

(Formerly known as Emmbi Polyarns Limited)

28th May, 2015

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

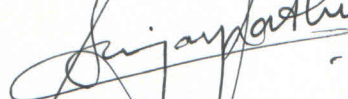
1.	Name of the company	Emmbi Industries Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

For Emmbi Industries Limited



Makrand M. Appalwar
Chairman & Managing Director

For Emmbi Industries Limited




Sanjay R. Rath
Chairman of Audit Committee

For Emmbi Industries Limited



Rinku M. Appalwar
Chief Financial Officer

For K.J. Shah & Associates
Chartered Accountants
(Registration No. 127308W)



Kirti J. Shah
Proprietor
Membership No. 030784



BRIGHTER
every WAY



ANNUAL REPORT 2014 -15

Corporate Information

BOARD OF DIRECTORS

Mr. Makrand M. Appalwar
Chairman & Managing Director
(DIN: 00171950)

Mrs. Rinku M. Appalwar
Executive Director & CFO
(DIN: 00171976)

Dr. (Mrs.) Mitravinda M. Appalwar
Non-Executive Director
(DIN: 02716731)

Mr. Sanjay R. Rathi
Independent Director
(DIN: 00022432)

Mr. Prashant K. Lohiya
Independent Director
(DIN: 02990858)

Dr. Venkatesh G. Joshi
Independent Director
(DIN: 01234871)

COMPANY SECRETARY

Mr. Kaushal R. Patvi

STATUTORY AUDITORS

K. J. Shah & Associates

REGISTERED OFFICE

99/2/1& 9, Madhuban Industrial Estate
Madhuban Dam Road, Rakholi Village
U.T. of Dadra & Nagar Haveli
Silvassa – 396 230

Tel: +91 (0260) 320 0948
Fax: 022 6784 5506
Email: info@emmbi.com
www.emmbiindustries.com

Company Identification Number (CIN)

L17120DN1994PLC000387

BOARD COMMITTEES

Audit Committee

Mr. Sanjay R. Rathi (Chairman)
Mr. Prashant K. Lohiya
Dr. Venkatesh G. Joshi
Mrs. Rinku M. Appalwar

Nomination & Remuneration Committee

Mr. Sanjay R. Rathi (Chairman)
Mr. Prashant K. Lohiya
Dr. Venkatesh G. Josh

Committee of Directors Committee

Mr. Makrand M. Appalwar (Chairman)
Mr. Sanjay R. Rathi
Mrs. Rinku M. Appalwar

BANKERS

Punjab National Bank
Export Import Bank of India
Axis Bank Limited

SHARE TRANSFER AGENTS

Datamatics Financial Services Limited
Plot No. B-5, Part B Crosslane
MIDC, Marol, Andheri (E), Mumbai 400 093.
Tel: 022 - 66712151-56
Fax: 022 - 66712161
Email: investorsqry@dfssl.com

Corporate Social Responsibility Committee

Dr. Venkatesh G. Joshi (Chairman)
Mr. Sanjay R. Rathi
Mr. Prashant K. Lohiya
Mrs. Rinku M. Appalwar

Stakeholders Relationship Committee

Mr. Prashant K. Lohiya (Chairman)
Mr. Sanjay R. Rathi
Mrs. Rinku M. Appalwar

Brighter Every Way

At Emmbi Industries, those are not just words. But a deep-rooted belief that guides our thoughts, our actions and the initiatives we take. Emmbi Industries began as a twinkle in the eyes of first-generation entrepreneurs, Makrand and Rinku Appalwar. An opportunity spotted in 1994 saw the birth of Emmbi in the November of 1994 with one small manufacturing unit in Silvassa. Since then, Emmbi has grown from strength to strength, transforming into a leading player in the area of woven polymeric products.

