



Quality packaging solutions for decades

68th Annual Report 2013-2014

Manufacturing site – Nasik



Coating Line – Nasik



BOARD OF DIRECTORS

MR. MOFATRAJ P. MUNOT	Chairman
MR. ROBIN BANERJEE	Managing Director
MR. MOHAN H. BHANDARI	Director (<i>w.e.f. 8th August, 2014</i>)
MR. SURESH A. GANDHI	Director
MR. RAKESH KHANNA	Director
MR. BHOUMICK S. VAIDYA	Director (<i>w.e.f. 4th December, 2013</i>)
MR. K. V. MANI	Director (<i>w.e.f. 8th August, 2014</i>)
MS. ANJALI SETH	Director (<i>w.e.f. 8th August, 2014</i>)
MR. NITIN K. JOSHI	Director (<i>w.e.f. 8th August, 2014</i>)
MR. SIDDHARTH S. SHETYE	Director (<i>w.e.f. 8th August, 2014</i>)

CFO & SECRETARY

K.R. VISWANATHAN

BANKERS

BANK OF MAHARASHTRA
HDFC BANK LTD
STATE BANK OF INDIA

AUDITORS

M.P. CHITALE & CO.,
Chartered Accountants

REGISTERED OFFICE

BLOCK-D, SHIVSAGAR ESTATE,
DR. ANNIE BESANT ROAD,
WORLI, MUMBAI 400 018.
Tel. : 3047 8664, 3047 8665
Email : cil@caprihansindia.com
Web : www.caprihansindia.com
CIN : L29150MH1946PLC004877

FACTORIES

PLOT NOS. C-13/16, ROAD NO. 16/T, WAGLE INDUSTRIAL ESTATE, THANE 400 604.
PLOT NOS. 76/77, MIDC INDUSTRIAL ESTATE, TRIMBAK ROAD, SATPUR, NASIK 422 007.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty-eighth Annual General Meeting of the Shareholders of **CAPRIHANS INDIA LIMITED** will be held on **FRIDAY, the 26TH SEPTEMBER, 2014 at 4.00 p.m.** at the RAVINDRA NATYA MANDIR, MINI THEATRE, 3rd Floor, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400 025, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Suresh A. Gandhi (DIN: 00128495) who retires by rotation and is eligible for re-appointment.

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

“**RESOLVED** that Mr. Suresh A. Gandhi (DIN: 00128495) be and is hereby appointed as a Director of the Company liable to retire by rotation”.

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

“**RESOLVED** that pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder as amended from time to time and pursuant to the recommendation of the Audit Committee, Messrs. M. P. Chitale & Company, Chartered Accountants, (Reg. No: 101851W) the retiring Auditors of the Company be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Seventy-first AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the Members at every AGM held after this AGM), at such remuneration plus service tax, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

“**RESOLVED** that Mr. Mohan H. Bhandari (DIN: 00052777) be and is hereby appointed as a Director of the Company liable to retire by rotation ”.

“**RESOLVED FURTHER** that pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mohan H. Bhandari (DIN: 00052777), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 8th August, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bhoumick S. Vaidya (DIN: 06543492), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K. V. Mani (DIN: 00533148), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Anjali Seth (DIN: 05234352), Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nitin K. Joshi (DIN : 06814444), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

10. 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, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Siddharth S. Shetye (DIN: 06943119), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

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

“RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Clause 49 (VII) of the Listing Agreement the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to restructure the terms of repayment schedule of Inter Corporate Deposit (ICD) of Rs. 5 crores placed with Bilcare Ltd.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds and things necessary for the purpose of giving effect to the aforesaid resolution.”

By Order of the Board of Directors

K.R. VISWANATHAN
SECRETARY

Registered Office:
Block D, Shivsagar Estate
Dr. Annie Besant Road
Worli, Mumbai 400 018.

CIN : L29150MH1946PLC004877
E-mail : cil@caprihansindia.com
Website : www.caprihansindia.com

Dated: 19th August, 2014.

NOTES:

- (a) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Item Nos. 5 to 11 is annexed herewith (Annexure I). Pursuant to Clause 49 of the Listing Agreement, the relevant details in respect of Item Nos. 3 and 5 to 10 is annexed herewith (Annexure II).
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- (c) Proxies in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (d) A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.

- (e) Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising such representative to attend and vote in their behalf at the Meeting.
- (f) The Register of Members and Share Transfer Books of the Company will be closed from MONDAY, 15TH SEPTEMBER, 2014 to FRIDAY, 26TH SEPTEMBER, 2014 (both days inclusive).
- (g) Dividend on shares, if declared at the meeting will be paid to those members whose names appear on the Company's Register of Members as on 26th September, 2014.
- (h) Pursuant to Section 205A and 205C of the Companies Act, 1956, dividend which remains unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. An amount of Rs. 1,21,177/- being unclaimed/unpaid dividend of the Company for the financial year ended 31st March, 2006 was transferred in October, 2013 to IEPF.

Due dates of transferring unclaimed /unpaid dividends declared by the Company for the financial year 2006-07 and thereafter to IEPF:

Financial Year ended	Date of Declaration of dividend	Last date for claiming unpaid/unclaimed dividend
31st March, 2007	26th September, 2007	25th October, 2014
31st March, 2008	5th September, 2008	4th October, 2015
31st March, 2009	17th August, 2009	16th September, 2016
31st March, 2010	27th September, 2010	26th October, 2017
31st March, 2011	27th September, 2011	26th October, 2018
31st March, 2012	14th September, 2012	13th October, 2019
31st March, 2013	6th September, 2013	5th October, 2020

Members who have not encashed the dividend warrant(s) upto the year ended 31st March, 2013 are requested to send their claims directly to the Company or to Link Intime India Pvt. Ltd., the Company's Registrars and Transfer Agents (the R & T Agents).

- (i) The equity shares of the Company are available for trading in dematerialised form (scrip less trading in electronic form) through Depository Participants. The ISIN code is INE 479A01018.
- (j) Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the R & T Agents in respect of their holdings in physical form.
- (k) Members holding shares in demat form may please note that the Company will be mandatorily printing on the dividend warrants, the Members' bank account details as furnished by their respective DPs. The Company will not entertain any direct request from such Members for deletion of/change in their bank account details. Further, instructions given by Members for shares held in physical mode would not be automatically applicable to dividend paid on shares held in demat form.
- (l) In respect of Members who have given mandate for payment of dividend through Electronic Clearing services (ECS), the dividend will be paid through ECS.
- (m) Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company/ Depository Participant(s).
- (n) Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
- (o) Voting through electronic means:
 - I. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 68th Annual General Meeting ("AGM"). The Company has engaged the service of the CDSL as the Authorised Agency to provide e-voting facilities.

- II. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instruction provided herein:

Instructions to Members for e-voting are as under:

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 “COMPANY NAME” 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)
	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.
	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 the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - 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 sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The e-voting period commences on Saturday, 20th September, 2014 (09:00 am IST) and ends on Monday 22nd September, 2014 (05:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i. e. 15th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Details of persons to be contacted for issues relating to e-voting:

M/s. Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound
LBS Marg, Bhandup (West)
Mumbai – 400078
Phone : 2596 3838
Fax : 2594 6969
E-mail : rnt.helpdesk@linkintime.co.in

(p) Other information:

- i. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i. e. 15th September, 2014.
- ii. Mr. Jagdish Patel, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iii. The Scrutinizer shall, within a period not exceeding 3 (three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. 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.caprihansindia.com and on the website of www.evoting.cdsl.com within 2 (two) working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company is listed.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

ANNEXURE (I) TO THE NOTICE DATED 19TH AUGUST, 2014

Item No. 5

Mr. Mohan H Bhandari was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 8th August, 2014 under Article 152 of the Articles of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Mohan H. Bhandari will hold office upto the date of the forthcoming Annual General Meeting of the Company. The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 together with the required deposit signifying the intention to propose the appointment of Mr. Mohan H. Bhandari as a Director of the Company liable to retire by rotation.

His qualifications, experience and other particulars are hereby mentioned in the Annexure II to this notice.

Mr. Mohan H. Bhandari is interested in the Resolution relating to his appointment.

Item Nos. 6 to 10

Mr. Bhoumick S. Vaidya was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 4th December, 2013 under Article 152 of the Articles of Association of the Company and pursuant to Section 260 of the Companies Act, 1956, hold office upto the date of the forthcoming Annual General Meeting of the Company.

Mr. K.V. Mani, Ms. Anjali Seth, Mr. Nitin K. Joshi and Mr. Siddharth S. Shetye, were appointed as Additional Directors of the Company by the Board of Directors at its meeting held on 8th August, 2014 under Article 152 of the Articles of Association of the Company and pursuant to Section 161 of the Companies Act, 2013, holds office upto the date of the forthcoming Annual General Meeting of the Company.

Section 149 of the Companies Act 2013, with respect to appointment of Independent Directors have come into effect from 1st April, 2014. As per the provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Pursuant to the recommendations of the Board of Directors, Mr. Bhoumick S. Vaidya, Mr. K.V. Mani, Ms. Anjali Seth, Mr. Nitin K. Joshi and Mr. Siddharth S. Shetye, have agreed to act as Independent Directors and to hold office for a period as stated in the respective resolutions. The Company has received Notices in writing from Members along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Bhoumick S. Vaidya, Mr. K.V. Mani, Ms. Anjali Seth, Mr. Nitin K. Joshi and Mr. Siddharth S. Shetye, for the office of the Independent Directors of the Company.

The Company has received declarations from each of the Independent Directors mentioned above that they meet with 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.

In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Directors and they are Independent of the management. A brief profile of Independent Directors, are provided in Annexure II to this Notice.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered office of the Company on all working days, during business hours upto the date of the Meeting.

The above Independent Directors are interested in the Resolutions as set out at Item Nos. 6 to 10 of the Notice to the extent of their respective shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 5 to 10 except to the extent of their shareholding interest if any, in the Company.

The Board recommends the Resolution at Item Nos 5 to 10 for approval of the Members.

Item No. 11

The Company had placed an Inter-Corporate Deposit (ICD) of Rs. 5 crores with Bilcare Ltd (Ultimate Holding Company) bearing interest @ 14% p.a. This deposit was originally placed on 7th December, 2011 and was renewed from to time. The Board at its meeting held on 23rd May, 2014 had decided not to renew the Inter-Corporate Deposit (ICD), which was due on 7th June, 2014.

Bilcare Ltd. had requested the Company for restructuring the terms of repayment schedule of ICD.

Approval of the Members is being sought for authorizing the Board of Directors to restructure the terms of repayment schedule and other matters incidental thereto by passing a Special Resolution as required under Section 188 of the Companies Act, 2013 and the Listing Agreement.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Mohan H. Bhandari, who is the Promoter Director of Bilcare Ltd.

Further, in terms of the provisions of Companies Act, 2013 and Listing Agreement, Bilcare Research GmbH, the Holding Company through its authorised representative is not entitled to vote on this resolution.

The Board recommend the Resolution at Item No. 11 for approval of the Members.

By Order of the Board of Directors

K.R. VISWANATHAN
SECRETARY

Registered Office:

Block D, Shivsagar Estate

Dr. Annie Besant Road

Worli, Mumbai 400 018.

CIN : L29150MH1946PLC004877

E-mail : cil@caprihansindia.com

Website : www.caprihansindia.com

Dated: 19th August, 2014.

