



Shree Rama Multi-Tech Limited

An ISO 9001 : 2008 Certified Company



REGD OFFICE: 301, CORPORATE HOUSE, OPP: TORRENT HOUSE, INCOME TAX, AHMEDABAD-380009.
TELE: (079) 27546800, 27546900. **EMAIL:** cslegal@srmtl.com, **WEBSITE:** www.srmtl.com, **CIN NO:** L25200GJ1993PLC020880

Date: 26th September, 2016

To,
General Manager (Listing)
Bombay Stock Exchange Ltd.
Floor 25, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001

To,
General Manager (Listing)
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Script Code: 532310

Script Code: SHREERAMA

Sub.: Annual Report for the Financial Year 2015-16

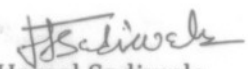
Dear Sir,

In Compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year ended on 31st March, 2016.

We request you to receive the same in order.

Thanking you

For, **SHREE RAMA MULTI-TECH LIMITED**


Hemal Sadiwala
Company Secretary
Encl As above

ANNUAL REPORT

2015 - 16



SHREE RAMA

SHREE RAMA MULTI-TECH LIMITED



SHREE RAMA MULTI-TECH LIMITED

SHREE RAMA MULTI-TECH LIMITED

CIN : L25200GJ1993PLC020880

Corporate Information

BOARD OF DIRECTORS

Shri Shailesh K. Desai : Managing Director
Shri Hemal R. Shah : Whole Time Director (w.e.f. 27th November 2015)
Shri Pathik C. Shah : Independent Director
Smt Vandana C. Patel : Independent Director
Shri Mittal K. Patel : Non- Executive Director
Shri. Shalin S. Patel : Additional (Independent) Director (w.e.f 9th February 2016)

CHIEF FINANCIAL OFFICER

Mr. Krunal Shah

COMPANY SECRETARY

Mr. Hemal Sadiwala (w.e.f. 5th December 2015)

STATUTORY AUDITORS

M/s. Mahendra N. Shah & Co.
Chartered Accountants, Ahmedabad

LEAD BANKERS

ICICI Bank Ltd.
State Bank of Bikaner & Jaipur
RBL Bank Ltd.

REGISTERED OFFICE

301, Corporate House, Opp. Torrent House,
Income Tax, Ahmedabad - 380009.
Tel (079) 27546800, 27546900
Website : www.srmtl.com
Email : cslegal@srmtl.com

PLANTS

Plant-1 : Block No. 1557, Village : Moti-Bhoyan,
Kalol-Khatrej Road, Taluka: Kalol,
Dist : Gandhinagar, Gujarat.

Plant-2 : Block No. 425, Village: Ambaliyara,
Dist: Mehsana, Gujarat.

Registrar and Share Transfer Agents

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot No.31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad-500 032.
Phone: 040 23420814
Fax : 040-23001153
E-mail : einward.ris@karvy.com

LISTED IN STOCK EXCHANGE

Bombay Stock Exchange, Mumbai
National Stock Exchange, Mumbai

22nd Annual General Meeting of the Company is scheduled to be held on Friday, 23rd September, 2016 at 11.00 a.m. at ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad - 380009.

As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

	Page No.
Boards' Report	03
Report on Corporate Governance	30
CEO/CFO Certificate	41
Independent Auditors' Report	43
Balance Sheet	50
Statement of Profit & Loss	51
Notes to the Financial Statements	52
Cash Flow Statement	76
Proxy Form	77

Annual Report 2015-16

BOARDS' REPORT

To,
The Members,
Shree Rama Multi-Tech Limited

Your Directors take pleasure in presenting the 22nd Annual Report on the business and operations of your Company along with the standalone Audited financial statements for the year ended 31st March, 2016.

Financial Results

The Company's financial performance, for the year ended 31st March, 2016 is summarized below:

(Rs. in Lacs)

Particulars	2015-16	2014-15
Sales and Other Income	10841.40	11005.12
Earning before Interest Depreciation & Tax (EBIDTA)	1665.96	1117.62
Finance Cost	686.74	635.30
Depreciation	1369.18	1589.94
Profit/(Loss) before Tax	(389.96)	(1107.62)
Provision for Tax	0.00	0.00
Deferred Tax (Liabilities)/Assets	178.38	255.38
Profit/(Loss) after Tax	(211.58)	(852.24)
Exceptional Items	0.00	34.37
Profit/(Loss) for the Year	(211.58)	(817.87)
Add: Balance of Profit and Loss Account	(51444.93)	(50366.20)
Carrying amount of Fixed Assets whose useful life of the assets	0.00	(377.51)
Deferred tax on carrying amount of Fixed Assets	0.00	116.65
Balance of loss carried to Balance Sheet	(51656.51)	(51444.93)

Operational Review:

During the financial year 2015-16, the Company has achieved the total Revenue of Rs. 10841 lacs as compared to the previous year's figure of Rs. 11005 lacs, thereby registered marginal reduction of 1.49 % over the previous year. The EBIDTA of the Company during the year stood at Rs. 1666 Lacs compared to Rs. 1117.62 lacs in previous year. The Company has registered net Loss of Rs. 212 Lacs for the financial year ended on 31st March, 2016 as compared to the previous year's loss of Rs. 818 Lacs. There is a significant reduction in the loss as compared to previous year.

The business performance of the Company has improved in terms of reduction in the loss despite marginal reduction in the turnover of the Company. This has happened due to, reduction in cost, effective utilization of available resources, marketing and research & development activities for better quality of the products and streamlining of the manufacturing activities of the Company. Your Directors expect further improvement in the performance of the Company during the current year.



SHREE RAMA MULTI-TECH LIMITED

BUSINESS PERFORMANCE

Your company has unique proposition of offering different packaging solutions and technologies under one roof. Among diverse portfolio of your company's products, Tubes, flexible packaging and cups are primary packaging materials, since the packed product is in direct contact with packaging. As a result, Quality, Hygiene and adherence to systems has become integral part of your Company's culture. Label is secondary packaging material produced by your Company. Another large and growing segment for your Company is flexible packaging materials, which has varied applications for packing powders, granules, liquids, condoms etc.

In line of this intention, during the year 2015-16, the necessary investments have been made in machineries and man power. In addition to domestic market, overseas markets also hold substantial potential for both laminated tubes and flexible laminates. During year under review, the Export turnover of the Company was Rs. 1925.28 Lacs (FOB Value). Your Company intends to strengthen their position in these markets also, for which the necessary marketing efforts have been initiated during the year.

DIVIDEND:

In view of loss for the year under review and accumulated loss of the earlier years, your Directors do not recommend any dividend for the financial year 2015-16 and no amount has been transferred to the General Reserves.

SHARE CAPITAL

The paid up Share Capital of the Company as at March 31, 2016 was Rs. 3842.70 lacs. During the year under review, the Company has not issued any shares with differential voting rights as to dividend, voting or otherwise nor has granted any stock options or sweat equity. None of the Directors of the Company hold any instruments convertible into Equity shares of the Company.

SUBSIDIARY COMPANIES

Shree Rama (Mauritius) Limited was incorporated as wholly owned subsidiary in Mauritius. The current status of the Company is "Defunct".

DEPOSITS:

During the year under review, your Company has not accepted any fixed deposit within the meaning of Section 73 of the Companies Act, 2013 read with rules made there under.

SHIFTING OF REGISTERED OFFICE

Company has shifted its registered office from 603, Shikhar, Shreemali Society, Nr. Vadilal House, Mithakhali, Navrangpura, Ahmedabad-380009 to 301, Corporate House, Opp. Torrent House, Income Tax, Ashram Road, Ahmedabad -380009 w.e.f. 6th November 2015 due to the administrative convenience.

EXTRACT OF ANNUAL RETURN:

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in form MGT-9 for the year ended 31st March, 2016 is annexed herewith as Annexure – A as a part to this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, pursuant to the provisions of Section 161, 196 and 197 of the Companies Act 2013, Shri Shailesh K Desai (DIN: 01783891), was appointed as Managing Director in the Board meeting held on 3rd August, 2015. The members at the 21st Annual General meeting approved his appointment as Managing Director for period of three years.

Annual Report 2015-16

Further, upon the recommendation of Nomination and remuneration Committee of the Company, Shri Hemal R Shah (DIN : 07338419) was appointed as an Additional Director (Executive) in the meeting of Board of Director held on 27th November, 2015. In the same Board meeting, he was also appointed as Whole Time Director of the Company for a period of one year w.e.f 27th November, 2015 on terms and conditions including remuneration payable to him, which is subject to the approval by shareholders at the ensuing general meeting in accordance with the provisions of Section 196, 197 of the Companies Act 2013 and rules made thereunder.

Shri Prahlad S Patel (DIN 00037633) Independent Director and Shri R. S. Patel (DIN 00076592) the Chairman of the Board and independent Director of the Company had tendered their resignation due to pre-occupation w.e.f 3rd August, 2015 and 1st December 2015 respectively. The Board has placed on record its sincere thanks and gratitude for their valuable contribution given to the Company during their tenure.

Pursuant to the provisions of Section 149, 161 of the Companies Act, 2013 and on the recommendation of Nomination and remuneration committee, Shri Shalin S Patel (DIN : 01779902) was appointed as an Additional Director (Independent) at the meeting of Board of Director of the Company held on 9th February, 2016 to hold office upto the ensuing Annual General Meeting.

Your Company has received declarations from all the Independent Directors including new appointee confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (erstwhile Listing agreement) and there has been no change in the circumstances which may affect their status as Independent director during the year under review.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Shri Mittal K Patel (DIN 03619139), Director, retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

Pursuant to section 203 of the Companies Act, 2013, The Key Managerial Personnel of the Company are as under:

1. Shri Shailesh K Desai, Managing Director (w.e.f 3rd August, 2015)
2. Shri Hemal R Shah, Whole Time Director (w.e.f. 27th November, 2015)
3. Shri Krunal G Shah, Chief Financial Officer
4. Shri Hemal Sadiwala, Company Secretary (w.e.f. 5th December 2015)

The details of KMPs are provided in the Corporate Governance Report as required under SEBI (LODR) Regulation, 2015

NUMBER OF MEETINGS OF THE BOARD:

The Board met six times during the Financial Year ended on March 31, 2016, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was not more than one hundred and twenty days.

COMMITTEES OF BOARD

Pursuant to applicable provisions of the Companies Act, 2013 and its rules made there under and in



SHREE RAMA MULTI-TECH LIMITED

compliance with SEBI (LODR) Regulation, 2015, the Company has following Committees of the Board as on 31st March, 2016:

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee
- (iii) Stakeholders Relationship Committee
- (iv) Corporate Social Responsibility Committee

The details with respect to the aforesaid Committees along with their composition, number of meetings, and attendance of the meetings are provided in the Corporate Governance Report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and as per the corporate governance requirements as prescribed under SEBI (LODR) Regulations 2015, the Board of Directors has carried out the performance evaluation of its own performance, independent Directors as well as evaluation of working of its Board committees. Further, Independent Directors of the Company have also carried out the performance evaluation of non-independent Directors and the Board as whole and also reviewed the performance of the Chairman of the Company. The Nomination and Remuneration Committee of the Company has also carried out performance evaluation of every Director's performance. The Board expressed its satisfaction on the evaluation process.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors, to the best of their knowledge and ability, States that:

- a) in the preparation of the annual accounts, for the year ended on 31st March, 2016, the applicable accounting standards have been followed, along with proper explanation relating to material departure if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended on 31st March, 2016 and of loss of the Company for that period.
- c) the Directors have taken proper and sufficient care 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;
- d) the Directors have prepared the annual accounts on a "Going concern basis";
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

RELATED PARTY TRANSACTIONS

During the year under review, the Company has entered into contracts / Arrangements / Transactions with Related Parties. All Related Party Transactions were placed before the Audit Committee for review and approval. Prior omnibus approval has been obtained for Related Party Transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length. Approval of Board has been obtained for Related Party Transactions wherever required. Since the Related Party

Annual Report 2015-16

Transactions entered into by the Company during the year under review, were on arms' length basis and there were no material contracts or arrangement or transactions entered into, in terms of section 188 of the Companies Act, 2013 and in terms of SEBI (LODR) Regulations 2015 (erstwhile Listing agreement), accordingly applicable disclosure of related party transactions as per section 134(3) of the Companies Act 2013 in form AOC-2 is not provided. However, the disclosures in compliance with Para A of Schedule V of Regulation 53 (f) of SEBI (LODR) Regulation, 2015 is provided in the notes to the Accounts. The related party transactions as are required under Accounting Standard-18 are set out in the notes to the financial statements.

The Company has formulated Related Party Transaction Policy for dealing with Related Party transactions as per provisions of the Companies Act, 2013, details of the said Policy is disclosed on the Company's website.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

During the year under review the Company has not given any Loans, Guarantees and Investments under the provisions of Section 186 of the Companies Act, 2013, hence the details are not provided.

INTERNAL FINANCIAL CONTROL (IFC) SYSTEM

The Company has implemented a sound financial control system and framework in place to ensure:

- The orderly and efficient conduct of its business including adherence of company's policies
- Safeguarding of its assets,
- The prevention and detection of frauds and errors,
- The accuracy and completeness of the accounting records and
- The timely preparation of reliable financial information.

The Board regularly reviews the effectiveness of controls and takes necessary corrective actions where weaknesses are identified as a result of such reviews. This review covers entry level controls, process level controls, fraud risk controls and Information Technology environment. Based on this evaluation, there is nothing that has come to the attention of the Directors to indicate any material break down in the functioning of these controls, procedures or systems during the year. There have been no significant events during the year that have materially affected, or are reasonably likely to materially affect, the internal financial controls. The management has also come to a conclusion that the IFC and other financial reporting was effective during the year and is adequate considering the business operations of the Company.

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

Statement containing the necessary information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure – B as a part to this Report.

PARTICULARS OF EMPLOYEES:

The Company has continued to maintain harmonious and cordial relations with its officers, supervisors and workers enabling the Company to maintain the pace of growth. Training is imparted to employees at all levels and covers both technical and behavioral aspects.

Details of containing Managerial remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure – C as a part to this Report. There was no employee



SHREE RAMA MULTI-TECH LIMITED

drawing an annual salary of Rs. 60 Lacs or more where employed for full year or monthly salary of Rs. 5 Lac or more where employed for part of the year and therefore, no information pursuant to the provisions of Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is required to be given.

NOMINATION AND REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with the Rules made thereunder, the Board of Directors have framed Nomination and Remuneration Policy as per the recommended by the Nomination and Remuneration Committee.

The salient features of the said policy are as under.

Criteria for the Appointment and Removal of Directors and Key Managerial Personnel.

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- He/she has not attained the age of seventy years.
- Appointment or reappointment of any person as its Executive Chairman, Managing Director or Executive Director shall not be exceeding period of five years at a time.
- An Independent Director shall hold office for a term up to three/five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company.
- No Independent Director shall hold office for more than two consecutive terms of up to maximum of 3/5 years each, but such Independent Director shall be eligible for appointment after expiry of 3/5 years of ceasing to become an Independent Director.

Remuneration to Directors/Key Managerial Personnel /Senior Management Personnel

- Remuneration to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company. The Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director Whole-Time Directors.
- The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay which include monthly remuneration, employer's contribution to Provident Fund, etc. as decided from to time, as per Company's Policy and in accordance with the provisions of the Companies Act, 2013.
- Committee may decide for Incentive pay based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.
- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013.
- Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration if such Services are rendered by him in his capacity as the professional and in the opinion of the Committee, he possesses the requisite qualification for the practice of that profession.

AUDITORS & AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Companies Act 2013 and the rules framed thereunder, M/s. Mahendra N. Shah & Co. (FRN : 105775W), Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Twentieth AGM of the Company held on September 27, 2014 till the conclusion of the twenty third AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

M/s. Mahendra N. Shah & Co. (FRN : 105775W), Chartered Accountants the Statutory Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Your directors recommend to ratify their appointment for the year 2016-17. The Company has received a letter from M/s Mahendra N. Shah & Co. Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013 read with rules made thereunder and that they are not disqualified for such appointment.

During the year under review, there are no instances of frauds that are reportable by the auditors under section 143 (12) the Companies Act, 2013 and its rules made thereunder.