Last year, we rededicated ourselves to the philosophy of Brighter Every Way, with a new identity and a set of principles that guide us. These are embodied in our corporate symbol - the “Whizz”. It stands for the energy and flexibility that we bring to our business. The ribbons embody the freedom and the flexibility that we encourage. Their upward slant represents our ambition and vision. Our colors represent the qualities that we are known for. Yellow stands for the optimism and the energy that we bring to the table. Green embodies the freshness of our ideas, and our responsibility to the environment. Blue represents the loyalty that we bring to our customers, partners, shareholders and employees alike. The upshot of this innovative and refreshing philosophy is that Emmbi has been able to consistently deliver superior value to each of our stakeholders. Innovations such as single-polymer bags have considerably brought down the load on the environment and resulted in savings in energy and recycling costs. Deployment of IT-enabled order tracking and logistics solutions have helped create a better customer experience, ensuring continuity of demand. While innovative HR practices have resulted in comparatively lower employee churn and salary costs. The net result of this philosophy is superior business performance (you can see a snapshot on pages 10 and 11 of this report) and better returns to you, the shareholder.

Ultimately, that is what “Brighter Every Way” stands for.

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Makrand Appalwar
Chairman and Managing Director,
Emmbi Industries Limited

Chairman's Address



Dear Shareholders,

The last financial year was significant from a global, local and a company specific perspective. You would be pleased to note that Emmbi's exports have crossed the Billion Rupees mark, and its customer base is spread across 51 countries. We are consistently able to compete at a global level, as we believe in the triple bottom-line, 'innovation', 'quality' and 'delivery'. With the global economic outlook improving, especially in the US, France, and Germany, our mainstay markets; we expect to maintain healthy double-digit growth in exports for the next three years.

It was also a defining year for India in terms of the formation of a stable and progressive government, which helped sentiments turn positive. The slow down across sectors, that had plagued the economy continued with GDP hovering around 6%. However, we believe that India is yet to capitalise on its unique demographic dividend, and opportunities for growth are convincing in the fields that your company is directly engaged.

At Emmbi we continued to add new products, and clients, and the strategic foray into the water conservation business has paid off handsomely. Your company in addition to augmenting shareholder value, is playing a critical role in the preserving the country's resources, and making a positive change to farmers lives. Our canal lining business is expected to register handsome double-digit growth in years to come, is proving a game-changer in the country's water conservation initiatives. Something dear to all our hearts at Emmbi is the plight of the farmer; for in addition to the vagaries of monsoon, both heat and winds can have an adverse effect on the crops. Emmbi's continuous investment in R&D has now helped create, a fabric that is thin enough to allow the right amount of sunlight, and strong enough to withstand harsh hailstorms. I am proud to announce that we are the first company in India, and one of the few in Asia, to have developed this product that has widely been appreciated by the agricultural community.

Our speciality products find diverse applications such as disposing hazardous nuclear waste, carcinogenic material, lining canals, preserving crops, transporting vehicles, to packaging that is used by the leading e-commerce retailers.

Emmbi recorded a stellar performance for financial year 2014-15 with robust growth in revenues, assets, and profits. Our revenues grew 16% over the previous year, whilst net profits showed an excellent growth of 38% in the same period. This of course is a result of a transition in the revenue mix towards value-added products.

Last year I spoke of change, beginning with the branding, and iterated the fact that this was reflective of the wider perspective beyond just polymeric fabrics and yarns. We continue to invest in all aspects of people, products, and processes, to build a sustainable institution that continues to play a key role in the India's development. The culture, and skills that we have built over the years makes us already a part of the 'Make in India' story.

Our CSR initiatives have ranged from aiding eye camps across villages, and participating in the Government's "Swachh Bharat Abhiyan" through the installation of mega garbage disposal systems across the town of Silvassa. Noteworthy of course is our skill up-gradation center "Gurukul" that trains unskilled women, and men with guaranteed employment benefits.