ANNEXURE (II) TO THE NOTICE DATED 19TH AUGUST, 2014

Details of Directors seeking appointment/re-appointment at the forth coming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. Suresh A. Gandhi	Mr. Bhoumick S. Vaidya	Mr. Mohan H. Bhandari	Mr. K. V. Mani	Ms. Anjali Seth	Mr. Nitin K. Joshi	Mr. Siddharth S. Shetye
Date of Birth	25 th September, 1950	24th March, 1984	14th November, 1959	3rd September, 1943	25th October, 1958	15th July, 1964	13th July, 1979
Date of appointment	1 st August, 1983	4th December, 2013	8th August, 2014	8th August, 2014	8th August, 2014	8th August, 2014	8th August, 2014
Qualifications	Chartered Accountant	LLB	B.Sc. (Physics), PG Diploma in Management Studies & Packaging Science	BE (Electrical), MBA	LLB	LLB	B.Com., FCA
Expertise in specific functional areas and experience	Mr. Suresh A. Gandhi became a Director in 1983 and was Managing/Dt. Managing Director from 1984 to 1997. He has vast experience and knowledge in the field of plastics and real estate. He is a member of various committees related to plastic industry.	Mr. Bhoumick S. Vaidya is a Law Graduate and an Advocate & Solicitor by profession. He is a partner of Kanga & Co, Advocates & Solicitors. He has been practising as an Advocate since 2007. He has vast experience on Corporate and Commercial laws, Foreign Investment, Banking and Finance and Real Estate.	Mr. Mohan H. Bhandari is the founder of Bilcare group and spearheads the company as Chairman and Managing Director. He has over 27 years experience in the global pharmaceutical packaging industry. Under his able leadership the company has grown exponentially both in the national and international arena. A first generation technocrat entrepreneur, he received the Life-time Achievement Award in 2007 during the 59th Indian Pharmaceutical Conference in recognition of the spirit of business excellence he exemplifies. He has also received the National level 'Entrepreneurship Excellence Award' (2005) by the Jugatik Marathi Chamber of Commerce & Industries.	Mr. K. V. Mani is an Electrical Engineer by profession and has experience of 49 years in various fields. He worked for Best & Crompton, KEC International Ltd, and Kalpataru Power Transmission Ltd. He has substantial business development experience in India and overseas and have set up joint venture Companies.	Ms. Anjali Seth is advising Banks, Financial Institutions, Large Corporates as a Legal Consultant. She has rich and diverse twenty five years plus experience as a Professional lawyer and has an excellent network across the Corporate world.	Mr. Nitin K. Joshi is an Advocate by profession and is in practice since 1987. He is advising many corporates and few banks. He practices in Civil Law matters, IPR related issues, Central Excise Duty cases & Property matters. He also has practiced before Debt Recovery tribunal. He is an advisor and does conveyance work for corporates.	Mr. Siddharth S. Shetye is a Chartered Accountant in practice for 13 years and is auditing many listed, public and private corporates. His area of practice include Income tax, Service tax, Finance and Management Consultancy and is a faculty at various educational institutions.
Directorships held in other Companies (Excluding Private Companies and Foreign companies)	NIL	NIL	Bilcare Ltd. Safepak Industries Ltd. BA Technologies Ltd.	Kalpataru Power Transmission Ltd.	Adlabs Entertainment Ltd. JMC Projects (India) Ltd.	NIL	NIL
	Audit Committee	Audit Committee	Audit Committee	Audit Committee	Audit Committee	Audit Committee	Audit Committee
	NIL	NIL	Bilcare Ltd. – Member	NIL	NIL	NIL	NIL
Committee positions held in other companies	Stakeholders Relationship Committee	Stakeholders Relationship Committee	Stakeholders Relationship Committee	Stakeholders Relationship Committee	Stakeholders Relationship Committee	Stakeholders Relationship Committee	Stakeholders Relationship Committee
	NIL	NIL	Bilcare Ltd. – Member	Kalpataru Power Transmission Ltd.	NIL	NIL	NIL
	11847	NIL	NIL	NIL	NIL	NIL	NIL
Number of Equity shares held in the Company							

Directors' Report

To THE MEMBERS

Your Directors present their Sixty-eighth Annual Report on the business and operations of the Company together with the audited accounts for the year ended 31st March, 2014.

1. FINANCIAL RESULTS:

	Year ended 31st March, 2014 (Rs. in Lakhs)	Year ended 31st March, 2013 (Rs. in Lakhs)
Profit before finance cost, depreciation and tax	1164.01	1383.49
Finance cost	0.34	0.30
Depreciation	353.26	344.12
Profit before tax	810.41	1039.07
Provision for tax		
— Current Tax	317.00	400.00
— Deferred Tax	(32.00)	(40.00)
Profit after tax	525.41	679.07
Balance from last year	2414.95	2016.37
	2940.36	2695.44
Appropriations:		
Proposed Dividend	197.01	197.01
Tax on Dividend	33.48	33.48
Transfer to General Reserve	50.00	50.00
Carried forward to Balance Sheet	2659.87	2414.95
	2940.36	2695.44

2. DIVIDEND:

The Directors are pleased to recommend payment of dividend @ 15% on the Equity Share Capital (Rs. 1.50 per share of the value of Rs. 10/- each) for the year ended 31st March, 2014.

3. PERFORMANCE:

The Company's gross turnover for the year amounted to Rs. 266 crores as compared to Rs. 242 crores in the previous year. The Company earned a profit (before tax) of Rs. 8.1 crores as compared to Rs. 10.4 crores in the previous year.

4. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed.
- appropriate accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2014 and of the Profit of the Company for the year ended 31st March, 2014.
- proper and sufficient care have been taken for the 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 fraud and other irregularities.
- the annual accounts have been prepared on a going concern basis.

5. DIRECTORS:

Resignation of Director(s) –

During the period from June, 2013 to March, 2014, Mr. Mohan H. Bhandari, Mrs. Naina P. Hegde (Dy. Managing Director), Mr. Dhaval K. Vussonji and Mr. Rahul G. Divan resigned from the Board. The Board wishes to place on record its appreciation of the valuable service and guidance rendered by the above Directors during their tenure.

Re-appointment of Director liable to retire by rotation –

In terms of Section 152 of the Companies Act, 2013, Mr. Suresh A. Gandhi, Director is liable to retire by rotation at the ensuing Annual General Meeting and may offer himself for re-appointment.

Additional Director(s) –

The Board appointed Mr. Bhoumick S. Vaidya, as an Additional Director of the Company on 4th December, 2013 and he holds office upto the date of forthcoming Annual General Meeting.

Mr. Bhoumick S. Vaidya was earlier appointed as an Additional Director on 28th March, 2013 and he resigned from the Board due to pre-occupation of other activities on 6th June, 2013.

Other information pertaining to Mr. Bhoumick S. Vaidya is provided in Corporate Governance Report annexed as Annexure – II (A) to this Report.

Necessary resolution seeking your approval for the appointment of Mr. Bhoumick S. Vaidya as an Independent Director will be set out in the Notice convening the forthcoming Annual General Meeting.

6. CONSERVATION OF ENERGY:

Details relating to the Conservation of Energy and Technology absorption and foreign exchange earnings and outgoings as required under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are given in Annexure-I forming part of the Directors' Report.

7. INDUSTRIAL RELATIONS:

The industrial relations at Nasik plant was adversely affected during the year primarily due to inter-Union rivalry. The workmen went on an illegal strike on 18th December, 2013. The strike was thereafter called off on 10th January, 2014. The operations of the factory are now near normal.

The industrial relations at Thane plant remained cordial during the year.

8. CORPORATE GOVERNANCE:

In terms of Clause 49 of the Listing Agreement, a report on the Corporate Governance along with a certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance and Management Discussion and Analysis Report are given in Annexure II and III respectively, to this report.

9. AUDITORS:

Messrs M.P. Chitale and Company, Chartered Accountants, retire at the forthcoming Annual General Meeting in accordance with the provisions of the Companies Act, and are eligible for re-appointment. Observations in the Auditors' report regarding Note Nos. 25(2) and 25(4) of the financial statements are non-qualificatory in nature.

10. TRANSACTIONS WITH BILCARE LIMITED:

The Company has entered into various transactions from time to time, with Bilcare Ltd., like sale and purchase of goods, job-work. The total amount outstanding as at the year end on account of these transactions aggregates to Rs 1.71 crores (Previous year Rs. 3.57 crores). For information, as on the date of this Report, the overdue outstanding is Rs. 0.71 crores.

The Company has also placed an Inter-Corporate deposit of Rs. 5 crores with Bilcare Ltd., bearing interest @ 14% p.a. This deposit was originally placed on 7th December, 2011 and was renewed from time to time. The Board has now decided not to renew the inter-corporate deposit, which is falling due on 7th June, 2014.

11. PARTICULARS OF EMPLOYEES:

Information as per Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Report and Accounts are being sent, excluding the statement containing the particulars of employees to be provided under Section 217(2A) of the Companies Act, 1956. Any member interested in obtaining such particulars may inspect the same at the Registered Office of the Company or write to the Company Secretary for a copy thereof.

12. ACKNOWLEDGEMENT:

The Board wishes to place on record its appreciation of the services rendered by the employees of the Company. The Board also wishes to thank the Bankers for the co-operation and assistance extended by them.

On behalf of the Board of Directors

Mumbai,
Dated: 23rd May, 2014

MOFATRAJ P. MUNOT
Chairman

ADDENDUM TO THE DIRECTORS REPORT DATED 23RD MAY, 2014**DIRECTORS:****Additional Director(s):**

The Board at its meeting held on 8th August, 2014 appointed Mr. Mohan H. Bhandari, Mr. K.V. Mani, Ms. Anjali Seth, Mr. Nitin K. Joshi and Mr. Siddharth S. Shetye as Additional Directors of the Company and they hold office upto the date of the forthcoming Annual General Meeting.

Other information pertaining to the above Directors will be set out in the Notice convening the forthcoming Annual General Meeting.

Necessary resolution seeking your approval for the appointment of Mr. Mohan H. Bhandari as a Director liable to retire by rotation and Mr. K.V. Mani, Ms. Anjali Seth, Mr. Nitin K. Joshi and Mr. Siddharth S. Shetye as Independent Directors will be set out in the Notice convening the forthcoming Annual General Meeting.

Re-appointment of Director liable to retire by rotation:

In terms of Section 152 of the Companies Act, 2013, Mr. Suresh A. Gandhi, Director is liable to retire by rotation at the ensuing Annual General Meeting and offer himself for re-appointment. The Board recommended his re-appointment to the Members at the ensuing Annual General meeting of the Company. Other information pertaining to Mr. Suresh A. Gandhi is provided in the Annexure – II (A) to this Report.

Resignation of Director:

Mr. Krishnava S. Dutt resigned from the Board on 1st August, 2014. The Board wishes to place on record its appreciation of the valuable service and guidance rendered by him during his tenure.

On behalf of the Board of Directors

Mumbai,
Dated: 19th August, 2014

MOFATRAJ P. MUNOT
Chairman

Annexure I to the Directors' Report

A. CONSERVATION OF ENERGY

- (a) Energy conservation measures : 1. Improved Production planning in all departments.
2. Installation of Steam Traps and Steam Meters in steam-conveying lines.
3. Maintaining the improved power factor.
4. Optimum usage of plants and reduction of wastages.
- (b) Impact of measures at (a) above for reduction of energy consumption and the consequent cost impact on the cost of production : Energy conservation measures have resulted in savings in energy costs. For instance, it has helped in reducing the unit cost of Utilities by Rs. 0.10/kg during 2013-14, in spite of all-round energy cost increase in the country.