Boards' Comments on Auditors' Emphasis

1. Regarding Unpaid dividend on Preference Share & Non Provision of interest on loans of lenders:

The Company has filed a Composite Scheme of Compromise and Arrangement with its lenders and Shareholders u/s 391 of the Companies Act, 1956 at larger bench of Gujarat High Court and on the Scheme becoming effective, all existing litigations and legal cases shall be terminated and the lenders shall forthwith withdraw all existing litigations and legal cases against the Company, The guarantors, the Directors of the Company as the case may be and the lenders shall simultaneously execute necessary applications / affidavits / documents etc. to be promptly submitted to concerned courts, statutory authorities etc. in order to give immediate effect for such withdrawal of legal actions, cases or litigations. Thereafter the right of the lenders will be submerged and recasted in the manner as proposed in the Scheme.

In the said scheme, the issue of waiver of unpaid dividend on preference shares is also covered. The Board is of the view as well as legally advised that the said matter will be also sorted out on final outcome of the scheme. Further as regard to non-provision of interest on outstanding loans and debentures which are under settlement scheme, the Company has initiated settlement of said loans as per scheme and on final ascertainment of the same, the necessary accounting effect will be given.

2. As regard to Non Consolidation of Accounts of Wholly Owned Subsidiary (WOS):

In respect of the investment made in Shree Rama (Mauritius) Limited, its wholly owned subsidiary (WOS), the resident Directors & key managerial personnel of the said WOS had resigned in the year 2005-06 and audited accounts for the year ended 30th September 2003 and onwards could not be prepared and provided. Its present status is shown as 'defunct' under respective laws. The company has accordingly provided for full diminution in the value of investments in the earlier years.

In view of the above, it was not possible to prepare consolidated financial statements as required by Accounting Standard 21 issued by ICAI, and other provisions of the Companies Act, 2013. Accordingly separate statement containing the salient features of financial statements of subsidiaries in Form AOC-1 is not provided herewith.

SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and



SHREE RAMA MULTI-TECH LIMITED

Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Samdani Shah & Associates, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure – D as a part to this Report.

There are some observations made by the Secretarial Auditor in their report for which the Board of Directors hereby give its comments/ explanation as under:

- i) The Company has filed a Composite Scheme of Compromise and Arrangement with its lenders and Shareholders u/s 391 of the Companies Act, 1956 at larger bench of Gujarat High Court and on the Scheme becoming effective, all existing litigations and legal cases shall be terminated and the lenders shall forthwith withdraw all existing litigations and legal cases against the Company. The guarantors, the Directors of the Company as the case may be and the lenders shall simultaneously execute necessary applications/ affidavits/documents etc. to be promptly submitted to concerned courts, statutory authorities etc. in order to give immediate effect for such withdrawal of legal actions, cases or litigations. Thereafter the right of the lenders will be submerged and re-casted in the manner as proposed in the Scheme.
- ii) In the said scheme, the issue of waiver of unpaid dividend on preference shares is also covered. The Board is of the view as well as legally advised that the said matter will be also sorted out on final outcome of the scheme.
- iii) As regard to submission of June 2015 quarter results beyond the prescribed time, was due to some technical problem in the system in submission of the results, however it was submitted thereafter.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board has constituted the Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy as required under the provisions of the companies Act, 2013. The Annual Report on CSR activities is annexed herewith as Annexure – E as a part to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

As required under regulation 34(3) read with Schedule V Para B of SEBI (LODR) Regulations 2015, the Report on Management's Discussion and Analysis is annexed herewith as Annexure – F as a part to this Report.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 forms an integral part of this Report. The requisite certificate from the Statutory Auditor of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

INSURANCE

The properties of the Company are adequately insured to take care of any unforeseen circumstances.

MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report except shifting of Company's Ambaliyara plant located at Dist. Mehsana, Gujarat to Moti-Bhoyan, Ta-Kalol, Dist. Gandhinagar, Gujarat as approved by the Board of Director in its meeting held on 10th May 2016. The proposed shifting of plant has been initiated for the purpose of administrative

Annual Report 2015-16

conveyance, cost effectiveness and optimum utilization of the resources of the Company.

RISK MANAGEMENT

A risk management mechanism/ plan covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks. The Company has formally framed a Risk Management Policy to identify and assess the key risk areas, monitor and report compliance and effectiveness of the policy and procedure. The board of directors reviews the effectiveness of the Risk Management system and its compliances.

Discussion on risks and concerns are covered in the Management Discussion and Analysis Report, which forms part of this Report.

VIGIL MECHANISM

Your Company has framed a Vigil Mechanism to report genuine concerns or grievances of all Directors and employees. It provides for adequate safeguards against victimization of persons who use such mechanism. The Vigil Mechanism Policy has been posted on the website of the Company.

CODE OF CONDUCT

The Board of Directors has adopted the code of Conduct for the Director and Senior management and the same has been placed on the Company's website. All the Board members and the senior management have affirmed compliance with the Code of conduct for the year under review.

OTHER DISCLOSURES:

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

As per the requirement under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made there under, your company has also formulated a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. During the year under review, no complaints were reported.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the continued co-operation extended to the Company by the Banks. Your Directors also place on record sincere appreciation of the continued hard work put in by the employees at all levels. The Directors also thank the Company's vendors, investors, business associates, Government of India, State Government and various departments and agencies for their support and co-operation.

For and on behalf of the Board

Place : Moti Bhoyan
Date : 10th May, 2016

Shailesh Desai
Chairman



SHREE RAMA MULTI-TECH LIMITED

ANNEXURE - A TO THE BOARDS' REPORT

Form MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

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

I. REGISTRATION AND OTHER DETAILS:

- | | | |
|---|---|--|
| 1 | CIN | L25200GJ1993PLC020880 |
| 2 | Registration Date | 17/12/1993 |
| 3 | Name of the Company | SHREE RAMA MULTI-TECH LIMITED |
| 4 | Category/ Sub-category of the Company | Public Company Limited by Shares/ Non-Government Company |
| 5 | Address of the Registered Office & Contact details | 301, Corporate House, Opp. Torrent House, Income Tax, Ahmedabad – 380 009
Tel: 079-2754 6800 / 6900
E-mail: cslegal@srmtl.com
Website: www.srmtl.com |
| 6 | Whether Listed Company | Yes |
| 7 | Name, Address and Contact details of Registrar and Transfer Agent, if any | Karvy Computershare Private Limited
Plot no. 17-24, VittalRao Nagar, Madhapur, Hyderabad - 500 081
Tel: 040-6716 2222- 3321 1000
Fax: 040 2342 0814
E-mail: support@karvy.com
Website: www.karvycomputershare.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr.	Name and Description of main products / services	NIC Code of the product / service	% of total turnover of the Company
1	Laminated Tubes	42213/17	73.48%
2	Laminates	22209 (N.E.C.)	16.74%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	*Shree Rama (Mauritius) Limited	N.A	Subsidiary	100%	2(87)

* The current status of the Company is "Defunct".

Annual Report 2015-16

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 1, 2015)				No. of Shares held at the end of the year (As on March 31, 2016)				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	25376612	1605689	26982301	42.51	26982301	-	26982301	42.51	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	25376612	1605689	26982301	42.51	26982301	-	26982301	42.51	-
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	25376612	1605689	26982301	42.51	26982301	-	26982301	42.51	-
B. Public Shareholding									
(1) Institutions									
a) Mutual funds	-	-	-	-	-	-	-	-	-
b) Banks / FIs	166918	-	166918	0.26	166918	-	166918	0.26	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Cos.	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign venture capital funds	-	-	-	-	-	-	-	-	-
i) others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	166918	-	166918	0.26	166918	-	166918	0.26	-
(2) Non Institutions									
a) Bodies Corp.									
i) Indian	3235277	1036978	4272255	6.73	3545458	1036978	4582436	7.22	0.49
ii) Overseas	39431	-	39431	0.06	39431	-	39431	0.06	-
B) Individuals									
Individual Shareholders holding nominal share capital upto ` 1 Lac	15167676	318679	15486355	24.40	14873284	317815	15191099	23.94	(0.47)
Individual Shareholders holding nominal share capital in excess of ` 1 Lac	13946416	2171439	16117855	25.40	13803152	2171439	15974591	25.17	(0.23)
c) others									
i) Non-Resident Indians	393944	-	393944	0.62	520069	-	520069	0.82	0.20
ii) Clearing Members	8946	-	8946	0.01	3140	-	3140	0.00	(0.01)
iii) NBFCs registered with RBI	-	-	-	-	8020	-	8020	0.01	0.01
Sub-total (B)(2)	32791690	3527096	36318786	57.22	32792554	3526232	36318786	57.22	0.00
Total Public Shareholding (B) = (B)(1) + (B)(2)	32958608	3527096	36485704	57.49	32959472	3526232	36485704	57.49	0.00
C. Shares held by custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	58335220	5132785	63468005	100.00	59941773	3526232	63468005	100.00	0.00



SHREE RAMA MULTI-TECH LIMITED

ii) Share Holding of Promoters

Sr.	Shareholders Name	Shareholding at the beginning of the year (As on April 1, 2015)			Shareholding at the end of the year (As on March 31, 2016)			% of change in shareholding during the year
		No. of Shares	% of total shares of the Co	% of Shares pledge / encumbered to total shares	No. of Shares	% of total shares of the Co	% of Shares pledge / encumbered to total shares	
1	Nirma Chemical Works Private Limited	23777418	37.46	0	23777418	37.46	0	-
2	Nirma Industries Private Limited	3204883	5.05	0	3204883	5.05	0	-
Total		151702578	42.51	0	151702578	42.51	0	0.00

iii) Change in Promoters' Share Holding

Sr.	Particulars	Shareholding at the beginning of the year (As on April 1, 2015)		Cumulative Shareholding during the year	
		No. of Shares*	% of total shares of the Company#	No. of Shares*	% of total shares of the Company#
1	At the beginning of the year	26982301	42.51	26982301	42.51
2	Date wise Increase/ Decrease in Promoters Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
3	At the end of the year	26982301	42.51	26982301	42.51

iv) Shareholding pattern of top ten shareholders

(other than Directors, Promoters and holders of GDRs and ADRs)

Sr.	Particulars	Shareholding at the beginning of the year (As on April 1, 2015)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Kantilal U. Patel	2598730	4.09	2598730	4.09
2	Jayesh H. Patel	1874719	2.95	1874719	2.95
3	Samir Jitendra Javeri	493236	0.78	450000	0.71
4	Alin Ajaykumar Shah	479038	0.75	479038	0.75
5	Shantilal Misrimal Jain	399993	0.63	390000	0.61
6	Dilipkumar Lakhi	379001	0.60	379001	0.60
7	Sharad Kanayalal Shah	365000	0.58	0	0.00
8	Shivabhai Narandas Patel	302793	0.48	302793	0.48
9	Rameshbhai Shivabhai Patel	300356	0.47	300356	0.47
10	K. Swapna	300000	0.55	410000	0.65

Annual Report 2015-16

vi) Shareholding of Directors and Key Managerial Personnel

Sr.	Particulars	Shareholding at the beginning of the year (As on April 1, 2015)		Date wise Increase/ Decrease during the Year	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
1	Shailesh K. Desai (Managing Director) (Appointed w.e.f. 03.08.2015)	-	-	NIL	-	-
2	Pathik C. Shah (Independent Director)	-	-	NIL	-	-
3	Mittal K. Patel (Non-Executive)	-	-	NIL	-	-
4	Vandana C. Patel (Independent Director) (Appointed w.e.f. 26.05.2015)	-	-	NIL	-	-
5	Hemal R. Shah (Executive Director) (Appointed w.e.f. 27.11.2015)	N.A.	N.A.	NIL	1300	0.00
6	Shalin S. Patel (Independent Director) (Appointed w.e.f. 09.02.2016)	-	-	NIL	-	-
7	R. S. Patel (Independent Director) (Resigned w.e.f. 01.12.2015)	-	-	NIL	-	-
8	Prahlad S. Patel (Independent Director) (Resigned w.e.f. 01.11.2015)	-	-	NIL	-	-
9	Hemal J. Sadiwala (Company Secretary) (Appointed w.e.f. 05.12.2015)	-	-	NIL	-	-
10	Krunal G. Shah (CFO)	-	-	NIL	-	-
11	Minakshi Tak (Company Secretary) (Resigned w.e.f. 24.08.2015)	-	-	NIL	-	-



SHREE RAMA MULTI-TECH LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment
(Rs. In Lacs)

Particulars	Secured Loans excl. deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1. Principal Amount	8591.13	6000.00	-	14591.13
2. Interest due but not paid	16052.36	-	-	16052.36
3. Interest accrued but not due	-	-	-	-
Total (1+2+3)	24643.49	6000.00	-	30643.49
Change in Indebtedness during the financial year				
Addition				
Reduction	2419.27	200.00	-	2619.27
Net Change	2419.27	200.00	-	2619.27
Indebtedness at the end of the financial year				
1. Principal Amount	6171.85	5800.00	-	11971.85
2. Interest due but not paid	12119.05	-	-	12119.05
3. Interest accrued but not due	-	-	-	-
Total (1+2+3)	18290.91	5800.00	-	24090.91

VI. REMUNERATION OF THE DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lacs)

Sr.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Managing Director	Whole Time Director	Manager	
		Shri Shailesh K. Desai*	Shri Hemal R. Shah**	Shri Ankit P. Shah***	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	36.81	4.00	7.61	48.42
	(b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	1.45	-	-	1.45
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of Profit	-	-	-	-
5	Other Allowances	0.19	-	-	0.19
	Total (A)	38.46	4.00	7.61	50.07
	Ceiling as per the Section 197(3) and Schedule V of the Companies Act, 2013	Rs 60 lacs			

* Appointed as Managing Director w.e.f. 3rd August 2015.

** Appointed as Whole Time Director of the Company w.e.f. 27th November, 2015

*** Resigned as Manager of the Company w.e.f. 13th May, 2015

Annual Report 2015-16

B. Remuneration to other Directors

(Amount in Lacs)

Sr.	Name of Directors	Particulars of the Remuneration			Total Amount
		Fees for attending Board / Committee meetings(Rs in Lacs)	Commission	Others, please specify	
1.	Independent Directors				
	Pathik C. Shah	0.75	-	-	0.75
	Vandana C. Patel*	0.75	-	-	0.75
	R. S. Patel**	0.75	-	-	0.75
	Prahlad S Patel***	0.15	-	-	0.15
	Total (1)	2.40	-	-	2.40
2.	Non-Executive Directors				
	Mittal K. Patel	0.75	-	-	0.75
	Total (2)	0.75	-	-	0.75
	Total (1+2)	3.15	-	-	3.15
	Ceiling as per the Act (@1% of profits calculated under Section 198 of the Companies Act, 2013)	-			

* Appointed as Director of the Company w.e.f. 26th May, 2015

** Resigned as Director of the Company w.e.f. 1st December, 2015

*** Resigned as Director of the Company w.e.f. 3rd August, 2015

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

(Rs. In Lacs)

Sr.	Particulars of Remuneration	Name of key Managerial Personnel			Total Amount
		Chief Financial Officer	Company Secretary	Company Secretary	
		Krunal G. Shah	Hemal J. Sadiwala*	MinakshiTak**	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	6.04	1.91	1.11	9.06
	(b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of Profit	-	-	-	-
5	Others	-	-	-	-
	Total	6.04	1.91	1.11	9.06

* Appointed as Company Secretary of the Company during the year w.e.f. 5th December, 2015

** Resigned as Company Secretary of the Company during the year w.e.f. 24th August, 2015



SHREE RAMA MULTI-TECH LIMITED

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT/ Court)	Appeal made, if any (Give Details)
A. Company					
Penalty	Nil				
Punishment					
Compounding					
B. Directors					
Penalty	Nil				
Punishment					
Compounding					
C. Other Officers in default					
Penalty	Nil				
Punishment					
Compounding					

ANNEXURE - B TO THE BOARDS' REPORT

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

A) CONSERVATION OF ENGERGY:

- i. Steps taken or impact on conservation of energy:

The Company has taken several steps for energy conservation to optimize power consumption in all its plant and offices. The Natural Light Dome installed on the roof top of the plant building saves power during the daytime. The Company has installed electronic cut in /cut off system on cooling towers as a means of saving energy. The load distribution across the plants is estimated and modification for uniform load distribution based on actual/correct load on DG sets ensures conservation of energy. The Company has installed UPS System in Film Plant to conserve use of Diesel for Power Generation.