If you recollect at the time of the IPO in 2010, we had sourced capital to invest in a new production facility of 17,800 metric tons, with the intention of achieving revenues of ₹ 2 billion by 2015. We have today an installed capacity of 18,200 metric tons, and have crossed ₹ 1.93 billion in revenues, with the potential to take this up to ₹ 3 billion. We have not only maintained our promise to shareholders, and stakeholders, however importantly created value in terms of a trusted brand, superior product mix, and pave a highway for repeated success in the foreseeable future.

With Best Wishes,

Makrand Appalwar,
Chairman

Your Directors

Mr. Makrand Appalwar, Chairman & Managing Director

Makrand Appalwar a first generation entrepreneur was instrumental in envisioning, and transforming Emmbi from a trading company, to a large-scale manufacturer. He has over two decades of experience in the polymer industry, and is the recipient of many awards. He lays great emphasis on teamwork, mentors the sales team, drives product development, and is continually seeking ways to enhance sustainability, in the ecosystem around Emmbi.

Makrand Appalwar is a graduate Mechanical Engineer, from Maharashtra Institute of Technology, Pune, (India) and an alumnus of MIT Sloan School of Management, Boston (US).

Mrs. Rinku Appalwar Director & CFO

Rinku Appalwar, the cofounder oversees the finance, purchase, logistics, and administrative functions of the company. She is a firm believer in setting high standards and this has translated to her being felicitated as the leading lady in manufacturing for three years in a row. Rinku was instrumental in taking the company public, and ensuring it's five-fold growth in five years from the time Emmbi became a publicly traded company.

Rinku Appalwar is a graduate in Chemistry from Mumbai University and holds an MBA.

Dr. (Mrs.) Mitravinda Appalwar Director

Dr. Mitravinda Appalwar is a former medical practitioner who has over four decades of professional experience in the field of human behaviour. Her active participation and valuable inputs have served the company well in gauging worker productivity, and engagement.

Dr. Mitravinda Appalwar obtained her degree from Nagpur University in 1966, and worked at various governmental hospitals, before venturing into private practice.

Mr. Prashant Lohiya Independent Director

Prashant Lohiya is a practicing Chartered Accountant, in the fields of Accounting, Auditing, Taxation, finance and management consulting. He has over 20 years of experience across various industries, and has presented papers on various accounting, and taxation topics.

Prashant Lohiya is a commerce graduate from Amravati University, has a degree in Law, and is a fellow (FCA) of the Institute of Chartered Accountants of India (ICAI).



Dr. Venkatesh Joshi, Independent Director

Prof. Venkatesh Joshi is an eminent personality in the field of medicine, who has overseen more than 10,000 surgeries, as an anaesthetist. He is a faculty at the prestigious RA Poddar Medical College in addition to being a speaker at various national and international conferences. He is also an advocate of Ayurveda, and a researcher.

Prof. Venkatesh Joshi graduated in medicine from the Marathwada University, and later obtained an MD in Ayurveda from Mumbai University.

Mr. Sanjay Rathi Independent Director

Sanjay Rathi is a Fellow (FCS) member of the Institute of Company Secretaries of India (ICSI), and Commerce and Law (General) graduate. He has twenty-six years of experience in industry and service sector in field of Corporate Laws and M & A Activities. During his tenure he had handled various assignments in field of Secretarial and Legal, Finance, Project Management and Administration. He has worked in various executive and strategic management capacities and also worked as corporate consultant and advised many bodies corporate. As the chairman of the audit committee his experience is very valuable to the company.