B. TECHNOLOGY ABSORPTION

Form B for disclosure of particulars with respect to Technology Absorption, Research and Development (R&D):

1. Specific areas in which R&D carried out by the Company : (a) Efforts to reduce/substitute the costly Raw Materials and introduction of new improved versions are continued during the year.
(b) Formulations have been upgraded to reduce cost and improve performance.
(c) Improved and timely technical services to the customers.
(d) Developed new source/Vendor for various processes.
2. Benefits derived as a result of the above R&D : (a) Reduction in customer complaints.
(b) Saving in raw material cost.
(c) Improvement in film characteristics for various applications.
3. Future Plan of Action : Continuation of the above mentioned actions to reduce costs and improve quality and productivity.
4. Expenditure on R&D

Year ended
31st March, 2014
(Rs. in Lakhs)

(a) Capital	—
(b) Recurring	15.61
(c) Total	15.61
(d) Total R&D Expenditure as a percentage of total turnover	0.06

Technology Absorption, Adaptation and Innovation:

1. Efforts in brief, made towards technology adaptation and innovation. : Establishing ISO 9001:2008, bringing better systems and processes, improved quality in all production lines which is in line with customer expectations.
2. Benefits derived as a result of the above efforts : The result out of the improvements are better quality and higher line efficiency.
3. Information regarding imported technology : No technology has been imported during the last 10 years.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

1. Activities relating to Exports : The exports of goods and services during the year amounted to Rs. 3236 Lakhs.
2. Total foreign exchange
- (a) Used : (i) CIF Value of Imports – Rs. 4902 lakhs.
(ii) Expenditure in foreign currency – Rs. 71 lakhs. (For details refer Note 24 of Notes on Financial statement)
- (b) Earned : FOB value of exports and marketing services – Rs. 3236 lakhs.

Annexure II to the Directors' Report - Corporate Governance

1. Company's Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance envisages the attainment of high level of transparency and accountability across all facets of its operations and in all its interactions with its stakeholders, including shareholders, employees, customers, suppliers and statutory authorities.

2. Board of Directors

(a) Composition

The composition of the Board as on 31st March, 2014 is as follows::

Name and Designation of the Director	Category	*No. of Directorships and Committee Membership/Chairmanship (Other than Caprihans India Limited)		
		Other Directorships	**Other Membership	**Committee Chairmanship
Mr. Mofatraj P. Munot (Chairman)	Promoter Non-Executive	2	1	—
Mr. Robin Banerjee (Managing Director)	Executive	1	—	—
Mr. Suresh A. Gandhi	Non-Promoter Non-Executive	—	—	—
Mr. Rakesh Khanna	Independent Non-Executive	8	4	3
Mr. Krishnava S. Dutt	Independent Non-Executive	4	1	1
Mr. Bhounick S. Vaidya	Independent Non-Executive	—	—	—

Notes:

* Directorships in private companies, foreign companies and associations are excluded.

** Represent Membership/Chairmanship of Audit Committee and Shareholders/Investors Grievance Committee only.

Out of total strength of Six (6) Directors as on 31st March, 2014, three are independent which complies with the requirements of the Listing Agreement relating to the composition of the Board.

The brief profile of Directors seeking Re-appointment and Appointment are given in Annexure II (A) to this report.

(b) Number of Board Meetings, attendance at Board Meetings and previous Annual General Meeting

During the year ended 31st March, 2014, six Board Meetings were held on 24/05/2013, 06/06/2013, 02/08/2013, 31/10/2013, 04/12/2013, and 06/02/2014.

Attendance at above Board Meetings and at last Annual General Meeting (AGM) held on 6th September, 2013 is as under:

Name of the Director	No. of Board Meetings attended	Attendance at the last AGM
Mr. Mofatraj P. Munot	6	NO
Mr. Robin Banerjee	6	YES
Mr. Suresh A. Gandhi	2	NO
Mr. Rakesh Khanna	6	YES
Mr. Rahul G. Divan	5	YES
Mr. Dhaval K. Vussonji	4	NO
Mr. Krishnava S. Dutt	3	YES
Mr. Bhounick S. Vaidya	3	NA

NA – Not a member of the Board as on AGM date

Shareholding of Non-Executive Directors as on 31/03/2014 is as under:

Name of the Director	No. of Shares
Mr. Mofatraj P. Munot	543371
Mr. Suresh A. Gandhi	118447
Mr. Rakesh Khanna	—
Mr. Krishnava S. Dutt	—
Mr. Bhoumick S. Vaidya	—

3. Committees of the Board
A. Audit Committee:

During the year ended 31st March, 2014 four Audit Committee Meetings were held on 24/05/2013, 02/08/2013, 31/10/2013 and 06/02/2014. The details of the Committee are as under:

Name of the Director	Designation	Category	No. of Meetings attended
Mr. Rakesh Khanna	Chairman	Independent Non-Executive	4
Mr. Rahul G. Divan (A)	Member	Independent Non-Executive	3
Mr. Dhaval K. Vussonji (B)	Member	Independent Non-Executive	3
Mr. Bhoumick S. Vaidya (C)	Member	Independent Non-Executive	1
Mr. Suresh A. Gandhi (D)	Member	Non-Promoter Non-Executive	—

(A) – Ceased to be Member on 10th January, 2014

(B) – Ceased to be Member on 27th November, 2013

(C) – Appointed as Member on 4th December, 2013

(D) – Appointed as Member on 6th February, 2014

The terms of reference, role and scope are in line with those prescribed by Clause 49 of the Listing Agreement with Stock Exchange and Section 292(A) of the Companies Act, 1956.

Mr. K. R. Viswanathan, the Company Secretary, acts as the Secretary to the Committee.

B. Nomination and Remuneration Committee:

During the year ended 31st March, 2014 no meeting was held. The details of the Committee are as under:

Name of the Director	Designation	Category	No. of Meetings attended
Mr. Dhaval K. Vussonji (A)	Chairman	Independent Non-Executive	—
Mr. Rahul G. Divan (B)	Member	Independent Non-Executive	—
Mr. Rakesh Khanna	Member	Independent Non-Executive	—
Mr. Bhoumick S. Vaidya (C)	Member	Independent Non-Executive	—
Mr. Krishnava S. Dutt (D)	Member	Independent Non-Executive	—

(A) – Ceased to be Member on 27th November, 2013

(B) – Ceased to be Member on 10th January, 2014

(C) – Appointed as Member on 4th December, 2013

(D) – Appointed as Member on 6th February, 2014

The terms of reference, role and scope are in line with those prescribed by Clause 49 of the Listing Agreement with Stock Exchanges.

Remuneration to Directors

The details of remuneration paid to Mr. Robin Banerjee, Managing Director (effective 29/04/2013), Mr. R. Balasubramanian, (Managing Director, upto 28/04/2013) and Mrs. Naina P. Hegde, (Dy. Managing Director, upto 31/08/2013) is as under:

Sl. No	Particulars	Robin Banerjee Managing Director (29/04/13 to 31/03/14) Rs. in lakhs	R. Balasubramanian Managing Director (01/04/13 to 28/04/13) Rs. in lakhs	Naina P. Hegde Dy. Managing Director (01/04/13 to 31/08/13) Rs. in lakhs
1	Gross Salary including perquisites	98.22	46.74	27.43
2	Company's contribution to Provident & Other Fund	7.30	0.72	1.20
	TOTAL	105.52	47.46	28.63

The above figures relating to Mr. Robin Banerjee exclude provision for gratuity and leave encashment which are actuarially determined on an overall Company basis.

The details of Directors sitting fees paid to Non-Executive Directors during the period 01/04/2013 to 31/03/2014 are given below:

Name of the Director	Amount (Rs. in lakhs)
Mr. Mofatraj P. Munot	1.20
Mr. Suresh A. Gandhi	0.40
Mr. Rakesh Khanna	2.20
Mr. Rahul G. Divan	1.60
Mr. Dhaval K. Vussonji	1.40
Mr. Krishnava S. Dutt	0.60
Mr. Bhoumick S. Vaidya	1.00
TOTAL	8.40

C. Stakeholders Relationship Committee:

During the year ended 31st March, 2014 one meeting was held on 06/02/2014. The details of the Committee are as under:

Name of the Director	Designation	Category	No. of Meetings attended
Mr. Dhaval K. Vussonji (A)	Chairman	Independent Non-Executive	—
Mr. Rakesh Khanna	Member	Independent Non-Executive	1
Mr. Rahul G. Divan (B)	Member	Independent Non-Executive	—
Mr. Bhoumick S. Vaidya (C)	Chairman	Independent Non-Executive	1
Mr. Krishnava S. Dutt (D)	Member	Independent Non-Executive	—

(A) – Ceased to be Member on 27th November, 2013

(B) – Ceased to be Member on 10th January, 2014

(C) – Appointed as Member on 4th December, 2013

(D) – Appointed as Member on 6th February, 2014

The Committee oversees redressal of shareholders and Investor grievances/complaints. Mr. P. N. Srinivasan, Asst. Secretary is the Compliance Officer of the Company.

The Company is prompt in attending to complaints/queries from Shareholders/Investors. The total number of complaints received and attended during the period 01/04/2013 to 31/03/2014 are 10. The number of complaints received from SEBI is nil. No transfers were pending as on 31st March, 2014.

General Body Meetings

Financial year ended	Venue	Day & Date	Time
31-03-2013	Ravindra Natya Mandir, Mumbai - 400025	Friday, 6th September 2013	4 p.m.
31-03-2012	Ravindra Natya Mandir, Mumbai - 400025	Friday, 14th September 2012	4 p.m.
31-03-2011	Ravindra Natya Mandir, Mumbai - 400025	Tuesday, 27th September 2011	4 p.m.
31-03-2013		Special Resolution for appointment and payment of remuneration to Managing Director	
31-03-2012		No Special Resolution was passed	
31-03-2011		No Special Resolution was passed	

4. Disclosures

- Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large:

The Company has an agreement with Kalpataru Ltd. (KL) (formerly known as Kalpataru Homes Limited) whereby KL has underwritten the amount to be realized by the Company from the disposal of its non-core assets. Mr. Mofatraj P. Munot is a Director of KL. The performance of KL under this agreement has been guaranteed amongst others by Mr. Mofatraj P. Munot and Mr. Suresh A. Gandhi, Directors of the Company. Any enforcement action that the Company might be required to adopt in respect of the aforesaid agreement or the performance guarantee will potentially result in a conflict of interest between the Company and Mr. Mofatraj P. Munot and Mr. Suresh A. Gandhi who are the Directors/Promoters of the Company.

- Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to Capital markets, during the last three years: **NONE.**

5. Means of Communication

Half-yearly report sent to each household of shareholders	:	No, the results of the Company are published in Newspapers.
Quarterly results	:	- do -
Any website, where displayed	:	Yes, on Company's website www.caprihansindia.com
Presentations made to institutional Investors or to the analysts	:	No
Newspapers in which results are normally published in	:	- The Free Press Journal (English) - Navashakti (Marathi)
Whether MD&A is a part of Annual Report or not	:	Yes, forms part of the Director's Report.

6. General Shareholder Information

Annual General Meeting

- **Date and Time** : 26th September, 2014 at 4 p.m.
 – **Venue** : Ravindra Natya Mandir, Mini Theatre, 3rd Floor, Near Siddhivinayak Temple, Sayani Marg, Prabhadevi, Mumbai – 400025.

- Financial calendar** : (a) 1st April, 2014 to 31st March, 2015
 (b) First quarter results by mid of August 2014.
 (c) Second quarter results by mid of November 2014
 (d) Third quarter results by mid of February 2015.
 (e) Results for the year ending 31st March, 2015 by end May, 2015.

Date of Book Closure : 15th September, 2014 to 26th September, 2014 (both days inclusive).

Dividend payment Date : After 26th September, 2014

Listing on Stock Exchange : BSE Ltd.

The Company has paid the applicable listing fee.