The company has increased power from GEB for ER-WE-PA plant and stopped self-generation which was expensive. This will result in energy saving of Rs. 4.80lacs/ month.

Air audit has been carried out and all leakage is arrested. Compressed air used for cleaning is stopped. This will save the wasteful energy. The Airlines sizes have been optimized for energy saving.

The Company has during the year started sourcing power from IEX for reducing the cost of power. The current savings due to power trading is Rs. 5.50 lacs/month.

- ii. Steps taken by the Company for utilizing alternative sources of energy: Nil
- iii. Capital Investment on energy conservation equipments: Nil

B) TECHNOLOGY ABSORPTION:

- i. **Efforts made towards Technology Absorption:**

The application of latest world class technology in the manufacturing processes has resulted into products of desired qualities and has significantly contributed in development of various cost efficient and eco-friendly packaging materials.

Company has invested in state of art automatic thickness, measuring control system which enable saving of scarce raw material and enhance productivity and quality of laminate and make the process more competitive. The Company has re commissioned Auto Gauge Control on Extrusion Coating Machine to reduce material consumption.

- ii. **the benefits derived like product improvement, cost reduction, product development or import substitution :**

The development of new Laminates has resulted in very good business volumes. Consequent to the efforts of the Company as stated above, there has been a marked improvement in the productivity. Such efforts have also resulted in reduction of cost & wastages. The market base



SHREE RAMA MULTI-TECH LIMITED

has increased and the product range has also widened. The Company will also be able to offer the products with latest technology to the consumers.

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

The Company is constantly ensuring up gradation of technology and innovation in its products and production process. The Company has set up state of art facilities with technology imports from world leaders. The technology absorption is complete and the Company has now developed indigenous capabilities in areas of engineering and web development. The Company has acquired technology to make PBL Tubes, Tubes with Top Seal, etc which could have very good future.

iv. **the expenditure incurred on Research and Development : Nil**

(C) Foreign Exchange Earnings and Outgo:

(Rs. In Lacs)

Particulars	2015-16	2014-15
Foreign Exchange Earned	1925.28	1244.99
Foreign Exchange Out go	1949.56	1719.82

Annual Report 2015-16

ANNEXURE - C TO THE BOARDS' REPORT

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014

I. Ratio of remuneration of each director to the median remuneration of the employees of the company for the year 2015-2016

Name of Director	Remuneration (Amount Rs. in Lacs)	Ratio to Median remuneration
Shailesh K Desai	38.46	32.87 : 1
Hemal R Shah	4.00	3.42 : 1
Pathik C Shah	0.75	Not Applicable as only sitting fees is paid during the year
Smt. Vandana C Patel	0.75	
Salin S Patel	0.00	
R S Patel	0.75	
Prahlad S Patel	0.15	
Mittal K Patel	0.75	

II. The percentage increase in remuneration of each Director, CFO, CEO, CS or manager if any in the financial year 2015-16 compared to previous year 2014-15

Name & Designation of the Director, CFO, CEO, and CS	Remuneration for the year ended 2015-16 (Rs.in Lacs)	Remuneration for the year ended 2014-15 (Rs.in Lacs)	% Change
^ ShaileshK Desai - Managing Director	38.46	0.00	N.A.
@ Hemal R Shah- Whole Time Director	4.00	0.00	N.A.
* Ankit Shah - Manager	7.60	29.28	N.A
Krunal Shah - CFO	6.38	5.59	14.13
# MinakshiTakCS	1.11	2.73	N.A
\$ Hemal Sadiwala - CS	2.01	0.00	N.A.

^ Appointed as Managing Director w.e.f 3rd August 2016

@ Appointed as Whole Time Director of the Company w.e.f. 27th November, 2015

* Resigned as Manager of the Company w.e.f. 13th May, 2015

Resigned as Company Secretary of the Company w.e.f. 24th August, 2015

\$ Appointed as Company Secretary of the Company w.e.f. 5th December, 2015

III. The median remuneration of the employees has increased by 11.24 % in the financial Year 2015-16

IV. Number of permanent employees on the rolls of the company as on financial year 2015-16 was 348



SHREE RAMA MULTI-TECH LIMITED

V. Explanation on the relationship between average increase in remuneration and the company's performance

The company's overall turnover decreased by 1.49% while the increase in the median remuneration was 11.24%. However, the company is paying fixed remuneration to the individuals based on the responsibility and position and the company has no policy of paying incentive/ bonus based on company's performance.

VI. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Average increase in Remuneration of CFO 14.13% and the Reduction in loss by 75.17% in 2015-16 as compare to the previous year.

VII. Market capitalization & Price Earnings ratio details are as under:

Particulars	31 st March, 2016		31 st March, 2015		% Change	
	BSE	NSE	BSE	NSE	BSE	NSE
Market Capitalisation (Rs. in Lacs)	3750	3744	2342	2478	60.12	51.10
Price Earnings Ratio	(17.91)	(17.88)	(3.08)	(3.26)	481.49	448.47
Net worth of the company (Rs. In Lacs)	1822.47		714.64		155.01	

Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer : Not Applicable

VIII. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof.

Average increase in Remuneration of CFO 14.13%

Average increase in Remuneration of CS N.A

KMP salary increases are decided based on the Company's policy, individual performance, Company's performance, inflation, prevailing industry trends and benchmarks.

VIII. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

The Reduction in loss by 75.17 % in 2015-16 as compare to the previous year and the increase in remuneration of each Key Managerial Personnel is detailed in clause (II) above.

IX. Key parameter for any variable component of remuneration availed by the director –

Not Applicable as No variable remuneration is paid.

X. Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - Not Applicable.

XI. The company affirms that the remuneration paid to the Directors, Key Managerial Personnel and employees is as per the remuneration policy of the Company.

Annual Report 2015-16

ANNEXURE - D TO THE BOARDS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

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

To,

The Members,

SHREE RAMA MULTI-TECH LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SHREE RAMA MULTI-TECH LIMITED(hereinafter referred to as the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the SHREE RAMA MULTI-TECH LIMITED, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by SHREE RAMA MULTI-TECH LIMITED ("the Company") for the financial year ended on 31.03.2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings(Not Applicable during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable during Audit Period);



SHREE RAMA MULTI-TECH LIMITED

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable during the Audit Period);
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (J) Laws specifically applicable to the industry to which the company belongs, as identified by the management, that is to say:
 - 1. Factories Act, 1948
 - 2. Industrial Disputes Act, 1947

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India:
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s)

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

- I. As per the provision of the listing agreement entered with the stock exchanges the company is required to submit quarterly financial results to stock exchanges within 15 minutes of the closure of the Board meeting. However for the quarter ended 30th June, 2015 company has submitted the results beyond the prescribed time.
- II. In respect of 10,00,000 15% Cumulative Preference Shares of Rs.100/- each which were redeemable in three equal installments at the end of third, fourth and fifth year from 30th March,1998, 3,33,334 Preference Shares being first installment were redeemed on 30th March, 2001. The remaining 6,66,666 Preference Shares are yet to be redeemed.
- III. The Company has declared and provided in books dividend of Rs. 100 lacs for the year 2000-01 on 666666 15% Redeemable Preference Shares which was subsequently annulled by Board of Directors and members of the Company in Extra Ordinary Meeting held on 26th Oct, 2002. In view of the pending approval from appropriate authority, the Company has not reversed provision of said annulled dividend and also not transferred the said amount to IEPF.

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further

Annual Report 2015-16

information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place : Ahmedabad
Date : 9th May, 2016

Chirag Shah
Partner

Samdani Shah & Associates
Practising Company Secretaries
FCS No. 5545 C P No.: 3498



SHREE RAMA MULTI-TECH LIMITED

ANNEXURE – E TO THE BOARDS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2015-16 AS PER SECTION 135 OF THE COMPANIES ACT, 2013

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

The Company has framed Corporate Social Responsibility (CSR) Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

The Company has proposed to undertake CSR activities in the areas which includes Promotion of Education, knowledge enhancement and research, Healthcare, sanitation and hygiene, Safety, environment and Social & Rural development.

2. Present Composition of the CSR Committee:

Shailesh K. Desai

Shalin S. Patel

Mittal.K. Patel

3. Average net profit/(loss) of the Company for last three financial years: Rs. (79.01) Lacs.
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Nil.
5. Details of CSR spent for the financial year:
 - I. Total amount spent for the financial year: Nil.
 - II. Amount unspent, if any: Nil.
 - III. Manner in which the amount spent during the financial year: Nil.
6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof: Not Applicable
7. CSR Committee Responsibility Statement:

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

Date : 10th May 2016
Place: Moti Bhojan

Shailesh K. Desai
Chairman of CSR Committee

Mittal K. Patel
Member

ANNEXURE - F TO THE BOARDS' REPORT MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting this Management Discussion and Analysis Report for the year ended on 31st March 2016.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Packaging is one of the fastest growing industries and stands at USD 700 billion globally. It has grown higher than GDP in most of the countries. In developing country like India, it grew at a CAGR of 16% in the last five years and touched USD 32 Bn in FY 15. The Indian packaging industry constitutes 4% of the global packaging industry. However in the coming years Indian packaging industry is expected to grow at 18% p.a. wherein, the flexible packaging is expected to grow at 25 % p.a. and rigid packaging to grow at 15 % p.a.

The packaging segment in India is an amalgamation of both organized and unorganized players ranging from very small players with limited presence to big players with large market share. Demand for this segment is anticipated to grow rapidly across all the players. Also there is an increasing focus on innovative and cost effective packaging materials. Thus, the industry players are keeping in track with the changing trends in packaging and making efforts to capture the market with higher technology orientation. Further with a viewpoint of health and environment friendliness, the growth in packaging industry has been leading to greater specialization and sophistication amongst the market players.

Packaging encompasses a wide range of material types across paper board, metals, plastic, wood, glass and other materials. However amongst all the substitutes available, 'Plastic Packaging' is the fastest emerging trend in the packaging industry. Plastics today form the foundation of our "convenience consumer culture". The traditional materials like paper boards, metals, wood, glass etc. have been replaced by plastics in many applications due to their cost to performance ratio. The features of plastics make them an ideal packaging material for all industrial or commercial users. Globally, Plastics comprise of 42% of packaging with the combination of rigid and flexible plastics in packaging

SRMTL'S PERFORMANCE AS INDUSTRY

Your company has unique proposition of offering different packaging solutions and technologies under one roof. Among diverse portfolio of your company's products, Tubes, flexible packaging and cups are primary packaging materials, As a result, Quality, Hygiene and adherence to systems has become integral part of your Company's culture. Label is secondary packaging material produced by your Company.

SEGMENT-WISE/ PRODUCT WISE PERFORMANCE

Your company's largest product is laminated tubes, which is used for packing products in paste or gel form. Major product categories which use these tubes are oral care, cosmetics and pharma industry. As per capita consumption of these products in our country is lower than developed markets, coupled with increasing disposable income in the hands on Indian consumers, these industries are expected to do well in foreseeable future and your company will be direct beneficiary of this increased consumption. Additionally, in laminated tube segment, your Company has rare distinction of being an integrated supplier, as your Company has all required technologies and equipment to convert plastic granules into tubes. The Company has considerable market share in this segment.

Another large and growing segment for your company is flexible packaging materials, which has varied applications for packing powders, granules, liquids, condoms etc. Your company has plans to grow substantially in this segment. In line of this intention, during 2015-16 necessary investments have been made in machineries and man power.



SHREE RAMA MULTI-TECH LIMITED

In addition to domestic market, overseas markets also hold substantial potential for both laminated tubes and flexible laminates. During the financial year 2015-16, the Export turnover of the company was Rs. 1925.28 Lacs.(FOB Value) Your company intends to strengthen their position in these markets also, for which necessary marketing efforts have been initiated in 2015-16.

OPPORTUNITIES, THREATS AND RISK PERCEPTION:

In the way ahead, the growth in the plastic packaging industry in India will be majorly impacted by the end use industries, growing consumerism and government initiatives

End-Use Industries: The Indian Food & Beverage industry has nearly 25% yearly growth and major application of plastics in food products is in packaging. Thus growth in food and beverage sector highlights the growth potential for plastics in packaging. Similarly, personal care sector, which is growing at nearly 15%, will also drive demand for rigid plastics, as it is the most used material for packaging of personal care products. Other industrial sectors such as, pharmaceutical that is proposed to grow at 13-15% over next five years, retail industry, that is currently witnessing the shift from unorganized to organized retail; will also stimulate the demand of plastic in packaging material.

Consumerism: Growing consumerism will also contribute to growing demand. Consumer's preference for the use of convenient packaging and affordable packaging is driving the market towards flexible packaging in India. Consumers today are increasingly looking to buy products which are suitable for handling, long lasting and easy to store and as plastics can be used with great versatility, they have been the preferred choice in packaging. This growth will also be pushed by the increasing size of middle class population in tier II/III cities in the country.

The Government's campaign which aims to turn the country into a global manufacturing hub will have positive impact on the growth of both plastic and packaging industry. The proposed policies of government for technology up-gradation fund scheme, setting up of plastic parks, setting up Special Economic Zones (SEZs) to overcome bottlenecks of infrastructure and creating business friendly policies will help in exploring the underlying potential. Also the extended support from Ministry of Chemicals & Fertilizers and the Central Institute of Plastics Engineering & Technology (CIPET) will drive the growth of plastic and packaging industry in India.

With more than 40% of packaging needs catered by plastics in India, the domestic market is third largest consumer of polymers and a growth in plastic demand is expected to boost the consumption. Availability of raw material is a major challenge. For e.g. Crude is the feedstock required for these products and India is relying on heavy imports of crude to meet its requirements. Also, Volatility in the Prices of crude oil and exchange rate has led to increase in price pressure and lower profits in spite of high volume realizations. The plastic packaging industry primarily driven by the consumer goods sector often faces the issue of low margins, as most of the end products are coming from the imported raw materials and hence profit margins are highly dependent on import prices.

The plastic industry in India is a labour intensive industry as compared to its western counterparts. This has impacted the productivity in an unfavorable way. Apart from playing an increasing role in packaging and consumer products plastics also take up a growing percentage of municipal solid waste streams and pose environmental challenges. They are considered to be a major threat to environment and public health.

RISK AND CONCERNS

As key products of your company are composite materials, involving use of plastics, paper and aluminum foil, they are not biodegradable. With increasing awareness on environmental issues, any decision by Government restricting use of such composites is a key risk to business of your company. However, probability of such actions from Government are low since these packaging materials are light weight

Annual Report 2015-16

and consume lesser energy compared to traditional packaging materials like Aluminum collapsible tubes, glass, metal etc. Another area of concern for your company's business is advent of low cost tubing lines from China. However, your company is capable of dealing with such low cost competition by improving efficiencies on their high tech tubing lines and reducing scrap generation.

BUSINESS OUTLOOK

Due to increasing expertise in the packaging of F&B, medicinal, home & personal care and other heavy industrial products, plastic packaging segment is expected to capture the packaging demand. The overall packaging industry in India has a huge growth potential and is expected to reach USD 73 Bn in FY 2020. Additionally, India is growing as a manufacturing hub and the exports are also growing. To cater to the international market, the packaging standards are being uplifted which calls for adopting better packaging methods, materials and machineries to make sure that the quality of end product and visual appeal is top notch.

Moreover highly favorable demographic patterns in India such as increasing working age population, growing disposable income, growth in middle class, ongoing urbanisation and changing lifestyles etc will further drive the growth of packaging industry in India.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has appointed M/s. Ramesh C. Sharma & Co. Chartered Accountants, an outside agency as its Internal Auditors, who conduct internal audit for various activities. The Company has developed adequate internal control system commensurate to its size and business. The reports of Internal Auditors are submitted to the Audit Committee which further reviews the adequacy of Internal Control System. The Board of Directors also considers the report of the Internal Auditors.

