus of your Company is 8.19 times of its paid up Share Capital.

To pass on the benefit to its shareholders of such huge reserves which have been accumulated by the Company over a period of years, the issuance of bonus shares is proposed. This proposal shall also increase liquidity of the Equity Shares of the Company by making available new shares in the market to be traded and also reward the Members by allotting bonus equity shares.

Currently, the Equity Shares of the Company is traded on Bombay Stock Exchange (BSE).

The Board of Directors in its Meeting held on May 27, 2015 has considered, approved and recommended for the approval of Shareholders, the issuance of bonus shares in the proportion of One (1) fully paid New Equity Shares of Re. 10/- each for every four (4) Equity Share of Re. 10/- each to the existing shareholders as on the record date by way of capitalization of free reserves which shall include both securities premium reserve and profit & loss reserve.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12 of the Notice.

ITEM 13:

The company is required to obtained approval of scheme of Acceptance of Unsecured Fixed Deposits, in terms of the provisions of Companies Act, 2013 and read with Companies (Acceptance of Deposit) Rules, 2014 amended from time to time. Therefore, the special resolution as Item 13 to the annexed is recommended for your approval.

The scheme, Terms and conditions and other details of the fresh Schemes for acceptance Unsecured Fixed Deposits Scheme is given hereunder:

The circular or circular in the form of advertisement shall contain the following:

1. GENERAL INFORMATION

(a) Name of the Company

: **DAMODAR INDUSTRIES LIMITED**
A1/202, Centre point, 243-A, N M Joshi Marg,
Lower Parel (E), Mumbai – 400 013
Phone No. 022-66610301
Fax No. 022- 66610308
Email ID – cs@damodargroup.com
www.damodargroup.com



(b) Date of incorporation of the company : 11th December, 1987

(c) The business carried on by the Company & its Subsidiaries with details of branches or units, if any:

The Company is engaged in the business of manufacturing and processing of Cotton yarn and Fancy yarn.

The Company has its Head office at Mumbai and factory at Silvassa.

OFFICE: The Company has office at:-

Mumbai : A1/202, Centre Point, 243-A, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400 013
: 5/145-b, Dr. Viegas street, Ground floor, Kalbadevi, Mumbai – 400 002

WORKS : The Company's manufacturing units are situated at:-

Dadra (U.T.) : Survey No. 265/10/1, 2, 3, Demni Road, Dadra Village, Silvassa – 396 230

Daman (U.T.) : Plot No. 165/67/68, Dabhel Ind. Co.-Op. Soc., Dabhel, Nani Daman – 396210

Naroli (U.T.) : 174/2, Naroli Village, D&N.H. (U.T.)-396235

The Company has no subsidiaries.

(d) Brief particulars of the managements of the company.

The company is managed by the Managing Director and Whole-Time Director's, subject to the supervision, direction and control of the board of Directors.

(e) Name, Occupation and Addresses of the Directors:

Name of Director	Address	DIN	Occupation
(i) Shri Arun Kumar Biyani (Executive Chairman)	706, Jeevan Vihar, Manav Mandir Road, Mumbai – 400 006	00016519	Business
(ii) Shri Ajay D. Biyani (Managing Director)	706, Jeevan Vihar, Manav Mandir Road, Mumbai – 400 006	00014896	Business
(iii) Shri Anil D. Biyani (Whole-Time Director)	706, Jeevan Vihar, Manav Mandir Road, Mumbai – 400 006	00016554	Business
(iv) Shri Girdharlal S. Daga (Director)	31-A, GITA Pandita Ramabhai Road, Gamdevi, Mumbai – 400 007	00115572	Practicing Chartered Accountant
(v) Shri Raghavan Srinivas (Director)	E 203, Vatika Township Dumbhal, Surat - 395010	07090385	Service
(vi) Shri Ashok Kumar Damani (Director)	5, Surya Mahal, 1st Floor, Nagindas Master Road, Fort, Mumbai – 400002	00069143	Business
(vii) Smt. Farida Bomi Jambusarwalla (Director)	495, Homiyar Villa, Daulat Nagar, Vapi Pardi Valsad, Vapi, Gujarat.	07139945	Consultant

(f) Management's perception of risk factors:

The deposit accepted by the company are unsecured and rank pari passu with other unsecured liabilities of the company.



- (g) The Company has not made any default in -
- repayment of Deposits or interest thereon
 - statutory dues;
 - debentures and interest thereon - N.A.
 - loan from any bank or financial institution and interest thereon.

2. PARTICULARS OF THE DEPOSIT SCHEME

a.	Date of passing of board resolution	May 27, 2015
b.	Date of passing of resolution in the general meeting	Resolution has been proposed for the Approval of members in the notice convening 27th Annual General Meeting to be held August 7, 2015.
c.	Type of deposits	UNSECURED DEPOSITS

- d. Amount which the company can raise and the aggregate deposits actually held as on 31st March, 2015.
(₹ in Lacs)

SI No.	Particulars	Limit up to which deposit can be accepted	Deposit outstanding as on March 31, 2015
1.	From Public (25% of the aggregate paid up capital and free reserves)	2044.12	490.36
2.	From Share Holders or any guarantee by any Director (10% of the aggregate paid up capital and free reserves)	817.65	22.00
	Total	2861.77	512.36

- The Aggregate of Deposit actually held on the last day of the immediately preceding financial year, i.e. march 31, 2015: ₹ 5,12,36,000/-
 - The aggregate of Deposits repayable within the next Twelve months as on the last day of the immediately preceding financial year, i.e. March 31, 2015: ₹ 2,20,86,000/-
- e. Terms of raising of deposits: Duration, Rate of interest, mode of payment and repayment;

SCHEME
Quarterly Interest Payable

Period (Months)	Minimum deposit ₹	Rate of Interest (p.a.)	Rate of Interest (p.a.) Senior Citizen / Employee of the Company
12	5,000	11%	11.50%
24	5,000	11.50%	12%
36	5,000	12%	12.50%

f. TERMS & CONDITION GOVERNING FIXED DEPOSIT SCHEME**APPLICATION AND AMOUNT OF DEPOSIT:**

- APPLICATION FOR UNSECURED DEPOSITS will be accepted in the prescribed form, duly completed, should be lodged at the Fixed deposit Department of the company at the Company's Registered Office at Mumbai or Factory at Silvassa or at the offices of the brokers.



2. Deposit should be made by an "A/c Payee: cheque /bank draft payable at Mumbai and drawn in favour of DAMODAR INDUSTRIES LIMITED and payable at Mumbai. OUTSTATION CHEQUE WILL NOT ACCEPTED.
3. Deposited will not be accepted in cash and Fixed cannot be placed out of/utilizing any kind of borrowed funds & depositors will have to give a declaration that the deposit is not made out of the borrowed funds from any sources.
4. Minimum amount of Unsecured deposit accepted in ₹ 5000/- and in Multiples of ₹1000/- thereafter.
5. Unsecured Deposits will be accepted from Resident Individuals (either in single name or in joint names not exceeding three). Deposits from minors will be accepted only through guardians. Deposit will not be accepted from Non- Residents, Foreign Nationals, Unregistered Trust and Partnership Firm. Signature by thumb impression must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under his official Seal.

PERIOD OF DEPOSIT AND INTEREST

6. Unsecured Deposit shall be for a fixed period of 1, 2 or 3 years. Interest will be due and payable quarterly on 31st March, 30th June, 30th September and 31st December every year and last payment of interest will be on the date of maturity of deposit. Interest will be calculated on the basis of 365 days a year from the date of realization of the cheque/demand draft by the company.
7. Interest will cease on the date of maturity of the deposit.
8. Payment of interest will be made by ECS/"account payee" cheques drawn on the Company's Bankers and payable at par at specified branches in India. Interest warrants will be dispatched by ordinary post and shall not be responsible for any loss and delay in transit. Where the due date falls on a Sunday/ Bank Holiday, the payment will be made on the next working day.
9. Notification to the company regarding change in address etc. must be lodged at least 45 days before the date on which interest payment falls due.
10. Excess Interest paid, if any, under any circumstances, will be recovered from the subsequent payment of interest or the principal amount.

INCOME TAX ON INTEREST

11. If the interest paid at any time exceeds the limits prescribed by the Income Tax Act, 1961, Tax at appropriate rate will be deducted at source from Interest. Under the regulation currently in force, no tax will be deducted if the amount of interest paid and/or credited in a year does not exceed ₹ 5000/-. In case of a depositor with total income less than the minimum liable to tax during the financial year (i.e. 1st April to 31st March), no tax will be deducted on producing a declaration to the effect in the prescribed Form (in duplicate) duly signed by the depositor at the beginning of each financial year.
12. Tax to be deducted will be determined after clubbing all deposits a person have in his/her capacity as the first named depositor.

UNSECURED FIXED DEPOSIT RECEIPTS:

13. Unsecured Deposits will be accepted in joint name not exceeding THREE. The First depositor will be regarded as the benefit owner of the Deposit and will be treated as the payee for the purpose of deducting tax U/s 194A of the Income Tax Act, 1961.
14. All Correspondence in such deposits will be address to the person whose name appears first on the unsecured deposit receipt. All cheque/warrants for the payment of principal amount will be drawn in favour of the person(s) opted in the application from. Any discharge given by such persons for payment of interest and the principal amount shall be valid and binding on all the joint depositor. No subsequent change in the order of names of depositor/s or replacement of the joint depositors/ will be accepted.
15. In case of instruction on any matters (except re-payment as opted in the application for overleaf), relating to this fixed deposit are to be given, application in that behalf should be signed by all the joint holders and not by any one of them. The Company shall not act upon instruction of any one of them and they shall not be binding to the company.



16. Deposit Receipt will be forwarded by Registered Post at the address of the first applicant given in the Applicant Form.
17. In case deposits made in joint names, all correspondence/payment of interest and refund will be in favour of the first named depositor only.
18. In the event of loss, destruction or mutilation of the Fixed Deposit Receipt, the Company may, at its sole discretion, issue a duplicate receipt, subject to compliance with such terms and conditions, including indemnity from the depositor(s) as the Company may require. All expenses in this connection will be borne by the depositor(s).
19. Deposit receipts are neither negotiable nor transferable. However, the Company may, at its sole discretion permit the addition of one name of the Deposit Receipt under certain circumstances and subject to such terms and conditions as it may deem fit.
20. The Company will take approximately Twenty one days to issue Deposit Receipts.

RENEWAL / REPAYMENT OF DEPOSITS

21. The deposit receipt duly discharged on a revenue stamp should be sent to the Company at its Registered Office at Bombay at 30 days before the date of maturity, to enable the Company to renew/refund the deposit on the due date. No renewals will be done after expiry of a period of 3 months from the date of maturity. Deposits may be renewed on the basis of fresh application but solely at the discretion of the Company.
22. NO PART RENEWAL/REFUND will be permitted. No change in the order of depositors will be allowed.
23. Fixed deposits will be repaid only on maturity. However, the Company may, at its sole discretion, permit premature refund. In such cases, the rate of interest payable on such deposits will be reduced by such percentage as prescribed under the Companies (Acceptance of Deposits) Rules, 2014. Excess interest paid, if any, will be recovered from the principal amount at the time of repayment. It is clarified that no interest will be paid on premature withdrawal of deposits before a period of six months.
24. Repayment of fixed deposits will be made by account payee cheques drawn on Company's bankers and payable at per at all its branches in India. Refund cheques will be dispatched by ordinary post. However, cheques of ₹ 10,000/- and above will be sent by Registered Post. Where the due date for the payment falls on Sunday / Holiday, the payment will be made on the next working day.
25. In event of death of the first depositor, the repayment of deposit and payment of interest will be made to the person first in order of the heirs and/or legal representatives of the deceased.
26. In the event of death of sole depositor, the fixed deposit amount together with interest due thereon, will be paid to the nominee, if any, stated in the application, on proof of identity or to the legal representative(s) of the deceased on production of proper legal representation such as Probate of the Will, Succession Certificate or Letters of Administration granted by a Court of Competent Jurisdiction.

NOMINATION

27. Nomination facility may be availed only by individuals applying singly Minors may also be nominated. However the applicant should appoint a guardian other than himself. In the event of death of the deposit holder, the Company will deal with the guardian, till the minor attains majority. The nominee must be a Resident Indian Only. An NRI cannot be nominated. If the nominee pre-deceases the deposit holder, he applicant can, on production of death certificate, substitute the name of the nominee and guardian.
28. The company will not recognize any lien on or assignment of Unsecured Fixed Deposit and/or interest thereon.
29. The Company reserves the right, subject to the provision of the companies (Acceptance of Fixed Deposits) Rules, 2014 as amended from time to time.
 - (a) To accepted deposited only for such period as it may decided from time to time.
 - (b) To reject any application for a fresh deposit or for renewal without assigning any reason.



(c) To repay deposits prematurely before the due date.

30. Deposit will be subject to the Companies (Acceptance of Deposit) Rules, 2014 as amended from time to time and any other regulation prescribed by the Central Government, the Reserve Bank of India, or any other statutory authority.

31. In case Deposit is made under Power of Attorney, the relevant Power of Attorney must be lodged with the company at the time of Application.

In case of loss refund/interest cheque, duplicate will be issued only after 4 months on production of an indemnity bond duly signed by all depositors. All expenses in this connection will be borne by the depositor(s).

32. The Company reserves the right to commence/discontinue at any time acceptance of deposits and to alter or amend any of the terms and conditions mentioned hereinabove without assigning any reasons.

33. All complaints/ grievances may be sent to Stakeholder Relation Committee.

34. Unsecured Fixed Deposits accepted are subjected to Mumbai Jurisdiction.

g. Proposed Schedule

This Scheme is applicable on the date on which the members of the company will approve the same. The circular issued under this scheme is valid until expiry of the six months from the date of closure of Financial Year in which it is issued or until the date on which the financial statement is laid before the company in Annual General Meeting or, where the annual general meeting for any year has not been held, the latest day on which that meeting should have been held in accordance with the provision of the Act, whichever is earlier.

h. Object of raising the deposit

To meet financial requirement for the running the business of the company.

i. Credit rating obtained:

Name of the Credit Rating Agencies Rating obtained: CREDIT ANALYSIS & RESEARCH LTD.

Rating : BBB - (FD)

Meaning of the rating obtained: Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.

Date on which rating was obtained: 20/06/2014

j. Extent of deposit insurance:

The Company will obtain cover for the unsecured deposit and interest due thereon. The deposit insurance contract shall provide in case the company defaults repayment of Principal amount and interest thereon, the depositor shall be entitled to the repayment Principal amount and interest thereon, in case of any deposit and interest not exceeding rupees Twenty Thousand, the deposit insurance contract provides for payment of the full amount of deposit and interest and in the case of any deposit and interest thereon in excess of rupees Twenty Thousand, the deposit insurance covers for payment of upto Rupees Twenty Thousand for each depositor.

The same terms and conditions including rate of interest are also applicable to Promoter Directors and key Managerial personnel.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 13 of the Notice.

By Order of the Board
For Damodar Industries Limited

Sd/-

Subodh Kumar Soni
Company Secretary

Place: Mumbai
Dated: May 27, 2015

**Annexure**

Name of the Director	Mr. Arunkumar Biynai	Mr. Ajay D. Biyani	Mr. Anil D. Biyani	Mr. Raghavan Srinivas	Mrs. Farida Bomi Jambusarwalla
Date of Birth	20.01.1956	04.05.1962	09.06.1964	15.08.1944	17.06.1953
Nationality	Indian	Indian	Indian	Indian	Indian
Date of appointment on Board	09.02.1992	05.06.1988	28.03.1992	13.02.2015	30.03.2015
Qualification	B.Com	B. Com.	Bachelor of Business Administration	B. Tech (Textiles), Diploma in Business Management	B. Com. (Hons),
Expertise in specific functional areas	Financial management & Project Advisory & Financing and working Capital Arrangements	Production, Marketing, Finance management and Administration	Wide and rich experience in the field of Marketing, Trading and Corporate Management	Vast and rich experience in the field of Textile Sector.	Vast & Rich experience in the field of educational motivator and human behavior.
Directorships held other companies	Panna Yarn Pvt. Ltd.	Panna Yarn Pvt. Ltd.	Nil	Nil	Nil
Member of Committees of the Board	<ul style="list-style-type: none">• Audit Committee• Stake holders Relationship Committee• Risk Management Committee• CSR Committee	Risk Management Committee	CSR Committee	Nomination Committee	Nil
Member of committees in other Companies	Nil	Nil	Nil	Nil	Nil
Shares held in the company	1053200	1360000	1164300	Nil	78689



BOARD'S REPORT

To the Members,

Your Directors have pleasure in presenting the 27th Annual Report on the Operations of the Company together with audited statement of accounts for the year ended March 31, 2015.