Stock Code :

BSE (Physical form) : 9486

BSE (Demat form) : 509486

ISIN number for NSDL/CDSL : INE479A01018

Market Price Data: High/Low during each month in the last 12 months (ie from 01/04/2013 to 31/03/2014) and performance in comparison to BSE Small Cap Indices.

Paid up value – Rs. 10/- per Share

Month	Share Price of Caprihans India Ltd.		BSE Sensex (Small Cap)	
	High (Rs.)	Low (Rs.)	High	Low
2013				
Apr	45.00	34.15	6137	5812
May	42.90	34.30	6243	5935
June	38.00	29.00	6018	5544
July	37.00	32.00	5787	5257
Aug	36.00	29.50	5407	5085
Sep	36.20	32.00	5557	5185
Oct	37.20	33.55	5905	5468
Nov	39.55	33.70	6140	5880
Dec	39.70	35.20	6567	6117
2014				
Jan	42.50	35.45	6716	6164
Feb	38.00	29.60	6470	6179
Mar	42.00	31.50	7078	6434

Name and Address of the Registrar & Transfer Agents:

Link Intime India Pvt. Ltd.,

C – 13, Pannalal Silk Mills Compound,

LBS Marg, Bhandup (West),

Mumbai 400 078

Phone : 2596 3838

Fax : 2594 6969

Share Transfer System

Messrs. Link Intime India Pvt. Ltd. is the Common agency (Registrar & Transfer Agents) for both physical and electronic mode of transfer of shares. The share held in physical mode can be lodged at the above mentioned address for transfer. The Share Transfer Committee of the Company approves the transfer of shares and share certificates are dispatched within a period of 30 days from the date of receipt, if the documents are complete in all respects.

Distribution of Shareholding as on 31st March, 2014

Range	No. of Shareholders	% of Total	No. of Shares held	% of Total
1 – 500	7701	92.83	783423	5.97
501 – 1000	283	3.41	225834	1.72
1001 – 2000	128	1.54	198791	1.51
2001 – 3000	51	0.61	127465	0.97
3001 – 4000	32	0.39	113120	0.86
4001 – 5000	26	0.31	120348	0.92
5001 – 10000	36	0.44	257944	1.96
Over 10000	39	0.47	11307046	86.09
TOTAL	8296	100.00	13133971	100.00

Shareholding pattern as on 31st March, 2014

Sr. No.	Type of shareholders	No. of shares held	% of Total
1	Promoters		
	Foreign	6698325	51.00
	Indian	2627498	20.01
2	Financial Institutions & Banks	483370	3.68
3	FII's & OCB's	450	0.00
4	Mutual fund/s	5016	0.04
5	Non-resident Indians	23521	0.18
6	Domestic Companies	492011	3.75
7	Individuals	2803780	21.34
	TOTAL	13133971	100.00

Dematerialisation of shares and liquidity

As directed by SEBI, Company's shares are traded compulsorily in dematerialised form from 28th August, 2000. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Service India Limited (CDSL) for this purpose. As of 31st March, 2014 a total of 12816433 shares of the Company, which forms 97.58% of the share capital of the Company stand dematerialised.

Your Company's shares are liquid and actively traded on BSE.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity : The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments

Plant Locations : 1. Plot Nos C-13/16, Road No. 16/T, Wagle Industrial Estate, Thane – 400 604
2. Plot Nos. 76/77, MIDC Industrial Estate, Trimbak Road, Satpur, Nasik – 422 007

Address for correspondence : CAPRIHANS INDIA LIMITED
Block - D, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018
Tel. 3047 8664

7. Non-Mandatory Requirements

The Company at present has not adopted the Non-Mandatory requirements in regard to maintenance of Non-Executive Chairman's office, and sending half-yearly financial performance to the shareholders to their residence. Postal ballots as required by the Companies Act will be followed by the Company.

Certificate of Compliance with The Code of Conduct

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2014.

For CAPRIHANS INDIA LIMITED

Place : Mumbai
Dated : 23rd May, 2014

ROBIN BANERJEE
Managing Director

Auditors' Certificate

To The Members' of Caprihans India Ltd.

We have examined the compliance of conditions of Corporate Governance by Caprihans India Limited for the year ended on 31st March, 2014 as stipulated by Clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures adopted and implementation thereof by the Company for ensuring compliance with the conditions as stipulated in the said clause; it is not an audit or expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us and the representations made by the directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement..

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

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

for M. P. Chitale & Co.
Chartered Accountants
ICAI Firm REG No. 101851W

Mumbai
May 23, 2014

Murtuza Vajihi
Partner
ICAI M. No. 112555

ANNEXURE II (A) TO THE DIRECTORS REPORT
Details of Directors seeking appointment / re-appointment at the forth coming Annual General Meeting (in pursuance of clause 49 of the Listing Agreement)

Name of the Director	Mr. Suresh A. Gandhi	Mr. Bhoumick S. Vaidya
Date of Birth	25th September, 1950	24th March, 1984
Appointment / Re-appointment	Re-appointment	Appointment
Date of appointment	1st August, 1983	4th December, 2013
Qualifications	Chartered Accountant	LLB
Expertise in specific functional areas and experience	Mr. Suresh A. Gandhi became a Director in 1983 and was Managing/Jt. Managing Director from 1984 to 1997. He has vast experience and knowledge in the field of plastics and real estate. He is a member of various committees related to plastic industry.	Mr. Bhoumick S. Vaidya is a Law Graduate and an Advocate & Solicitor by profession. He is a partner of Kanga & Co, Advocates & Solicitors. He has been practising as an Advocate since 2007. He has vast experience on Corporate and Commercial laws, Foreign Investment, Banking and Finance and Real Estate.
Directorships held in other Companies (Excluding Private Companies)	Nil	Nil
Committee positions held in other companies	Nil	Nil

Annexure III to the Directors' Report – Management Discussion and Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is one of the largest manufacturers of Flexible and Rigid Packaging Films, and a prominent name in pharma/non pharma packaging industry in India and abroad and produce high quality products. The Company currently operates from its two plants located at Thane and Nasik, Maharashtra.

The Company is engaged in the processing of plastic polymers and manufactures Rigid and Flexible PVC films by Calendering process, PVDC coated Rigid PVC film and certain plastic products through extrusion processes. Rigid PVC film is largely used for packaging in the Pharmaceutical, Food and FMCG industries. Flexible PVC film and plastic extruded products are used for a variety of industrial and consumer applications. Overall growth rate of the market size is estimated to be 10% to 12% annually.

The image of the Company, built through decades of quality products and efficient customer service is the major strength of the Company. The Company has a significant share of the Rigid PVC film market and is also the Quality Leader in the Flexible PVC film market.

OPPORTUNITIES, THREATS AND OUTLOOK

The Company foresees ample opportunity of growth in the coming years. With the growing trend of mass consumerism and better living standards, demand for Company's products are expected to grow.

Though the Company is a major player over decades, it faces competition in domestic market, as similar products being made available by many local players belonging to the unorganised sector. However, Company always remained as a preferred supplier in respective segments being a consistent and quality supplier. The overall capacity in the industry is significantly more than the overall demand leading to price-cuts and discounts.

SEGMENT PERFORMANCE

Company's business is covered under single business segment and continued to grow in 2013-14.

RISKS AND CONCERNS

PVC resin, used as key raw material has many industrial competing applications. Resin is a by-product of Petroleum. Given the volatility in Global crude oil price and demand for polymers for competing applications, the pressure on the input costs can be expected to fluctuate. Demand for PVC resin in the country has been increasing every year. Domestic supply is not adequate to meet the rising demand. Further, for certain grades of resin, there is only one manufacturer in India. Hence any supply disruption from this approved source may affect the Company's operations.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Company has proper and adequate internal control systems to ensure that its assets are safeguarded and that transactions are properly authorised, reported and recorded. The Company has also a system of internal audit and management reviews to ensure compliance with the prescribed procedures and authority levels.

FINANCIAL PERFORMANCE

Company's Gross Sales for the year stood at Rs. 266 crores compared to Rs.242 crores during the previous year. Prices of major raw materials increased during the year. Though the sales realisation improved, it could not fully compensate for the total cost increase. The Company earned a profit (before tax) of Rs. 8.1 crores as compared to Rs. 10.4 crores in the previous year. Company's Financial position for ten (10) years is appended separately in the Annual Report.

HUMAN RESOURCES

The Company appreciates continued efforts of its dedicated team of employees. Industrial relations by and large remained cordial during the year, barring an illegal strike at the Nasik factory between 18th December, 2013 and 10th January, 2014. The number of employees on the roll as on 31st March, 2014 was 372 across all locations. The Company accords very high priority to safety in all aspects of its operations. The employees are trained in various aspects of safety. Regular safety audits are conducted to ensure highest safety standards.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing Company's objectives, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect Company's operations include significant change in political and economic environment in India or key markets abroad, tax laws, environmental laws, litigations, labour relations, exchange rate fluctuation, interest and other costs.

Independent Auditor's Report

TO THE MEMBERS OF
CAPRIHANS INDIA LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of Caprihans India Ltd ("the Company"), which comprise the Balance Sheet as at March 31, 2014, 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's responsibility for the Financial Statements

2. Management is responsible for 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 Standards notified under the Companies (Accounting Standards) Rules, 2006 which as per a clarification issued by the Ministry of Corporate Affairs continue to apply under section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

6. In our opinion and to the best of our information and according to the explanations given to us, 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 affairs of the Company as at March 31, 2014;
 - (b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

7. Without qualifying our audit opinion, we invite attention to -
 - (a) Note no. 25 (2) of the financial statements regarding excise duty matters aggregating to ₹ 1637 lakhs disclosed as Contingent Liabilities.
 - (b) Note no. 25 (4) of the financial statements regarding delay in realisation of the assets of non-core activities to the extent of ₹ 245 lakhs.

Report on Other Legal and Regulatory Requirements

8. As required by section 227(3) of the Companies Act 1956, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement complies with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 which as per a clarification issued by the Ministry of Corporate Affairs continue to apply under section 133 of the Companies Act, 2013;
 - e. on the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
9. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

for M. P. Chitale & Co.
Chartered Accountants
ICAI Firm REG No. 101851W

Mumbai
May 23, 2014

Murtuza Vajiji
Partner
ICAI M. No. 112555

Annexure To The Auditors' Report

(Referred to in paragraph 9 of our report of even date on the accounts of Caprihans India Ltd. for the 12 months period ended 31st March, 2014)

1. (a) The Company has maintained reasonable records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a programme of verifying fixed assets once in three years. As the Company conducted physical verification of fixed assets in the earlier financial year, no physical verification was conducted during the year. In our opinion, such programme of verification is reasonable.
- (c) Based on our examination of the records of the company, we find that no substantial part of the fixed assets affecting the going concern have been disposed off during the year.
2. (a) Inventories have been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company.
- (c) In our opinion, the Company maintains proper records of inventory. We are informed that no material discrepancies were noticed on physical verification of inventories.
3. (a) The Company has given an unsecured loan of Rs. 500 lakhs to its ultimate holding company, i.e. Bilcare Limited, a party covered in the register maintained under Section 301 of the Companies Act, 1956.
- (b) Based on the information and explanations given to us, in our opinion, the rates of interest on which such unsecured loans have been given are *prima facie* not prejudicial to the interests of the company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and sale of goods. During the course of our audit we did not notice any continuing failure to correct any major weakness in internal controls.
5. In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956,
 - (a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the transactions that needed to be entered into the register maintained under Section 301 have been so entered.
 - (b) According to the information and explanations given to us there are transactions where the company has purchased/sold goods & rendered/availed services in excess of Rs.5 lakhs with a company listed in the register maintained under section 301. In respect of such services, we are informed that these have been made at mutually agreed prices for which suitable alternatives do not exist to compare with the prevailing market prices. In respect of goods purchased/sold, the transactions has been made at prices which are *prima facie* reasonable having regard to prevailing market prices to the extent available with the Company of similar items supplied under similar circumstances by/to other parties.
6. The Company has not accepted any deposits from public attracting the provisions of sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and rules framed thereunder or the directives issued by RBI.
7. The Company has an internal audit system which, in our opinion is commensurate with the size and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company relating to manufacturing activities. We have not made an examination of the cost records required to be maintained under Companies (Cost Accounting Records) Rules, 2011 in respect of their accuracy and completeness.
9. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we find that the company has generally been regular in depositing undisputed statutory dues such as provident fund, investor education & protection fund, employees' state insurance dues, income tax, wealth tax etc. with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above statutory dues were outstanding as on 31st March, 2014 for a period of more than six months from the date they became payable.