Emmbi Industries Limited

(Formerly known as Emmbi Polyarns Limited)

CIN: L17120DN1994PLC000387

Registered Office Address: 99/2/1 & 9, Madhuban Industrial Estate,
Madhuban Dam Road, Rakholi Village, U.T. of Dadra and Nagar Haveli, Silvassa 396230.
Tel: +91 (0260) 320 0948, Fax: 022 6784 5506, Email: info@emmbi.com, website: www.emmbiindustries.com



Notice of the 21st Annual General Meeting

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the members of EMMBI INDUSTRIES LIMITED (Formerly known as Emmbi Polyarns Limited) will be held on Tuesday, 29th September, 2015 at 10.00 a.m. at the Registered office of the Company at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 and the Report of the Directors and the Auditors thereon.
2. To declare and approve payment of Dividend of ₹ 0.30 per Equity Share for the year ended 31st March, 2015.
3. To appoint a director in place of Dr. (Mrs.) Mitravinda Appalwar (DIN: 02716731), who retires by rotation but does not offer herself for re-appointment.
4. To re-appoint M/s. K. J. Shah & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration and in this regard:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. K. J. Shah & Associates, Chartered Accountants, Mumbai, having ICAI Firm Registration No. 127308W, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting to the next Annual General Meeting of the Company at a remuneration as may be fixed by the Board of Directors.”

**By Order of the Board of Directors
For Emmbi Industries Limited**

Date: 28th May, 2015
Place: Mumbai

**Kaushal Patvi
Company Secretary**

Registered Office Address: 99/2/1 & 9, Madhuban Industrial Estate,
Madhuban Dam Road, Rakholi Village, U.T. of Dadra and Nagar Haveli, Silvassa 396230. CIN L17120DN1994PLC000387.

NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the company.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during business hours on any working day except Saturdays up to the date of the 21st Annual General Meeting of the Company.
5. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).

6. The members are requested to:

- a. Inform the particulars of their bank account and any change of address to their respective Depository Participants only and not to the Company or to the Registrars for members holding shares in Electronic (Demat) form.
 - b. Submit particulars of their bank account, viz. Name and address of the branch of the bank, 9 digit MICR code of the branch, type of account and account number and any change of address to the share transfer agents of the company viz. DATAMATICS FINANCIAL SERVICES LIMITED, Plot No. A-16 and 17, MIDC, Part B Cross Lane, Marol, Andheri (East), Mumbai 400 093 Tel. No. 66712151-56; Fax No. 66712011; e-mail id: investorsqry@dfssl.com, for Members holding shares in physical form.
 - c. Address all correspondences, including dividend matters and change in address to the Share Transfer Agents DATAMATICS FINANCIAL SERVICES LIMITED, Plot No. A-16 and 17, MIDC, Part B Cross Lane, Marol, Andheri (East), Mumbai 400 093, Tel. No. 66712151-56; Fax No. 66712011; e-mail id: investorsqry@dfssl.com.
 - d. Quote ledger folio numbers, Client ID and DP ID in all their correspondence.
 - e. Bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.
 - f. Write atleast 10 days prior to the date of the Meeting, any information which they desire on the accounts, to enable the management to keep the information ready.
 - g. Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
7. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Datamatics Financial Services Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
 8. Members wishing to claim dividends of previous years, which remain unclaimed, are requested to correspond with Mr. Kaushal Patvi, Compliance Officer and Company Secretary, at the Company's Corporate Office. Members are requested to note that Dividends not encashed or claimed within seven years from the date of transfer to the Company's unpaid dividend account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
 9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Datamatics Financial Services Limited.
 10. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
 11. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM), and the business may be transacted through e-Voting Services provided by Central

Depository Services (India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e., physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

12. The Company has appointed Mr. Sanjay Dholakia, Practising Company Secretary, Membership No. FCS 2655 & CP 1798 as the Scrutinizer to count the votes cast in favour or against the resolutions proposed from item No. 1 to 4 of the Notice as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report on 30th September, 2015 to the Chairman of the Company and the same shall be uploaded on the website of the company.

13. PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for the Meeting. The instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on from 9.00 a.m. on Saturday, 26th September, 2015 and ends on 5:00 p.m. on Monday, 28th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details # OR	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Emmbi Industries Limited > on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (B) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

**By Order of the Board of Directors
For Emmbi Industries Limited**

Date: 28th May, 2015
Place: Mumbai

**Kaushal Patvi
Company Secretary**

Registered Office Address: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra and Nagar Haveli, Silvassa 396230. CIN L17120DN1994PLC000387.