1. FINANCIAL RESULTS – AN OVERVIEW

(₹ in Lacs)

Particulars	2014-15	2013-14
Sales & Other Income	59334.01	73527.04
Profit before Depreciation & Tax	3056.89	3402.23
Depreciation	1249.55	1111.32
Profit before Tax	1807.34	2290.90
Provision for Taxation including Deferred Taxes	617.57	812.96
Profit after Tax	1189.77	1477.94
Profit brought forward from previous year	3595.95	2567.93
Profit available for appropriation	4785.72	4045.87
Appropriation		
Transfer to General Reserve	200.00	200.00
Interim Dividend @ 15%	133.51	124.60
Proposed Final Dividend @ 10 %	89.00	89.00
Corporate Dividend Tax	44.49	36.30
Depreciation Adjustment	23.23	-
Profit carried to Balance Sheet	4295.49	3595.95

SALES

Our sales have dropped to ₹ 593.04 Cr. from ₹ 734.98 Cr. The value of our product has fallen by 19% YOY Basis. Weak Demand in the international market has resulted in volume drop in our Merchant Exports. The fall of sales in International Market have been offset by increase in sale in domestic market. Our volumes of domestic market have significantly increased since last year .

DIVIDEND

The Board of Directors have recommended final dividend on Equity Shares of the Company @10%(₹1.00/- per share) for the financial year ended March 31, 2015. Together with the Interim dividend of ₹1.50/- per share, total dividend for the financial year ended March 31, 2015 works out to be ₹ 2.50/- per equity share of ₹ 10/- each. The total dividend pay out (including dividend distribution tax) for the current year is ₹ 2.22 Cr. as against ₹ 2.13 Cr. in the previous year. The Company have paid Dividend Distribution Tax of ₹ 44.49 Lacs for the year March 31, 2015.

TRANSFER TO RESERVES

The Company proposes to transfer ₹ 200 Lacs to the General Reserve out of the amount available for appropriations and an amount of ₹4295.49 Lacs is proposed to be retained in the Profit and Loss Account.

RESERVE AND SURPLUS

Reserves and Surplus stood at to ₹ 7286.43 Lacs as at March 31, 2015 compared to ₹6386.89 Lacs as at March 31, 2014. The increase was due to retained earnings.

OPERATION RESULTS AND BUSINESS

The Company continued to see profitable growth during the Financial Year 2014-15 across all markets driven by good performance across business segments.

**CHANGE IN NATURE OF BUSINESS**

The company is Manufacturing cotton yarn and sale to Domestic and International Market. There is no change has taken place in the nature of business.

DIRECTORS AND KEY MANAGERIAL PERSONNEL**CESSATION**

Mr. Suresh C. Gattani, Chief Financial Officer had resigned from the services of the Company w.e.f. January 31, 2015. The Board placed on record its deep appreciation for the valuable services rendered by Mr. Suresh C. Gattani during his tenure as Chief Financial Officer of the Company.

APPOINTMENT:**A) Mr. Raghavan Srinivas as Independent Director and Mrs. Farida Bomi Jambusarwalla as a women Independent Director:**

The Board was appointed Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla as an Additional Director designated as an Independent Directors w.e.f. February 13, 2015 and March 30, 2015 respectively and they shall hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notices in writing from members proposing Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla for appointment as an Independent Director.

pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Mr. Raghavan Srinivas and Mrs. Farida Bomi Jambusarwalla have been appointed as Independent Directors of the Company to hold the positions for 5 (Five) years.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

B) Mr. Anil D. Biyani - Retiring Director:

As per the provisions of Companies Act, 2013 Mr. Anil D. Biyani shall retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board is pleased to recommend their re-appointment.

C) Mr. Nirbhay R. Bora as Chief Financial Officer:

In place of Mr. Suresh C. Gattani, the Board of Directors at its meeting held on February 13, 2015 had appointed Mr. Nirbhay R. Bora, as Chief Financial Officer of the Company.

Mr. Nirbhay R. Bora, having Bachelors in Commerce and Member of Institute of Chartered Accountants of India.

Mr. Bora has experience of Commercial Activities i.e. Accounts & Finance, Purchase, Inventory Control, Excise & Customs, Imports & Exports, Sales Tax, DGFT.

As a Chief Financial Officer, Mr. Bora is expected to add immense value for the long-term growth of the Company. Mr. Bora does not hold any securities in the Company.

D) Key Managerial Personnel:

As per requirements of sub-section (1) of Section 203 of the Companies Act, 2013 the Company has the following Key Managerial Personnel:

- | | | | |
|----|-----------------------|---|-------------------------|
| 1. | Mr. Ajay D. Biyani | : | Managing Director |
| 2. | Mr. Nirbhay R. Bora | : | Chief Financial Officer |
| 3. | Mr. Subodh Kumar Soni | : | Company Secretary |

**DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(3) of the Companies Act, 2013, the Directors would like to state:

- (a) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

BOARD EVALUATION

Pursuant to the provisions of companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Relationship committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

The Board of Directors duly met 8 times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which the meetings were held are as follows:

April 24, 2014, May 26, 2014, August 08, 2014, September 23, 2014 October 13, 2014, January 5, 2015 February 13, 2015 and March 14, 2015.

AUDIT COMMITTEE

The Audit Committee comprises Independent Directors namely Mr. Girdharilal S. Daga (Chairman), Mr. Ashok Kumar Damani and Mr. Arunkumar Biyani as other members.

All the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The nomination & Remuneration Committee comprises Mr. Girdharilal S. Daga (Chairman), Mr. Ashok Kumar Damani and Mr. Raghavan Srinivas as other members.

**AUDIT OBSERVATIONS :**

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

Auditors:**i) Statutory Auditors :**

A.J. Baliya, Chartered Accountant, Mumbai, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and being express unwillingness for re-appointment as Statutory Auditors of the Company.

The Directors recommend that M/s Jitendra Mishra & Co. Chartered Accountants (Membership No.116676), Mumbai, to be appointed as statutory auditors of the Company to hold office from the conclusion of 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company, in place of retiring auditors A.J. Baliya, Chartered Accountant.

ii) Cost Auditor:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of Textile activity is not required to be audited, therefore, the Company was not appointed Cost Auditor for the financial year 2014-15. However, the Company is maintaining proper Cost Records as per requirements of the said rules.

Pursuant to Cost Audit (Report) Rule, 2011, the Cost Audit Report for the financial year 2013-14, was filed on October 22, 2014 vide SRN S32017881.

iii) Secretarial Auditor:

According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by M/s. Pramod Jain & Co., Company Secretaries is enclosed as a part of this report Annexure-A.

iv) Internal Auditor:

As per requirements of Section 138(1) of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, the Board of Directors of the Company appointed M/s Shailendra Jain & Associates, Chartered Accountants as Internal Auditor of the Company to conduct Internal Audit of business processes, financial reporting & controls, compliance with applicable laws, regulations etc.

FIXED DEPOSITS

Details relating to Fixed Deposits, covered under Chapter V of the Act, as under

- | | |
|---|-------------------|
| a. Accepted during the year | : ₹ 3,89,83,000/- |
| b. Remained unpaid or unclaimed as at the end of the year | : ₹ 60,000/- |
| c. Whether there has been any default in repayment of deposits or payment of interest thereon during the year | : Nil |

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, relevant amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund.



Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 9, 2014 (date of last Annual General Meeting) on the Company's website (www.damodargroup.com), as also on the Ministry of Corporate Affairs' website.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

MANAGEMENT DISCUSSION AND ANALYSIS

Management's Discussion and Analysis for the year under review, as stipulated under clause 49, of the Listing Agreement with the stock exchange, is presented in a separate section forming part of the Annual Report.

VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at http://damodargroup.com/pdf/DIL_Vigil_Mechanism_Policy.pdf

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TILL DATE OF REPORT

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report other than those disclosed in the financial statements.

CORPORATE GOVERNANCE

The Company has adopted the best possible Corporate Governance norms and it has been our endeavor to comply and upgrade to the changing norms.

A separate section on corporate governance and a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the stock exchange form part of this Report.

In terms of sub-clause (v) of the Clause 49 of the Listing Agreement, a certificate of the Managing Director inter alia, confirming the correctness of the financial statements, adequacy of the internal control measures and reporting to matters to the Audit Committee in terms of the said Clause, is also enclosed as a part of this Report.

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

The information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in the Annexure-B to this report.

EXTRACT OF ANNUAL RETURN:

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

CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year, your directors have constituted the Corporate Social Responsibility and In terms of section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company has constituted a CSR Committee. The Committee comprises of Independent Director and Executive Directors CSR Committee of the Board has developed a CSR Policy under Health Care activity and to promote education and environment in rural area which is enclosed as part of this report Annexure-D. Additionally, the CSR Policy has been uploaded on the website of the Company at http://damodargroup.com/pdf/DIL_CSR_Policy.pdf

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The prescribed particulars of Employee required under section 197 read with Rule 5 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure-E as form the part of Director report.

RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure-F.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Agreement. This Policy was considered and approved by the Board has been uploaded on the website of the Company at http://damodargroup.com/pdf/DIL_RPT_Policy.pdf

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

INTERNAL CONTROL SYSTEM AND AUDIT

The Company has appropriate Internal Control Systems for business processes, financial reporting & controls, compliance with applicable laws, regulations etc. The Internal Control System of the Company is designed to prevent operational risks through a framework of internal controls and processes. Our internal control system ensures that all business transactions are recorded in a timely manner, the financial records are complete, resources are utilized effectively and our assets are safeguarded. We have developed robust policies, procedures, checks and balances to bring in discipline in day-to-day functions, for accurately and timely compilation of data.

APPRECIATION

Directors take this opportunity to express their thanks to its customers, suppliers, financial institutions, bankers, Central and State Governments for their constant support to the Company.

The Directors wish to place on record their appreciation for the dedicated efforts put in by the Employees of the Company at all levels.

Your involvement as Shareholders is greatly valued. Your Directors look forward to your continuing support.

For and on behalf of the Board

Place: Mumbai
Date: May 27, 2015

Sd/-
Arunkumar Biyani
Chairman

**Annexure – A****Form MR-3****SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To
The Members of
M/s. Damodar Industries Limited

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

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

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Damodar Industries Limited** ("The Company") for the financial year ended on 31st March, 2015, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
 - v. The Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company under the financial year under report:
 - i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - v. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;



3. We have also examined compliance with the applicable clauses of the following:
 - i. Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956 and
 - ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited;
4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations ;

OBSERVATIONS:

- (a) As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of:
 - (i) External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - (ii) Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;
 - (iii) Overseas Direct Investment by Residents in Joint Venture / Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
 - (b) As per the information and explanations provided by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.
5. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
 6. We further report that:
 - (a) The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013. However Intermittent vacancy of an independent director has filled by the Board beyond the three months from the date of vacancy.
 - (b) 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 of the meeting.
 - (c) Company has spend on CSR activities ₹ 0.09 Cr. during the financial year 2014-15.
 - (d) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
 7. We further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Pramod Jain & Co.
Company Secretaries**

**Place : Indore
Date : May 27, 2015**

**Sd/-
(Pramod Kumar Jain)**
Membership No. F- 6711
CP No: 11043



Annexure – B

Conservation of energy, research and Development, Technology absorption, foreign exchange earnings and outgo. (Particulars pursuant to the Companies (Account) Rules, 2014

Conservation Of Energy

The nature of the Company's Operation entails a very High Level of Energy Consumption. However, adequate measures have been taken to conserve energy. Total energy consumption and energy consumption per unit of production:

	2014-15	2013-14
[A] Power and fuel consumption		
1. Electricity		
A) Purchased unit	38369010	34456370
Amount (₹ '000)	171846203	149602638
Rate/Unit (₹)	4.48	4.35
B) Own Generation		
i) Through Diesel Generator Unit	34120	27860
ii) Unit/Liter of Diesel Oil	4	4
iii) Fuel cost / unit (₹)	14.82	13.40
[B] Electricity units Consumption in		
Production of Yarn per KG. (Unit/Kg)	2.22	2.36

RESEARCH AND DEVELOPMENT

a. Specific areas in which R & D was carried out by the Company

The Company is actively engaged in product up gradation design development.

b. Benefits derived as a result of the above R & D

Improved product designs resulted in higher value added products and better realisations.

c. Future plan of action

Emphasis on the above activities is the on going exercise.

d. Expenditure on R & D

Since the expenditure incurred on research and development activities were not substantial, no separate account for the same were being maintained.

TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

Since the Company's products are being developed by an in-house R & D team, no further information under this head is required to be given.

FOREIGN EXCHANGE EARNINGS AND OUTGO

a. Initiatives taken to increase exports and exports plans

Your Company has been constantly promoting new products and developing new customers around the world. It is also taking part in various trade fairs to develop export business.

b. Development of new export markets for synthetic yarn.

Your Company is consistently exploring possibilities of exporting its products to new markets. This is an on going process.

c. Total Foreign Exchange Earnings and outgo

(₹ In Lacs)

Particulars	2014-15	2013-14
Foreign Exchange outgo (used)	409.17	500.50
Earned (FOB Value of Export goods)	27954.97	46568.80

**Annexure-C**

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2015**

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

I.	REGISTRATION AND OTHER DETAILS	
i)	CIN	L17110MH1987PLC045575
ii)	Registration Date	11.12.1987
iii)	Name of the Company	Damodar Industries Limited
iv)	Category / Sub-Category of the Company	Public Company / Limited by shares
v)	Address of the registered office	A1/202, Centre point, 243-A, N M and contact details Lower Parel (E), Mumbai – 400 013 Phone No. 022-66610301/2 Fax No. 022- 66610308 Email ID – cs@damodargroup.com www.damodaegroup.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400078. Tel. No.: 022-25946970 –78, Fax No. 022-25946969 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.com
II.	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	As per Attachment A
III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	N.A.
IV.	SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)	
i.	Category-wise Share Holding	As per Attachment B
ii.	Shareholding of Promoters	As per Attachment C
iii.	Change in Promoters' Shareholding	As per Attachment D
iv.	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment E
v	Shareholding of Directors and Key Managerial Personnel	As per Attachment F
V.	INDEBTEDNESS	
	Indebtedness of the Company including interest outstanding /accrued but not due for payment	As per Attachment G
VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
A.	Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment H
B.	Remuneration to other directors	As per Attachment I
C.	Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD	As per Attachment J
VII.	PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	As per Attachment K

Attachment: A**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	YARN – Manufacturing of Cotton & Fancy Yarn	1311/ 1312	100%



Attachment : B

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

i) Category-wise Share Holding :

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
(a)	Individuals/ Hindu Undivided Family	5671870	0	5671870	63.72	5658763	0	5658763	63.58	-0.15
(b)	Central Government/ State Government(s)	0		0	0	0	0	0	0	0
(c)	Bodies Corporate	498000	0	498000	5.60	496000	0	496000	5.57	-0.02
(d)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
(e)	Any Others(Specify)	0	0	0	0	0	0	0	0	0
	Sub Total(A)(1)	6169870	0	6169870	69.32	6154763	0	6154763	69.15	-0.17
2	Foreign									
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0		0		0		0	0	0
b	Bodies Corporate	0		0		0		0	0	0
c	Institutions	0		0		0		0	0	0
d	Qualified Foreign Investor	0		0		0		0	0	0
e	Any Others(Specify)								0	0
	Sub Total(A)(2)	0		0		0		0	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	6169870	0	6169870	69.32	6154763	0	6154763	69.15	-0.17
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds/ UTI									
(b)	Financial Institutions / Banks	0	700	700	0.01	0	700	700	0.01	0
(c)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0	0	0	0	0
(i)	Trust	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)	0	700	700	0.01	0	700	700	0.01	0
B 2	Non-institutions									
(a)	Bodies Corporate	468819	5400	474219	5.33	229054	5400	234454	2.63	-2.69
(b)	Individuals									
I	Individuals -i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	607352	311498	918850	10.32	744334	304078	1048412	11.78	1.46
II	ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	1327202	0	1327202	14.91	1443371	0	1443371	16.22	1.31
(c)	Any Other (specify)	0	0	0	0	0	0	0	0	0.00
(c-i)	Clearing Member	1025	0	1025	0.01	4366	0	4366	0.05	0.04
(c-ii)	Non-Resident Indians (REPAT)	8763	0	8763	0.10	14297	0	14297	0.16	0.06
(c-iii)	Non-Resident Indians (NON REPAT)	21	0	21	0	287	0	287	0	0.00
	Sub-Total (B)(2)	2413182	316898	2730080	30.67	2435709	309478	2745187	30.84	0.17
(B)	Total Public Shareholding (B) = (B)(1) + (B)(2)	2413182	317598	2730780	30.68	2435709	310178	2745887	30.85	0.17

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

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	TOTAL (A)+(B)	8583052	317598	8900650	100	8590472	310178	8900650	100	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2	Public	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (C)	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL									
	(A)+(B)+(C)	8583052	317598	8900650	100	8590472	310178	8900650	100	0.00

Attachment: C**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****ii. Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			% 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	Arun Kumar Biyani	179298	2.01	100	179298	2.01	0.00	0.00
2	ANIL D BIYANI	748110	8.41	26.4	748110	8.41	0.00	0.00
3	AJAY D BIYANI	981970	11.03	26.89	981970	11.03	0.00	0.00
4	ARUN KUMAR BIYANI	861902	9.68	0.00	873902	9.82	0.00	0.14
5	MANJU BIYANI	497950	5.59	0.00	525450	5.90	0.00	0.31
6	AMAN BIYANI	80000	0.90	0.00	90000	1.01	0.00	0.11
7	ARUN KUMAR BIYANI (HUF)	254960	2.86	0.00	276213	3.10	0.00	0.24
8	ADITYA BIYANI	100000	1.12	0.00	110000	1.24	0.00	0.12
9	SUAM OVERSEAS PVT. LTD.	190000	2.13	0.00	190000	2.13	0.00	0.00
10	BHAWNA A BIYANI	40000	0.45	0.00	60000	0.67	0.00	0.22
11	CSS MERCANTILE PVT. LTD.	198000	2.22	0.00	203000	2.28	0.00	0.06
12	PANNA YARN PVT. LTD.	110000	1.24	0.00	103000	1.16	0.00	-0.08
13	DAMODARLAL BIYANI (HUF)	94400	1.06	0.00	89400	1.00	0.00	-0.06
14	ANIL D BIYANI	411190	4.62	0.00	416190	4.68	0.00	0.06
15	KANTA BIYANI	264000	2.97	0.00	286500	3.22	0.00	0.25
16	AJAY BIYANI	318030	3.57	0.00	378030	4.25	0.00	0.68
17	SAVITRIDEVI D. LAL BIYANI	210000	2.36	0.00	210000	2.36	0.00	0.00
18	SANJU A. BIYANI	259500	2.92	0.00	259500	2.92	0.00	0.00
19	ABHISHEK A. BIYANI	50000	0.56	0.00	50000	0.56	0.00	0.00
20	AKSHAY ANIL BIYANI	50000	0.56	0.00	52000	0.58	0.00	0.02
21	ANUSHREE A BIYANI	20000	0.22	0.00	0.00	0.00	0.00	-0.22
22	AJAY D BIYANI HUF	69000	0.78	0.00	69000	0.78	0.00	0.00
23	Payal Biyani	0.00	0.00	0.00	3200	0.04	0.00	0.04
	TOTAL	5988310	67.28	-	6154763	69.15	0.00	1.89

• The Following person has been reclassified as Non Promoter Group.