- (b) The disputed statutory dues that have not been deposited on account of appeal matters pending before the appropriate authorities are as under :-

Financial Years	Amount (Rs. in lacs)	Particulars	Authority
1989-90 to 1993-94	594.24	Excise Duty	CESTAT
1996-97 to 1997-98	185.14	Excise Duty	CESTAT
1999-2000	24.10	Excise Duty	CESTAT
1989-90 to 1994-95	0.50	Excise Duty	CESTAT
1992-93 to 2001-02	251.18	Excise Duty	Hon. Supreme Court
1995-96 to 1997-98	25.28	Excise Duty	Hon. Supreme Court
1994-95 to 1996-97	242.14	Excise Duty	Hon. Supreme Court
2006-07 to 2008-09	8.14	Service tax	Commissioner (appeals)
2000-01 to 2006-07	400.00	Income tax	ITAT
2008-2009	3.37	Central Sales tax	Joint Commissioner (appeals)
Total	1734.09		

10. The Company has no accumulated losses as at the financial year end. There were no cash losses incurred in the financial year or the previous financial year.
11. The Company has neither taken any loans from a financial institution and a bank nor issued any debentures.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund, nidhi, mutual benefit fund or a society.
14. The Company is not a dealer or trader in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not obtained any term loans.
17. The Company has not raised any funds on short-term basis.
18. The Company has not made any preferential allotment of shares during the year.
19. According to the information and explanations given to us, the Company has not issued any debentures.
20. The Company has not raised any money by way of public issues during the year.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

for M. P. Chitale & Co.
Chartered Accountants
ICAI Firm REG No. 101851W

Mumbai
May 23, 2014

Murtuza Vajih
Partner
ICAI M. No. 112555

BALANCE SHEET AS AT 31ST MARCH, 2014

	Note No.	Rs. in lakhs	As at 31st March, 2014 Rs. in lakhs	As at 31st March, 2013 Rs. in lakhs
(I) EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Share Capital	1	1313.40		1313.40
(b) Reserves and Surplus	2	9558.34		9263.42
			10871.74	10576.82
(2) Non-Current Liabilities				
(a) Deferred tax liabilities (Net)	3	0.00		22.00
(b) Other long term liabilities	4	51.04		53.04
(c) Long term provisions	5	170.97		149.61
			222.01	224.65
(3) Current Liabilities				
(a) Trade payables	6	1784.55		1720.96
(b) Other current liabilities	7	1212.43		1058.88
(c) Short term provisions	8	417.18		450.04
			3414.16	3229.88
TOTAL			14507.91	14031.35
(II) ASSETS				
(1) Non-current assets				
(a) Fixed assets	9			
(i) Tangible assets		1677.26		1927.69
(ii) Intangible assets		45.24		40.77
(iii) Capital work-in-progress		3.99		0.00
		1726.49		1968.46
(b) Long term loans and advances	10	183.36		165.08
(c) Other non-current assets	11	268.91		269.96
(d) Deferred tax assets (Net)	12	10.00		-
			2188.76	2403.50
(2) Current assets				
(a) Inventories	13	3666.79		2788.41
(b) Trade receivables	14	5736.25		6303.34
(c) Cash and bank balances	15	2076.38		1747.69
(d) Short-term loans and advances	16	506.67		506.88
(e) Other current assets	17	333.06		281.53
			12319.15	11627.85
TOTAL			14507.91	14031.35

Significant accounting policies and notes on financial statements

1 TO 25

As per our report attached
for M.P. CHITALE & CO.
Chartered Accountants

MOFATRAJ P. MUNOT
ROBIN BANERJEE

Chairman
Managing Director

SURESH A. GANDHI
RAKESH KHANNA
KRISHNAVA S. DUTT
BHOUMICK S. VAIDYA

Directors

MURTUZA VAJIHI
Partner

K. R. VISWANATHAN
E.V.P. (Finance) &
Company Secretary

Mumbai :
Dated: 23rd May, 2014

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31ST MARCH, 2014**

	Note No.	For the year ended 31st March, 2014 Rs. in lakhs	For the year ended 31st March, 2013 Rs. in lakhs
INCOME :			
Revenue from operations	18	24195.71	22059.09
Other Income	19	335.77	307.86
Total Revenue		<u>24531.48</u>	<u>22366.95</u>
EXPENDITURE :			
Cost of materials consumed		17532.01	15252.57
Changes in inventories of Finished Goods, Work-in-Progress & Scrap	20	(305.14)	(6.23)
Employee benefits expense	21	1806.70	1513.64
Finance costs		0.34	0.30
Depreciation and amortisation expense	22	353.26	344.12
Other expenses	23	4333.90	4223.48
Total Expenses		<u>23721.07</u>	<u>21327.88</u>
Profit before tax		810.41	1039.07
Tax expense			
– Current tax		317.00	400.00
– Deferred tax		(32.00)	(40.00)
Profit after tax		<u>525.41</u>	<u>679.07</u>
Earning per share (Basic/Diluted) in Rs.		4.00	5.17

Significant accounting policies and notes on
financial statements

1 TO 25

As per our report attached
for M.P. CHITALE & CO.
Chartered Accountants

MURTUZA VAJIHI
Partner

K. R. VISWANATHAN
E.V.P. (Finance) &
Company Secretary

MOFATRAJ P. MUNOT
ROBIN BANERJEE

SURESH A. GANDHI
RAKESH KHANNA
KRISHNAVA S. DUTT
BHOUMICK S. VAIDYA

Chairman

Managing Director

Directors

Mumbai :
Dated: 23rd May, 2014

Notes on Financial Statements for the year ended 31st March, 2014

1. SHARE CAPITAL

Authorised :

2,00,00,000 Equity Shares of Rs. 10 each

Issued and Subscribed :

1,31,33,971 Equity Shares of Rs.10 each fully paid-up

Notes:

(1) 66,98,325 Equity Shares are held by Bilcare Research GmbH, the holding company

(2) Details of Shareholders holding more than 5% shares

	No. of shares As at 31/03/2014	% held	No. of shares As at 31/03/2013	% held
Bilcare Research GmbH	6698325	51.00	6698325	51.00
K. C. Holdings Pvt Ltd	1242609	9.46	1242609	9.46

(3) Reconciliation of number of shares outstanding

As at the beginning of the year 13133971 13133971

Add/(Less): Movements during the year — —

As at the end of the year 13133971 13133971

(4) The equity shares of the Company having par value of Rs. 10/- per share rank pari-passu in all respects including voting rights and entitlement to dividend.

2. RESERVES AND SURPLUS

CAPITAL RESERVE:

21.20

21.20

REVALUATION RESERVE:

Opening balance

0.00

76.00

Less: Transfer to Statement of Profit and Loss

0.00

76.00

0.00

0.00

SECURITIES PREMIUM ACCOUNT :

6497.27

6497.27

GENERAL RESERVE:

Opening balance

330.00

280.00

Add: Transfer from Statement of Profit and Loss

50.00

50.00

380.00

330.00

SURPLUS:

Opening balance

2414.95

2016.37

Add: Profit for the year

525.41

679.07

2940.36

2695.44

Less: Appropriations:

Proposed dividend @ Rs. 1.50 per share
(Previous year Rs. 1.50)

197.01

197.01

Tax on dividend

33.48

33.48

Transfer to General Reserve

50.00

50.00

2659.87

2414.95

9558.34

9263.42

Notes on Financial Statements for the year ended 31st March, 2014

	As at 31st March, 2014 Rs. in lakhs	As at 31st March, 2013 Rs. in lakhs
3. DEFERRED TAX LIABILITIES (Net)		
Deferred tax liability/assets (–) is as under:		
(a) Difference between book and tax depreciation	—	204.21
(b) Deduction allowable on payment basis under the Income Tax Act	—	(120.07)
(c) Provision for doubtful debts & advances	—	(62.14)
	0.00	22.00
4. OTHER LONG TERM LIABILITIES		
Deposits from Customers and others	51.04	53.04
	51.04	53.04
5. LONG TERM PROVISIONS		
Provision for Employee benefits	170.97	149.61
	170.97	149.61
6. TRADE PAYABLES		
Sundry Creditors	1784.55	1720.96
	1784.55	1720.96
Note: Certain suppliers/service providers have confirmed their registration under Micro, Small and Medium Enterprises Development Act, 2006 to the Company. Based on such confirmation Rs. 43.58 lakhs (Previous year Rs. 34.56 lakhs) out of the above payables pertain to such enterprises. There are no interest paid/payable to such parties.		
7. OTHER CURRENT LIABILITIES		
(a) Advances received for value to be given	66.12	77.54
(b) Unclaimed dividend	14.22	13.35
(c) Others - (Includes Statutory dues and other accruals)	1132.09	967.99
	1212.43	1058.88
8. SHORT TERM PROVISIONS		
(a) Provisions for Employee benefits	75.99	77.25
(b) Provision for taxation (Net)	110.70	142.30
(c) Proposed dividend	197.01	197.01
(d) Tax on dividend	33.48	33.48
	417.18	450.04

Notes on Financial Statements for the year ended 31st March, 2014

9. FIXED ASSETS

Rs. in lakhs

	GROSS BLOCK			DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 31st March, 2013	Additions	Deductions/ Adjustments	As at 31st March, 2013	For the year Adjustments	Upto 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
(A) TANGIBLE ASSETS								
Leasehold Land	4.30			1.93	0.04	1.97	2.33	2.37
Buildings	1363.20			929.26	30.89	960.15	403.05	433.94
Plant and Machinery	5124.80	58.71	1.25	3687.45	290.63	3976.89	1205.37	1437.35
Furniture, Fixtures	44.50	3.17	0.00	39.97	1.58	41.55	6.12	4.53
Office Equipments	203.72	9.97	3.03	169.76	9.87	177.03	33.63	33.96
Vehicles	52.50	22.92	16.96	36.96	9.58	31.70	26.76	15.54
Sub- total (A)	6793.02	94.77	21.24	4865.33	342.59	5189.29	1677.26	1927.69
(B) INTANGIBLE ASSETS								
Computer Software	188.24	15.14		147.47	10.67	158.14	45.24	40.77
Sub- total (B)	188.24	15.14		147.47	10.67	158.14	45.24	40.77
TOTAL (A + B)	6981.26	109.91	21.24	5012.80	353.26	5347.43	1722.50	1968.46
Previous Year	(6929.38)	(291.26)	(239.38)	(4831.66)	(420.12)	(5012.80)	(1968.46)	(2097.72)
Capital Work-in-Progress							3.99	0.00