DISCUSSION ON FINANCIAL PERFORMANCE WITH REFERENCE TO OPERATIONAL PERFORMANCE:

The business performance of the Company has improved in terms of reduction in the loss before tax and net loss even after marginal reduction in the turnover of the company. This has happened due to, reduction in cost, effective utilization of available resources, marketing and research & development activities for better quality of the products and streamlining of the manufacturing activities of the Company. Your Directors are expecting for more improvement in the performance of the Company during the current year. During the year 2015-16, the Company has achieved the total Revenue of Rs. 10841 lacs as compared to the previous year's figure of Rs. 11005 lacs. The company has registered net Loss of Rs. 212 lacs for the financial year ended on March 31, 2016 as compared to the previous year's loss of Rs. 818 Lacs. There is a significant reduction in the loss as compared to previous year.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED :

The Company attaches importance to the dignity of employee irrespective of position and highly values the cultural diversities of employees. Human Resource is valued as an extremely important and strategic resource and your Company believes in employee empowerment across the entire organization in order to achieve organizational effectiveness. The number of employees on roll are 348.

Cautionary Statement: Estimates and expectations stated in this Management Discussion and Analysis may be "forward-looking statement" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, other statutes and other incidental factors.



SHREE RAMA MULTI-TECH LIMITED

REPORT ON CORPORATE GOVERNANCE

The Report containing the details of Corporate Governance System and process at Shree Rama Multi-Tech Limited in accordance with Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

1. PHILOSOPHY ON CODE OF GOVERNANCE

Shree Rama Multi-Tech Limited's philosophy on Corporate Governance encompasses the serving of long term interest of all its stakeholders. The Company is committed to the highest standards of fair, ethical and transparent governance practices and compliances of the various regulations framed by the SEBI from time to time.

The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") which came into effect from 1st December, 2015.

2. BOARD OF DIRECTORS

COMPOSITION AND CATEGORY OF DIRECTORS

The Board of Directors of the Company have optimum combination of Executive and Non-Executive Directors with at least one woman Director and comprises of not less than fifty per cent Non-Executive Directors. The Board of Directors led by the Chairman appointed by the Board in respective meetings as and when called and comprises of total six Directors as on 31st March, 2016 including one Managing Director, one Whole Time Director, one Non- Executive Director and three Non- Executive Independent Directors.

The Notice convening Board Meetings are being sent to each of the Directors along with relevant information and documents well in advance of the meeting date, so as to enable the Board to discharge its responsibilities effectively. All significant developments and material events are brought to the notice of the Board.

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Erstwhile Listing Agreement) to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

All Independent Directors are experienced and competent from their respective field. They actively participate in the Board and Committee which gives significant value addition in the decision making process. The Board of Directors have developed the familiarization programme to be imparted to Independent directors to provide them to understand the business of the Company in depth and to contribute significantly to the progress of the Company. The details of familiarization programme imparted to Independent directors has been placed on Company's web site: www.srmtl.com

Non- Executive Directors do not hold any convertible instruments of the Company.

None of the Directors are related to any other Director on the Board in term of definition of 'relative' as per the Companies Act, 2013.

During the year ended on 31st March, 2016, there were six Board meeting held i.e. on 26.05.2015, 03.08.2015, 11.08.2015, 06.11.2015, 27.11.2015 and 09.02.2016. The Last Annual General meeting was held on 26th September, 2015.

Annual Report 2015-16

Composition and category of Directors, attendance record of each director at Board Meetings and at last Annual General Meeting, number of other Board of Directors or committees in which Directors is a member or chairperson (includes only Audit Committee and Investors' Grievance Committee) :

Name of Directors	Category of Directors	No. of Board Meetings attended	Attendance at previous AGM	No of Shares held by Non-executive Directors	No. of Directorships held in other Public Companies	No of Audit Committees and Shareholders Grievance Committee in other Public Companies	
						Chairman	Member
Shailesh K. Desai*	Executive Managing Director	4	Yes	NA	1	-	-
Hemal R Shah \$	Executive Whole Time Director	1	N.A	NA	-	-	-
Pathik C. Shah	Non-Executive (Independent)	5	Yes	-	-	-	-
Mittal K Patel	Non-Executive	5	Yes	-	-	-	-
Vandanaben Patel	Non-Executive (Independent)	5	No	-	-	-	-
Shalin S Patel #	Non-Executive (Independent)	-	N.A	-	-	-	-
R. S. Patel ^	Non-Executive (Independent)	5	Yes	-	N.A	N.A	N.A
Prahlad S. Patel !	Non-Executive (Independent)	1	N.A	-	N.A	N.A	N.A

* *Shailesh K Desai was appointed as Managing Director of the Company for a period of three years with effect from 3rd August, 2015. The appointment of Managing Director has been approved by the members in its 21st AGM. The board elects the Chairman of the Board in its each meeting as and when called. The members of the Board of Directors had appointed Shailesh K Desai as Chairman for its last Board meeting held on 10th May 2016.*

\$ *Hemal R Shah was appointed as additional director with effect from 27th November, 2015 and also appointed as Whole Time Director for the period of one year in the same meeting, subject to the approval of members at the ensuing AGM.*

Shailin S Patel was also appointed as Non- Executive Independent director with effect from 9th February 2016.

^ *R .S Patel the Chairman & Independent Director has resigned with effect from 1st December, 2015.*

! *Prahlad S Patel has resigned as on 3rd August, 2015.*

PREVENTION OF INSIDER TRADING

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations"). The PIT Regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders' ("the Code") in accordance with the requirements of the PIT Regulations. The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of



SHREE RAMA MULTI-TECH LIMITED

Unpublished Price Sensitive Information (UPSI)* in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code is displayed on the Company's website viz. www.srmtl.com

3. BOARD COMMITTEES

To enable better and more focused attention on the affairs of the Company, the board delegates particular matters to committees of the Directors set up for the purpose. These specialist committees prepare the groundwork for decision-making and report at the subsequent board meeting.

The board is assisted by various committees – Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee.

(A) AUDIT COMMITTEE

Composition

The composition of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015. The Members of the Audit Committee are financially literate and have accounting or related financial expertise.

It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. Pathik C Shah, Non-Executive, Independent Director is the Chairperson of the Audit Committee. The other members of the Audit Committee include Shailesh K. Desai and Shailin S. Patel

During the Financial Year 2015-16, there were total five meeting of Audit Committee held i.e. on 26.05.2015, 03.08.2015, 11.08.2015, 06.11.2015 and 09.02.2016. The Composition of the Audit Committee and the number of meetings attended by the members during the year is as under;

Sr. No.	Name of Members	Status	No. of meetings attended
1.	Pathik C. Shah	Chairman	4
2.	Shailesh K. Desai	Member	3
3.	Shailin S. Patel*	Member	-
4.	Vandana Patel \$	-	3
5.	R S Patel #	-	4
6	Prahlad S. Patel@	-	1

* Shailin S. Patel was inducted as member of the Committee upon reconstitution w.e.f. 9th February, 2016.

\$ Vandana Patel was inducted as member of Audit Committee w.e.f. 11th August, 2015 and upon reconstitution, she discontinued to be a member w.e.f. 9th February, 2016.

R S Patel Chairman of the board had resigned as Chairman & Independent Director w.e.f. 1st December, 2015,

@ Prahlad S Patel has resigned as Director w.e.f. 3rd August 2015.

Terms of reference of the Audit Committee in accordance with Companies Act, 2013;

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;

- f) valuation of undertakings or assets of the company, wherever it is necessary;
- g) evaluation of internal financial controls and risk management systems;
- h) monitoring the end use of funds raised through public offers and related matters.

Terms of the reference of the Audit Committee also includes the information to be reviewed by the Committee as prescribed in part C of Schedule II of SEBI (LODR) Regulation 2015.

The Company's Internal Auditors, Statutory auditors and head of finance department remains present at the Audit Committee Meetings. The Company Secretary acts as the Secretary of the Audit Committee. The Chairman of the Audit Committee was present at the 21st Annual General Meeting of the Company held on September 26, 2015.

(B) NOMINATION AND REMUNERATION COMMITTEE

Composition

The Composition of the Nomination and Remuneration Committee meets the requirement of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulation 2015. The Nomination and Remuneration committee was re-constituted by Board of Directors at its meeting held on 9th February, 2016 by introducing Shalin S Patel as member of the committee.

The Nomination and Remuneration Committee comprises of all three Non-Executive Directors and consist of at least fifty per cent of Independent Directors. Pathik C. Shah, Non-Executive, Independent Director, is the Chairperson of the Committee. The other members of the Remuneration and Nomination committee include Mittal K Patel and Shailin S. Patel. The Chairman of the Nomination and Remuneration Committee remained present in the last annual General Meeting of the company.

During the Financial Year 2015-16, there were total five meeting of the Nomination and Remuneration Committee held i.e. on 26.05.2015, 03.08.2015, 06.11.2015, 27.11.2015 and 09.02. 2016. The Composition of the Committee and the number of meetings attended by the members during the year is as under;

Sr. No.	Name of Members	Status	No. of meetings attended
1.	Pathik C. Shah	Chairman	5
2.	Mittal K Patel	Member	4
3.	Shailin S. Patel*	Member	-
4	Vandana Patel **	-	4

* Shalin S. Patel was inducted as member of the Committee upon reconstitution w.e.f. 9th February, 2016.

** Vandana Patel discontinue to be the member of the Committee w.e.f. 9th February, 2016 upon reconstitution.

The Role of committee shall, inter-alia, include the following:

- a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c) devising a policy on diversity of board of directors;
- d) identifying persons who are qualified to become directors and who may be appointed in



SHREE RAMA MULTI-TECH LIMITED

senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

- e) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Terms of the reference of the Nomination and Remuneration Committee also includes the information to be reviewed by the Committee as prescribed in part C of Schedule II of SEBI (LODR) Regulation 2015.

Nomination and Remuneration Committee has fixed following criteria for the performance Evaluation of Independent directors:

- Participation at the Board / Committee meetings
- Commitment (including guidance provided to senior management outside of Board/ Committee meetings);
- Effective deployment of knowledge and expertise;
- Independence of behavior and judgment;

(C) STAKEHOLDERS RELATIONSHIP COMMITTEE

This Stakeholders Relationship Committee comprises of three Directors. Shri Mittal K. Patel, Non-Executive Director is acting as Chairperson of the committee. The other members are Shri Shailesh K. Desai Managing Director and Shri Shalin S. Patel Independent Non- Executive Director. The Company secretary is designated as the Compliance Officer of the Company.

The Committee shall consider and resolve the grievances of the security holders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends and other matters relating to securities.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated correspondence address, telephone numbers and e-mail addresses to facilitate prompt action.

Annual Report 2015-16

Details of Shareholder's queries, complaints and requests received and replied during financial year 2015-16 are detailed as under:

Sr. No.	Nature of Correspondence	Received (Nos.)	Responded Satisfactorily & Solved (Nos.)	Pending as on 31-March-16 (Nos.)
1.	Change of Address	1	1	-
2.	Nomination Request	-	-	-
3.	Stop Transfer/ Procedure for issuance of Duplicate Share Certificates	2	2	-
4.	Correction in Name/ Address	-	-	-
5.	Change in Signature	-	-	-
6.	Procedure for transmission/ deletion	1	1	-
7.	Issuance of duplicate shares	-	-	-
8.	Transfer Request	2	2	-
9.	Demat Request/ Remat Requests	14	14	-
10.	Non-Receipt of Annual Reports	1	1	-
11.	Non-Receipt of Certificates under Open Offer	-	-	-

(D) Corporate Social responsibilities Committee

The Board of Directors of the Company has constituted the Corporate Social responsibility Committee as per provisions of the companies Act, 2013 and its rules made there under. The Committee's constitution and terms of reference meets with the requirements of the Companies Act, 2013.

Terms of reference of the Committee, inter alia includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules thereunder:
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of framework of CSR Policy.

Composition

Sr. No.	Name of Members	Status	No. of meeting sheld	No. of meetings attended
1.	Shailesh K Desai	Chairman	1	1
2.	Mittal K Patel	Member	1	1
3.	Shailin S. Patel*	Member	-	-
4	Vandana C Patel**	-	1	1

* Shailin S. Patel was inducted as member of the Committee upon reconstitution w.e.f. 9th February, 2016.

** Vandana Patel was inducted as member of Audit Committee w.e.f. 11th August, 2015 and upon reconstitution, She discontinued to be a member w.e.f. 9th February, 2016.



SHREE RAMA MULTI-TECH LIMITED

(E) SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, a separate meeting of Independent Directors was held without the presence of non-independent directors and members of the management of the Company and it considered inter alia the following:

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

All independent Directors were present.

4. REMUNERATION OF DIRECTORS

Remuneration to Non-Executive/Independent Director

There are no pecuniary relationship or transactions with Non- Executive Directors/Independent Directors during the year under review.

The Non-executive Directors has not been paid any remuneration or commission as per the provisions of the Companies Act, 2013 and its rules made thereunder except the sitting fees for attending the meeting of Board of Directors and committee of the board.

Further, the Non-Executive/Independent Directors were paid sitting fees of Rs. 15,000/- for attending each of the Board Meetings.

Other disclosure on remuneration paid to Executive Directors for F.Y. 2015.16:

all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;	Shailesh K Desai- Managing Director * Remuneration Rs. 38.46 Lacs (Salary and Perquisites)	Hemal R Shah Whole Time Director** Remuneration Rs. 4.00 Lacs (Salary)
details of fixed component and performance linked incentives, along with the performance criteria;	-	-
service contracts, notice period, severance fees	3 years	1 years
stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.	N.A.	N.A.

* Shailesh K Desai was appointed as Managing Director of the Company for a period of three years with effect from 3rd August, 2015.

** Hemal R shah was appointed as additional director with effect from 27th November, 2015 and also appointed as Whole Time Director for the period of one year in the same meeting.

Annual Report 2015-16

5. GENERAL BODY MEETING

The Company held its last three Annual General Meetings as under:

AGM	LOCATION	DATE& TIME	SPECIAL RESOLUTION
21 st 2014-2015	ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road,Ahmedabad	26-09-2015 at 11.30 A.M	No
20 th 2013-2014	ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road,Ahmedabad	27.09.2014 at 11.30a.m.	Yes(Two)
19 th 2012-2013	ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road,Ahmedabad	28.09.2013 at 11.30a.m.	Yes(One)

No special Resolution was passed through postal ballot during the Financial Year 2015-16.

None of the businesses are proposed to be conducted in the ensuing Annual General Meeting requiring passing a special resolution through postal ballot.

6. MEANS OF COMMUNICATION:

The Company's Quarterly, half yearly and annual audited results have been submitted to BSE and NSE as well as published in "Business Standard (English edition) and Jayhind (Gujarati edition), and are also displayed on the company's website i.e.www.srmtl.com.

There were no presentations made to Institutional Investors or to the Analysts during the year under review.

7. GENERAL SHAREHOLDER INFORMATION:

(A) Annual General Meeting:

Date, Time and Venue:	To be decided as per sec 96 of the Companies Act, 2013
Book Closure ;	To be decided as per provisions of the Companies Act, 2013 and SEBI(LODR) Regulation 2015

(B) The Financial year of the Company starting from 1st April to 31st March.

(C) Listing on Stock Exchanges

The Company's Equity Shares are listed on The Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid the listing fees for the year 2016-17 to BSE and NSE within due date.

(D) Stock Code

The Bombay Stock Exchange Ltd. Floor 25, P J Towers, Dalal Street, Fort, Mumbai – 400 001	532310	(ISIN) INE879A01019
National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block-G, BandraKurla Complex, Bandra (E) Mumbai – 400 051	SHREERAMA	

(E) Dematerialization of Shares and Liquidity:

At the end of the financial year, 59941773 shares were held in dematerialised form which comes to 94.44% of total capital. The Company has Demat connectivity with National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL).



SHREE RAMA MULTI-TECH LIMITED

(F) Reconciliation of Share Capital

As stipulated by SEBI, a qualified practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited.

Out of total 63,555,555 Issued and Subscribed Equity Shares, 59,000,000 Equity Shares are listed on the NSE and BSE. Addition of 45,55,555 equity share allotted on conversion on equal number of warrants is yet to be listed on these stock exchanges. Further, 87550 equity shares were forfeited by the Company for the non- payment of allotment and call money on 31st August 2004.