Name of the Shareholders	No. of Shares	% of total share of the company
*BINA DAGA	50000	0.56
*GIRDHARLAL DAGA	260	0.00
*ANIMESH ASHOKKUMAR DAMANI	50000	0.56
*SUMAN RAJKUMAR DAMANI	50000	0.56
*MANJU RAJENDRA PRASAD KHATOR	6300	0.07
*RAJENDRA PRASAD KHATOR	25000	0.29
TOTAL	181560	2.04

Attachment : D

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

iii) Change in Promoters Shareholding:

SI No	Name of the Shareholders	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
		Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	a. ARUNKUMAR BIYANI b. At the beginning of the year b. Changes during the year Date: 19.11.2014 20.02.2015 c. At the end of the year		1041200	11.70		
		Buy	10000	0.11	1051200	11.81
		Buy	2000	0.02	1053200	11.83
					1053200	11.83
2	ANIL D. BIYANI a. At the beginning of the year b. Changes during the year Date: 05.03.2015 c. At the end of the year		1159300	13.02		
		Buy	5000	0.06	1164300	13.08
					1164300	13.08
3	AJAY D. BIYANI a. At the beginning of the year b. Changes during the year Date: 13.11.2014 21.11.2014 20.02.2015 05.03.2015 c. At the end of the year		1300000	14.61		
		Buy	20000	0.22	1320000	14.83
		Buy	10000	0.11	1330000	14.94
		Buy	25000	0.28	1355000	15.22
		Buy	5000	0.06	1360000	15.28
					1360000	15.28
4	MANJU BIYANI a. At the beginning of the year b. Changes during the year Date: 20.02.2015 05.03.2015 c. At the end of the year		497950	5.60		
		Buy	20000	0.22	517950	5.82
		Buy	7500	0.08	525450	5.9
					525450	5.9
5	AMAN BIYANI a. At the beginning of the year b. Changes during the year Date: 05.03.2015 c. At the end of the year		80000	0.9		
		Buy	10000	0.11	90000	1.01
					90000	1.01
6	ARUNKUMAR BIYANI - HUF a. At the beginning of the year b. Changes during the year Date: 20.08.2014 26.09.2014 19.11.2014 05.03.2015 c. At the end of the year		254960	2.87		
		Buy	1908	0.02	256868	2.89
		Buy	10150	0.11	267018	3.00
		Buy	4745	0.05	271763	3.05
		Buy	4450	0.05	276213	3.10
					276213	3.10



Attachment : D

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

iii) Change in Promoters Shareholding: (CONTD.)

SI No.	Name of the Shareholders	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
		Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
7	ADITYA BIYANI		100000	1.12		
	a. At the beginning of the year					
	b. Changes during the year					
	Date: 20.02.2014	Buy	5000	0.06	105000	1.18
	Date: 05.03.2015	Buy	5000	0.06	110000	1.24
	c. At the end of the year				110000	1.24
8	BHAWANA BIYANI		40000	0.45		
	a. At the beginning of the year					
	b. Changes during the year					
	Date: 20.02.2015	Buy	15000	0.16	55000	0.61
	Date: 05.03.2015	Buy	5000	0.06	60000	0.67
	c. At the end of the year				60000	0.67
9	PAYAL BIYANI		Nil			
	a. At the beginning of the year	Nil				
	b. Changes during the year					
	Date: 24.06.2014	Transfer	200	0	200	0
	Date: 20.03.2015	Buy	3000	0.03	3200	0.03
	c. At the end of the year				3200	0.03
10	KANTA BIYANI		264000	2.97		
	a. At the beginning of the year					
	b. Changes during the year					
	Date: 20.02.2015	Buy	10000	0.11	274000	3.08
	Date: 05.03.2015	Buy	12500	0.14	286500	3.22
	c. At the end of the year				286500	3.22
11	AKSHAY ANIL BIYANI		50000	0.56		
	a. At the beginning of the year					
	b. Changes during the year					
	Date: 20.03.2015	Buy	2000	0.02	52000	0.58
	c. At the end of the year				52000	0.58
12	ANUSHREE A. BIYANI		20000	0.22		
	a. At the beginning of the year					
	b. Changes during the year					
	Date: 29.09.2014	Sell	10000	0.11	10000	0.11
	Date: 19.11.2014	Sell	5000	0.06	5000	0.05
	Date: 20.11.2014	Sell	5000	0.05	0	0
	c. At the end of the year				0	0
13	SANJU A. BIYANI		259500	2.92		
	a. At the beginning of the year					
	b. Changes during the year		Nil	Nil	Nil	Nil
	c. At the end of the year				259500	2.92
14	ABHISHEK A. BIYANI		50000	0.56		
	a. At the beginning of the year					
	b. Changes during the year		Nil	Nil	Nil	Nil
	c. At the end of the year				50000	0.56



Attachment : D

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

iii) Change in Promoters Shareholding: (CONTD.)

SI No.	Name of the Shareholders	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
		Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
15	SAVITRIDEVI DAMODAR LAL BIYANI a. At the beginning of the year b. Changes during the year c. At the end of the year		210000 Nil	2.36 Nil	Nil 210000	Nil 2.36
16	DAMODARLAL BIYANI - HUF a. At the beginning of the year b. Changes during the year Date: 20.03.2015 c. At the end of the year	Sell	94400	1.06	5000 89400	0.06 1.00
17	SUAM OVERSEAS PVT. LTD. a. At the beginning of the year b. Changes during the year c. At the end of the year		190000 Nil	2.13 Nil	Nil 190000	Nil 2.13
18	CSS MERCANTILE PVT. LTD. a. At the beginning of the year b. Changes during the year Date: 20.03.2015 c. At the end of the year	Buy	198000 5000	2.22 0.06	203000 203000	2.28 2.28
19	PANNA YARN PVT. LTD. a. At the beginning of the year b. Changes during the year Date: 20.03.2015 c. At the end of the year	Sell	110000 7000	1.24 0.08	103000 103000	0.16 1.16
20	AJAY D BIYANI - HUF a. At the beginning of the year b. Changes during the year c. At the end of the year		69000 Nil	0.78 Nil	Nil 69000	Nil 0.78



Attachment : E

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

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

SI NO	Name of the 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	Dilipkumar H Parmar a. At the beginning of the year b. Changes during the year c. At the end of the year	180000	2.02	No change during the year 180000	2.02	
2	Dindayal biyani equities ltd. a. At the beginning of the year b. Changes during the year c. At the end of the year	100000	1.12	No change during the year 100000	1.12	
3	Kamaladevi Bharadia a. At the beginning of the year b. Changes during the year c. At the end of the year	100000	1.12	No change during the year 100000	1.12	
4	Omkarnath Damodar Malpani HUF a. At the beginning of the year b. Changes during the year c. At the end of the year	100000	1.12	No change during the year 100000	1.12	
5	F L DADABHOY a. At the beginning of the year b. Changes during the year c. At the end of the year	75000	0.84	No change during the year 75000	0.84	
6	FARIDA BOMI JAMBUSARWALLA a. At the beginning of the year b. Changes during the year c. At the end of the year	78689	0.88	No change during the year 78689	0.88	
7	SITADEVI BIYANI a. At the beginning of the year b. Changes during the year c. At the end of the year	78640	0.88	No change during the year 78640	0.88	
8	PUSHPADEVI SITARAM BIYANI a. At the beginning of the year b. Changes during the year Reason Date: 31.12.2014 Buy 06.03.2015 Buy c. At the end of the year	41804	0.47	9568 1210	0.11 0.01 51372 52582 52582	0.58 0.59 0.59
9	WALLFORT FINANCIAL SERVICES LTD. a. At the beginning of the year b. Changes during the year Date: Reason 17.10.2014 Sell 24.10.2014 Sell 31.10.2014 Sell 09.01.2015 Sell 16.01.2015 Sell 23.01.2015 Sell 30.01.2015 Sell 27.02.2015 Sell 13.03.2015 Sell 20.03.2015 Sell c. At the end of the year	250000	2.81	10000 3055 6945 1131 11009 15209 9033 85000 50000 3618	0.11 0.03 0.08 0.01 0.12 0.17 0.10 0.95 0.56 0.04 240000 236945 230000 228869 217860 202651 193618 108618 58618 55000 55000	2.70 2.66 2.58 2.57 2.45 2.28 2.18 1.22 0.66 0.62 0.62



ATTACHMENT E

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

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

SI No.	Name of the 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	
10	THYAGARAJAN GURUMURTHY					
	a. At the beginning of the year	19957	0.22			
	b. Changes during the year					
		Date: Reason				
		11.04.2014 Buy	780	0.01	20737	0.23
		23.05.2014 Buy	621	0.01	21358	0.24
		31.10.2014 Buy	769	0.01	22127	0.25
		07.11.2014 Buy	1315	0.01	23442	0.26
		14.11.2014 Buy	23517	0.26	46959	0.53
		28.11.2014 Buy	9764	0.11	56723	0.64
		05.11.2014 Buy	2048	0.02	58771	0.66
		12.12.2014 Buy	799	0.01	59570	0.67
		19.12.2014 Buy	924	0.01	60494	0.68
		02.01.2015 Buy	8	0.00	60502	0.68
		09.01.2015 Buy	296	0.00	60798	0.68
		23.01.2015 Buy	5090	0.06	65888	0.74
		30.01.2015 Buy	5650	0.06	71538	0.80
	06.02.2015 Buy	9745	0.11	81283	0.91	
	13.02.2015 Buy	1609	0.02	82892	0.93	
	20.02.2015 Buy	4308	0.05	87200	0.98	
	06.03.2015 Buy	6	0.00	87206	0.98	
	13.03.2015 Buy	999	0.01	88205	0.99	
	20.03.2015 Buy	794	0.01	88999	1.00	
	c. At the end of the year			88999	1.00	

Attachment : F

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

v) Shareholding of Directors and Key Managerial Personnel:

SI No.	Name of the 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	ARUNKUMAR BIYANI					
	a. At the beginning of the year	1041200	11.70			
	b. Changes during the year					
		Date: Reason				
	19.11.2014 Buy	10000	0.11	1051200	11.81	
	20.02.2015 Buy	2000	0.02	1053200	11.83	
	c. At the end of the year			1053200	11.83	
2	ANIL D. BIYANI					
	a. At the beginning of the year	1159300	13.02			
	b. Changes during the year					
	Date: Reason					
	05.03.2015 Buy	5000	0.06	1164300	13.08	
	c. At the end of the year			1164300	13.08	
3	AJAY D. BIYANI					
	a. At the beginning of the year	1300000	14.61			
	b. Changes during the year					
		Date: Reason				
		13.11.2014 Buy	20000	0.22	1320000	14.83
		21.11.2014 Buy	10000	0.11	1330000	14.94
	20.02.2015 Buy	25000	0.28	1355000	15.22	
	05.03.2015 Buy	5000	0.06	1360000	15.28	
	c. At the end of the year			1360000	15.28	

**Attachment : F****IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****v) Shareholding of Directors and Key Managerial Personnel: (CONTD.)**

SI No.	Name of the 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	GIRDHARLAL S. DAGA a. At the beginning of the year b. Changes during the year c. At the end of the year	260	0.00	No change during the year 260	0.00
5	FARIDA BOMI JAMBUSARWALLA a. At the beginning of the year b. Changes during the year c. At the end of the year	78689	0.88	No change during the year 78689	0.88

The following Directors / Key Managerial Personnel (KMP) did not hold any shares during financial year 2014-15.

- ASHOK KUMAR DAMANI - Director
- RAGHAVAN SRINIVAS - Director
- NIRBHAY R. BORA - KMP
- SUBODH KUMAR SONI - KMP

Attachment : G**V. INDEBTENDNESS**

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

(Amt. in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Principal Amount	26,08,65,125	27,36,14,200	3,68,17,408	57,12,96,733
Interest due but not paid	0.00	0.00	0.00	0.00
Interest accrued but not due	8,85,671	86,07,399	10,34,016	1,05,27,086
Total (i+ii+iii)	26,17,50,796	28,22,21,599	3,78,51,424	58,18,23,819
Change in Indebtedness during the financial year				
Addition	3,38,87,738	7,16,93,597	3,62,58,000	14,18,39,335
Reduction	12,85,10,043	27,67,27,495	2,16,04,647	42,68,42,185
Net Change	(94,62,23,05)	(20,50,33,898)	1,46,53,353	(28,50,02,850)
Indebtedness at the end of the financial year				
Principal Amount	167128491	74071000	51,163,172	29,23,62,663
Interest due but not paid	0.00	0.00	0.00	0.00
Interest accrued but not due	0.00	3116701	1341605	44,58,306
Total (i+ii+iii)	167128491	77187701	52,504,777	29,68,20,969



Attachment : H

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SI No.	Particulars of Remuneration	Name of Managing Director/Whole Time Director			Total (Amt. in Rs)
		Ajay D. Biyani	Arun kumar Biyani	Anil D. Biyani	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	39,00,000	39,00,000	39,00,000	1,17,00,000
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	Nil	Nil	19000	19000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	2,00,000	2,00,000	2,00,000	6,00,000
5	Providend Fund Contributed by the Company	15,480	15,480	15,480	46,440
	Total (A)	41,15,480	41,15,480	41,34,480	1,23,65,440

Ceiling as per the Act : ₹ 2.29 Crores (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)

Attachment : I

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B. Remuneration to other directors:

SI No.	Particulars of Remuneration	Name of Directors				Total (Amt. in Rs)
		Mr. Girdharlal Daga	Mr. Ashok Kumar Damani	Mr. Srinivas Raghavan	Mrs. Farida Bomi Jambusarwalla	
1.	Independent Directors					
	· Fee for attending board committee meetings	13,000	9,000	2,000	Nil	
	· Commission	Nil	Nil	Nil	Nil	
	· Others, please specify	Nil	Nil	Nil	Nil	
	Total (1)	13,000	9,000	2,000	Nil	24,000
2.	Other Non-Executive Directors	N.A.	N.A.	N.A.	N.A.	
	· Fee for attending board committee meetings					
	· Commission					
	· Others, please specify					
	Total (2)	N.A.	N.A.	N.A.	N.A.	
	Total (B)=(1+2)	13,000	9,000	2,000	Nil	24,000
	Total Managerial Remuneration (A+B)					1,23,89,440



Attachment : J

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD :**

SI No.	Particulars of Remuneration	Name of KMP			Total (Amt. in ₹)
		CEO	Company Secretary (Subodh Kumar Soni)	CFO (Nirbhay R. Bora)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	6,79,200	6,61,440	13,40,640
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total		6,79,200	6,61,440	13,40,640

Attachment : K

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding	Authority (RD/NCLT/ COURT)	Appeal made, if any (give Details)
COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Penalty	Nil	Nil	Nil	Nil	Nil
Penalty	Nil	Nil	Nil	Nil	Nil
DIRECTOR					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
OFFICER IN					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil



ANNEXURE - D

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2014-15

1.	A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs and the composition of CSR Committee.	₹ in lacs
2.	Average net profit of the Company for last three financial years	1667.32
3.	Prescribed CSR expenditure (two percent of the amount mentioned in item 2 above)	33.35
4.	Details of CSR spent during the financial year:	33.35
	Total amount to be spent for the financial year	33.35
	Amount unspent, if any	Nil
	Manner in which the amount spent during the financial year	Details given below

DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2014-15

Sl No.	CSR project or activity	Sector in which the project is covered	1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Program wise (₹ in crore)	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditure on Projects or Programs (2) Overheads (₹ in crore)	Cumulative Expenditure upto the reporting period i.e. FY 2014-2015 (₹ in crore)	Amount Spent Direct or through Implementing Agency
1	promoting health care including preventive health care	Healthcare	Silvasa	0.09	0.09	0.09	By the Company
2	To promote Environment	Environmental Sustainability	Silvasa	0.24	0.24	0.24	through Implementing Agency

RESPONSIBILITY STATEMENT

The Responsibility Statement of the Corporate Social Responsibility and Governance (CSR&G) Committee of the Board of Directors of the Company, is reproduced below:

'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.'