BRIGHTER *for our* PARTNERS

Traditional earthen lamps are used in the annual 'Chopda Pujan' that the Indian business performs, during Diwali. Businessmen pray to the god of wealth, for greater prosperity.

On its part, Emmbi helps spread prosperity to our partners with a raft of initiatives - from implementing the most modern ERP systems to exercising total transparency in our dealing and automating our buying processes. Little wonder then, that a majority of the partners that we work with - whether national or international - have continued to be our partners for almost as long as Emmbi has existed.

(1) Forward Looking Statements

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

The outlook for India continues to be positive, with inflation in check, we could anticipate a gradual decline in interest rates, which has been a hurdle for capital investments. Moreover if oil prices remain at current levels, it may also spur up private consumption besides helping the government manage subsidies, and reduce the deficit improving prospects moving forward.

The governmental agenda of the "Make in India" should be a growth booster to the manufacturing sector, and bring positive structural changes to the economy. Manufacturing which currently contributes to 16% of India's GDP, under this scheme is expected to grow to an ambitious 25%. Given such a scenario it is expected that manufacturing sector would double itself every three years. For this to translate into reality, large-scale improvements and investments are required both at the infrastructure, and industry levels. Moreover the government is also expected to ease certain

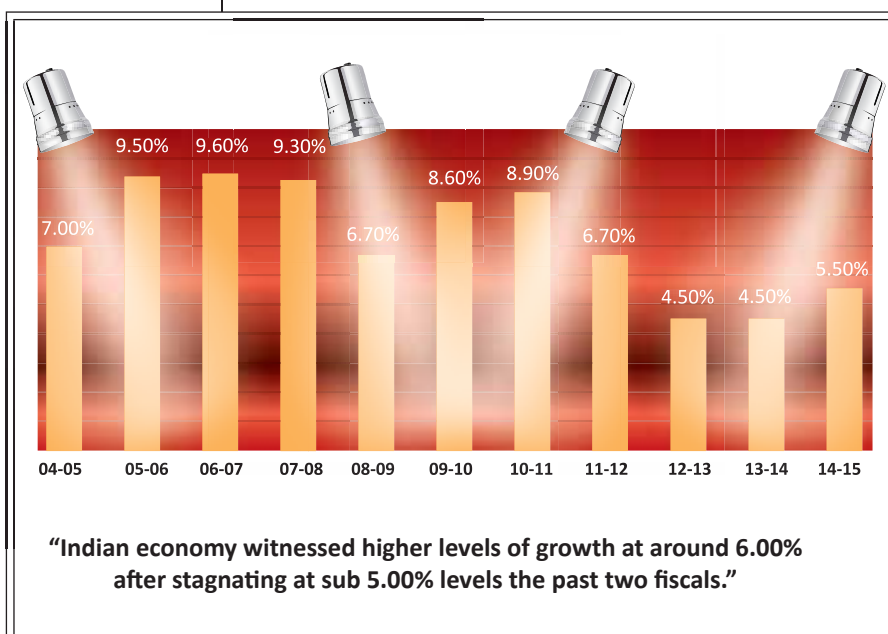
(2) Economy and Outlook

Growth across the global economy continued to be tepid at 2.60% (2.50% in 2013), driven by varying trends across economies. The US, UK, Germany, and France (all Emmbi's focus markets) continued to show improvements, both on account of better labour market conditions, and easy monetary policies. Japan, China and other parts of Asia witnessed slower growth, and the oil exporting countries after years of consolidation, experienced declines due to the sudden drop in prices of hydrocarbons from June 2014. Global trade grew during the same period at less than 4.00%, well below the pre-financial crisis level of 7.00% on account of lower import demand in high-income countries and structural adjustments.