(G) Market Price Data- high, low, during each month in the financial year 2015-16:

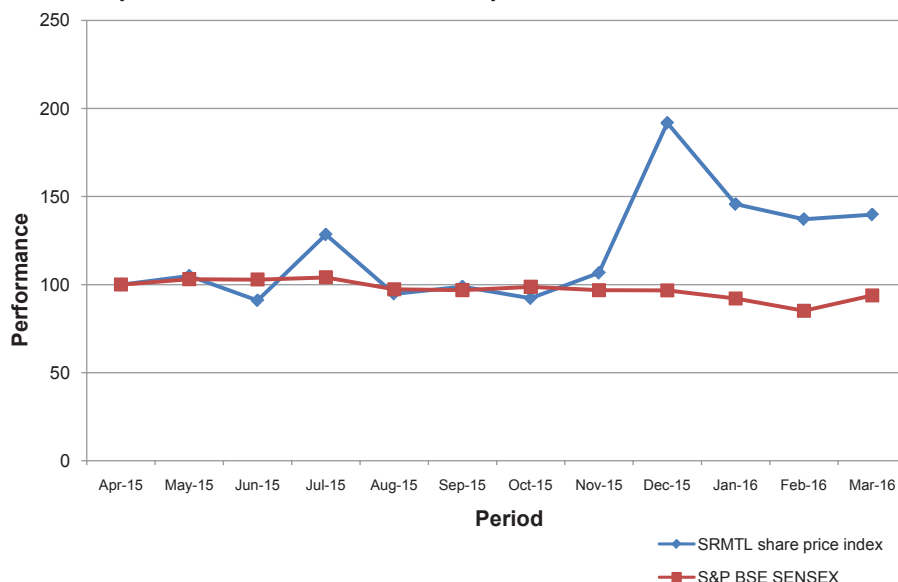
(At Bombay Stock Exchange Ltd.)			(At National Stock Exchange of India Ltd.)		
Month	High Rs. P.	Low Rs. P.	Month	High Rs. P.	Low Rs. P.
April,2015	4.95	4.01	April,2015	4.90	4.05
May,2015	4.49	3.71	May,2015	4.50	3.80
June, 2015	4.47	3.55	June, 2015	4.30	3.55
July,2015	6.05	3.70	July,2015	5.95	3.75
August,2015	5.70	3.92	August,2015	5.45	3.95
September,2015	4.20	3.65	September,2015	4.30	3.60
October,2015	4.50	3.80	October,2015	4.40	3.75
November, 2015	4.64	3.62	November, 2015	4.60	3.65
December,2015	8.11	4.68	December,2015	7.80	4.60
January, 2016	8.95	6.05	January, 2016	8.90	60
February,2016	7.36	5.76	February,2016	7.40	5.80
March,2016	6.50	5.41	March,2016	6.55	5.40

(H) The performance of the equity share price of the Company vis-à-vis the S&P BSE SENSEX at BSE is as under:

Month	SRMTL Share Price at BSE**	S&P BSE SENSEX**	Relative Index for comparison purpose	
			SRMTL share price index	S&P BSE SENSEX
Apr-15	4.23	27011.31	100.00	100.00
May-15	4.44	27828.44	104.96	103.03
Jun-15	3.85	27780.83	91.02	102.85
Jul-15	5.43	28114.56	128.37	104.08
Aug-15	4.01	26283.09	94.80	97.30
Sep-15	4.18	26154.83	98.82	96.83
Oct-15	3.90	26656.83	92.20	98.69
Nov-15	4.51	26145.67	106.62	96.80
Dec-15	8.11	26117.54	191.73	96.69
Jan-16	6.16	24870.69	145.63	92.08
Feb-16	5.80	23002.00	137.12	85.16
Mar-16	5.91	25341.86	139.72	93.82
** data as on closing of the month				

Annual Report 2015-16

Relative performance of SRMTL share price vs. S&P BSE SENSEX



(I) Distribution of Share holding as on 31st March, 2016:

Sr. no	Category (Shares)	No.of Holders	%To Holders	No. of Shares	%To Equity
1	1 - 5000	17372	95.52	10083652	15.89
2	5001 - 10000	425	2.34	3194533	5.03
3	10001 - 20000	199	1.09	2829470	4.46
4	20001 - 30000	69	0.38	1706378	2.69
5	30001 - 40000	27	0.15	978835	1.54
6	40001 - 50000	23	0.13	1046686	1.65
7	50001 - 100000	39	0.21	2681183	4.22
8	100001 - and Above	33	0.18	40947268	64.52
	TOTAL	18187	100.00	63468005	100.00

(J) Address Of Registrar & Share Transfer Agent

Registrar & Share Transfer Agent
 Karvy Computer share Private Limited, Plot No.17-24, Vithalrao Nagar,
 Madhapur, Hyderabad-500081
 Phone: (040)23420818, Fax : (040)23311968 & 23323049

(K) Share Transfer System :

The Company has appointed M/s. Karvy Computer share Private Limited as registrar and transfer agent of the company and the Investors are requested to make all the future correspondence to M/s. Karvy Computer share Private Limited Plot No. 17-24, Vithalrao Nagar, Madhapur, Hyderabad-500081.



SHREE RAMA MULTI-TECH LIMITED

(L) Plant Locations:

1. Block No. 1557, Village: Moti-Bhoyan, Kalol-Khatrej Road, Taluka: Kalol, Dist: Gandhinagar, Gujarat.
2. Block No. 425, Village: Ambaliyara, Dist: Mehsana, Gujarat

In the meeting of Board of Directors of the Company held on 10th May 2016, it has approved the shifting of Company's Ambaliyara plant located at Dist. Mehsana, Gujarat to Moti-bhoyanTal.Kalol, Dist. Gandhinagar, Gujarat.

(M) Address for correspondence:

Registered office:

Shree Rama Multi-Tech Limited

301, Corporate House, Opp. Torrent House, Income tax, Ashram Road, Ahmedabad- 380 009

Phone: 079-27546800, 27546900 • **Email Id :** cslegal@srmtl.com, **Website:** www.srmtl.com

(N) Other Disclosures:

- (a) During the year under review, there were no materially significant related party transactions entered in to by the Company that have potential conflict with the interests of the company at large;
- (b) There are no instances of non-compliance by the company, penalties, strictures imposed on the company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;
- (c) The company has established vigil mechanism policy and the same has been placed on the Company's website. The board hereby gives the affirmation that no personnel has been denied access to the audit committee;
- (d) The Company has complied with mandatory requirements as prescribed under SEBI (LODR) Regulation, 2015 and Adoption of non-mandatory requirements of Listing Regulation is being reviewed by the Board from time-to time.
- (e) The policy for determining 'material' subsidiaries and policy on dealing with related party transactions has been disclosed on the Company's website www.srmtl.com.
- (f) The company do not deal with commodity hedging activities hence the relative information is not provided.
- (g) The Board of Directors of the company has taken the initiatives to adopt the discretionary requirements as specified in Part E of Schedule II of SEBI (LODR) Regulation, 2015.

CODE OF CONDUCT

The Company has adopted the code of conduct and ethics for Directors and senior management. The Code has been circulated to all the members of the Board and senior management and the same has been posted on the Company's website www.srmtl.com. The Board members and senior management have affirmed their compliance with the code and a declaration signed by the Managing Director of the Company is given below:

"It is hereby declared that the Company has obtained from all members of the Board and senior management personnel affirmation that they have complied with the Code of Conduct for Directors and Senior Management of the Company for the year 2015-16.

Date : 10th May 2016

Place: Moti Bhoyan

Shailesh Desai

Chairman

Annual Report 2015-16

CERTIFICATE OF CHIEF EXECUTIVE OFFICER(CEO)/ CHIEF FINANCIAL OFFICER(CFO)

The Board of Directors

M/s. Shree Rama Multi-Tech Limited

We have reviewed the financial statements and the cash flow statement of Shree Rama Multi-Tech Limited for the financial year 2015-16 and certify that:

- a) These statements to the best of our knowledge and belief:
 - I. Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading:
 - II. Present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Directors and Senior Management Personnel during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- d) We have also indicated to the Auditors and the Audit Committee.
 - (i) Significant changes in Internal Controls with respect to financial reporting during the year.
 - (ii) Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
- e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Date : 10th May 2016

Place: Moti Bhoyan

Krunal Shah
Chief Financial Officer



SHREE RAMA MULTI-TECH LIMITED

AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Directors

M/s. Shree Rama Multi-Tech Limited

We have examined the compliance of conditions of Corporate Governance by M/s. Shree Rama Multi-Tech Limited for the year ended March 31, 2016 stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

For Mahendra N. Shah & Co
Chartered Accountants
Firm Registration No. 105775W

Place : Ahmedabad
Date : 10th May, 2016

Chirag M. Shah
Partner
Membership No. 045706

INDEPENDENT AUDITORS' REPORT

To

The Members of

SHREE RAMA MULTI TECH LIMITED

Ahmedabad

Report on the Financial Statements

We have audited the accompanying financial statements of **SHREE RAMA MULTI-TECH LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, 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

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

Auditor's Responsibility

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

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

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

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

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating



SHREE RAMA MULTI-TECH LIMITED

the overall presentation of the financial statements.

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

Basis for Qualified Opinion:

1. In respect of loans and debentures aggregating to Rs. 6171.86 lacs which are under settlement as per scheme, the company has not provided for interest of Rs. 854.72 lacs (Previous Year Rs. 1206.51 lacs) on the same for the year ending on 31st March, 2016. Therefore, loss of the year would have been increased by Rs. 854.72 lacs. The accumulated interest not provided for up to 31-03-2016 is Rs. 12119.05 lacs (Previous Year Rs. 16052.36 lacs).
2. Non consolidation of accounts of Shree Rama Mauritius Limited (Wholly Owned Subsidiary) as per Sec.129 of the Act & Accounting Standard 21 of ICAI (refer note no.15)

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the matters described in the basis for qualified opinion para above. If the provision for interest is made the loss for the current year would have increased by Rs. 854.72 lacs and accumulated losses upto 31/3/2016 would have increased by Rs. 12119.05 lacs and accordingly net loss for the current year would have been Rs.1066.28 lacs and accumulated losses up to 31/3/2016 would have been Rs. 63775.56 lacs, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. The qualification relating to non provision of interest for the current year and earlier years and Non consolidation of Accounts of Mauritius WOS are stated in the basis for Qualified opinion paragraph above,

Annual Report 2015-16

- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28[B](1) and 9(i)&(ii) to the financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts (except annulled Dividend on preference share as per note No. 28[B] 3(b)) which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
Mahendra N. Shah & Co
Chartered Accountants
Firm Registration No. FRN 105775W

Place : Ahmedabad
Date : 10.05.2016

Chirag M. Shah
Partner
Membership No. 045706



“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

1. In respect of Fixed Assets :
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of five years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. According to information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties are mortgaged with the lenders and as informed to us the same are in the name of the company.
2. In respect of Inventories:

According to information and explanation given to us Physical verification of inventories has been conducted in reasonable interval by the Management and no material discrepancies were noticed on physical verification during the year.
3. According to information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the company has not granted loan or given guarantee or provided security as provided in the section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. According to information and explanation given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. The Central Government has prescribed maintenance of Cost Records under section 148(1) of the Companies Act, 2013 in respect of manufacturing activities of the Company. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
7. According to information and explanations given to us in respect of statutory dues and on the basis of our examination of the books of account, and records,
 - (a) the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanations given to us, there are no material dues of income tax, sales tax, and service tax, value added tax, wealth tax, duty of customs and Cess which have not been deposited with the appropriate authorities on account of any dispute, except in respect to income tax penalty and excise duty, the following dues have not been deposited by the Company on account of disputes according to information and explanations given to us, :

Annual Report 2015-16

Name of the statute	Nature of the dues	Amount (Rs. in Lacs)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	3893.72	1999-00 to 2001-02	Adjudicating Authority, Gujarat High Court
		293.42	1998-99	
Income Tax Act 1961	Penalty Sec.271(1)(c)	331.06	A.Y.2002-03	CIT (Appeal)
		453.46	A.Y.2003-04	
		291.98	A.Y.2004-05	
		71.27	A.Y.2009-10	

8. (i) The Company had default in respect of past borrowing loans, debentures etc for which the company has filed scheme of Arrangement and Compromise as mentioned in Note No. 6 of the Notes on Accounts.
(ii) There is no current default in repayment of dues to Financial Institutions or banks or debenture holders.
9. According to the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
10. According to the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
Mahendra N. Shah & Co
Chartered Accountants

Firm Registration No. FRN 105775W

Place : Ahmedabad

Date : 10.05.2016

Chirag M. Shah

Partner

Membership No. 045706



SHREE RAMA MULTI-TECH LIMITED

Annexure 'B'

Annexure to the Independent Auditor's report of even date on the Standalone financial statements of Shree Rama Multi- Tech Ltd.

Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of Sec.143 of the Companies Act,2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shree Rama Multi-Tech Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting.

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to

Annual Report 2015-16

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For M/s. Mahendra N. Shah & Co
Chartered Accountants
Firm Registration No. FRN 105775W

Place : Ahmedabad
Date : 10.05.2016

Chirag M. Shah
Partner
Membership No. 045706



SHREE RAMA MULTI-TECH LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2016

(Rs. in Lacs)

	Note No.	As at 31st March 2016	As at 31st March 2015
EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	3842.70	3842.70
(b) Reserves and surplus	2	(1980.36)	(3088.06)
2 Non-current liabilities			
(a) Long-term borrowings	3	10879.86	14391.13
(b) Deferred tax liabilities (Net)	4	1604.16	1782.54
(c) Other long-term liabilities	5	165.77	165.72
(d) Long-term provisions	6	46.51	54.29
3 Current liabilities			
(a) Short-term borrowings	7	1723.10	255.08
(b) Trade payables	8	702.99	726.71
(c) Other current liabilities	9	305.90	238.16
(d) Short-term provisions	10	22.65	17.82
TOTAL		17313.28	18386.09
ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	9728.73	10861.83
(i) Capital work-in-progress	11	284.72	103.65
(b) Non-current investments	12	0.66	0.66
(c) Long-term loans and advances	13	899.72	896.11
(d) Other non-current assets	14	1.63	1.63
2 Current assets			
(a) Inventories	15	2168.44	2188.53
(b) Trade receivables	16	2409.40	1782.45
(c) Cash and cash equivalents	17	1451.07	2275.81
(d) Short-term loans and advances	18	305.16	222.43
(e) Other current assets	19	63.75	52.99
Significant Accounting Policies	28A		
Notes on Financial Statements	28B		
TOTAL		17313.28	18386.09

As per our report of even date attached herewith

For and on behalf of the Board

For Mahendra N. Shah & Co.

Chartered Accountants
FRN: 105775W

Chirag M. Shah

Partner M. No. : 45706

Shailesh Desai
Managing Director

Hemal Sadiwala
Company Secretary

Hemal Shah
Whole Time Director

Krunal Shah
Chief Financial Officer

Place : Ahmedabad
Date : 10.05.2016

Place : Ahmedabad
Date : 10.05.2016

Annual Report 2015-16

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(Rs. in Lacs)

	Note No.	2015-16	2014-15
INCOME			
Revenue from Operations	20	10622.16	10783.36
Other Income	21	219.24	221.76
Total Revenue		10841.40	11005.12
EXPENSES			
Cost of Materials Consumed	22	5241.11	6089.08
Changes in Inventories of Finished goods, work in process and waste	23	73.84	(51.71)
Employee Benefits Expenses	24	1199.72	1115.46
Finance Costs	25	686.74	635.30
Depreciation	11	1369.18	1589.94
Other Expenses	26	2660.77	2734.67
Total Expenses		11231.36	12112.74
Profit/(Loss) before Exceptional Items		(389.96)	(1107.62)
Exceptional Items	27	0.00	34.37
Profit/(Loss) before tax		(389.96)	(1073.25)
Tax Expense			
(1) Current Tax		0.00	0.00
(2) Deferred Tax Reversal / (Provision)		178.38	255.38
Profit/(Loss) for the year		(211.58)	(817.87)
Earnings per Equity Share of Face Value of Rs. 5 each			
(1) Basic		(0.33)	(1.29)
(2) Diluted		(0.33)	(1.29)
Significant Accounting Policies	28A		
Notes on Financial Statements	28B		

As per our report of even date attached herewith

For and on behalf of the Board

For Mahendra N. Shah & Co.