Sd/-
Arunkumar Biyani
Chairman, CSR Committee

Sd/-
Ajay D. Biyani
Managing Director

**ANNEXURE – E****Particulars of Employees pursuant to section 197 of the Companies Act, 2013 read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014**

Requirement of Rule 5(1)	Details																		
(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Directors 1. Mr. Arunkumar Biyani : 28:1 2. Mr. Ajay D. Biyani : 28:1 3. Mr. Anil D. Biyani : 28:1 4. Mr. Girdharlal S. Daga : N.A. 5. Mr. Ashok Kumar Damani : N.A. 6. Mr. Raghavan Srinivas : N.A. 7. Mrs. Farida Bomi Jambusarwalla: : N.A.																		
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Directors 1. Mr. Arunkumar Biyani : (20%) 2. Mr. Ajay D. Biyani : (20%) 3. Mr. Anil D. Biyani : (20%) 4. Mr. Girdharlal Daga : N.A. 5. Mr. Ashok Kumar Damani : N.A. 6. Mr. Raghavan Srinivas : N.A. 7. Mrs. Farida Bomi Jambusarwalla: : N.A. Key Managerial Personnel: Mr. Nibhay R. Bora, CFO : 12% Mr. Subodh Kumar Soni, CS : 15%																		
(iii) the percentage increase in the median remuneration of employees in the financial year;	17%																		
(iv) the number of permanent employees on the rolls of company;	326 Employees as on 31.03.2015																		
(v) the explanation on the relationship between average increase in remuneration and company performance;	Average increase in remuneration of all employee was 12% for the year 2014-15 which is based partly on the result of the company for the year ended 2014 and partly on the individuals employee's performance. Total Sales in year 2014 has increased by 25% over previous year.																		
(vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	The increase in remuneration of Chief Financial Officer and Company Secretary are above the increase in median Employee remuneration.																		
(vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over 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 in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	Variation in the Market capitalisation : <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">As on</th> <th style="text-align: left;">As on</th> <th style="text-align: left;">%</th> </tr> </thead> <tbody> <tr> <td>31.03.2014</td> <td>31.03.2015</td> <td>Increase</td> </tr> <tr> <td>41.87 Cr.</td> <td>44.50 Cr.</td> <td>8</td> </tr> </tbody> </table> Price Earning <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">As on</th> <th style="text-align: left;">As on</th> <th style="text-align: left;">%</th> </tr> </thead> <tbody> <tr> <td>31.03.2014</td> <td>31.03.2015</td> <td>Increase</td> </tr> <tr> <td>2.83</td> <td>3.74</td> <td>0.32</td> </tr> </tbody> </table> Share Price: BSE: ₹ 47.05 ₹ 50 6.27	As on	As on	%	31.03.2014	31.03.2015	Increase	41.87 Cr.	44.50 Cr.	8	As on	As on	%	31.03.2014	31.03.2015	Increase	2.83	3.74	0.32
As on	As on	%																	
31.03.2014	31.03.2015	Increase																	
41.87 Cr.	44.50 Cr.	8																	
As on	As on	%																	
31.03.2014	31.03.2015	Increase																	
2.83	3.74	0.32																	



ANNEXURE – E

Particulars of Employees pursuant to section 197 of the Companies Act, 2013 read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 : (CONTD.)

Requirement of Rule 5(1)	Details
	<p>The Company has made right issued at 35/- per equity shares.</p> <p>Comparison from last public offer:</p> <p>As on 31.03.2015 Pubic issue Decrease %</p> <p>Share Price BSE: ₹ 50 ₹ 35/- 43</p> <p>The Company’s shares is listed on Bombay Stock Exchange.</p>
(viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<p>Average salary increase of Non Managerial Employee : 12%</p> <p>Average salary increase of Managerial Employee : 15%</p>
(ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	<p>Average increase in remuneration of all employee was 12% for the year 2014-15 which is based partly on the result of the company for the year ended 2014 and partly on the individuals employee’s performance. Total Sales in year 2014 has increased by 25% over previous year.</p>
(x) the key parameters for any variable component of remuneration availed by the directors;	<p>Component of Remuneration of directors are not variable during the particular year.</p>
(xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	<p>The Managing Director and whole Time Directors is the highest paid directors.</p> <p>No employee received remuneration higher than the Managing Director and Whole Time Director.</p>
(xii) affirmation that the remuneration is as per the remuneration policy of the company.	<p>Remuneration paid during the year ended March 31, 2015 is as per the Remuneration Policy of the Company.</p>

Particulars of Employees pursuant to section 197 of the Companies Act, 2013 read with Rules 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 : **NIL**

ANNEXURE - F

FORM AOC - 2

(Pursuant to clause (h) of Sub-section 134 of the companies Act, 2013 and rule 8(2) of the companies (Account) Rules,2014.

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**Details of contracts or arrangements or transactions not at arm's length basis : N.A.**

There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2015, which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis : -

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2015 are as follows:

a) Name of Directors and Associates & Relatives :

Name	Designation	Name	Designation
Mr. Arun Kumar Biyani	Chairman & Director	Mr. Akshay Biyani	- Relatives
Mr. Ajay D. Biyani	Managing Director	Mrs. Manju Biyani	- Relatives
Mr. Anil D. Biyani	Whole - Time Director	Mrs. Sanju Biyani	- Relatives
Associates & Relatives :		Ms. Risha Biyani	- Relatives
M/s. CSS Mercantiles Pvt. Ltd.	- Associates	Ms. Anushree Biyani	- Relatives
M/s. Panna Yarns Pvt. Ltd.	- Associates	Mrs. Payal Biyani	- Relatives
M/s. Shri Damodar Yarn Manufacturing Pvt. Ltd.	- Associates	Mrs. Bhawna Biyani	- Relatives
Ajay Biyani HUF	- Associates	Mrs. Savitridevi D Biyani	- Relatives
Arun Kumar Biyani HUF	- Associates	Mr. Satyanarayan Biyani	- Relatives
M/s. Suam Overseas Pvt. Ltd.	- Associates	Mr. Suresh Biyani	- Relatives
Mrs. Kanta Biyani	- Relatives	Mrs. Savitridevi S Biyani	- Relatives
Mr. Aman Biyani	- Relatives	Mr. Sunil Biyani	- Relatives
Mr. Aditya Biyani	- Relatives	Shri Damodar Foundation	- Trust
Mr. Abhishek Biyani	- Relatives	Mrs. Radhika Biyani	- Relatives

b) Nature of contracts/arrangements/transactions :

Particulars	Associates & Relatives		Key Management Personnel		Total (Amt in Rs)	
	As of March 31		As of March 31		As of March 31	
	2015	2014	2015	2014	2015	2014
Unsecured Loans/Share Capital Fund	0	9740838	6222940	19351600	6222940	29092438
Sundry Debtors, Loans & Advances	0	3120115	0	17810	0	3137925
Current Liabilities						
Sundry Creditors	620000	3017783	0	0	620000	3017783
Income						
Sales	144401177	183416669	0	23534	144401177	183440203
Expenditure						
a) Purchase (including job work)	270421167	356500074	0	0	270421167	356500074
b) Interest on loan	1088931	1439685	2320526	1397343	3409457	2837028
c) Directors Remuneration	0	0	12300000	15300000	12300000	15300000
d) Directors Medical Allowances	0	0	19000	21010	19000	21010
e) Employees Remuneration	4425000	3350000			4425000	3350000
f) Rent (Net)	1170000	924000	240000	300000	1410000	1224000

c) Duration of the contracts / arrangements/transactions: FY 2014-15

d) Salient terms of the contracts or arrangements or transactions including the value, if any:

All proposed transactions are proposed to be carried out based on business requirements of the Company and shall be in ordinary course of business and at arms' length. All the transactions are for availing or rendering of services within group.

e) Date of approval by the Board: September 23, 2014.

f) Amount paid as advances, if any: Nil



REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's corporate governance philosophy rests on the pillars of integrity, accountability, equity, transparency and environmental responsibility that conform fully with laws, regulations and guidelines. The Company's philosophy on corporate governance is to achieve business excellence and maximizing shareholder value through ethical business conduct. The Company's philosophy also includes building partnerships with all stakeholders, employees, customers, vendors, service providers, local communities and government. The Company has always set high targets for the growth, profitability, customer satisfaction, safety and environmental performance and continues its commitment to high standards of corporate governance practices. During the year under review, the Board continued its pursuit of achieving its objectives through the adoption and monitoring of corporate strategies and prudent business plans.

1. BOARD OF DIRECTORS

(I) Composition of Board of Directors and details of other Directorships held:

The Directors of the Company possess highest personal and professional ethics, integrity and values, and are committed to representing the long term interests of the stakeholders. The basic responsibility of the Board is to provide effective governance over the Company's affairs exercising its reasonable business judgment on behalf of the Company. Mr. Ajay D. Biyani, Managing Director is entrusted with the day-to-day management of the Company and is ably assisted by Mr. Arun kumar Biyani and Mr. Anil D. Biyani, Whole-time Directors and Senior executives of the Company under the overall supervision of the Board, to enhance the long-term value of the Company for all its stakeholders.

The Board of Directors (the 'Board') of the Company represents an optimum mix of persons with experience and expertise in their respective fields. As at March 31, 2015 the Board of the Company consisted of Seven Directors, of which three are Executive Directors and four are Non-Executive Independent Directors. The composition of the Company's Board of Directors is in conformity with the prescribed code of Corporate Governance (in term of Clause 49 (I) (A) of the Listing Agreement) by the concerned Stock Exchanges. None of the Directors of the Company is a member of the Board of more than 15 companies, in terms of section 149 of the Companies Act, 2013, and a member of more than 10 Committees or Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement).

As a part of good Corporate Governance practice, it is ensured that timely and relevant information are made available to the directors in order to contribute to the meetings and discussions effectively. The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in other Public Limited Companies during the Financial Year ended March 31, 2015 are as under:

SL. No.	Name of Director	Nature of Directorship	Directorship of Other Indian Public Limited Companies	Membership of Other Companies' Committees	Chairmanship Membership of Other Companies' Committees
1.	Mr. Arun Kumar Biyani	Executive Chairman	Nil	Nil	Nil
2.	Mr. Ajay D. Biyani	Managing Director	Nil	Nil	Nil
3.	Mr. Anil D. Biyani	Executive Director	Nil	Nil	Nil
4.	Mr. Girdharlal S. Daga	Independent Non Executive Director	Nil	Nil	Nil
5.	Mr. Ashok Kumar Damani	Independent Non Executive Director	Nil	Nil	Nil
6. *	Mr. Raghavan Srinivas	Independent Non Executive Director	Nil	Nil	Nil
7.**	Mrs Farida Bomi Jambusarwalla	Independent Non Executive Director	Nil	Nil	Nil



* Mr. Raghavan Srinivas has appointed as Non –Executive Independent director of the company w.e.f. 13.02.2015

** Mrs. Farida Bomi Jambusarwalla has appointed as Non –Executive women Independent director of the company w.e.f. 30.03.2015

(ii) Brief Resume of Directors seeking Appointments/Re-appointments

Mr. Anil D. Biyani is a BBA from USA, having 33 years of experience in the textile industry. Mr. Anil D. Biyani is the key person in setting up Company’s unit. He is associated with the Company since incorporation of the Company and is well versed with marketing and production process aspects of yarn.

Mr. Raghavan Srinivas holds degree of Bachelor of Technology in Textiles and Diploma in Business of Management. He has 49 years of experience in the textiles Production, Implementation of Management Information system and ISO 9000 & 14000 and IE.

Mrs. Farida Bomi Jambusarwalla holds degree of Bachelor of Commerce from Mumbai University. She has 30 years rich experience in the field of educational motivator and human behavior. Her guidance will be helpful in the development of human resources of the company.

(iii) Board Meetings:

The Company prepares the schedule of the Board Meeting in advance to assist the Directors in scheduling their program. The agenda of the meeting is circulated to the members of the Board well in advance along with necessary papers, reports, recommendations and supporting documents, so that each Board member can actively participate on agenda items during the meeting.

During the Financial Year 2014-15, The Board met Eight (8) times on April 24, 2014, May 26, 2014, August 08, 2014, September 23, 2014 October 13, 2014, January 5, 2015 February 13, 2015 and March 14, 2015. The intervening gap between the above said Meetings was within the timelines as stipulated under the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Attendance of each Director at Board Meetings for the year 2014-15 and last Annual General Meeting:

SL. No.	Name of Director	No. of Board Meeting held	No. of Meeting attended	Last AGM attended
1	Mr. Arun Kumar Biyani	8	7	Yes
2	Mr. Ajay D. Biyani	8	8	Yes
3	Mr. Anil D. Biyani	8	7	Yes
4	Mr. Girdharlal S. Daga	8	7	Yes
5	Mr. Ashok kumar Damani	8	7	No
6*	Mr. Raghavan Srinivas	8	1	No
7**	Mrs. Farida Bomi Jambusarwalla	8	-	No
8#	Mr. S.P. Tulsian	8	1	No

* Mr. Raghavan Srinivas has appointed as Non –Executive Independent director of the company w.e.f. 13.02.2015.

**Mrs. Farida Bomi Jambusarwalla has appointed as Non –Executive women Independent director of the company w.e.f. 30.03.2015.

Mr. S.P. Tulsian has resigned from the Directorship w.e.f. 10.09.2014.

(iv) Information supplies to the Board

The Board has complete access to any information within the Company. At Board Meetings employees who can provide additional insights into the items being discussed are invited:

- Quarterly results for the Company.
- Minutes of meeting of the Board, Committees, resolutions passed by circulations



- Quarterly compliance certificates with the exception reports which includes non-compliance, if any, of any regulatory,
- statutory nature or listing requirements and shareholders service;
- Disclosures received from the Directors;
- Related party transactions;
- Regular business updates;
- Report on action taken on the previous Board Meeting decisions;
- Other information as mentioned in Annexure 1A of Clause 49 of the Listing Agreement.

2. BOARD COMMITTEES

For effective and efficient functioning of the Company the Board has formed the following Committees:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

A. Audit Committee

The Audit Committee of the Company has been constituted as per the requirements of Clause 49 of the Listing Agreement. The composition of the Audit Committee is in compliance of Clause 49(II) (A) of the Listing Agreement. As on date, it consists of three members. The Chief Financial Officer, representatives of the statutory auditors and senior officials of the Company are invited to attend the meetings of the Audit Committee from time to time, as and when required. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

- i. As on March 31, 2015, the Audit Committee comprises of the following members of the Board:

Sr. No.	Name of the Member	Designation	Category
1.	Mr. Girdharlal S. Daga	Chairman	Independent Non-Executive Director
2.	Mr. Ashok Kumar Damani	Member	Independent Non-Executive Director
3.	Mr. Arunkumar Biyani	Member	Executive Director

The Committee's composition meets with the requirements of Section 177 of the Companies Act, 2013 as also Clause 49 of the Listing Agreement. The Members of the Audit Committee possess financial/accounting expertise/exposure.

- ii. During the year 2014-15 the Audit Committee met five times on the following dates:
May 26, 2014; August 08, 2014; September 23, 2014; October 13, 2014; February 13, 2015.

- iii. Attendance of the Directors in the Audit Committee Meeting:

Sr. No.	Name of the Member	No. of Meetings held	No. of meetings attended
1.	Mr. Girdharlal S. Daga	5	5
2.	Mr. Ashok Kumar Damani	5	5
3.	Mr. Arunkumar Biyani	5	4

The terms of reference of the Audit Committee are as under:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;



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. Qualifications 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. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
 - a. Evaluation of internal financial controls and risk management systems;
 - b. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
11. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit; Discussion with internal auditors of any significant findings and follow up there on;
12. Reviewing the findings of any internal investigations by the internal auditors into matter 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;
13. 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;
14. 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;
15. To review the functioning of the Whistle Blower mechanism;
16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.



Explanation (I): The term "related party transactions" shall have the same meaning as provided in Clause 49(VII) of the Listing Agreement.

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

B. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constitute the Stakeholders Relationship Committee in accordance with the requirement of the Clause 49 of the Listing Agreement. The objective of the Company is to attend to the investors' complaints pertaining to transfer/transmission/demat/remat of shares, on the receipt of dividend warrant/shares certificates etc. and any other matter related thereto.

The SR Committee's composition and the terms of reference meet with the requirements of Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013.