Notes on Financial Statements for the year ended 31st March, 2014

	As at 31st March, 2014 Rs. in lakhs	As at 31st March, 2013 Rs. in lakhs
10. LONG TERM LOANS AND ADVANCES		
(Unsecured considered good)		
(a) Capital advances	1.45	0.00
(b) Security Deposits	179.72	161.51
(c) Loans/Advances to employees	2.19	3.57
	<u>183.36</u>	<u>165.08</u>
11. OTHER NON-CURRENT ASSETS		
(Unsecured considered good, unless otherwise specified)		
(a) Trade receivables	168.06	191.57
Less: Debts considered doubtful and provided for	<u>168.06</u>	<u>191.57</u>
	0.00	0.00
(b) Receivable in respect of non-core activities (Net) (See Note 25(4))	245.74	245.74
(c) Advances receivable in cash/kind or for value to be received	23.17	24.22
	<u>268.91</u>	<u>269.96</u>
12. DEFERRED TAX ASSETS (Net)		
Deferred tax assets/liability(–) is as under:		
(a) Difference between book and tax depreciation	(171.35)	—
(b) Deduction allowable on payment basis under the Income Tax Act.	126.78	—
(c) Provision for doubtful debts & advances	54.57	—
	<u>10.00</u>	<u>0.00</u>
13. INVENTORIES: As valued and certified by the Management		
(At lower of cost or net realisable value)		
(a) Raw materials	1453.25	1267.74
(b) Raw materials in transit	733.78	337.95
(c) Finished Goods	955.10	824.64
(d) Work-in-progress	338.79	157.70
(e) Stores	76.51	77.60
(f) Packing materials and Fuel	49.14	56.15
(g) Scrap	60.22	66.63
	<u>3666.79</u>	<u>2788.41</u>

Notes on Financial Statements for the year ended 31st March, 2014

	Rs in lakhs	As at 31st March, 2014 Rs in lakhs	As at 31st March, 2013 Rs in lakhs
14. TRADE RECEIVABLES — Unsecured considered good			
Dues for a period exceeding six months		58.09	165.92
Others		5678.16	6137.42
		<u>5736.25</u>	<u>6303.34</u>
15. CASH AND BANK BALANCES			
(A) Cash and cash equivalents			
(i) Cash in Hand	2.73		3.95
(ii) Balances with Scheduled Banks			
(a) In Current Account	117.44		214.17
(b) In Deposit Account	623.93		750.00
(iii) Remittances in Transit	36.07		35.29
		780.17	1003.41
(B) Others			
(i) In Unpaid dividend account	14.22		13.35
(ii) In Deposit account with Banks			
(a) In Margin account	531.99		531.99
(b) In Deposit Account	700.00		150.00
(c) In Deposit Account with more than 12 months maturity	50.00		48.94
		1296.21	744.28
		<u>2076.38</u>	<u>1747.69</u>
16. SHORT TERM LOANS AND ADVANCES			
(Unsecured considered good)			
(a) Intercompany deposit with related party viz., Bilcare Ltd. – Ultimate Holding Company		500.00	500.00
(b) Loans/Advances to employees		6.67	6.88
		<u>506.67</u>	<u>506.88</u>
17. OTHER CURRENT ASSETS			
(Unsecured considered good)			
(a) Balances with Excise		178.10	211.03
(b) Advances receivable in cash/kind or for value to be received		154.96	70.50
		<u>333.06</u>	<u>281.53</u>

Notes on Financial Statements for the year ended 31st March, 2014

	Rs. in lakhs	For the year ended 31st March, 2014 Rs. in lakhs	For the year ended 31st March, 2013 Rs. in lakhs
18. REVENUE FROM OPERATIONS			
(a) Sale of products	25861.24		23431.94
(b) Other operating revenues	708.43		772.56
		26569.67	24204.50
Less: Excise duties recovered		2373.96	2145.41
		24195.71	22059.09
19. OTHER INCOME			
Interest from Banks and others		230.05	188.91
Miscellaneous Income		78.75	61.64
Foreign exchange gains/(loss) (Net)		5.06	41.74
Rent		20.35	15.57
Profit on Fixed Assets sold/scrapped (Net)		1.56	—
		335.77	307.86
20. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & SCRAP			
Inventories at Close:			
Finished Goods	955.10		824.64
Work-in-Progress	338.79		157.70
Scrap	60.22		66.63
		1354.11	1048.97
Inventories at Commencement:			
Finished Goods	824.64		777.65
Work-in-Progress	157.70		232.99
Scrap	66.63		32.10
		1048.97	1042.74
		(305.14)	(6.23)

Notes on Financial Statements for the year ended 31st March, 2014

	For the year ended 31st March, 2014 Rs. in lakhs	For the year ended 31st March, 2013 Rs. in lakhs
21. EMPLOYEE BENEFITS EXPENSE		
Salaries and Wages	1619.00	1336.38
Contribution to Provident & Other Funds	89.31	87.71
Staff Welfare expenses	98.39	89.55
	<u>1806.70</u>	<u>1513.64</u>
22. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and amortisation	353.26	420.12
Less: Transfer from Revaluation reserve	0.00	76.00
	<u>353.26</u>	<u>344.12</u>
23. OTHER EXPENSES		
Consumption of Stores and Spares	170.90	161.27
Processing/Fabrication Charges	116.24	125.64
Power, Fuel and Water Charges	1973.54	1975.99
Excise duty relating to changes in Finished goods stock	3.00	4.36
Rent	27.35	25.80
Rates and Taxes	5.54	4.78
Insurance	17.34	14.48
Repairs to Plant and Machinery	68.42	66.60
Repairs to Building	37.11	47.53
Packing Materials, Forwarding etc.	1313.55	1241.85
Directors' fees	8.40	10.00
Commission on Sales	138.74	129.94
Miscellaneous Expenses	453.48	400.30
Expenses relating to non-core activities	13.90	103.17
Reimbursement of expenses relating to non-core activities by Kalpataru Ltd.	(13.90)	(103.17)
Loss on Fixed Assets sold/scrapped (Net)	—	0.32
Bad debts written off	23.80	8.61
Provision for Doubtful Debts/(Write back)	(23.51)	6.01
	<u>4333.90</u>	<u>4223.48</u>

Notes on Financial Statements for the year ended 31st March, 2014

	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Value Rs. in lakhs		Value Rs. in lakhs	
24. OTHER DISCLOSURES				
(A) RAW MATERIALS CONSUMED				
Resins	11575.85		10126.98	
Plasticizers	1287.34		1092.16	
Polypropylene	760.36		748.01	
Others	3908.46		3285.42	
	<u>17532.01</u>		<u>15252.57</u>	
	Value	Percentage	Value	Percentage
	Rs. in lakhs	to total	Rs. in lakhs	to total
		Consumption		Consumption
(B) BREAK UP OF IMPORTED AND INDIGENOUS MATERIALS CONSUMED				
Raw Materials – Imported	5879.79	33.54	4624.52	30.32
Raw Materials – Indigenous	11652.22	66.46	10628.05	69.68
	<u>17532.01</u>	<u>100.00</u>	<u>15252.57</u>	<u>100.00</u>
Spare Parts – Imported	13.73	8.03	29.27	18.15
Spare Parts – Indigenous	157.17	91.97	132.00	81.85
	<u>170.90</u>	<u>100.00</u>	<u>161.27</u>	<u>100.00</u>
(C) VALUE OF IMPORTS ON C.I.F. BASIS				
Raw Materials	4860.79		4125.34	
Spares	8.02		23.58	
Capital Goods	32.77		55.86	
(D) EXPENDITURE IN FOREIGN CURRENCY				
Travelling Expenses	4.24		3.62	
Commission	65.70		49.85	
Others	1.42		1.44	
(E) EARNINGS IN FOREIGN EXCHANGE				
Export of Goods on F.O.B. Basis	3218.34		2689.06	
Export of marketing services	17.80		19.74	

Notes on Financial Statements for the year ended 31st March, 2014

25. NOTES ON FINANCIAL STATEMENTS:

1. Payment to Auditors:

(1) Audit Fee	9.00	8.00
(2) For Other Services	4.00	1.00
(3) Reimbursement of Expenses including service tax	1.80	1.50

2. Contingent Liabilities:

(a) (i) Demands of Excise authorities which are disputed in appeals by the Company	477.16	477.16
(ii) Appeals filed by Excise authorities in the Supreme Court of India/CESTAT against orders passed by CESTAT/Commissioner (Appeals) in favour of the Company	845.42	845.42
(iii) Other excise notices pending adjudication	314.17	305.14
(b) Demands of Income tax authorities which are disputed in appeals and not provided for	400.00	400.00
(c) Claims against the Company not acknowledged as debts – estimated	389.90	383.57
(d) Estimated amount of contracts remaining to be executed on Capital Account and not provided for	7.38	—

3. Bank of Maharashtra has sanctioned working capital facilities which are secured by hypothecation of stocks and book debts.

4. In terms of the agreement with Kalpataru Ltd. (KL) (formerly known as Kalpataru Homes Ltd.) for disposal of assets of the activities identified as non-core (referred to as non-core assets) the Company is yet to realise an amount of Rs. 245.74 lakhs. The delay in the realisation is on account of the pendency of arbitration proceedings. As the realisation of this amount is underwritten by KL, the management is confident of full recovery of non-core dues in due course. Further the Company has received interest income of Rs. 14.70 lakhs (Previous year Rs. 14.70 lakhs) from KL on account of delay in realisation.

5. Segment Reporting as per AS 17:

The Company is engaged mainly in processing of plastic polymers and after considering the nature of raw materials, class of customers and the methods of sales & distribution of the products, the Board is of the considered view that the Company's products are covered under a single reportable segment as per Accounting Standard on Segment Reporting (AS 17) issued by ICAI.

6. Related Party Disclosure as per AS 18:

(i) List of Related Parties:

(a) Enterprise where control exists

Holding Company:

– Bilcare Research GmbH	– Bilcare Research AG
– Bilcare Germany GmbH & Co. KG	– Bilcare Mauritius Ltd.
– Films Germany Holding GmbH	– Bilcare Ltd.

(b) Related parties with whom the Company had transactions including Fellow subsidiaries

– Bilcare Research GmbH	– Bilcare Ltd.
– Bilcare Research AG	– Kalpataru Ltd.

(c) Indian Promoters: Mr. M.P. Munot, Director, his relatives, associates and associate companies.

Notes on Financial Statements for the year ended 31st March, 2014

6. Related Party Disclosure as per AS 18: (Contd.)

(ii) Relationship:

- (a) Bilcare Research GmbH, which is part of Bilcare group holds 51% of the Share Capital of the Company.
- (b) Indian Promoters hold in aggregate over 20% of the Share Capital of the Company.

(iii) Key management Personnel

- Mr. Robin Banerjee – Managing Director – Effective 29th April, 2013
- Mr. R. Balasubramanian – Managing Director – Upto 28th April, 2013
- Mrs. Naina P. Hegde – Dy. Managing Director – Upto 31st August, 2013

	Year ended/as on 31st March, 2014 Rs. in lakhs	Year ended/as on 31st March, 2013 Rs. in lakhs
(iv) Transactions during the year with related parties – Nature of transaction		
(a) Purchases of materials and others		
– Bilcare Research GmbH*	31.10	32.33
– Bilcare Research AG*	10.05	9.85
– Bilcare Ltd*	—	27.09
(b) Sale of goods		
– Bilcare Ltd*	823.61	14.38
(c) Income from Export of Marketing services		
– Bilcare Research GmbH*	17.80	19.74
(d) Processing charges expenses		
– Bilcare Ltd*	18.33	3.25
(e) Processing charges income		
– Bilcare Ltd*	495.14	592.90
(f) Receipt of expenses incurred		
– Bilcare Ltd*	0.06	—
(g) Dividend remitted		
– Bilcare Research GmbH*	100.47	100.47
(h) Intercompany deposit with Bilcare Ltd*		
Principal amount placed	500.00	500.00
Interest income	70.35	70.00
Amount outstanding as at year end	500.00	500.00
Interest accrued and due as at year end	17.26	—
Interest accrued but not due as at year end	4.96	4.79
(i) Managerial remuneration of :		
(i) Mr. Robin Banerjee – Managing Director – Effective 29th April, 2013		
(a) Salary, Allowances and Other Payments	94.62	—
Reimbursement of medical and leave travel expenses	3.60	—
Total	98.22	—
(b) Contribution to Provident and Other Funds	7.30	—
The above figures exclude provision for gratuity and leave encashment which are actuarially determined on an overall company basis.		