Chartered Accountants
FRN: 105775W

Chirag M. Shah

Partner M. No. : 45706

Shailesh Desai
Managing Director

Hemal Sadiwala
Company Secretary

Hemal Shah
Whole Time Director

Krunal Shah
Chief Financial Officer

Place : Ahmedabad
Date : 10.05.2016

Place : Ahmedabad
Date : 10.05.2016



SHREE RAMA MULTI-TECH LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

1 SHARE CAPITAL

(Rs.in Lacs)

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number	Rs.	Number	Rs.
Authorised Share Capital :				
Equity Shares of Rs.5 each	200000000	10000.00	200000000	10000.00
15% cumulative Redeemable Preference shares of Rs.100 each	5000000	5000.00	5000000	5000.00
Total		15000.00		15000.00
Equity Shares				
Issued and Subscribed :				
Equity Shares of Rs.5 each	63555555	3177.78	63555555	3177.78
Total		3177.78		3177.78
Paid up :				
Equity Shares of Rs.5 each	63468005	3173.40	63468005	3173.40
Add : Forfeited share capital	87550	2.63	87550	2.63
Total	63555555	3176.03	63555555	3176.03
Preference Shares				
Issued, Subscribed and Paid up :				
15% Cumulative Redeemable Preference Shares of Rs.100 each fully paid up	666666	666.67	666666	666.67
		666.67		666.67
Total		3842.70		3842.70

The reconciliation of the number of equity shares outstanding is set out below :

Particulars	As at 31st March, 2016	As at 31st March, 2015
	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year	63555555	63555555
Shares Issued during the year	0	0
Shares bought back during the year	0	0
Shares outstanding at the end of the year	63555555	63555555

Annual Report 2015-16

The reconciliation of the number of preference shares outstanding is set out below :

Particulars	As at 31st March, 2016	As at 31st March, 2015
	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year	666666	666666
Shares Issued during the year	0	0
Shares bought back during the year	0	0
Shares outstanding at the end of the year	666666	666666

The details of equity shareholders holding more than 5% shares :

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Nirma Industries Private Limited	3204883	5.05	3204883	5.05
Nirma Chemical Works Private Limited	23777418	37.46	23777418	37.46

The details of preference shareholders holding more than 5% shares :

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Harsiddh Specific Family Trust*	666666	100.00	666666	100.00

* Pending scheme of arrangement, the preference shares submitted for transfer by beneficial holder of shares is under consideration.

2 RESERVES AND SURPLUS

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
a. Capital Reserves		
Opening Balance	19,215.83	18,265.83
(+) Current Year Transfer (refer note no. 10 of note no. 28 [B] on financial statements)	1,319.28	950.00
Closing Balance	20,535.11	19,215.83
b. Capital Redemption Reserve	333.33	333.33
c. Share Premium Account	22,825.95	22,825.95
d. Debenture Redemption Reserve	4,024.33	4,024.33
e. Warrants forfeited Account	39.56	39.56
f. General Reserve	1,917.87	1,917.87
g. Profit and Loss Account		
Opening balance	(51,444.93)	(50,366.20)
(+) Net Profit / (loss) for the current year	(211.58)	(817.87)
Carrying amount of Fixed Assets whose useful life of the assets is nil as on 1/4/2014	0.00	(377.51)
Deferred tax on carrying amount of Fixed Assets	0.00	116.65
Closing Balance	(51,656.51)	(51,444.93)
TOTAL	(1,980.36)	(3,088.06)



SHREE RAMA MULTI-TECH LIMITED

3 LONG TERM BORROWINGS

(Rs.in Lacs)

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number	Rs.	Number	Rs.
Secured :				
(a) Redeemable Non Convertible Debentures :				
15.5 % Secured Redeemable Non Convertible Debentures of Rs.100/- each fully paid up.	700000	671.86	1000000	971.86
Note: (refer note no.(a) (i) of note no. 3.2 & note no. 10 of note no. 28 [B] on financial statements)				
13.5 % Secured Redeemable Non Convertible Debentures of Rs.1000000/- each fully paid up.	300	3000.00	300	3000.00
Note : (refer note no.(a) (ii) of note no. 3.2).				
(b) Term loans				
Note: (refer note no.(b) of note no. 3.2 & note no. 10 of note no. 28 [B] on financial statements)				
		3671.86		3971.86
		2500.00		4619.27
(A)		6171.86		8591.13
In case of continuing default				
1. Period of default (Refer below mentioned note no. 3.1)				
2. Amount		6171.86		8591.13
Term loans				
Working Capital Term Loan from RBL Bank		4708.00		5,800.00
Note : (refer note no.(c) of note no. 3.2).				
(B)		4708.00		5800.00
TOTAL (A+B)		10879.86		14391.13

Note : In respect of various overdue Long Term Borrowing excluding Working Capital Term Loan are treated as "Long Term Liabilities" since the matter is sub judice and pending before larger bench of Gujarat High Court in respect of scheme of Compromise and Arrangement.

3.1 The Company has defaulted in repayment of above secured and unsecured debentures, term loans and other borrowings since 2002-03.

3.2 Secured

(a) Non Convertible Debentures

- 700000 (15.5%) Redeemable Non convertible Debentures privately placed with lenders are secured by mortgage of the present and future immovable assets and charges on movable assets of the Company in favour of a trustee, ranking pari passu with the charges created on the said assets for term loans from lenders.
- 300 13.5 % Redeemable Non convertible Debentures privately placed with NCWPL are secured by mortgage on the immovable assets and charge on movable assets of the Company, both present and future, in favour of a trustee, ranking pari passu with the charges created / to be created on the said assets for term loans from lenders.

Annual Report 2015-16

- (b) Term Loans :- Term Loans from NCWPL are Secured by first charge on all present and future assets of the Company's units at Moti Bhoyan, Ambaliyara and Puducherry ranking pari passu with the charges created / to be created in favour of a trustee for privately placed debentures and personal guarantee of some of the erstwhile directors.

Unsecured

- (c) Working Capital Term Loan from RBL is bank secured by exclusive first charge on entire Fixed Assets and Current Assets of the Company to be created and unconditional and irrecoverable Corporate Guarantee of Nirma Ltd. Repayable in 72 instalments commencing from six months from availment of loan. Interest payable @ 0.25 % p.a. OBR

4 DEFERRED TAX LIABILITY (NET)

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Opening Balance	1,782.54	2,154.59
Add/(Less): Deferred Tax Liability provision / (reversal)	(178.38)	(372.05)
Closing Balance	1,604.16	1,782.54

5 OTHER LONG TERM LIABILITIES

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Trade Payables	0.37	0.37
(b) Provision for Preference Share Dividend	100.00	100.00
(c) Provision for Tax on Preference Share Dividend	10.20	10.20
(d) Provision for Interest on Preference Share Dividend	47.50	47.50
(Treated as long term in view of sub note no. 3(b) of note no. 28 [B] on financial statements)		
(e) Others Payable	7.70	7.65
(Includes Employee Security Deposit and interest payable on such deposits)		
TOTAL	165.77	165.72

6 LONG TERM PROVISIONS

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Provision for employee benefits (Refer Note No. 24.1)		
Leave Encashment (unfunded)	46.51	54.29
TOTAL	46.51	54.29



SHREE RAMA MULTI-TECH LIMITED

7 SHORT TERM BORROWING

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured		
Overdraft Account against Fixed Deposit	631.10	55.08
Unsecured		
Working Capital Term Loan from RBL Bank	1,092.00	200.00
TOTAL	1723.10	255.08

8 TRADE PAYABLES

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade payables	702.99	726.71
(Refer below mentioned note no. 8.1)		
TOTAL	702.99	726.71

8.1 Disclosures are made for the amount due to the Micro, Small and Medium Enterprises under Micro Small and Medium Enterprise Development Act 2006:

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Principal amount remaining unpaid to any supplier as at the year end.*	70.83	50.56
Amount of interest due/ paid by the company in item of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year.	-	-
On the basis of information and records available with the company, the above disclosures are made under in respect of amount due to the Micro, Small and Medium enterprises and Small Scale Industrial Undertaking, who have registered with the relevant competent authorities. This has been relied upon by the auditors.		

Annual Report 2015-16

9 OTHER CURRENT LIABILITIES

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Creditors for Capital Goods	129.41	39.41
Other Payables (Includes Statutory dues, advance from customers and interest payable on Employee Security Deposits)	176.49	198.75
TOTAL	305.90	238.16

10 SHORT TERM PROVISIONS

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Provision for employee benefits		
Gratuity (Funded)	0.63	0.33
Leave Encashment (Unfunded) (For both above Refer note no. 24.1)	0.69	3.22
Bonus	21.33	13.81
(b) Others	0.00	0.46
TOTAL	22.65	17.82

11 FIXED ASSETS

(Rs.in Lacs)

Tangible Assets	Gross Block				Depreciation				Net Block	
	Balance as at 1st April 2015	Addition during the year	Deduction/ Adjustment during the year	Balance as at 31st March 2016	Balance as at 1st April 2015	Depreciation charge for the year	Deduction/ Adjustment during the year	Balance as at 31st March 2016	Balance as at 31st March 2016	Balance as at 31st March 2015
Land	236.54	0.00	0.00	236.54	0.00	0.00	0.00	0.00	236.54	236.54
Buildings including Tubewell	5115.19	2.97	0.00	5118.16	2530.78	148.08	0.00	2678.86	2439.30	2584.41
Plant and Machineries	38744.29	230.56	15.38	38959.47	31021.93	1158.44	0.00	32180.37	6779.10	7722.36
Furniture and Fixtures	184.38	0.00	0.00	184.38	169.54	0.86	0.00	170.40	13.98	14.84
Electrical Installations	657.76	0.00	0.00	657.76	547.69	11.54	0.00	559.23	98.53	110.07
Office and other equipments	533.59	14.15	1.70	546.04	393.64	38.61	0.77	431.48	114.56	139.95
Vehicles	114.04	6.70	14.13	106.61	60.38	11.65	12.14	59.89	46.72	53.66
Total	45585.79	254.38	31.21	45808.96	34723.96	1369.18	12.91	36080.23	9728.73	10861.83
Previous year	45523.94	249.15	187.30	45585.79	32873.72	1589.94	(260.30)	34723.96	10861.83	
CWIP									284.72	103.65



SHREE RAMA MULTI-TECH LIMITED

12 NON-CURRENT INVESTMENTS

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade Investments		
Unquoted		
In equity shares of Subsidiary Company 26803 (26803) Shree Rama (Mauritius) Ltd. Of US \$ 1/- each fully paid up	13.06	-
Share application money (pending allocation) (Refer Note No 15 of note no. 28 [B] on financial statements)	18.60	-
Total (A)	31.66	-
Less: Provision for diminution in the value of investment	31.66	-
	0.00	-
Non Trade Investments		
Unquoted Investments		
40 Equity Shares of KCCB Ltd. Of Rs. 25 each fully paid up	0.01	0.01
Quoted		
800 Equity Shares of IDBI Ltd. Of Rs. 10 each fully paid up	0.65	0.65
Market Value of Quoted Investment as on 31/03/2016 is Rs. 0.55 Lacs. (Rs.0.57 Lacs)		
TOTAL	0.66	0.66

13 LONG TERM LOANS AND ADVANCES

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
a. Capital Advances		
Unsecured and considered Doubtful	150.00	150.00
b. Deposits		
Unsecured and considered Doubtful	77.09	77.09
Unsecured and Considered Good	30.85	28.07
c. Advance Income Tax	341.73	333.12
d. Balance with Government Authorities	300.05	307.83
TOTAL	899.72	896.11

Annual Report 2015-16

14 OTHER NON-CURRENT ASSETS

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Others	1.63	1.63
TOTAL	1.63	1.63

15 INVENTORIES

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
a) Raw Materials	545.62	557.28
b) Raw Materials-in transit	171.67	142.65
c) Work-in-progress (including stock with Jobbers)	738.80	927.72
d) Finished goods	369.06	257.69
e) Stores and spares, packing materials and fuel	302.25	296.60
f) Stores and spares in transit	7.88	0.00
g) Waste	33.16	6.59
Above inventories are taken, valued and certified by the Management		
TOTAL	2168.44	2188.53

16 TRADE RECEIVABLES

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade receivables over six months		
Unsecured and considered good	14.85	130.27
Unsecured and considered doubtful	133.24	91.80
Less: Provision for doubtful debts	(26.59)	(26.59)
TOTAL	121.50	195.48
Others		
Unsecured and considered good	2287.90	1586.97
TOTAL	2409.40	1782.45



SHREE RAMA MULTI-TECH LIMITED

17 CASH AND CASH EQUIVALENTS

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Balances with banks		
Earmarked Balances	2.90	2.48
In Current Accounts	104.18	303.96
(a) Fixed Deposits under Lien		
(i) against Borrowings	1027.12	1158.08
(ii) against Gaurantees	152.88	152.88
(iii) other commitments	0.59	0.59
(b) Other Fixed Deposits	162.71	657.11
(Refer sub Note No. 7 of note 28 [B] on financial statements)		
Cash on hand	0.69	0.71
TOTAL	1451.07	2275.81

*FD with banks includes Deposit of Rs. 155 lacs (Rs. 418.33 lacs) with maturity of more than 12 months.

18 SHORT TERM LOANS AND ADVANCES

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Unsecured and considered good		
Balance with Government Authorities	157.59	130.18
Creditors for capital goods	1.23	21.30
Suppliers	113.68	40.49
Deposits	3.92	3.35
Others	28.74	27.11
TOTAL	305.16	222.43

19 OTHER CURRENT ASSETS

(Rs.in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Interest Receivable	63.75	52.99
TOTAL	63.75	52.99

Annual Report 2015-16

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

(Rs.in Lacs)

	2015-16	2014-15
20 REVENUE FROM OPERATIONS		
Sale of products	11681.58	11929.87
Less: Excise duty	(1059.42)	(1146.51)
TOTAL	10622.16	10783.36
20.1 SALES OF FINISHED GOODS		
Name of Products		
- Plastic Laminated Tubes	8620.34	8220.50
- Printed Products Incl. Labels / Stickers	124.65	233.09
- Speciality Packagings & Plastic Products	2531.18	2816.67
- Others	405.41	659.61
TOTAL	11681.58	11929.87
21 OTHER INCOME		
Interest Income	121.55	122.91
Miscellaneous Income	40.24	41.48
Other Income	4.11	8.93
Profit on Sale of Fixed Assets	1.50	-
Sales Tax Recovery	-	14.90
Excess/Short Provision Written Back	0.97	10.86
Net Gain on Foreign currency transactions	2.76	-
Export Incentives	48.11	22.68
TOTAL	219.24	221.76
22.0 RAW MATERIALS CONSUMED		
Name of materials		
Plastic Granuals	3708.88	4074.77
Paper & Paper Board	142.17	183.23
Paper	108.16	200.46
Aluminium Foils	1040.85	1193.32
Others	241.05	437.30
TOTAL	5241.11	6089.08

Particulars	2015-16		2014-15	
	(Rs.in Lacs)	% of Total Consumption	(Rs.in Lacs)	% of Total Consumption
22.1 BREAK UP OF RAW MATERIALS CONSUMED				
Imported	1930.44	36.83%	1766.93	29.02%
Indigeneous	3310.67	63.17%	4322.15	70.98%
TOTAL	5241.11	100.00%	6089.08	100.00%



SHREE RAMA MULTI-TECH LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

(Rs. in Lacs)

	2015-16	2014-15
23 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROCESS AND WASTE		
Closing Stock		
Finished Goods	369.06	257.69
Work in Process	738.80	927.72
Waste	10.30	6.59
TOTAL	1118.16	1192.00
Opening Stock		
Finished Goods	257.69	400.45
Work in Process	927.72	722.38
Waste	6.59	17.46
TOTAL	1192.00	1140.29
TOTAL (INCREASE) / DECREASE IN STOCK	73.84	(51.71)
24 EMPLOYEE BENEFITS EXPENSE		
(a) Salary, wages and bonus	1145.62	1066.77
(b) Contributions to provident fund	29.15	22.58
(c) Staff welfare expenses	24.95	26.11
TOTAL	1199.72	1115.46

24.1 DISCLOSURE PURSUANT TO ACCOUNTING STANDARD – 15 [REVISED] 'EMPLOYEE BENEFITS':

a) General description:

Gratuity [Defined benefit plan]:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary [last drawn salary] for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

b) Leave wages [Long term employment benefit]

The leave wages are payable to all eligible employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement on attaining superannuation age.