The Stakeholders Relationship Committee of the Board comprises of the Two Independent Non Executive Directors and One Executive Director. The composition of the Stakeholders Relationship Committee as on March 31, 2015 is as under:

Sr. No.	Name of the Member	Designation	Category
1.	Mr. Girdharlal S. Daga	Chairman	Independent Non-Executive Director
2.	Mr. Arun Kumar Biyani	Member	Executive Director
3.	Mr. Ashok Kumar Damani	Member	Independent Non-Executive Director

During the year under review, the committee met Four times on May 26, 2014, August 08, 2014, October 13, 2014 and February 13, 2015. The details of attendance of the members are as follows:

Sr. No.	Name of the Member	No. of Meetings held	No. of meetings attended
1.	Mr. Girdharlal S. Daga	4	4
2.	Mr. Arun Kumar Biyani	4	3
3.	Mr. Ashok Kumar Damani	4	4

Terms of Reference of the Committee, inter alia, includes the following

The committee is responsible for approving transfer of shares including transmission, splitting of shares into marketable lots, changing joint holding into single holding and vice versa and also for issuing duplicate certificates in lieu of those torn, destroyed, lost or defaced or where the cases in the reverse for recording transfers have been duly utilized. It is also responsible for reviewing the process and mechanism of redressal of investor complaints and suggesting measures of improving the existing system of Redressal of Investor Grievances.

Also the shareholders/investors grievances committee is responsible for resolving various complaints of shareholders about transfer of shares, non receipt of balance sheet, non-receipt of interest/ dividend payments, non- receipts of duplicate share certificates, any other grievance of the members/ investors with Company or any officer of our Company in performing his official duty; any other task assigned by the board from time to time. The committee will also oversee the performance of the registrars transfer agents and the depository related services. The committee also oversees the implementation and compliance of the code of



conduct adopted by our Company for prevention of insider trading for listed companies as specified in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.

COMPLAINTS FROM INVESTORS

During the year under review, the Company had received one complaint from the investors which were resolved to the satisfaction of the investors. There were no complaints pending as at the end of the financial year.

Compliance Officer:

Mr. Subodh Kumar Soni, Company Secretary of the Company is the Compliance officer of the Company.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on February 13, 2015, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

C. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted May 26, 2014 in compliance with the provision of section 178 of the Companies Act, 2013 and Clause 49 (IV) of the revised Listed Agreement. The Nomination and Remuneration Committee of the Board comprises of the Three Independent Non-Executive Directors. The composition of the Remuneration Committee as on March 31, 2015 is as under:

Sr. No.	Name of the Member	Designation	Category
1.	Mr. Girdharlal S. Daga	Chairman	Independent Non-Executive Director
2.	Mr. Ashok Kumar Damani	Member	Independent Non-Executive Director
3.*	Mr. Raghavan Srinivas	Member	Independent Non-Executive Director
4.#	Mr. S.P.Tulsian	Member	Independent Non-Executive Director

* Mr. Raghavan Srinivas has appointed as a member of the Nomination and Remuneration committee w.e.f. 13.02.2015.

Mr. S.P. Tulsian has resigned from the Directorship w.e.f. 10.09.2014 and consequently ceased to be a member of the committee.

During the year under review, Meeting of the committee were held on August 8,2014 and February 13,2015.

The attendance of Nomination and Remuneration committee members are as follows:

Sr. No.	Name of the Member	Designation	No. of Meetings	
			Held	Attended
1.	Mr. Girdharlal S. Daga	Chairman	2	2
2.	Mr. Ashok Kumar Damani	Member	2	2
3.	Mr. Raghavan Srinivas	Member	1	-
4.	Mr. S.P.Tulsian	Member	1	-

The terms of reference of the Nomination and Remuneration Committee are as under:

- (i) to address the policy on remuneration packages for Executive Directors and their Service Contracts;
- (ii) to prepare performance link Remuneration package and retrials benefits;



- (iii) to track record, potentials and performance of individual managers; and
- (iv) to prepare policy for training, development, job rotation and delegation as important tools for optimum utilization of available man power resources.
- (v) to formalize guidelines for out sourcing skills and capabilities for new opportunities from the External competitive environment.
- (vi) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees; Formulation of criteria for evaluation of Independent Directors and the Board;
- (vii) Devising a policy on Board diversity;
- (viii) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

The Chairman of the nomination and remuneration committee could be present at the Annual General Meeting, to answer the shareholders' queries.

The Board of Directors decides on remuneration, if any, payable to non-executive Directors. The company is not paying any commission to its Non-Executive Directors.

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

1. Criteria of selection of Non Executive Directors

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;



- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

3. Managing Director & Whole Time Director - Criteria for selection / appointment

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

4. Remuneration for the Managing Director or Whole Time Director

- i. At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components. The fixed component shall comprise salary, allowances, perquisites, amenities and retiral benefits. The variable component shall comprise performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:
 - a. the relationship of remuneration and performance benchmarks is clear;
 - b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c. responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

- I. In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the following:
 - i. the relationship of remuneration and performance benchmark is clear;
 - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.
- II. The Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and



thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

REMUNERATION TO DIRECTORS

Detail of Directors' Remuneration paid to Executive Directors for the year ended March 31, 2015 is as stated below:

(Amt.in ₹)

Sr. No.	Name of Directors	Salary	Contribution to Provident Fund	Perquisites & Allowances	Commission	Total
1.	Mr. Arun Kumar Biyani	39,00,000	15,480		2,00,000	41,15,480
2.	Mr. Ajay D. Biyani	39,00,000	15,480		2,00,000	41,15,480
3.	Mr. Anil D. Biyani	39,00,000	15,480	19,000	2,00,000	41,34,480

The Non-Executive Independent Directors of the Company are paid sitting fees for attending the meeting of the Board of Directors for the financial year 2014-15 as under :

(Amt.in ₹)

Name of Director	Remuneration Paid	Sitting Fee	Total
Mr. Girdharlal S. Daga	-	13,000	13,000
Mr. Ashok Kumar Damani	-	9,000	9,000
Mr. Raghavan Srinivas	-	2,000	2,000
Mrs. Farida Bomi Jambusarwalla	-	-	-

No sitting fee is being paid to the Directors for attending the Meeting of the Committees of the Board.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility was constituted by the Board on May 26, 2014 considering requirements of the Companies Act, 2013 relating to the constitution of a Corporate Social Responsibility Committee. The Board also empowered the Committee to look into matters related to sustainability and overall governance. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy'.

The composition of the CSR Committee is as under:

Sr. No.	Name of the Member	Designation	Category
1.	Mr. Arunkumar Biyani	Chairman	Chairman
2.	Mr. Girdharlal S. Daga	Member	Member
3.	Mr. Anil D. Biyani	Member	Member

Mr. Subodh Kumar Soni, Company Secretary and Compliance Officer, acts as Secretary to the CSR Committee.

**The terms of reference of the CSR committee are as follows:**

1. To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
2. To recommend the amount of expenditure to be incurred on the CSR activities and To monitor the implementation of the framework of the CSR Policy.
3. To approve the Corporate Sustainability Report and oversee the implementation of sustainability activities.
4. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the CSR Committee in its meeting held on August 8, 2014 has approved and recommended to the Board, the CSR Policy.

E. RISK MANAGEMENT POLICY & COMMITTEE

The Risk Management Committee (RM Committee) was constituted by the Board on August 8, 2014 adhering to the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company. The Committee's constitution meets with the requirements of Clause 49 of the Listing Agreement.

The composition of the Risk Management Committee is as under:

Sr. No.	Name of the Member	Designation	Category
1.	Mr. Arunkumar Biyani	Chairman	Chairman
2.	Mr. Ajay D. Biyani	Member	Member
3.	Mr. Aditya Biyani	Member	Member

Role and Responsibilities of the Committee includes the following:

- Framing of Risk Management Plan and Policy and monitoring and implementation of Risk Management Plan and Policy. The identified the risk and keep the risk at zero level or minimum level.
- Procedure for Risk Minimisation and periodically reviewing and evaluating the Risk Management Policy.
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.
- Performing such other functions as may be necessary or appropriate for the performance of its oversight function.

One meeting of the committee was held on 13.02.2015.

The Company is committed to managing risk in a manner appropriate to achieve its strategic objectives.

3. DISCLOSURES**Related Party Transactions**

All transactions entered into with Related Parties as defined under Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.



The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Compliances by the Company

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

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Whistle Blower Policy

Pursuant to provisions of Clause 49 of the Listing Agreement and the provisions of Section 177 of the Companies Act, 2013, the Board of Directors in its meeting held on April 25, 2014 has adopted a 'Whistle Blower Policy' to take cognizance of complaints made and suggestions given by the employees and others.

Mr. Ajay D. Biyani, Managing Director of the company is appointed as the Vigilance and Ethics Officer of the Company.

4. MEANS OF COMMUNICATION

- **Website:** The Company's website www.damodargroup.com contains separate section as "Investor Relation" where shareholder information is available. Full Annual Report is also available on the website in the user friendly and downloadable form. Apart from this, official news releases etc. are also displays in the website.
- **Financial Results:** The Annual, half yearly and quarterly results are regularly uploaded by the company on the website. These are also submitted to the Stock Exchange in accordance with Listing Agreement and publish in an English Newspaper (Economic Times, Free Press Journal) having circulation all over India and in a Marathi (Maharashtra Times and Nav Shakti) Newspaper having circulation in Mumbai.
- **Annual Report:** Annual Report containing inter alia Audited Annual Accounts, Director's Report, Auditor's Report and other important information is circulated to the members and others details thereto.
- **Corporate Filing:** Announcements, quarterly results, shareholding pattern etc. of the Company are regularly filed by the Company, also available on the website of the Bombay Stock Exchange Limited- www.bseindia.com

5. GENERAL BODY MEETINGS:

ANNUAL GENERAL MEETINGS:

Details of the location of the last three Annual General Meetings and the details of the resolutions passed or to be passed by Postal Ballot.

**a. Particulars of previous three Annual General Meetings:**

Meeting	Year	Venue	Date	Time
AGM	2014	Maheshwari Bhawan, 603, Chira Bazar (J S Road), Mumbai – 400 002	August,09, 2014	11.30 A.M.
AGM	2013	Maheshwari Bhawan, 603, Chira Bazar (J S Road), Mumbai – 400 002	August,03, 2013	11.30 A.M.
AGM	2012	Maheshwari Bhawan, 603, Chira Bazar (J S Road), Mumbai – 400 002	August, 25, 2012	11.30 A.M.

b. Special Resolutions during previous three Annual General Meetings:

Financial Year	Particulars of Special Resolutions Passed
August 9, 2014	No Special Resolution was passed at this meeting.
August 3, 2013	No Special Resolution was passed at this meeting.
August 25, 2012	No Special Resolution was passed at this meeting.

- c. No resolution requiring Postal Ballot as recommended under Clause 49 of the Listing Agreement has been placed for shareholders' approval at the above meetings.

EXTRA ORDINARY GENERAL MEETINGS

Meeting	Year	Venue	Date/Time	Purpose
EGM	2014	Maheshwari Bhawan, 603, Chira Bazar, (J S Road), Mumbai – 400 002	June 02,2014 at 11.00 A.M.	1. To Accept Fixed Deposits. 2. Authority to Board Of Directors To Borrow. 3. Authority to Board of Directors for creation of charge/Mortgage in respect of borrowing.
EGM	2013	A1/202, Centre Point,243-A, N. M. Joshi Marg, Lower Parel (E), Mumbai – 400 013	January 3,2013 at 10.00 A.M.	Change the name of the Company

6. GENERAL SHAREHOLDER INFORMATION

- Company Registration Details**

The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L17110MH1987PLC045575.

- Annual General Meeting**

Day & Date	August 7, 2015
Time	11.30 A.M.
Venue	Maheshwari Bhawan, 603, Chira Bazar, (J S Road), Mumbai – 400 002
Book closure	Wednesday June 24, 2015 to Saturday June 27, 2015 (Both day inclusive)

- Financial Calendar**

Financial Calendar (tentative and subject to change):

Financial year : April 1,2015 to March 31,2016 for the Financial Year 2015-16,
quarterly un-audited/annual audited results will be announced by:

First quarter : Second week of August 2015



Second quarter : Last week of October 2015
 Third quarter : Last week of January 2016
 Fourth quarter : Mid of May 2016
 Annual Audited : May 2016

- **Listing on Stock Exchanges:**

The Equity Shares of the Company is listed with the Bombay Stock Exchange (BSE).

Exchange	Code	ISIN
BSE	521220	INE497D01014

- **Payment of Listing Fees:**

Listing fees for the financial Year 2015-16 have been paid, within the stipulated time to the above to stock Exchange where the Company's Equity Shares is listed.

- **CEO/CFO Certification:**

As required under clause 49 V of the Listing Agreement with the Stock Exchange, the Managing Director and Chief Financial Officer of the Company have certified to the Board regarding financial statements for the year ended March 31, 2015.

- **Certificate of Corporate Governance:**

A Certificate from A.J. Baliya, Chartered Accountant confirming compliance with the conditions of Corporate Governance in terms of Clause 49 of the Listing Agreement form part of this Report.

- **Code of Conduct:**

All the directors and senior management personnel have affirmed compliance with the code of conduct/ethics as approved and adopted by the Board of Directors and a declaration to that effect signed by Managing Director is attached and from of this report. These codes have posted on the company's Website www.damodargroup.com

- **Share Transfer System:**

The Board of Directors has delegated the power of share transfer to the M/s Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent (RTA) of the Company. Share Transfer Agent attends to share transfer formalities once in a fortnight.

- **Investor Services and Investor Grievance Handling Mechanism:**

All share related transactions viz. transfer, transmission, transposition, nomination, dividend, change of name/address/signature, registration of mandate/power of attorney, replacement/split/ consolidation of share certificates/demat/remat of shares, issue of duplicate share certificates etc. are being handled by the RTA which discharges its functions effectively, efficiently and expeditiously.

Investors are requested to correspond directly on all share related matters with RTA i.e. Link Intime India Pvt. Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400078. Tel. No.: 022-25946970-78, Fax No. 022-25946969, E-mail: rnt.helpdesk@linkintime.co.in, and for any other query to the Company Secretary & Compliance Officer at the Registered office address or Investor can also send the inquiries on cs@damoargroup.com.

- **Investor Relations:**

All the complaints have been resolved and as on March 31, 2015 no complaints from shareholder is pending. At the end of the year, no request for shares transfer was pending for registration.



- **Change of Address:**

- 1) Shareholders are required to inform the Company in writing of any change in their address, quoting their folio number for shares in physical form, if any
- 2) Change of address is effected only when the signature of the first registered holder on the request letter matches with the specimen signature recorded with the Company.
- 3) Change of address for shares held in demat form should be notified only to the concerned Depository Participant (DP).
- 4) Requests for change of address should be accompanied by any address proof like electricity bill, telephone bill, bank statement, driving license, voter ID card etc.
- 5) There can be only one Registered Address for one folio.

- **Compulsory De-materialized Trading:**

As the shareholders are aware, the Securities and Exchange Board of India (SEBI), has included equity shares of the Company for compulsory dematerialised trading for all investors with effect from July 24, 2000. The Company has already entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable members of the Company to select the depository of their choice for holding and dealing in shares in electronic form. The shareholders may also note that 96.50% holding of the Company is in demat form.