Notes on Financial Statements for the year ended 31st March, 2014

6. Related Party Disclosure as per AS 18: (Contd.)

	Year ended/as on 31st March, 2014 Rs. in lakhs	Year ended/as on 31st March, 2013 Rs. in lakhs
(ii) Mr. R. Balasubramanian – Managing Director – Upto 28th April, 2013		
(a) Salary, Allowances and Other Payments	4.94	38.40
Leave salary & Gratuity payments on retirement	41.76	—
Reimbursement of medical and leave travel expenses	0.04	1.32
Perquisites	—	0.04
Total	46.74	39.76
(b) Contribution to Provident and Other Funds	0.72	9.20
(iii) Mrs. Naina P. Hegde – Dy. Managing Director – Upto 31st August, 2013		
(a) Salary, Allowances and Other Payments	24.57	17.51
Reimbursement of medical and leave travel expenses	0.66	—
Leave salary payments on resignation	2.20	—
Total	27.43	17.51
(b) Contribution to Provident and Other Funds	1.20	1.25
The Managerial remuneration paid to the Managing Director(s)/ Dy. Managing Director is in accordance with the Schedule XIII of the Companies Act, 1956 read with the Ministry of Corporate Affairs general circular No. 46/2011 dated 14th July, 2011.		
(j) Indian Promoters - Kalpataru Ltd.		
– Interest Income	14.70	14.70
– Recovery of expenses relating to non-core activities	13.90	103.17
(k) Sundry Creditors as at year end		
– Bilcare Research GmbH*	0.63	19.98
(l) Sundry Debtors as at year end		
– Bilcare Ltd*	170.69	357.21
* Enterprise where control exists.		
Note: The Company has entered into various transactions from time to time with Bilcare Ltd such as sale and purchase of goods, job work and placement of inter-corporate deposits. The total amount outstanding as at the year end on account of these transactions aggregates to Rs. 692.91 lakhs (Previous year Rs. 862.00 lakhs)		
7. Disclosure of Leases as per AS 19:		
The Company has various operating leases for offices, godowns and residential premises for employees that are renewable on a periodic basis and cancellable at its option. The Company does not have any non-cancellable operating leases.		
Rental expenses for operating leases	27.35	25.80
8. Earning per Share as per AS 20:		
(i) Net Profit available for equity shareholders	525.41	679.07
(ii) No. of equity shares	13133971	13133971
(iii) Basic & Diluted Earning per share (Face value of Rs. 10 each) in Rs.	4.00	5.17

Notes on Financial Statements for the year ended 31st March, 2014

	Year ended/ as on 31st March, 2014 Rs. in lakhs	Year ended/ as on 31st March, 2013 Rs. in lakhs	Year ended/ as on 31st March, 2014 Rs. in lakhs	Year ended/ as on 31st March, 2013 Rs. in lakhs
9. Employee benefits as per AS 15:				
(A) Contribution to Defined Contribution Plan recognised in the Profit and Loss Account are as under:				
(i) Employer's contribution to Provident/Pension Fund			69.89	63.62
(ii) Employer's contribution to Superannuation Fund			5.69	10.25
(B) The Company operates Defined Benefit Plan for				
(i) Employees gratuity scheme which is funded and				
(ii) Employees leave encashment scheme which is not funded				
The disclosures in relation thereto are as under:				
(a) Reconciliation of opening and closing balances of obligation				
	Gratuity	Gratuity	Leave encashment	Leave encashment
Present value of obligation as at the beginning of the year	443.79	412.93	206.29	189.00
Interest cost	33.36	31.77	14.21	14.19
Current service cost	30.37	25.78	19.66	14.52
Benefits paid	(53.59)	(31.60)	(57.38)	(23.29)
Actuarial (gain)/loss on obligation	18.89	4.91	21.19	11.87
Present value of obligation as at the end of the year	472.82	443.79	203.97	206.29
(b) Reconciliation of opening and closing balances of fair value of plan assets				
Fair value of plan assets as at the beginning of the year	423.22	389.36	—	—
Expected return on plan assets	34.12	32.50	—	—
Contribution	20.57	23.57	—	—
Benefits paid	(53.59)	(31.60)	—	—
Actuarial gain/(loss) on plan assets	5.52	9.39	—	—
Fair value of plan assets as at the end of the year	429.84	423.22	—	—

Notes on Financial Statements for the year ended 31st March, 2014

	Year ended/ as on 31st March, 2014 Rs. in lakhs	Year ended/ as on 31st March, 2013 Rs. in lakhs	Year ended/ as on 31st March, 2014 Rs. in lakhs	Year ended/ as on 31st March, 2013 Rs. in lakhs
(c) Reconciliation of fair value of assets and obligation				
Present value of obligation as at the end of the year	472.82	443.79	203.97	206.29
Fair value of Plan assets as at the end of the year	(429.84)	(423.22)	—	—
Amount recognised in the Balance sheet	42.98	20.57	203.97	206.29
(d) Expense recognised during the year				
Current service cost	30.37	25.78	19.66	14.52
Interest cost	33.36	31.77	14.21	14.19
Expected return on plan assets	(34.12)	(32.50)	—	—
Actuarial (gain)/loss	13.37	(4.48)	21.19	11.87
Service cost net of contribution	—	—	—	—
Expenses recognised during the year	42.98	20.57	55.06	40.58
(e) Actuarial assumptions (per annum)				
Discount rate	8%	8%	8%	8%
Expected return on plan assets	8%	8%	—	—
Salary escalation	8%	8%	8%	8%

10. SIGNIFICANT ACCOUNTING POLICIES:

(a) System of Accounting:

The accounts have been prepared to comply in all material aspects with applicable accounting principles in India, mandatory. Accounting Standards notified by the Companies (Accounting Standards) Rule, 2006 and the Companies Act, 1956 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs). The financial statements have been prepared under the historical cost convention on an accrual basis. The management has made certain estimates and assumptions in conformity with the GAAP in the preparation of these financial statements. The difference between actual results and estimates are recognised in the period in which the results are known.

(b) Fixed assets:

Fixed assets are stated at cost of acquisition or construction. All cost including financing costs, till commencement of commercial production are capitalised. In respect of assets acquired under lease, lease rentals are charged to the Profit and Loss Account. Assets under disposal are stated at lower of cost or net realisable value. Intangible assets are amortised over a period of five years.

(c) Depreciation/Amortisation:

Depreciation has been calculated as per Schedule XIV of the Companies Act, 1956. Depreciation on main Plant & Machinery is provided on SLM basis and depreciation on all other assets is provided on WDV basis. Depreciation on revaluation is adjusted against Revaluation Reserve.

Notes on Financial Statements for the year ended 31st March, 2014

10. SIGNIFICANT ACCOUNTING POLICIES: (contd.)

(d) Inventories:

Inventories are valued at the lower of cost or net realisable value. Cost is arrived on weighted average basis and includes allocable production/administrative overheads and excise duty, where applicable.

(e) Investments:

Long term investments are carried at cost. Current investments are carried at the lower of cost or quoted/fair value, computed category wise.

(f) Transactions in foreign currency:

Transactions in foreign currency are recognised at the rate ruling on the date of transaction. Foreign Currency assets and liabilities are translated at the rates ruling at the year end. Exchange differences arising from such transactions are dealt with in the Profit & Loss Account.

(g) Sales:

Sale of goods is recognised on shipments or despatches to customers. Gross sales include excise duty but exclude sales tax and are net of incentives, discounts and rebates.

(h) Retirement Benefits:

Liability for gratuity and unencashed leave are provided based on actuarial valuation.

(i) Impairment of assets:

The carrying amount of assets is reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exist, the recoverable amount of the asset is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating units exceeds its recoverable amount.

(j) Taxes on income:

Tax expense comprises both current and deferred tax at the applicable enacted/substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income and wealth tax for the reporting period. Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed as at each Balance Sheet date to reassess realisation.

(k) Provisions and Contingencies:

Provisions are recognised when the company has a legal and constructive present obligation as a result of past event for which it is probable that outflow of resources will be required and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when there is a possible obligation that may result in an outflow of resources. Contingent assets are neither recognised nor disclosed.

11. Previous year figures have been re-grouped and re-classified, wherever necessary.

As per our report attached
for M.P. CHITALE & CO.
Chartered Accountants

MURTUZA VAJIHI
Partner

K. R. VISWANATHAN
E.V.P. (Finance) &
Company Secretary

MOFATRAJ P. MUNOT
ROBIN BANERJEE

Chairman
Managing Director

SURESH A. GANDHI
RAKESH KHANNA
KRISHNAVA S. DUTT
BHOUMICK S. VAIDYA

Directors

Mumbai :
Dated: 23rd May, 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	For the year ended 31st March, 2014 Rs. in lakhs	For the year ended 31st March, 2013 Rs. in lakh
CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	810.41	1039.07
Adjustments for:		
Depreciation/Amortisation (Net)	353.26	344.12
Loss/(Profit) on Fixed Assets sold/scrapped (Net)	(1.56)	0.32
Interest	0.34	0.30
Operating Profit before working capital changes	1162.45	1383.81
Changes in:		
Trade & other receivables	498.55	(744.01)
Inventories	(878.38)	173.47
Trade Payables	203.64	627.69
CASH GENERATED FROM OPERATIONS	986.26	1440.96
Interest	(0.34)	(0.30)
Direct taxes	(317.00)	(400.00)
NET CASH FROM OPERATING ACTIVITIES (A)	668.92	1040.66
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	(113.89)	(290.81)
Sale of Fixed assets	4.15	0.08
NET CASH USED IN INVESTING ACTIVITIES (B)	(109.74)	(290.73)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Share capital	0.00	0.00
Dividend paid	(230.49)	(228.97)
NET CASH USED IN FINANCING ACTIVITIES (C)	(230.49)	(228.97)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A + B + C)	328.69	520.96
CASH & CASH EQUIVALENTS AS AT THE COMMENCEMENT OF THE YEAR	1747.69	1226.73
CASH & CASH EQUIVALENTS AS AT THE END OF THE YEAR	2076.38	1747.69
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	328.69	520.96

Note: Cash and Cash equivalents represents Cash and Bank balances.

As per our report attached
for M.P. CHITALE & CO.
Chartered Accountants

MURTUZA VAJIHI
Partner

K. R. VISWANATHAN
E.V.P. (Finance) &
Company Secretary

MOFATRAJ P. MUNOT
ROBIN BANERJEE

SURESH A. GANDHI
RAKESH KHANNA
KRISHNAVA S. DUTT
BHOUMICK S. VAIDYA

Chairman
Managing Director

Directors

Mumbai :
Dated: 23rd May, 2014

Our Products and their uses

1. SUNBLIS:

PVC Rigid film ideally suited for packaging of pharmaceutical products, food products and other specific products.

2. SUNDENE:

PVDC Coated PVC Film for high barrier requirements. Excellent material for packing hygroscopic pharmaceutical products.

3. SUNBLIS JEWEL:

Metallic blister films for pharma packaging.

4. SUNPLEX BILAM/TRILAM:

Multi-layer films for pharma and food packaging.