Annual Report 2015-16

The Amount (in Rs.) recognized in the statement of profit and loss are as following:

CHANGE IN THE PRESENT VALUE OF THE DEFINED BENEFIT OBLIGATION:	Gratuity	
	2015-16	2014-15
Opening defined benefit obligation	5250998	3834877
Service cost	1036624	937823
Interest cost	403019	262539
Actuarial losses/(gains)	(1186952)	1179530
Benefits paid	(324759)	(963771)
Closing defined benefit obligation	5178930	5250998
CHANGE IN THE FAIR VALUE OF PLAN ASSETS:		
Opening fair value of plan assets	5513902	4953474
Expected return	429406	382740
Contribution by employer	1000	850649
Benefits paid	(324759)	(963771)
Closing balance of fair value of plan assets	5603666	5513902
AMOUNT RECOGNIZED IN THE BALANCE SHEET:		
Defined benefit obligations	5178930	5250998
Plan assets	5603666	5513902
Surplus/(Deficit)	424736	262904
Amounts in the balance sheet:		
Liabilities/(Assets)	262904	(1118596)
Net Liabilities/(Assets)	262904	(1118596)
INCOME / EXPENSES RECOGNIZED IN THE STATEMENT OF PROFIT & LOSS.		
Current Service cost	1036624	937823
Interest on obligation	403019	262539
Expected return on plan assets	(429406)	(382740)
Net actuarial losses (gains) recognized in year	(1171069)	888721
Total, Included in 'employee benefit Expense	(160832)	1706343



SHREE RAMA MULTI-TECH LIMITED

CHANGE IN THE PRESENT VALUE OF THE DEFINED BENEFIT OBLIGATION:	Leave Encashment	
	2015-16	2014-15
Opening defined benefit obligation	5687815	4048809
Service cost	660999	437356
Interest cost	399879	282296
Actuarial losses/(gains)	(1147965)	1806338
Benefits paid	(1277674)	(886984)
Closing defined benefit obligation	4323054	5687815
AMOUNT RECOGNIZED IN THE BALANCE SHEET :		
Defined benefit obligations	4323054	5687815
Plan assets		
Surplus/(Deficit)	(4323054)	(5687815)
Amounts in the balance sheet:		
Liabilities/(Assets)	4323054	5687815
Net Liabilities/(Assets)	4323054	5687815
INCOME / EXPENSES RECOGNIZED IN THE STATEMENT OF PROFIT & LOSS		
Current Service cost	660999	437356
Interest on obligation	399879	282296
Expected return on plan assets		
Net actuarial losses (gains) recognized in year	(1147965)	1806338
Total, Included in 'employee benefit Expense	(87087)	2525990
(Rs. in Lacs)		
25 FINANCE COST	2015-16	2014-15
Interest expense	675.99	585.13
Bank Charges and Commission	10.31	8.03
Loan Processing Charges	0.44	42.14
TOTAL	686.74	635.30

Note: Interest Expense includes interest on ICD of Rs. NIL lac (Rs. 555.43 lacs)

Annual Report 2015-16

(Rs.in Lacs)

	2015-16	2014-15
26 OTHER EXPENSES		
Manufacturing, Selling and Administrative expenses		
Consumption of stores and spare parts	259.20	347.21
Power and fuel	997.11	984.27
Job Work Charges	49.19	127.04
Repairs to buildings	4.34	23.26
Repairs to machinery	64.05	58.06
Repair to others	5.61	5.83
Packing Material Cons.	386.19	436.85
Freight & Forwarding Exps.	288.76	197.44
Selling & Overheads	72.73	36.51
Sales Tax Expenses	7.67	9.14
Insurance	25.94	19.91
Rates and taxes (excluding taxes on income)	42.63	57.95
Other Expenses	210.90	195.51
Managerial Remuneration	50.07	29.12
Net Loss on foreign currency transaction and translation	-	10.66
Travelling Expenses	46.63	61.76
Legal & Professional Charges	139.23	130.13
Loss on Sale of Fixed Assets	0.54	4.02
Sundry Balance Written Off	9.98	-
TOTAL	2660.77	2734.67

26.1 BREAK UP OF STORES AND SPARES CONSUMED

Particulars	2015-16		2014-15	
	Amount Rs. In Lacs	% of Total Consumption	Amount Rs. In Lacs	% of Total Consumption
Imported	56.95	21.97%	108.64	31.29%
Indigeneous	202.25	78.03%	238.57	68.71%
Total	259.20	100.00%	347.21	100.00%

26.2 C. I. F. VALUE OF IMPORT :

(Rs.in Lacs)

	2015-16	2014-15
Raw Materials	1856.31	1613.45
Components & Spares	62.99	80.29
Capital Goods	-	10.25



SHREE RAMA MULTI-TECH LIMITED

26.3 AUDITORS REMUNERATION :

(Rs.in Lacs)

	2015-16	2014-15
Audit Fee	4.50	4.50
Other Matters (certificatiion & consultation)	0.72	1.04
TOTAL	5.22	5.54

26.4 EXPENDITURE IN FOREIGN CURRENCY :

(Rs.in Lacs)

	2015-16	2014-15
Traveling Expenses	3.67	2.30
Foreign Bank Charges	3.66	2.00
Machine Maintenance & Repairs	22.93	11.53
TOTAL	30.26	15.83

26.5 EARNING PER SHARE

Earning Per share is calculated by dividing the Profit/(Loss) attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earning per Equity Share as stated below:

(Rs.in Lacs)

	2015-16	2014-15
Profit after taxation after Extra Ordinary Items	(211.58)	(817.87)
Less: Dividend on Preference Shares	100.00	100.00
Net Profit / (Loss) attributable to Equity Shareholders	(311.58)	(917.87)
Add/Less: Extra Ordinary Items	0.00	0.00
Profit / (Loss) after taxation before Extra Ordinary Items	(311.58)	(917.87)
Number of shares outstanding during the Year (in lacs)	634.68	634.68
Number of Equity Shares for Basic EPS	634.68	634.68
Add : Diluted Potential Equity Shares	0.00	0.00
Number of Equity Shares for Diluted EPS	634.68	634.68
Basic Earning Per Share before extra ordinary items	(0.33)	(1.29)
Basic Earning Per Share After extra ordinary items	(0.33)	(1.29)
Diluted Earning Per Share before extra ordinary items	(0.33)	(1.29)
Diluted Earning Per Share after extra ordinary items	(0.33)	(1.29)
Nominal Value Per Share	5.00	5.00

26.6 EARNINGS IN FOREIGN CURRENCY

(Rs.in Lacs)

	2015-16	2014-15
FOB Value of Exports	1925.28	1244.99
TOTAL	1925.28	1244.99

27 EXCEPTIONAL ITEMS

(Rs.in Lacs)

	2015-16	2014-15
Loss on impairment of Fixed Assets	-	(43.20)
Surplus on Settlement of Loan	-	77.57
TOTAL	0.00	34.37

NOTE NO: 28

[A] SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS

1) Basis of Accounting:

These financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis (unless otherwise stated hereinafter) in conformity with accounting principles generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act 2013 The accounting policies applied by the company are consistent with those used in previous year.

2) Use of Estimates :

The presentation of financial statements require Judgments, estimates and disclosure of contingent liabilities, assumptions to be made that affect the reported amount of Assets and Liabilities, disclosure of Contingent Liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

3) Fixed Assets:

Fixed Assets are stated at cost of acquisition or construction, net of recoverable taxes, including incidental expenses related to acquisition and installation and financing costs till the commencement of commercial production and adjustments arising from exchange rate variation relating to borrowings attributable to fixed assets, less accumulated depreciation and impairment loss.

4) Depreciation:

- Depreciation on Fixed Assets other than specified plant and machineries is provided on Straight line Method the basis of useful life of asset in manner prescribed in Schedule II to the Companies Act, 2013 and on Specified Plant and Machineries depreciation is provided on the basis of Useful Life of the asset as determined by Government approved Valuer's report.
- Depreciation on additions to the assets and the assets sold, discarded or disposed off, during the year is provided on pro-rata basis with reference to the date of acquisition / installation or date of sale/disposal.

5) Inventories:

Items of inventories of Raw Material, Finished goods, Spares and Stores, Packing Material & Fuel are valued at lower of cost or net realizable value except waste which is valued at estimated net realizable value. Cost of inventories comprise of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.



SHREE RAMA MULTI-TECH LIMITED

6) Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

7) Investments:

Long Term Investments are carried at cost less provision for permanent diminution, if any, in value of such investments.

8) Employees Retirement Benefits:

Short term employee benefits (which are payable within 12 months after the end of the year in which the employees render service) are measured at cost other than leave encashment payable within 12 months from the end of the year.

Long term employee benefits (which are payable after the end of 12 months from the end of the year in which the employees render service) and post employment benefits (benefits which are payable after completion of employment) are measured on a discounted basis by the Projected Unit Credit method on the basis of Actuarial Valuation.

Contributions to provident fund a defined contribution plan are made in accordance with the statute.

The cost of providing leave encashment and gratuity defined benefit plans are measured using Actuarial Valuation on the basis of Projected Unit Credit Method.

9) Excise duty and Cenvat Credit:

Excise Duty payable on finished goods (Except Finished Goods lying in stocks) are accounted for on clearance of goods. Cenvat credit on Capital goods and Inputs are accounted for on the date of actual receipt of the same, respectively.

10) Foreign Currency Transactions:

(a) Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency of the date of the transaction.

(b) Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate of the date of the transaction; and non-monetary items which are carried of fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(c) Exchange differences:

Exchange difference arising on the settlement of monetary items or on reporting Company's monetary items of rates different from those of which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

11) Revenue Recognition:

Income and Expenditure are recognized and accounted on Accrual Basis.

- (1) Revenue from Sale of goods is recognized on delivery of the goods, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred to customers and no effective ownership is retained.
- (2) Revenue in respect of insurance/other claims etc, is recognized only when it is reasonably certain that the ultimate collection will be made.
- (3) Export Incentives in respect of exports made is accounted for when the right to receive is established.
- (4) Dividend income is recognized when the right to receive is established.
- (5) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.
- (6) Interest received on delayed payment is accounted on receipt basis.

12) Earnings per Share:

The earnings considered in ascertaining the Company's EPS comprises the net profit(loss) after tax (and include the post tax effect of any extra ordinary item). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

13) Taxation:

(a) Direct Taxes :

Tax expense for the year, comprising Current Tax and Deferred Tax are included in determining the net profit for the year.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted tax rates.

Deferred tax assets are recognised only if there is reasonable certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

(b) Indirect Taxes:

The liabilities are provided or considered as contingent depending upon the merit of each case and/or receiving the actual demand from the department.

- 14) The Cash Flow statement is prepared by the "Indirect method" set out in Accounting Standard 3 on "Cash Flow Statement " and presents the cash flows by operating , investing and financing activities of the Company. Cash and cash Equivalent presented in the cash flow statement consist of cash on hand and demand deposits with banks.

15) Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. A contingent liability is disclosed when the company has a possible obligation where it is probable that no outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.



SHREE RAMA MULTI-TECH LIMITED

16) Impairment of Assets:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable Value. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been a change in the estimate of recoverable amount.

[B] NOTES ON FINANCIAL STATEMENTS

1) Contingent Liabilities:

Sr. No.	Particulars	Amounts (Rs. in lacs)	
		2015-16	2014-15
a	Dividend on 666666 15% Redeemable Cumulative Preference Shares till date (Note No.3 below)	1450.00	1350.00
b	Interest on loans & debentures (Note No. 6 below)	12119.05	16052.36
c(i)	Corporate guarantee given to the Banks for term loan of Rs 400.00 Lacs. (Note No : 2 (a) below)	400.00	400.00
(ii)	Bank Guarantee given to UGVCL against security of Bank Deposits & Sabarmati Gas Ltd.	134.55	126.03
d	Suit filed by The Kalupar Comm. Co. Op. Bank Ltd in respect of bills payable (including interest). (Note No : 2 (b) below)	356.90	313.07
e	Claims against the company not acknowledged as debts. Excise authorities have issued show-cause notices for various credits availed as well as rejecting the claims of the company which the company has disputed and no provision is made in the books. Suit by department in CESTAT against company for wrong classification	293.42 224.23	293.42 0.00
f	Estimated amount of contracts remaining to be executed on Capital Account (Net of Advances)	0.00	49.70
g	Excise proceeding in respect the order dtd. 30/12/2005 Including interest & penalty (see note No.9 (i) below)	5251.54	5068.36
h	Pending case for proceeding U/S 138 of Negotiable Instrument Act (Note No : 4 below)	200.00	200.00
i	Penalty levied u/s 271(1)(c) of the Income Tax Act	1147.79	0.00
j	The Company is occupying premises at Mumbai beyond the period of Leave & License agreement to secure its loans and advances given to the owner of premises. There are counter suits for vacancy of premises and recovery of Loans and Advances along with interest thereon are pending in the Courts between the Company and owner of premises. Pending litigation, the Company has neither provided for Rent since May 2002 in its books nor interest on Loans and Advances. On final outcome of the suits, necessary accounting entries will be passed for rent payable and interest receivable, if any on advances given by the Company.		
k	Bonus Payable of Rs. 22.28 lacs as per Bonus Amendment Act 2015 for the year 2014-15(For which Hon'ble Gujarat High court has given stay)		

Annual Report 2015-16

- 2 (a) Andhra Bank Ltd. has filed suit in Debt Recovery Tribunal against East West Polyart Ltd. as Principal Debtor and the Company as a guarantor and Recovery officer has demanded Rs. 933.34 lacs (net of Recovery already made and including interest). Andhra Bank has also given notice u/s 434 of the Companies Act, 1956 for winding up of the Company. Review petition against recovery certificate Dated 19th September, 2013 is filed.
- (b) The Kalupur Commercial Co. Op. Bank (KCCB) has filed a suit against the company for recovery of Rs.50 lacs towards Bills Payable and interest accrued thereon of Rs. 306.90 lacs till 31.03.16 (Previous year Rs. 263.07 lacs) against which the company has preferred an appeal and no provision is made in the books.
- 3 (a) In respect of 10,00,000 15% Cumulative Preference Shares of Rs.100/- each which were redeemable in three equal installments at the end of third, fourth and fifth year from 30th March,1998, 3,33,334 Preference Shares being first installment were redeemed on 30th March, 2001. The remaining 6,66,666 Preference Shares are yet to be redeemed.
- (b) The Company has declared and provided in books dividend of Rs. 100 lacs for the year 2000-01 on 666666 15% Redeemable Preference Shares which was subsequently annulled by Board of Directors and members of the Company in Extra Ordinary Meeting held on 26th Oct, 2002. In view of the pending approval from appropriate authority, the Company has not reversed provision of said annulled dividend and also not transferred the said amount to IEPF.
4. The lenders holding post-dated cheques have initiated action u/s. 138 of the Negotiable Instruments Act, 1881 for Rs. 200 lacs in respect of other lenders who has initiated actions u/s 138 has settled dues under OTS and necessary withdrawal petition are under process.
- 5.1 The company had filed the scheme of Arrangement and Compromise with the Financial Institutions/Banks and Shareholders filed on 17/07/08 bearing petition No. 401/2008 and it is approved by majority of Shareholders and lenders in the meeting held on 27/08/2008 and 30/08/2008 respectively. The said scheme was dismissed by the Hon'ble High Court of Gujarat. The Company has filed review petition of the scheme of compromise and arrangement u/s 391 of the Companies Act, which is admitted by larger bench of Hon'ble High court of Gujarat.
- 5.2 In expectation of a positive outcome of settlement and compromise with lenders referred to above, the accounts have been prepared on "Going Concern" basis.
6. In respect of loans and debentures aggregating to Rs. 6171.86 lacs which are under settlement as per scheme, the company has not provided interest of Rs. 854.72 lacs (Previous Year Rs. 1206.51 lacs) on the same for the year ending on 31st March, 2016. Therefore, loss of the year would have been increased by Rs. 854.72 lacs. The accumulated interest not provided for up to 31-03-2016 is Rs. 12119.05 lacs (Previous Year Rs. 16052.36 lacs).
- 7 The company has been sanctioned credit facilities of Letters of Credit, Overdraft and guarantee against lien of Fixed Deposits. The Company has pledged Fixed Deposits of Rs. 1179.99 lacs (Previous Year Rs. 1310.95 lacs) plus accrued interest thereon for the Overdraft facility and Guarantee of Rs. 1027.12 lacs and Rs. 152.87 lacs respectively as on 31.03.2016. (Previous Year Rs. 38.06 lacs against Letter of credit Rs. 1120.02 lacs against over draft facility and Rs. 152.87 Lacs against Guarantee).
8. Outstanding balances as on 31-03-2016 of Creditors, Debtors, Secured and Unsecured Loans & Advances given are subject to confirmation / reconciliation. Necessary adjustments if any will be made on completion of reconciliation.