- **Distribution of Shareholders**

Distribution of shareholding as on March 31, 2015

Slab of shares	Number of Shareholders	Percentage of shareholders	Number of shares	Percentage of shareholding
1 -500	3367	87.73	446831	5.02
501 -1000	213	5.55	167042	1.88
1001 -2000	121	3.15	179675	2.02
2001 -3000	27	0.70	68170	0.77
3001 -4000	16	0.42	55986	0.63
4001 -5000	14	0.36	65029	0.72
5001 -10000	24	0.63	167983	1.89
Above 10000	56	1.46	7749934	87.07
	3838	100.00	8900650	100.00

Shareholding Pattern as on March 31, 2015

Sl. No.	Category of Shareholders	No. of Shares held	% of shareholding
1.	Promoters, Directors & Relatives	5658763	63.58
2.	Associate Body Corporate	496000	5.57
3.	Banks and Financial Institutions	700	0.01
4.	NRIs/OCBs	14584	0.16
5.	Private Corporate Bodies	234454	2.63
6.	Indian Public	2491783	28.00
7.	Clearing Members	4366	0.05
	TOTAL	8900650	100.00



Shareholding Pattern of Non Executive Director as on March 31, 2015

Non-Executive directors hold shares in the company during the period ended 31st March, 2015

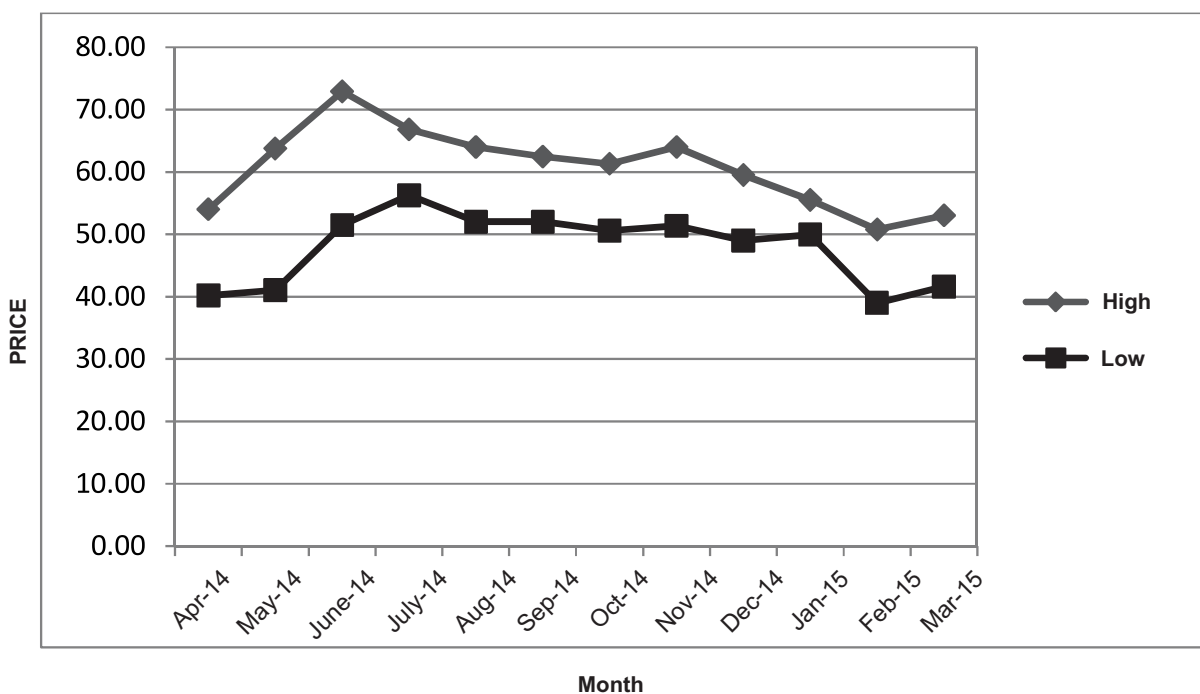
Sr. No.	Name of Non – Executive Directors	No. of Shares
1.	Mr. Girdharlal S. Daga	260
2.	Mr. Ashok Kumar Damani	Nil
3.	Mr. Raghavan Srinivas	Nil
4.	Mrs. Farida Bomi Jambusarwalla	78,689

• **Market Price Data**

The details of Monthly high and low quotation of shares traded on Bombay Stock Exchange Limited during the financial year as 2014-2015 were under:

Month	Share Price - BSE		
	High (in ₹)	Low (in ₹)	Volume (nos)
Apr -14	54.00	40.20	19698
May – 14	63.75	41.05	67589
June – 14	72.90	51.50	400255
July – 14	66.80	56.25	54227
Aug – 14	64.00	52.00	21369
Sep- 14	62.45	52.00	58583
Oct -14	61.30	50.60	56658
Nov – 14	64.00	51.35	151497
Dec- 14	59.50	49.00	173556
Jan -15	55.50	49.95	81868
Feb -15	50.75	39.00	134990
March -15	53.00	41.60	158241

BSE – PRICE CHART





- **Liquidity:**

Shares of the Company are actively traded on the BSE as is evident from the volume of shares indicated in the table containing stock market data and hence ensure good liquidity of the investors.

- **Dematerialisation of shares:**

Approx 96.50% of the Equity Shares of the Company have been dematerialised and 311498 only shares are in physical form as at March 31, 2015.

- **Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity:**

The Company has not issued any GDRs/ADRs/Partly Paid or any Convertible Instruments. No amounts were outstanding on account of the same as at the date of the Balance Sheet.

- **Plant Location:**

1. Survey No. 265/10/1,2,3
Demni Road, Village Dadra, Silvassa
Dadra & Nagar Haveli (U.T.) 396 230
Ph. 0260-3264788 Fax: 0260-2668929
2. Plot No. 165/67/68,
Dabhel Ind. Co.-Op. Soc.
Dabhel, Nani Daman (U.T.) - 396210
Ph.: 0260-3253356
3. Survey No.174/2, Naroli Village,
D& N.H. (U.T.) - 396235

- **Company Secretary & Compliance Officer:**

Mr. Subodh Kumar Soni
Ph: 022- 66610301-2 Fax: 022-66610308
E-mail: cs@damodargroup.com

- **Registrars & Share Transfer Agents:**

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares contact:

Link Intime India Pvt. Limited,

C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai – 400078.
Tel. No.: 022-25946970–78, Fax No. 022-25946969
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.com

For & on behalf of Board of Directors

Sd/-

**Arun Kumar Biyani
Chairman**

Place: Mumbai
Date: May 27, 2015



Managing Director / Chief Financial Officer (CFO) Certification

To,
The Board of Directors
Damodar Industries Limited

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

- (a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2015 and that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) to the best of my knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors 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) They have indicated to the auditor any
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Damodar Industries Limited**

Sd/-

Ajay D. Biyani
Managing Director

Place: Mumbai
Date: May 27, 2015

**Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct**

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of sub-clause (II) E of Clause 49 of the Listing Agreement with stock exchanges, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the financial year ended March 31, 2015.

For **Damodar Industries Limited**

Place: Mumbai
Date: May 27, 2015

Sd/-
Ajay D. Biyani
Managing Director

AUDITOR'S CERTIFICATE

To,
The Members,
DAMODAR INDUSTRIES LIMITED

We have examined the compliance of the conditions of Corporate Governance procedures implemented by Damodar Industries Limited, for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certifications of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation on 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, and the Representations made by the Directors and the Management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement during the year 2014-15.

We further state that our examination of 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.

A.J. Baliya

Place: Mumbai
Dated: May 27, 2015.

sd/-
Chartered Accountant
Membership No.FCA 35989



MANAGEMENT DISCUSSION & ANALYSIS

COMPANY SCENARIO:

Over the years, the company has intensively focused on offering value-added yarn to apparels, home furnishing and knit wear. The Home Textile sector was predominantly using polyester filament yarns but now with our continuous R&D efforts and support from leading curtain makers we have developed linen-like spun yarns which have become extremely popular not only in India but has resulted in exports abroad too. Damodar is continuously expanding in new areas by leveraging the latest in technology to innovate as per latest trends and preferences. We have pioneered and consistently introduced new fibers, new effects and set new trends. Our steadily growing exports are a reflection of our continuous efforts and commitment.

Infrastructure: The Company has installed 44796 spindles during the year 2014-15 to increase production capacity.

Association with Brands:

The company has been associated with renowned brand names such as Arvind, Siyaram's, Mandhana, Raymond, Grasim and D'Decor in the domestic market. This year with continuous efforts the company has been able to penetrate its products farther and added various international brands such as like Esprit, HnM, Zara etc.

Export:

In the year 2013-14 our export sales were ₹ 499.29 Cr., and in the year 2014-15 the sales were ₹ 300.96 Crores.

There has been dropped by 39.72% in export Sales. The export sales have been steep fallen due to weak international demand.

FUTURE PLANS AND GROWTH PLANS:

Infrastructure: The Company is in process of automating its production facilities, increase its efficiency and reduce production losses due to labour shortage. Automating will also help in improving the quality standards as required for exports.

Technology Upgradation:

To maintain a competitive edge in production, even with challenging problems related to Labour and Quality, it is very important to upgrade technology for better productivity. We are continuously upgrading our technology with respect to Productivity and Value-added yarn production. This year we have installed five units.

Market Development:

We consistently participate in all relevant Exhibitions and plan to forge partnerships with major international brands across the globe. In a bid to keep in touch with them, we send our marketing communication and latest catalogues regularly. Keeping in line with international standards we have also applied for BCI, Organic Cotton Certification which is a new requirement by major brands. To develop our domestic market, we have tied up with major designers who predict trends and give us a competitive edge.

INDIAN TEXTILES OVERVIEW

Indian Textile Industry contributes about 11 percent to industrial production, 14 per cent to the manufacturing sector, 4 percent to the GDP and 12 per cent to the country's total export earnings. It provides direct employment to over 35 million people, the second largest provider of employment after agriculture. Besides, another 54.85 million people are engaged in its allied activities. It has been estimated that one of every six households in the country depends on this sector, either directly or indirectly, for its livelihood.

The fundamental strength of this industry flows from its strong production base of wide range of fibres /yarns from natural fibres like cotton, jute, silk and wool to synthetic /man-made fibres like polyester, viscose, nylon and acrylic.

**Cotton scenario:**

The demand for cotton in international market is sliding, which can be largely linked to China's new cotton policy, as China constitutes about 60% of the India's cotton exports. Cotton export from India is estimated to fall from high of 11 million bales in 2013-14 to 6-7 million bales in 2014-15. Source: CAB

As per the latest data available from government departments and industry sources, total cotton sowing in the country stood at 126.55 lakh hectares this year (2014-15) against about 117.27 lakh hectares last year (2013-14). Source: CCI

As per the cotton corporation of India, in the year 2014-15 cotton production in India is estimated 390 lakh bales from 126.55 lakh hectares in compare to 398 lakh bales in the year 2013-14 from 117.27 lakh hectares.

India is expected to emerge as the largest producer of the cotton in the world with 26% share in the world's cotton production. Cotton export from India to be adversely impacted in FY 2014-15 due to reduced demand by china, however it will significantly improve cotton availability in India. Cotton production in India was remain stable and consumption has increased by 3 to 5% in FY 15.

While the cotton production in India in year 2015-16 is expected to decline by 3 to 5% due to decline in cotton prices as farmers shift to alternate crops and dependence upon monsoon, however Cotton availability in India to remain comfortable in year 2015-16 despite decline in production due to higher carry forward stock and limited exports.

The cotton availability in India is expected to remain comfortable and further improve from that in year 2014-15 with stock to consumption ratio expected at 28 to 33% at the end of in year Fy16.

The improvement will be driven by higher carry forward stock from CY 2014/15 as exports had declined due to lower demand from China and expectation of limited cotton exports in CY 2015/16 as well. Despite the decline in the production, India will remain the world's largest cotton producer.

The cotton consumption is expected to increase by 3 to 4% in CY 2015/16 on account of low cotton prices which has resulted in a significant decline in the spread between cotton and polyester staple fiber and also the expected improvement in the global economic growth, which will lead to improved demand for textile products.

Outlook:

The demand for Cotton Yarn was consistent throughout the year and the trend is expected to remain for the current year. The Company's focus is to continue to manufacture value added variety of Cotton Yarn to derive the optimum use of production facilities created.

Falling international demand and prices of cotton will have an impact on domestic yarn prices too. In the short to medium term, on the back of the expected record production of cotton and subdued (reduced) export demand the cotton prices are expected to remain soft (or low).

Financial Highlights:

Revenue from operations decreased from ₹ 735.27 crores in 2013-14 to ₹ 593.04 crores in year 2014-15.

Profit before Tax decreased from ₹ 22.91 crores to ₹ 18.07 crores.

Profit after Tax decreased from ₹ 14.78 crores to ₹ 11.89 crores.

Basic Earning Per share (EPS) decreased from ₹ 16.60 to ₹ 13.37

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Company has in place a well defined organizational structure and adequate internal controls for efficient operations. The team has also devised various internal policies, and is cognizant of applicable laws and regulations, particularly those related to protection of property, recourses and assets besides the accurate reporting of financial transactions. The Company continually upgrades these systems. The internal control is supplemented by extensive internal audits, periodical review by management and audit committee, documented policies, prescribed guidelines, rules & procedures. All activities of the Company are covered by the in-house internal control system, the scope of internal audit covers scrutiny of work order, purchases, sales, expenses, inventory & taxation. The internal audit system is designed specifically to cover financial & other records, financial statements and maintaining accountability of assets.

HUMAN RESOURCE MANAGEMENT AND INDUSTRIAL RELATIONS:

The Company continues to enjoy harmonious and cordial relations amongst its entire employee family. The key to success of the Company lies in its people whose skills, expertise, and talent help the Company to achieve and sustain its market position. It is the people's commitment, technical know-how, innovative ability and performance driven mindset that enable us to respond swiftly and creatively to the customers' evolving needs.

Human resources continue to be an invaluable and intangible asset and a key success factor for the Company to grow and sustain its market position in a highly competitive environment. Your Company firmly believes that people are the pivotal force behind the growth and excellence in business operations. The overall performance and the market position of the Company are the result of combined strength of its people.

The company focuses on developing leadership skills, building talent for the future, and improving organizational & human capability through competency mapping of managerial positions in all areas of the Company's operations. The Company is committed to provide the best environment to its employees to work and to inculcate a sense of ownership and pride.

CAUTIONARY STATEMENT:

Certain statements as discussed and mentioned in the Management Discussion & Analysis and elsewhere constitute forward-looking statements articulated as the management's expectation in the future. However, there are risks and uncertainties, associated due to the general economic conditions in which the Company operates. Also, the factors like foreign currency fluctuations, regulatory initiatives, tender processes in the Government, public sector and other large undertakings, competition etc. are not in the control of the Company. Such uncontrollable factors are crucial for success of the Company's business plans or predictions, which may cause the actual results to materially differ from the performance or achievements, discussed or implied by such forward looking statements.



Independent Auditor's Report

To the Members of
DAMODAR INDUSTRIES LIMITED

Report on the Financial Statements

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

Management' 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 Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of 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

My responsibility is to express an opinion on these financial statements based on my audit. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

**Opinion**

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

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

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143 (3) of the Act, I report that:
 - a) I have sought and obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of my audit.
 - b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In my opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under section 133 of Companies Act, 2013. Read with rule 7 of the Companies (Accounts) Rules 2014.
 - e) On the basis of the written representations received from the directors, as on March 31, 2015 and taken on record by the Board of Directors, I report that none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
 - f) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014 in my opinion, and to the best of my information and according to the explanation given to me:
 1. The Company has disclosed the impact of pending litigations on its financial statement.
 2. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 3. The Company has transferred the amounts which were required to be transferred to the Investor Education and Protection Fund.

Place: Mumbai
Date: May 27, 2015

A.J. Baliya
Chartered Accountant
Membership No.FCA 35989

**ANNEXURE TO THE AUDITOR'S REPORT**

The Annexure referred to in paragraph 1, under Report on other Legal and Regulatory Requirements in the Independent Auditor's Report of even date to the members of Damodar Industries Limited (the company) on the financial statements for the period ended March 31, 2015, I report that:

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- ii. In respect of its inventories:
 - (a) As explained to me, inventories have been physically verified by the management at regular intervals during the year.
 - (b) In my opinion and according to the information and explanations given to me, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company has maintained proper records of inventories. As explained to me, there were no material discrepancies noticed on physical verification of inventory.
- iii. During the year the company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the company's Act, 2013.

In view of my comment in paragraph (a) above, Clause (3) (a) and (b) of paragraph 3 of the aforesaid order are not applicable to the company

- iv. In my opinion and according to the information and explanations given to me, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory and fixed assets and for sale of goods and services. During the course of my audit, no major weakness has been noticed in the internal control systems in respect of these areas.
- v. In my opinion and according to the information and explanations given to me, the company has complied with the provisions of sections 73 to 76 and other relevant provisions of the Companies Act, 2013 and the rules framed thereunder with regard to the deposits accepted from the public. As per information given to me, no order under the aforesaid sections has been passed by the company Law Board or National Company Law Board or Reserve Bank of India or any court or any other tribunal, on the company.
- vi. I have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section (1) of section 143 of the Companies Act, 148 and are of the opinion that prime facie the prescribed cost records have been maintained. I have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
 - (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth Tax, Customs



Duty, Excise Duty, Service Tax, Cess and other Statutory Dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to me, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.

- b) According to the information and explanations given to me, there are no dues in respect of Wealth-Tax, Excise Duty, Service Tax or Cess outstanding on account of any dispute. The details of dues which have not been deposited on account of dispute are given below:

Sr. No.	Name of the Statute	Nature of the dues	Amount	Period to which the amount relates	Forum where disputes pending
1.	DEPB Entitlement Refund	Custom	81,18,321/-	F.Y. 2010-11	DGFT
2.	Central Sales Tax Act, 1956	C.S.T	74,37,996/-	F.Y. 2006-07	Deputy Commissioner (Appeal)
3.	Maharashtra Value Added Tax	MVAT	42,91,001/-	F.Y. 2006-07	Deputy Commissioner (Appeal)

- viii. The company does not have accumulated losses as at the end of the financial year and has not incurred cash losses during the year covered by my Audit and also in the immediately preceding financial year.
- ix. In my opinion and according to the information and explanations given to me, the company has not defaulted in repayment of dues to any financial institutions and banks.
- x. According to the information and explanations given to me, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- xi. In my opinion and according to the information and explanations given to me, and on an overall examination of the balance sheet of the Company, I report that term loans were applied for the purpose for which the loans were obtained.
- xii. Based on the Audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the Information and explanations given to me, I report that no fraud on or by the company has been noticed or reported during the course of my audit.