5. SUNPLEX MPAC/LAMPAC:

Metallised films for pharma and food packaging

6. SUNVIC:

Rigid PVC films are used for a variety of specialised products like stationery, batteries, cards etc.

7. SUNFLEX:

Flexible PVC Sheeting produced in a wide range of colours, embossing designs and prints.

Uses: Tablecovers, raincoats, windsheaters, marine jackets, curtains, handbags, diary covers, folders and other stationery items, air balloons, anti static covers, cable and other industrial uses.

8. SUNPAC:

Flute Board.

Uses: For packaging, publicity, temporary shelters, partitions, light diffuser, panelling and advertising purposes.

Our Exports

The following are among the countries, we have been exporting to:

ALGERIA	GHANA	LEBANON	NIGERIA	TANZANIA
AUSTRALIA	ITALY	MADAGASCAR	SAUDI ARABIA	UAE
BAHRAIN	IRAQ	MAURITIUS	SRI LANKA	UGANDA
BANGLADESH	JORDAN	MOROCCO	SUDAN	YEMEN
EGYPT	KENYA	NEPAL	SYRIA	

Financial Position at a Glance

(Rupees in lakhs)

	31.03.2005	31.03.2006	31.03.2007	31.03.2008	31.03.2009	31.03.2010	31.03.2011	31.03.2012	31.03.2013	31.03.2014
WE OWNED										
Fixed Assests	2065.87	2119.61	3466.98	3360.94	3022.04	2659.35	2393.20	2098.18	1968.46	1726.49
Investments	—	—	200.00	201.37	—	—	—	—	—	—
Inventories	2114.29	2363.88	2761.93	2838.85	2380.61	2155.76	3071.15	2961.88	2788.41	3666.79
Receivables	3854.84	3624.64	3902.23	4118.37	4571.11	4747.07	5349.16	5263.05	6303.34	5736.25
Liquid Funds	1425.34	2448.02	1265.70	1023.27	2324.11	2375.67	1178.86	1226.73	1747.69	2076.38
Advances	431.90	371.76	632.43	584.29	332.44	541.37	876.40	1519.72	1223.45	1302.00
	9892.24	10927.91	12229.27	12127.09	12630.31	12479.22	12868.77	13069.56	14031.35	14507.91
WE OWED										
Institutional Loans	—	—	—	—	—	—	—	—	—	—
Other Loans	—	—	—	—	—	—	—	—	—	—
Payable & Provisions	1790.51	2271.40	3059.11	2942.80	3276.75	2865.90	2908.42	2636.35	3224.04	3405.68
Dividends	—	149.76	153.67	153.67	230.49	382.88	228.97	228.97	230.49	230.49
	1790.51	2421.16	3212.78	3096.47	3507.24	3248.78	3137.39	2865.32	3454.53	3636.17
NET WORTH										
Share Capital	1313.40	1313.40	1313.40	1313.40	1313.40	1313.40	1313.40	1313.40	1313.40	1313.40
Reserves & Surplus	6794.63	7193.35	7703.09	7717.22	7809.67	7917.04	8417.98	8890.84	9263.42	9558.34
Others	(6.30)	—	—	—	—	—	—	—	—	—
	8101.73	8506.75	9016.49	9030.62	9123.07	9230.44	9731.38	10204.24	10576.82	10871.74
	9892.24	10927.91	12229.27	12127.09	12630.31	12479.22	12868.77	13069.56	14031.35	14507.91
What We Earnred and Spent										
EARNINGS	14191.84	14223.01	14609.73	14642.02	17022.36	18184.97	20842.52	21467.00	24518.59	27210.58
OUTGOINGS:										
Materials	8432.20	8193.98	8466.85	8910.59	10745.76	11116.48	13176.48	13411.17	15252.57	17532.01
Excise	1754.19	1777.74	1746.87	1792.23	1560.20	1141.88	1596.20	1617.75	2145.41	2373.96
Expenses	3131.62	3270.37	3274.96	3231.13	3797.51	4250.63	4583.75	5032.86	5737.42	6140.94
Depreciation	314.69	278.14	301.67	418.27	418.95	383.73	366.18	349.39	420.12	353.26
Trf. From revaluation reserve	(12.00)	(12.00)	(12.00)	(12.00)	(12.00)	(12.00)	(12.00)	(12.00)	(76.00)	0.00
	13620.70	13508.23	13778.35	14340.22	16510.42	16880.72	19710.61	20399.17	23479.52	26400.17
Profit before extraordinary items & tax	571.14	714.78	831.38	301.80	511.94	1304.25	1131.91	1067.83	1039.07	810.41
Extraordinary income/(expense)	361.55	(6.30)	197.03	—	—	—	—	—	—	—
Tax Provision	28.10	148.00	353.00	122.00	177.00	802.00	390.00	354.00	360.00	285.00
Net Profit	904.59	560.48	675.41	179.80	334.94	502.25	741.91	713.83	679.07	525.41
Dividend & Tax	—	149.76	153.67	153.67	230.49	382.88	228.97	228.97	230.49	230.49
	904.59	410.72	521.74	26.13	104.45	119.37	512.94	484.86	448.58	294.92

caprihans

INDIA LIMITED

CIN : L29150MH1946PLC004877

Regd. Office: Block D, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018.

E-mail : cil@caprihansindia.com • Website : www.caprihansindia.com

ATTENDANCE SLIP

Folio No. :
DP ID No. :
Client ID No. :
No. of Shares :

I hereby accord my presence at the 68th ANNUAL GENERAL MEETING of the Company held on FRIDAY, the 26th September, 2014 at 4.00 p.m. at RAVINDRA NATYA MANDIR, MINI THEATRE, 3rd FLOOR, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400 025.

Name and Address of the Member/the Proxy	Signature of the Member/the Proxy

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand over at the entrance of the meeting venue..

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PROXY FORM

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

Name of the member(s) :
Registered address :
E-mail ID :
Folio No/Client Id :
DP ID :

I/We, being the member(s) of _____ shares of Caprihans India Limited hereby appoint:

- 1). of having email id or failing him/her,
- 2). of having email id or failing him/her,
- 3). of having email id or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 68th Annual General Meeting of the Company to be held on FRIDAY, the 26TH SEPTEMBER, 2014 at 4.00 p.m. at the RAVINDRA NATYA MANDIR, MINI THEATRE, 3rd Floor, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400 025, and at any adjournment thereof in respect of such resolutions as are indicated below:

**** I wish my above Proxy to vote in the manner as indicated in the box below:**

Item No.	Resolutions	For	Against
Ordinary Business – Ordinary Resolution			
1	Adoption of Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2	Declaration of dividend on Equity Shares for the financial year 2013-14.		
3	Appointment of Mr. Suresh A. Gandhi as a Director liable to retire by rotation.		
4	Re-appointment of Messrs. M. P. Chitale & Company, as Statutory Auditors.		

Item No.	Resolutions	For	Against
Special Business – Ordinary Resolution (except Item No. 11)			
5	Appointment of Mr. Mohan H. Bhandari as a Director liable to retire by rotation.		
6	Appointment of Mr. Bhounick S. Vaidya as an Independent Director.		
7	Appointment of Mr. K. V. Mani as an Independent Director.		
8	Appointment of Ms. Anjali Seth as an Independent Director.		
9	Appointment of Mr. Nitin K. Joshi as an Independent Director.		
10	Appointment of Mr. Siddharth S. Shetye as an Independent Director.		
11	Authorising the Board for related party transaction (Special Resolution).		

Signed this.....day of 2014.

Signature of shareholder.....

Affix
Revenue
Stamp of
Re. 1/-

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Note:

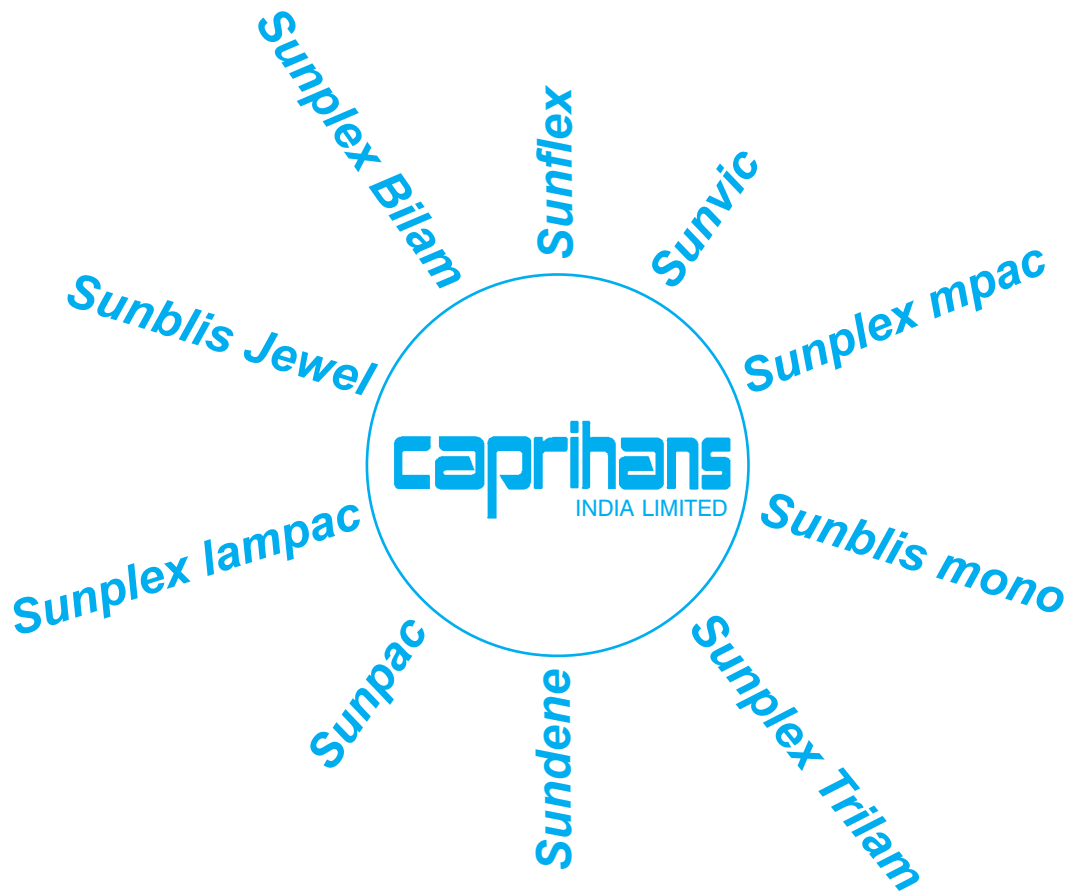
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
- 4.** This is only optional. Please put a '√' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she wishes.
6. In the case of Jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

Our Product Applications



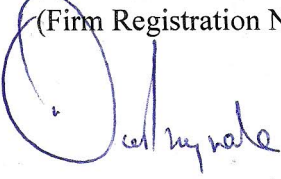
Quality packaging solutions for decades

Our Brands



FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	:	Caprihans India Limited
2.	Annual standalone financial statements for the year ended	:	31 st March, 2014
3.	Type of Audit observation	:	Matter of Emphasis
4.	Frequency of observation	:	w.e.f. 31.12.1999
5. For Caprihans India Limited			
 Robin Banerjee Managing Director			
 K.R. Viswanathan Executive Vice President (Finance)			
 Rakesh Khanna Audit Committee Chairman			
Place : Mumbai Date : 23rd May 2014			
Refer our Audit Report dated 23rd May, 2014 on the standalone financial statements of the Company.			
For M P Chitale & Co. Chartered Accountants (Firm Registration No. 101851W)			
 Murtuza Vajihi Partner (Membership No.112555)			
Place : Mumbai Date : 23rd May, 2014			