SHREE RAMA MULTI-TECH LIMITED

9.
 - i) The Company has in earlier year received demand notice for excise duty from Excise department for Rs. 2665.30 lacs. The Company had made provision of excise duty of Rs. 2665.30 lacs and interest of Rs. 2087.59 lacs thereon in books of account and therefore on the basis of legal advice and CESTAT order DT: 22/06/2012 the company reversed the said provision and has disclosed the said amount of Rs. 5251.54 lacs as contingent liabilities. The company has paid Rs. 300 lacs on accounts against such liability.
 - ii) In respect of old disputed debtors against whom legal cases are filed, the company has made provision of Rs. 26.59 lacs for doubtful debts.

10. During the year, Company has entered into one time settlement with some of the lenders resulted into waiver of portion of loan. The Company has settled said loans for Rs. 1100.00 lacs against carrying amount of Rs. 2419.27 lacs.

The said loans were originally used for Capital purpose and hence resultant surplus of Rs. 1319.27 lacs arising on such settlement agreed by the lenders have been credited to Capital Reserve. (Previous Year credited to Capital Reserve Rs. 950.00 lacs and to Profit and loss Account Rs.77.57 lacs.)

11.
 - a) During the year there is Exchange Fluctuation gain (net) of Rs. 2.76 Lacs (Previous Year loss of Rs. 10.66 Lacs) on current account and the same is shown separately.
 - b) The Exchange Fluctuation loss (net) on capital Account of Rs.2.43 Lacs is capitalized to the cost of Fixed Assets (Previous year Gain of Rs.11.70 lacs).

12. In view of carried forward business losses and depreciation in the books, the company is not liable for Income Tax Liability under section 115JB for Minimum Alternative Tax.

13. In view of the Accumulated loss,

- (i) No transfer has been made to the Debenture Redemption Reserves in respect of Secured and Unsecured Debentures and
 - (ii) No amount is transferred to Capital Redemption Reserve in respect of preference shares.

14. In respect of tax assessments for A.Y. 2012-13 & 2013-14 the Income Tax Department has made additions or disallowances amounting to Rs. 199.74 crores in respect of treatment of gain arising on settlement /waiver of loans and for other matters which has resulted into reduction of carried forwarded losses under Income Tax against which the Company has preferred appeal before commissioner of Income Tax.

15. The company had made investment of Rs. 13.06 lacs into equity shares and Rs. 18.60 lacs in share application money in Shree Rama (Mauritius) Limited, its wholly owned subsidiary company (WOS). The resident directors & key managerial personnel of the said WOS had resigned in the year 2005-06 and audited accounts for the year ended 30th September 2003 and onwards could not be prepared and provided. Its present status is shown as 'defunct' under respective laws. The company has accordingly provided for diminution in the value of investments in the earlier years.

In view of the above, it was not possible to prepare consolidated financial statements as required by Accounting Standard 21 issued by ICAI, and other provisions of the Companies Act, 2013.

16. As permitted by CERC and IERC (Regulatory authorities) the company has partially opted for purchase of power through approved Power Exchange which has resulted into gain of Rs. 44.03 lacs (Previous Year Rs.10.26 lacs) and consequently the power expenses was reduced to that extent.

Annual Report 2015-16

17. Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly, the unamortised carrying value is being depreciated / amortised over the remaining useful life of particular assets. The written down value of Fixed Assets, useful life of which was completed as on 1st April, 2014 have been adjusted (net of Deferred tax), in the opening balance of retained earnings.
18. The Company is primarily engaged in the business of manufacturing and sales of Packaging Products” and there is no other Reportable Segment and hence Accounting Standard 17 “Segment Reporting” issued by ICAI is not applicable is the Company.
19. During the year in pursuance of AS 22 – “Taxes on Income” issued by Institute of Chartered Accountants of India, the Company has provided for Deferred Tax Assets arising on account of depreciation and Items falling u/s 43B of the Income tax Act, 1962 as under :-

Sr. No.	Particulars	Amount (Rs. in Lacs)	
		2015-16	2014-15
[i]	Opening Balance of deferred Tax liabilities	1782.54	2154.59
[ii]	Less/(Add): Deferred Tax Liabilities / (Assets)(Depreciation)	(184.41)	(362.80)
[iii]	Less/(Add): Deferred Tax Liabilities/ (Assets)(Sec 43B Items)	6.03	(9.25)
[iv]	Balance of Deferred Tax Liabilities	1604.16	1782.54

As provided in Para-15 to 18 of the said Standard read with Accounting Standard Interpretation-9 “Virtual Certainty supported with convincing evidence” and considering the prudence, Deferred Tax Assets are not recognized in respect of Carried forward losses and unabsorbed Depreciation as there is no reasonable certainty about availability of future taxable income

- 20 (a) The Accounting Standard 28 – “Impairment of Assets” issued by Institute of Chartered Account of India has become applicable to the Company from 1st April, 2004.
- (b) Accordingly Impairment loss, being the amount equal to shortfall of carrying value of Cash Generating Unit as compared to the higher of Value in Use and Net Selling Price is to be ascertained and provided for in the books.
- (c) The company has not identified impairment loss in view of Cash Profit earned by the Company consistently during current year as well as in past and projection of future profitability the Management is of the opinion that its assets are not impaired and no provision for impairment loss is to be made in the books.

21 Related Party Disclosure

List of Related parties :

- 1) Major Shareholders
Nirma Chemical Works Pvt. Ltd.
Nirma Industries Pvt. Ltd.
- 2) Key Managerial Personnel
Mr Shailesh K. Desai : Managing Director (Since August 2015)
Mr Hemal R. Shah : Whole Time Director (Since November 2015)



SHREE RAMA MULTI-TECH LIMITED

Mr Krunal G.Shah : Chief Finance Officer

Mr Hemal Sadiwala : Company Secretary (Since December 2015)

Ms. Minakshi Tak : Former Company Secretary (Up to August 2015)

Mr Ankit Shah : Former Joint C.E.O (Till May 2015)

- 3) Enterprises with whom transactions have taken place during the year

Nirma Limited

Aculife Healthcare Pvt. Ltd.

Hi-scan private limited

- 4) **During the year following transactions were carried out with related parties in the ordinary course of business and at Arms' Length.**

(Rs in lacs)

Sr. No.	Nature o f Transaction.	Associates & Enterprise	Key Managerial Personnel
1.	Managerial Remuneration	–	59.57
2.	Sales and Purchase transaction	156.68	–
3.	Reimbursement of Expenses	0.44	–

- 5) **Disclosure in terms of Regulation 34(3) of SEBI (LODR) Regulations, 2015:**

Sr. No	In the Accounts of	Disclosures of amounts at the year end and the maximum amount of loans/advances/Investments outstanding during the year.	Remarks
1	Holding Company	Loans and advances in the nature of loans to subsidiaries* By name and amount.	NIL
2	Subsidiary	Same disclosures as applicable to the parent company in the Accounts of subsidiary company.	N.A.
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.	N.A.

* Shree Rama (Mauritius) Limited was incorporated as wholly owned subsidiary. Present status of the Company is "Defunct".

* The company has made full provision for diminution in the value of share application money provided by the company to Shree Rama (Mauritius) Limited In the earlier years.

Annual Report 2015-16

22 Unhedged Foreign Currency Exposure:

(Rs. In Lacs)

Particulars	Currency	2015-16	2014-15
Loans Liabilities and payable	USD	109.95	100.33
	EURO	-	7.64
	CHF	-	-
	JPY	-	-
Current Assets	USD	379.67	320.27
	CHF	67.04	-
	EURO	0.15	5.00
	GBP	-	-
	JPY	-	11.40

23. Operating Lease

The Company has taken Semi Furnished office under cancellable operating leases. Future minimum lease payments in respect of which as on 31-3-2016 are as follows:

(Rs. Lacs)

Sr. No.	Particulars	2015-16	2014-15
1	Payable not later than a year	4.93	4.58
2	Payable later than a year but not later than 5 years	12.27	17.20

24. Previous year's figures have been regrouped / re-stated / reclassified wherever necessary. Figures in brackets relate to the previous year unless otherwise stated. Previous year figures in notes forming part of accounts are recalculated to bring the figures in line with relevance in the matter.

As per our report of even date attached herewith

For and on behalf of the Board

For Mahendra N. Shah & Co.

Chartered Accountants

FRN: 105775W

Chirag M. Shah

Partner M. No. : 45706

Place : Ahmedabad

Date : 10.05.2016

Shailesh Desai
Managing Director

Hemal Sadiwala
Company Secretary

Place : Ahmedabad

Date : 10.05.2016

Hemal Shah
Whole Time Director

Krunal Shah
Chief Financial Officer



SHREE RAMA MULTI-TECH LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2016

(Rs. in lacs)

	PARTICULARS	2015-16	2014-15
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit / (Loss) after tax and Exceptional items	(211.58)	(817.87)
	Adjustments for :		
	Misc Income	(2.06)	(2.21)
	Depreciation	1369.18	1589.94
	Excess / Short Provision of Earlier Year	(0.97)	(0.43)
	Excess / Short Provision of Earlier Year Sales Tax	7.67	9.14
	Sundry Balance Written off/Back	9.98	(2.37)
	Provision for Employee Benefits	0.00	25.26
	Deferred Tax Assets	(178.38)	(255.38)
	Interest Expenses	686.74	635.30
	Interest Income	(121.55)	(122.91)
	Exchange Rate Differences	(2.76)	10.66
	Other Income	(34.91)	(20.18)
	Export Incentives	(25.80)	(12.14)
	Surplus on settlement on loan	0.00	(77.57)
	Profit / Loss on sale of fixed assets (Net) and Impairment	(0.96)	47.22
	Operating Profit before Working Capital Changes	1706.18	1824.33
	Adjustment for :	1494.60	1006.46
	Trade Payables, other liabilities and provision	(4.35)	120.97
	Inventories	20.09	169.17
	Trade Receivables, Loans and advances and other assets	(728.90)	276.71
	Cash Generated from Operations	781.44	566.85
	Direct Taxes Paid / refunded	(8.61)	1573.31
	Net Cash Inflow from Operations	(8.61)	(20.35)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	(310.00)	(363.77)
	Sale of Fixed Assets	3.88	22.02
	Dividend Income	0.00	0.00
	Interest Income	119.27	119.66
	Net Cash Inflow / (Outflow) from Investing Activities	(186.85)	(222.09)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Repayment of WCTL	(200.00)	(4825.00)
	Working Capital Term Loan taken (Long Term)	0.00	5800.00
	Working Capital Term Loan taken (Short Term)	0.00	200.00
	Repayment of Long Term Borrowings	(1100.00)	(639.09)
	Changes in Bank overdraft	576.02	(343.97)
	Interest Expense	(686.74)	(635.30)
	Net Cash Inflow / (Outflow) from Financing Activities	(1410.72)	(443.36)
	Net increase / (decrease) in Cash & Cash Equivalents(A+B+C)	(824.74)	887.52
	Cash & Cash Equivalents at the beginning of the period	2275.81	1388.29
	Cash & Cash Equivalents at the end of the period	1451.07	2275.81

Note : Previous -period figures have been regrouped / re-arranged wherever necessary

This is the Cash Flow Statement as referred to our report of even date

For and on behalf of the Board

For Mahendra N. Shah & Co.

Chartered Accountants

FRN: 105775W

Shailesh Desai

Managing Director

Hemal Shah

Whole Time Director

Chirag M. Shah

Partner M. No. : 45706

Hemal Sadiwala

Company Secretary

Krunal Shah

Chief Financial Officer

Place : Ahmedabad

Date : 10.05.2016

Place : Ahmedabad

Date : 10.05.2016



Annual Report 2015-16

SHREE RAMA MULTI-TECH LIMITED

Regd. Office: 301, Corporate House, Opp. Torrent House, Income Tax, Ahmedabad-380009, Gujarat-India.

CIN : L25200GJ1993PLC020880

FORM NO. MGT-11

PROXY FROM

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

Name of Share Holder(s)	
Registered Address	
E-mail ID	
Folio No./DPID/Client ID	

I/We, being the member(s) of _____ Shares of the above named company, here by appoint:

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____
Or failing him
2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____
Or failing him
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____
Or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Friday, 23rd September 2016 at 11.30 A.M. at ATMA conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad - 380009 and at any adjournment thereof in respect of such resolutions and as indicated below:

Description of the Resolutions	
1. Approval of Annual Accounts 2. Re-appointment of Mr. Mittal K. Patel as Director 3. Ratification of appointment of Statutory Auditors	4. Appointment of Mr. Shalin S. Patel as Independent Director 5. Appointment of Mr. Hemal R. Shah as a Director 6. Appointment of Mr. Hemal R. Shah as Whole Time Director

Signed this _____ day of _____ 2016

Signature of Proxy Holder(s)



Signature of Shareholder

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

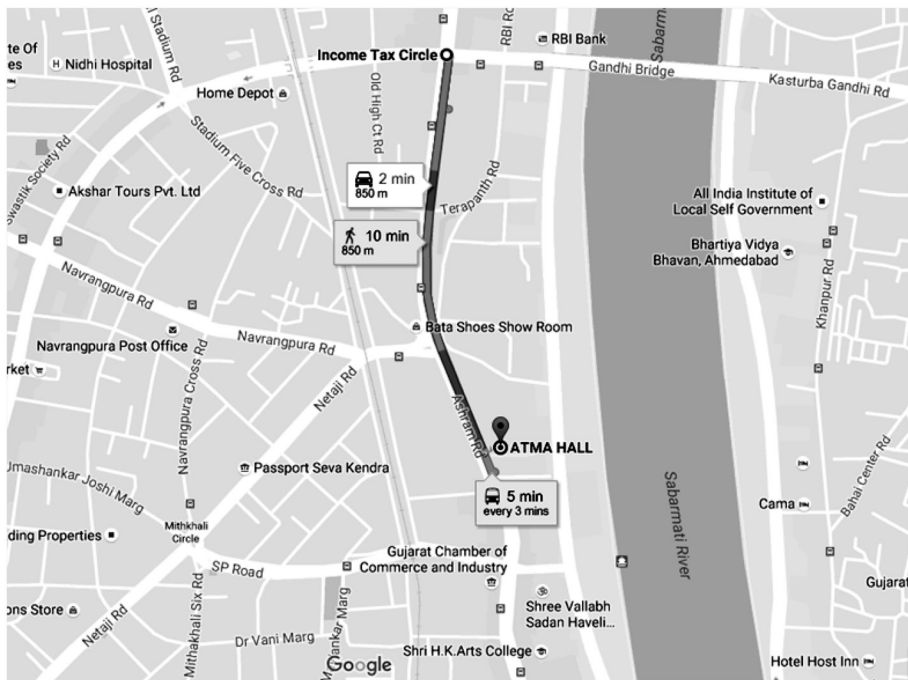


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Route Map to the 22nd Annual General Meeting of the Members of the Company

Friday, 23rd September 2016 at 11.00 am

Venue : ATMA Conference Hall, Ahmedabad Textile Mill Association, Ashram Road, Ahmedabad-380009.



Land Mark : Income Tax Circle



SHREE RAMA MULTI-TECH LIMITED

If undelivered please return to :



SHREE RAMA

SHREE RAMA MULTI-TECH LIMITED

Regd. Office : 301, Corporate House, Opp. Torrent House,
Income Tax, Ahmedabad-380009.

Tel : (079)27546800, 27546900 • **Website:** www.srmtl.com

Email : cslegal@srmtl.com

CIN : L25200GJ1993PLCO20880