A.J Baliya
Chartered Accountant
 Membership No: FCA 35989

Place: Mumbai
 Date: May 27, 2015

**BALANCE SHEET AS AT 31ST MARCH, 2015**

	Note No.	As at 31-03-2015 (₹)	As at 31-03-2014 (₹)
EQUITY AND LIABILITIES			
Shareholders' Fund:			
Share Capital	2	89,006,500	89,006,500
Reserves and Surplus	3	<u>728,643,081</u>	<u>638,689,358</u>
Non-Current Liabilities			
Long Term Borrowings	4	217,155,392	444,180,770
Deferred Tax Liabilities (Net)	11	<u>66,210,042</u>	<u>71,431,718</u>
		283,365,434	515,612,488
Current Liabilities			
Short Term Borrowings	5	825,747,485	804,050,856
Trade Payables	6	88,744,090	83,162,158
Other Current Liabilities	7	83,713,907	140,231,315
Short Term Provisions	8	<u>25,129,956</u>	<u>21,622,627</u>
		1,023,335,438	1,049,066,956
Total		<u>2,124,350,453</u>	<u>2,292,375,302</u>
ASSETS			
Non Current Assets			
Fixed Assets	9		
Tangible Assets		808,126,056	840,204,692
Intangible Assets		4,275,764	5,246,834
Capital Work-in-Progress		-	<u>27,608,799</u>
		<u>812,401,820</u>	<u>873,060,325</u>
Non Current Investments	10	4,100	4,100
Long Term Loans and Advances	12	<u>5,768,237</u>	<u>5,281,224</u>
		5,772,337	5,285,324
Current Assets			
Inventories	14	479,531,685	476,222,379
Trade Receivables	15	672,219,047	758,895,280
Cash and Bank Balances	16	23,038,069	19,233,267
Short Term Loans and Advances	12	131,387,495	159,665,199
Other Current Assets	13	-	<u>13,528</u>
		<u>1,306,176,296</u>	<u>1,414,029,653</u>
Total		<u>2,124,350,453</u>	<u>2,292,375,302</u>
Significant Accounting Policies	1		
Other Notes on accounts from Nos 2 to 39 are an integral part of the Financial Statements			

As per our report of even date

For and on behalf of the Board of Directors

A. J. BALIYA
Chartered Accountant
Membership No.FCA 35989

Place : Mumbai
Date : May 27, 2015

Arunkumar Biyani
Chairman

Subodh Kumar Soni
Company Secretary

Ajay D. Biyani
Managing Director

Nirbhay R. Bora
Chief Financial Officer



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

	Note No.	2014-15 (₹)	2013-14 (₹)
INCOME			
Revenue from Operations (Gross)	17	5,930,448,282	7,349,776,901
Revenue from Operations (Net)		5,930,448,282	7,349,776,901
Other Income	18	2,952,741	2,927,611
Total		5,933,401,023	7,352,704,512
EXPENDITURE			
Cost of Material and Components Consumed	19	2,615,233,532	2,478,094,856
Purchase of traded goods	20	2,049,849,585	3,536,682,583
(Increase)/Decrease in Inventories of Finished Goods Work-in-progress and Trade Goods	21	(40,094,922)	1,147,242
Employee Benefit Expenses	22	204,772,019	171,696,671
Finance Costs	23	192,536,017	235,397,489
Other Expenses	24	605,415,323	589,462,653
Total		5,627,711,554	7,012,481,494
Profit/(Loss) before Depreciation and Amortization and Exceptional Items and Tax		305,689,469	340,223,018
Depreciation and Amortization Expenses	25	124,955,071	111,132,471
Profit/(Loss) before Exceptional Items and Tax		180,734,398	229,090,547
Less: Exceptional Items		-	-
Profit/(Loss) before Tax		180,734,398	229,090,547
Less: Tax Expenses			
Current Tax		66,631,570	82,009,357
Deferred Tax		(5,221,676)	(713,061)
Earlier years adjustments		347,266	
Profit/(Loss) for the period		118,977,238	147,794,251
Earnings per Equity Share (Nominal Value of share ₹ 10/-each)	26		
Basic		13.37	16.60
Diluted		13.37	16.60
Significant Accounting Policies	1		
Other Notes on accounts from Nos 2 to 39 are an integral part of the Financial Statements			

As per our report of even date

For and on behalf of the Board of Directors

A. J. BALIYA
Chartered Accountant
Membership No. FCA 35989

Place : Mumbai
Date : May 27, 2015

Arunkumar Biyani
Chairman

Subodh Kumar Soni
Company Secretary

Ajay D. Biyani
Managing Director

Nirbhay R. Bora
Chief Financial Officer

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

	2014-15 (₹)	2013-14 (₹)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax & Extra-ordinary Items	180,734,398	229,090,547
Adjustment for :		
Depreciation and amortisation	124,955,071	111,132,471
Interest	177,273,466	215,639,638
(Profit)/loss On Sale of Fixed Assets	21,201	160,747
Dividend Received	(250)	
	<u>302,249,488</u>	<u>326,932,856</u>
Operating Profit Before Working Capital Changes	482,983,886	556,023,403
Adjustment for :		
Trade & Other Receivable	114466924	(226,962,277)
Inventories	(3,309,306)	20,978,595
Trade Payable	4,888,982	17,259,834
	<u>116,046,600</u>	<u>(188,723,848)</u>
Cash generated from Operations	599,030,486	367,299,555
Direct Tax paid(net)	(62,453,128)	(90,363,775)
Cash flow before Extra-Ordinary Items	<u>536,577,358</u>	<u>276,935,780</u>
Prior Years Tax Adjustments		
Net Cash from Operating Activities A	536,577,358	276,935,780
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchases of Fixed Assets including Capital Work-in-Progress	(67,053,112)	(113,613,982)
Sale of Fixed Assets / Investments	426,000	450,000
Dividend Income	250	-
Net Cash used in Investing Activities B	(66,626,862)	(113,163,982)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings & Fixed deposits	(263,306,221)	73,311,460
Interest Paid	(177,273,466)	(215,639,638)
Dividend	(21,383,932)	(19,109,225)
Tax on Dividend	(4,182,075)	(3,272,859)
Net Cash used in Financing Activities C	<u>(466,145,694)</u>	<u>(164,710,262)</u>
Net increase in cash and cash equivalents (A+B+C)	3,804,802	(938,464)
Opening Balance of Cash & Cash Equivalents	19,233,267	20,171,731
Closing Balance of Cash & Cash Equivalents	23,038,069	19,233,267
() indicates 'minus'		

As per our report of even date

For and on behalf of the Board of Directors

A. J. BALIYA
Chartered Accountant
Membership No.FCA 35989

Arunkumar Biyani
Chairman

Ajay D. Biyani
Managing Director

Place : Mumbai
Date : May 27, 2015

Subodh Kumar Soni
Company Secretary

Nirbhay R. Bora
Chief Financial Officer



1 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rule, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

B. Use of Estimates

The preparation of Financial Statements in conformity with the Accounting Standards generally accepted in India requires, the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

C. Fixed Assets and Depreciation :

- 1 Fixed Assets are stated at historical cost of acquisition / construction less accumulated depreciation and impairment loss. Cost [Net of Input tax credit received / receivable] includes related expenditure and pre-operative & project expenses for the period up to completion of construction / assets are put to use. The loss or gain on exchange rates on long term foreign currency loans attributable to fixed assets is adjusted to the cost of respective fixed assets.
- 2 Depreciation is provided based on useful life of the assets as prescribed in Schedule II of the Companies Act 2013
- 3 Depreciation on impaired assets is calculated on its residual value, if any, on a systematic basis over its remaining useful life.
- 4 Capitalised costs incurred towards purchase/development of software are amortised using straight line method.
- 5 Depreciation on additions / disposals of the fixed assets during the year is provided on pro-rata basis according to the period during which assets are put to use.

D. Impairment of Assets :

The Company, at each balance sheet date, assesses whether there is any indication of impairment of any asset and / or cash generating unit. If such indication exists, assets are impaired by comparing carrying amount of each asset and / or cash generating unit to the recoverable amount being higher of the net selling price or value in use. Value in use is determined from the present value of the estimated future cash flows from the continuing use of the assets.

E. Borrowing Costs :

- 1 Borrowing costs that are directly attributable to the acquisition / constructions of a qualifying asset are capitalised as part of the cost of such assets, up to the date, the assets are ready for their intended use.
- 2 Other Borrowing costs are recognised as an expense in the period in which they are incurred.
- 3 Borrowing Costs also include Exchange differences arising from Foreign Currency borrowings to the extent that they are regarded as an adjustment to interest costs.

F. Expenditure during the Construction Period :

The expenditure incidental to the expansion / new projects are allocated to Fixed Assets in the year of commencement of the commercial production.

F. Investments :

Investments are stated at cost.

G. Inventories :

Raw Materials, Stores & Spare Parts, Packing Materials, Finished Goods, Trading Goods and Works-in-Progress are valued at lower of cost and net realisable value.

**H Revenue Recognition :**

- 1 Revenue from Sale of goods is recognised when significant risks and rewards of ownership of the goods have been passed to the buyer.
- 2 Dividend income is accounted for when received.
- 3 Interest income is recognised on time proportionate method.
- 4 Revenue in respect of other income is recognised when no significant uncertainty as to its determination or realisation exists.

I. Derivative Instruments and Hedge Accounting :

The Company is exposed to foreign currency fluctuations on foreign currency assets, liabilities and forecasted cash flows denominated in foreign currency. The Company limits the effects of foreign exchange rates fluctuations by following established risk management policies, including use of derivatives. The company enters into forward, options & swap contracts where the counter parties are banks. Accordingly, losses in respect of all outstanding derivatives, contracts, other than forwards, options & swap contracts, at the year end by marking them to market are provided. However, out of prudence, the net gain, if any, on all such outstanding options & swap contracts is not accounted for.

J. Taxes on Income :

- 1 Tax expenses comprise of current and deferred tax.
- 2 Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961.
- 3 Deferred tax reflects the impact of current year timing differences between accounting and taxable income and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised and are reviewed at each balance sheet date.

K. Miscellaneous Expenditure :

Expenses are being written off in equal installments over a period of five financial years.

L. Gratuity/Retirement Benefits:

- (i) Gratuity liability is accounted as per the actuarial contribution demanded by Life Insurance Corporation of India.
- (ii) Leave encashment is accounted for on the basis of accumulated leave to the credit of employees at the year end.

M. Transaction in Foreign Currency:

Transaction in foreign currency are recorded at the rate of exchange in force on the respective date of such transactions. Foreign currency transaction remain unsettled as at the end of the year are translated at the year end /contracted rates .Exchange difference on repayment/conversion/translation are adjusted to

- (i) Carrying cost of fixed assets, if foreign currency liability relates to fixed assets.
- (ii) the Profit & Loss account in other cases.

N. Provisions, Contingent Liabilities and Contingent Assets :

Provision is recognised when the company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision / disclosure is made. Contingent assets are not recognised in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

	As at 31.03.2015	As at 31.03.2014
2. Share Capital		
Authorized Shares		
15000000 (31 March 2013: 15000000) Equity Shares of ₹ 10/- each	150,000,000	150,000,000
	<u>150,000,000</u>	<u>150,000,000</u>
Issued, Subscribed and fully paid up Shares		
8900650 (31 March 2013: 8900650) Equity Shares of ₹ 10/- each	89,006,500	89,006,500
	<u>89,006,500</u>	<u>89,006,500</u>

	31-03-2015 Nos.	31-03-2014 Nos.
2.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period		
Equity Shares:		
At the beginning of the period	8,900,650	8,900,650
Issued during the period - Preferential Basis		
Outstanding at the end of the period	<u>8,900,650</u>	<u>8,900,650</u>

2.2 Terms/Rights attached to equity shares:

The company has only one class of equity share having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2015, the amount of per share dividend recognized as distributions to equity shareholders was ₹ 2.50 (31st March 2014 ₹2.40)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

2.3 Details of shareholders holding more than 5% share in the company

Equity shares:	31.03.2015		31.03.2014	
	Nos.	% held	Nos.	% held
Equity shares of 10/- each fully paid				
Name of Shareholder				
Arunkumar Biyani - Director	1,053,200	11.83%	1,041,200	11.70%
Ajay D. Biyani - Director	1,360,000	15.28%	1,300,000	14.61%
Anil D. Biyani - Director	1,164,300	13.80%	1,159,300	13.02%
Manju Biyani	525,450	5.90%	497,950	5.59%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015**

	31.03.2015 ₹	31.03.2014 ₹
3.1 Securities premium account		
Balance as per the last financial statements	179,093,650	179,093,650
Add: Premium on issue of Equity Shares	-	-
Closing Balance	179,093,650	179,093,650
3.2 General Reserve		
Balance as per the last financial statements	100,000,000	80,000,000
Add: Amount transferred from surplus balance in the statement of profit and loss	20,000,000	20,000,000
Closing Balance	120,000,000	100,000,000
3.3 Surplus / (Deficit) in the statement of profit and loss		
Balance as per the last financial statements	359,595,708	256,793,415
Profit for the year:	118,977,238	147,794,251
Less: Appropriations		
Proposed final equity dividend	8,900,650	8,900,650
Interim Dividend	13,350,975	12,460,910
Tax on equity dividends	4,449,017	3,630,398
Depreciation Adjustment as per new Rule of Companies Act 2013	2,322,873	-
Transfer to general reserve	20,000,000	20,000,000
Total appropriations	49,023,515	44,991,958
Net surplus in the statement of profit and loss	429,549,431	359,595,708
Total Reserves and Surplus	728,643,081	638,689,358

4 Long Term Borrowings

Particulars	Non-Current Portion		Current Maturities	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
	₹	₹	₹	₹
Secured				
Term Loans- from banks	109,548,914	139,240,747	57,579,577	122,510,049
	109,548,914	139,240,747	57,579,577	122,510,049
Unsecured				
Unsecured Loans *	77,187,701	282,221,599	-	-
Fixed Deposits from public	30,418,777	22,718,424	22,086,000	15,133,000
	107,606,478	304,940,023	22,086,000	15,133,000
Net Amount	217,155,392	444,180,770	79,665,577	137,643,049

* as stated by Directors taken on long term basis

4.1 The Term Loans of Rs 1642 lacs are secured by first pari passu charge on land and building situated at Dadra and Nani Tambadi, all the tangible movable machinery and plant together with spares tools and accessories and other movables, both present and future at Dadra and personal guarantees of three Directors. Term Loan of Rs 29.28 Lacs are secured by hypothecation of vehicles.

4.2 Current maturities on long term borrowings are included under note no 7 in Other Current Liabilities



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

	31.03.2015 ₹	31.03.2014 ₹
5. Short Term Borrowings		
Secured		
Working Capital Loans from banks	825,747,485	804,050,856
	<u>825,747,485</u>	<u>804,050,856</u>

5.1 Working capital loans are secured by hypothecation of present and future stock of raw materials, stock in process, finished goods, stores and spares, packing materials, book debts & personal guarantees of three directors.

Current

	31.03.2015 ₹	31.03.2014 ₹
6. Trade payables		
Trade Payables*	88,744,090	83,162,158
	<u>88,744,090</u>	<u>83,162,158</u>

*There was no amount due to small scale industrial undertaking at the close of the year. This disclosure is based on the document/information available to the Company regarding their status of the small scale undertakings.

	31.03.2015 ₹	31.03.2014 ₹
7. Other Current Liabilities:		
Current maturities of long term borrowings (Note No.4)	79,665,577	137,643,049
Unpaid Dividend	2,170,800	1,303,107
Others payables *	1,877,530	1,285,159
	<u>83,713,907</u>	<u>140,231,315</u>

*Includes statutory dues

	31.03.2015 ₹	31.03.2014 ₹
8. Short Term Provisions		
Provisions for employee benefits:		
Salary ,provident fund and other benefits	9,923,991	11,209,312
Gratuity (Funded)		
Income tax payable	4,525,708	
Proposed Dividend	8,900,650	8,900,650
Tax on dividend	1,779,607	1,512,665
	<u>25,129,956</u>	<u>21,622,627</u>



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

9. Fixed Assets

Description	GROSS BLOCK			DEPRECIATION					NET BLOCK		
	As at 01/04/2014	Additions	Deduction	As at 31/03/2015	Up to 01/04/2014	For the year	Deduction/ Adjustment	Up to 31/03/2015	As at 31/03/2015	As at 31/03/2014	
Tangible Assets-own Assets											
Freehold Land	15618849	0		15618849	0	0		0	15618849	15618849	
Residential Flats	213555	0		213555	48733	3205		51938	161617	164822	
Building	304600241	4046427		308646668	55914154	9576095		65490249	243156419	248686087	
Plant & Machinery	951853502	84352782		1036206284	476715449	90803785		567519234	468687050	475138053	
Electrical Inst.	93796573	1322771		95119344	25577925	17222293	8595	42808813	52310531	68218648	
Furniture & Fixtures	13348787	1709801		15058588	2479812	1793513		4273325	10785263	10868975	
Vehicles	18228536	1519793	1679388	18068941	5669616	1872694	1232187	136649	6446772	11622169	
Air Conditioners	3087328	516456		3603784	734098	677364		686918	2098380	1505404	
Generators	1709646	0		1709646	1138870	61479		363103	1563452	146194	
Weighing Scale	865415	75194		940609	209961	121585		42088	373634	566975	
Other Equipments	5204380	582447		5786827	1885361	718972		911730	3516063	2270764	
Computers	6510915	460341		6971256	4459056	1043589		173790	5676435	1294821	
Total (a)	1415037727	94586012	1679388	1507944351	574833035	123894574	1232187	2322873	699818295	808126056	840204692
Intangible Assets											
Computer Software	7143067	75899		7218966	1896233	1046969	0	0	2943202	4275764	5246834
Total (b)	7143067	75899	0	7218966	1896233	1046969	0	0	2943202	4275764	5246834
Total (a) + (b)	1422180794	94661911	1679388	1515163317	576729268	124941543	1232187	2322873	702761497	812401820	845451526

Capital Work In Progress (Plant & Machinery Under Installation)

27608799

10. Non Current Investments

10.1 Non-trade Investments

(valued at cost unless stated otherwise)

Investment in Equity Instruments (Unquoted)

10 Equity shares of 10/- each fully paid up in
Mogaveera Co-op. Bank Ltd.

310 Equity Shares of 10/- each fully paid up in
Bombay Mercantile Co-operative Bank Ltd

31.03.2015	31.03.2014
₹	₹
1,000	1,000
3,100	3,100
4,100	4,100

11. Deferred Tax Liabilities (Net)

Deferred Tax Liability

Depreciation

Gross deferred tax liability

Deferred Tax Assets

Gross deferred tax asset

Net deferred tax liability

31.03.2015	31.03.2014
₹	₹
66,210,042	71,431,718
66,210,042	71,615,962
66,210,042	71,431,718



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

12 Loans and Advances
 (Unsecured, considered good)

	Non-Current		Current	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
	₹	₹	₹	₹
Security Deposit			11,833,917	12,636,943
Advance Income Tax (Net of provision for taxation)	4,871,237	4,871,237		
Prepaid Expenses			5,821,516	4,359,538
Loans to Employees	897,000	409,987	2,289,476	1,676,935
Balances with Statutory Government authorities			4,604,265	11,709,657
Advances to Suppliers	-	-	631,719	2,379,786
Others*	-	-	106,206,602	126,902,340
	5,768,237	5,281,224	131,387,495	159,665,199

* Includes incentive and duty refundable

13 Other Assets

	Non-Current		Current	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
	₹	₹	₹	₹
Unamortized Expenditure				
Expenditure on Increase of Share Capital/Right Issue	-	-	-	13,528
	-	-	-	13,528

14. Inventories

(valued at lower of cost and net realizable value)

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Raw Materials	186,847,331	223,794,201
Work-in-progress	45,930,818	45,810,186
Finished Goods	239,059,229	199,084,939
Stores and spares	3,395,250	2,839,623
Packing Material	4,299,057	4,693,430
	479,531,685	476,222,379

15. Trade receivable

(Unsecured, Considered good unless stated otherwise)

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Over Six Months	29,220,959	30,763,456
Others	642,998,088	728,131,824
Total	672,219,047	758,895,280

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015**

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
16 Cash and Bank Balances		
Cash and Cash equivalents		
Cash on hand	1,870,397	3,974,614
Balance with banks:		
On Current Accounts	1,680,895	110,885
On Unpaid Dividend Account	2,170,800	1,303,107
Fixed Deposits with Banks*	17,315,977	13,844,661
Total	23,038,069	19,233,267
* Fixed Deposits with Banks include deposits of Rs 68,40,379 within maturity of more than 12 months as on 31.03.2015		
17. Revenue from Operations		
17.1 Sale of products		
Finished Goods	3,693,345,984	3,464,882,660
Traded Goods	2,237,102,298	3,884,894,241
Revenue from Operations (Gross)	5,930,448,282	7,349,776,901
17.2 Particulars of Sale of Products		
Yarn	5,755,505,592	7,205,347,481
Fabric	167,001,817	130,251,014
Others	7,940,873	14,178,406
Total	5,930,448,282	7,349,776,901
18. Other Income		
Commission income	2,952,491	2,927,611
Dividend	250	
	2,952,741	2,927,611
19. Cost of Raw Material and components consumed		
Inventory at the beginning of the year	223,794,201	245,444,211
Add: Purchases	2,578,286,662	2,456,444,846
	2,802,080,863	2,701,889,057
Less: Inventory at the end of the year	186,847,331	223,794,201
Cost of raw material and components consumed	2,615,233,532	2,478,094,856
19.1 Particulars of Materials Consumed		
Particulars		
Yarn and Fibre	1,733,264,505	1,545,367,102
Cotton	848,196,853	896,994,118
Grey Fabrics	29,290,416	32,685,141
Others	4,481,758	3,048,495
	2,615,233,532	2,478,094,856



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

	% of Consumption	2014-15	% of Consumption	2013-14
19.2 Cost of Materials Consumed				
Imported	1.28%	33,490,321	0.13%	3,271,454
Indigenous	98.72%	2,581,743,211	99.87%	2,474,823,402
	100%	2,615,233,532	100%	2,478,094,856
		As at 31.03.2015 ₹		As at 31.03.2014 ₹
20. Purchase of Traded Goods				
Yarn		2,049,849,585		3,536,682,583
		2,049,849,585		3,536,682,583
21. (Increase)/Decrease in Inventories				
21.1 Details at the end of the year				
Traded Goods				
Work-in-Progress		45,930,818		45,810,186
Finished Goods		239,059,229		199,084,939
		284,990,047		244,895,125
21.2 Details at the beginning of the year				
Traded Goods		7,724,558		
Work-in-Progress		45,810,186		40,986,828
Finished Goods		199,084,939		197,330,981
		244,895,125		246,042,367
		(40,094,922)		1,147,242
22. Employee Benefit Expenses				
Salaries, Wages and Bonus and other benefits		192,661,180		164,700,701
Contribution to Provident Fund		5,517,933		2,401,765
Gratuity Expenses		926,798		717,484
Staff Welfare Expenses		5,666,108		3,876,721
		204,772,019		171,696,671
23. Finance Costs				
Interest		177,273,466		215,639,638
Bank charges & Commission		15,262,551		19,757,851
		192,536,017		235,397,489

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015**

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
24. Other Expenses		
Consumption of Stores and spares	48,499,010	41,630,113
Consumption of Packing Material	58,868,004	54,350,090
Job Work Charges	57,734,836	27,058,919
Power and Fuel	175,121,993	152,626,218
Rent	38,319,088	26,100,018
Rates and Taxes	611,728	902,780
Insurance	4,347,363	4,192,679
Repairs and Maintenance		
Plant and Machinery	3,911,099	5,286,855
Buildings	1,613,201	4,964,928
Others	3,120,275	3,683,692
Legal and Professional fees	8,483,303	2,979,237
Directors' Sitting Fees	31,461	16,854
Payment to Auditor (Refer details below)*	125,000	125,000
Directors Remuneration	12,300,000	15,300,000
Bad debts	503,789	757,806
Vehicle Expenses	3,846,777	4,024,917
Freight and Forwarding Charges	102,924,134	155,165,934
Advertising and Sales Promotion	8,494,321	6,850,478
Sales Commission	60,976,656	66,728,922
Travelling and Conveyance	6,853,435	6,870,301
Communication Costs	4,882,203	6,516,609
Printing and Stationery	1,593,373	2,035,923
General Expenses	1,282,973	1,112,623
Loss on Sale of Asset	21,201	160,747
Director Medical Allowance	19,000	21,010
CSR Expenses	931,100	-
	<u>605,415,323</u>	<u>589,462,653</u>
*Payment to Auditor		
As Auditor		
Audit Fees	100,000	100,000
Tax Audit Fees	25,000	25,000
Reimbursement of Expenses	<u>125,000</u>	<u>125,000</u>
25. Depreciation and Amortization Expenses		
Depreciation of Tangible Assets	123,894,574	110,844,452
Depreciation on Intangible Assets	1,046,969	274,489
Share Issue Expenses Written Off	13,528	13,530
	<u>124,955,071</u>	<u>111,132,471</u>



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
26. Earnings per Share (EPS)		
Net profit after tax as per Profit & Loss attributable to Equity Shareholders (in ₹)	118,977,238	147,794,251
Number of Equity Shares	8,900,650	8,900,650
Basic and Diluted Earning per share (in ₹)	13.37	16.60
Face Value per Equity share (in ₹)	10.00	10.00

27. Contingent Liabilities

	(₹) 2014-15	(₹) 2013-14
Counter Gurantees given to Banks	26,372,000	20,338,500
Letter of Credit/Bill Discounting with Banks	251,911,473	763,955,338
DEPB Entitlement Refund Claim by DGFT	8,118,321	8,118,321
Central Sales Tax Dues under Appeal	7,437,996	7,437,996
Maharashtra Value Added Tax Dues under Appeal	4,291,001	4,291,001

28. Stores and Spares, Packing Materials Consumed

		%	2014-15	%	2013-14
Stores & Spares	Indigenous	92	44,758,403	91	37,968,004
	Imported	8	3,740,607	9	3,662,109
Total		100	48,499,010	100	41,630,113
Packing Materials	Indigenous	100	58,868,004	100	54,350,090
	Imported	-	-	-	-
		100	58,868,004	100	54,350,090

29. The Company is engaged in manufacturing and sale of Textile Products, which is the only reportable segment.

30. Related Party Disclosures

Key Managerial Personnel :					
	Name	Designation		Name	Designation
a.	Mr. Arun Kumar Biyani	Chairman & Director	k.	Mr. Akshay Biyani	- Relatives
b.	Mr. Ajay D. Biyani	Managing Director	l.	Mrs. Manju Biyani	- Relatives
c.	Mr. Anil D. Biyani	Whole - Time Director	m.	Mrs. Sanju Biyani	- Relatives
	Associates & Relatives :		n.	Ms. Risha Biyani	- Relatives
a.	M/s. CSS Mercantiles Pvt. Ltd.	- Associates	o.	Mrs. Anushree Biyani	- Relatives
b.	M/s. Panna Yarns Pvt. Ltd.	- Associates	p.	Mrs. Payal Biyani	- Relatives
c.	M/s. Shri Damodar Yarn Manufacturing Pvt.Ltd.	- Associates	q.	Mrs. Bhawna Biyani	- Relatives
d.	Ajay Biyani HUF	- Associates	r.	Mrs. Savitridevi D Biyani	- Relatives
e.	Arun Kumar Biyani HUF	- Associates	s.	Mr. Satyanarayan Biyani	- Relatives
f.	M/s. Suam Overseas Pvt. Ltd.	- Associates	t.	Mr. Suresh Biyani	- Relatives
g.	Mrs. Kanta Biyani	- Relatives	u.	Mrs. Savitridevi S Biyani	- Relatives
h.	Mr. Aman Biyani	- Relatives	v.	Mr. Sunil Biyani	- Relatives
i.	Mr. Aditya Biyani	- Relatives	w.	Shri Damodar Foundation	- Trust
j.	Mr. Abhishek Biyani	- Relatives	x.	Mrs. Radhika Biyani	- Relatives

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015**

Disclosure of transactions between the Company and related parties and the status of outstanding balances as on 31st March ,2015.

Particulars	Associates & Relatives		Key Management Personnel		Total (Amt. In ₹)	
	As of March 31		As of March 31		As of March 31	
	2015	2014	2015	2014	2015	2014
Unsecured Loans /share capital fund	-	9,740,838	6,222,940	193,516,100	6,222,940	203,256,938
Sundry Debtors ,Loans & Advances	-	3,120,115	-	17,810	-	3,137,925
Current Liabilities	-	-	-	-	-	-
Sundry Creditors	620,000	3,017,783	-	-	620,000	3,017,783
Income	-	-	-	-	-	-
Sales	144,401,177	183,416,669	-	23,534	144,401,177	183,440,203
Expenditure						
a) Purchase (including Job work)	270,421,167	356,500,074	-	270,421,167	356,500,074	-
b) Interest on Loan	1,088,931	1,439,685	2,320,526	1,397,343	3,409,457	2,837,028
c) Directors Remuneration	-	-	12,300,000	15,300,000	12,300,000	15,300,000
d) Directors Medical Allowance	-	-	19,000	21,010	19,000	21,010
e) Employees Remuneration	4,425,000	3,350,000	-	-	4,425,000	3,350,000
f) Rent {Net}	1,170,000	924,000	240,000	300,000	1,410,000	1,224,000

31. Remuneration to Directors

Salary

Medical Allowances

2014-15

₹

12,300,000

19,000

2013-14

₹

15,300,000

21,010

32. Depreciation Adjustments as per Schedule II of Companies Act 2013**33. FOB Value Of Exports**

Yarn

2,795,497,720

4,656,879,886

34. C I F Value of Imports

Raw materials and Stock -in-Trade

Stores & Spares

32,705,588

3,740,607

1,686,048

3,662,109

35. Expenditure In Foreign Currency

Travelling

Commission

Sales Promotion & Exhibition

730,923

38,159,844

2,026,701

1,474,171

48,575,945

36. Financial and Derivative Instruments

a. Forward Contracts in Foreign currency for export realisation outstanding as at 31st March,2015 - ₹ 2495.28 Lacs.

b. Foreign currency exposures that are not hedged by derivative instruments / Forward Contracts as at 31st March, 2015 amount to ₹ NIL.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

37. Remittance in Foreign Currency on Account of Dividend

The Company has paid dividend in respect of shares held by Non-Residents on repatriation basis. This inter-alia includes portfolio investment and direct investment, where the amount is also credited to Non-Resident External Account (NRE A/c). The exact amount of dividend remitted in foreign currency cannot be ascertained. The total amount remittable in this respect is given herein below

	2014-15	2013-14	2013-14
a. Number of Non Resident Shareholders	13	8	9
b. Number of Equity Shares held by them	522,484	8,784	14,972
c. i) Amount of Dividend Paid	783,726	12,158	11,977.60
ii) Tax Deducted at Source	-	-	-
iii) Year to which Dividend Relates	2014-15	2013-14	2012-13

38. Balance in respect of Unsecured loans. Sundry Creditors, Sundry Debtors and Loans & Advances are subject to confirmation by respective parties.

39. Comparative figures for previous year have been regrouped / rearranged wherever necessary.

As per our report of even date

For and on behalf of the Board of Directors

A. J. BALIYA

Chartered Accountant
Membership No. FCA 35989

Place : Mumbai
Date : May 27, 2015

Arunkumar Biyani

Chairman

Subodh Kumar Soni

Company Secretary

Ajay D. Biyani

Managing Director

Nirbhay R. Bora

Chief Financial Officer

27th ANNUAL REPORT 2014-2015



DAMODAR INDUSTRIES LIMITED

Reg. Off. A1/202, Centre Point, 243-A, N. M. Joshi Marg, Lower Parel (E), Mumbai – 400013 India.

Corporate Identity Number: L17110MH1987PLC045575

Tel: +91 – 022 -6661 0301 - 2 • Fax: 022- 6661 0308 • E-mail:cs@damodargroup.com •www.damodargroup.com

Folio No./DP ID/Client ID No.	No. of Shares Held
-------------------------------	--------------------

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company at **Maheshwari Bhawan, 603, Chira Bazar (J. S. Road), Mumbai – 400 002** on Friday, 7th day of August, 2015 at 11.30 a.m.

NAME OF THE SHAREHOLDER (S) (IN BLOCK CAPITALS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK CAPITALS)	
SIGNATURE OF THE PROXY	

Note: You are requested to sign and handover this slip at the entrance of the meeting venue.

Form No. MGT-11

Proxy form

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

CIN	L17110MH1987PLC045575		
Name of the company	Damodar Industries Ltd.		
Registered office	A1/202, Centre Point, 243-A, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400013, India.		
Name of the member (s)			
Registered address			
E-mail Id			
Folio No/ Client Id		DP ID	

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

1.	Name		
	Address		
	E-mail ID	Signature	
	Or Falling him		
2.	Name		
	Address		
	E-mail ID	Signature	
	Or Falling him		
3.	Name		
	Address		
	E-mail ID	Signature	
	Or Falling him		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 7th day of August, 2015 At 11.30 a.m. at Maheshwari Bhawan, 603, Chira Bazar (J. S. Road), Mumbai – 400 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	For	Against
Ordinary Business			
1.	Adoption of Accounts		
2.	Declaration of dividend on equity share		
3.	Re-appointment of Shri Anil D. Biyani who retire by rotation and, being eligible, offer himself for re-appointment		
4.	Appointment of Statutory Auditor		
Special Business			
5.	Appointment of Mr. Raghavan Srinivas as an Independent Director		
6.	Appointment of Mrs. Farida Jambusarwalla as an Independent Director		
7.	Approval of the Remuneration of the cost Auditor		
8.	To adoption of new Article of Association of the Company.		
9.	Appointment of Mr. Ajay D. Biyani as Managing Director		
10.	Appointment of Mr. Arunkumar Biyani as a whole-time Director		
11.	Appointment of Mr. Anil D. Biyani as a whole-time Director		
12.	Approval for the Bonus issue		
13.	Approval for the Acceptance of Fixed Deposits		

Signed this..... day of 2015

Signature of shareholder:----- Signature of Proxy holder(s):-----

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



DAMODAR INDUSTRIES LIMITED

Registered Office: A1/202, Centre Point, 243-A, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.

CIN: L17110MH1987PLC045575

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