The outlook is expected to be divergent in the coming years, with the developed economies, showing improved prospects on account of recovery in labour markets, fiscal consolidation, and the low interest rate scenario. The oil exporting economies, are expected to witness significant slowdown, however the capital buffers that most of these economies possess, and their targeted spending plan should offset the negative impact to some extent. Emerging economies, especially the oil importers should benefit from the low prices of hydrocarbons, as it would reduce inflationary pressures, and fiscal imbalances.

Indian economy witnessed higher levels of growth at around 6.00% after stagnating at sub 5.00% levels the past two fiscals. The core industrial sectors of mining, manufacturing, and power witnessed a pick-up in activities. The growth in the manufacturing sector was lower than what was ideal, both on account of subdued demand, and lower capital commitments as the industry perhaps waited for more positive policies from the government, prior to committing to investments.

Services sector continued to impress with its growth, and despite erratic monsoons, there was improvement in the agricultural sector. Unfortunately the agri-sector continues to depend on monsoon as a large part of it is rain-fed, and any variation from historical pattern, can affect its output.



norms, allow incentives, and rationalise taxation to achieve this goal. Risks remain at local, and the global level; events in the Euro area, Russia or a political turmoil could affect not only projected growth, but also currency, and lead to flight of capital.

(3) Sector Performance

The Polymer sector in India is valued at \$30 billion, and this grew at 8% last year, and, growth rate is pegged at 10% for the coming year. India is steadily gaining a foothold in the global market, as China no longer offers the same cost and other advantages.

Technical textiles, which are essentially fabric woven out of polymers has been experiencing a healthy growth in the region of 15% upwards for the past five years. Traditionally North America, and Europe were the mainstay markets, however this is changing with increased demand from Asia, on account of greater consumption needs.

Emmbi is expected to grow at a much faster rate compared to the industry.

(4) Emmbi Industries International and Domestic Business Product Range

Since the commencement of operations two decades ago, today we are proud to say that we have over 30 products that caters to a client base of over 200.

International Business

Exports surpassed the magical Rs. 1billion mark, driven by both volumes, as well as values. We export to over 51 countries, and across a spectrum of industries ranging from highway construction to disposal of hazardous nuclear waste.

Today we are setting up operations in Scandinavia to cater to the larger European markets. It is our goal to strengthen our distribution capabilities and cement our relationship with clients by being closer to them.

Domestic Business

The investments in R&D consciously made in the prior years have not only paid off from a growth perspective, but has helped us move towards value added products. Emmbi is a pioneer in not only speciality packaging material that finds users in e-tailers, retailers, and wholesalers, but importantly a first mover in the water conservation segment.

Our canal-lining project has been a resounding success we anticipate this segment to contribute significantly to revenues, and handsomely to margins. We have been the first in India, to design, and manufacture crop covers that provide protection against hail storms.

We acknowledge that rural India would be one of the engines for growth in the years to come. In the past we designed products such as aqua save, and collapsible water tanks designed for storage and transportation that were uniquely positioned to this market from both a pricing, and packaging perspective. We are now building channel partners, and investing in a distribution network so that we are the frontrunner in this segment as well.

(5) Emmbi's Operations

Plant Capacity and Utilisation

Capacity at 68% has registered a growth of 31% over the past three years, and we expect a gradual pick-up and full utilisation in another three years down the line. This would also translate into better margins in the next three years.

Record Earnings

We continued to impress both in terms of revenues, and earnings to shareholders. The company recorded an impressive top line growth in revenues to ₹ 1,929 million and a record profit of ₹ 59.65 million.

Quality and Adherence

We adhere to the latest international standards, and believe in adapting the best practices in the industry, be it people,

processes, quality of our products or internal systems. We are in the process of "Integrated Management System"(IMS) a customised combination of ISO 9001 & OSAHAS 18000 and ISO 14000. This is in addition to the certification of ISO 9001:2008 that your company possess.

People and Processes

We continue in investing and developing existing talent, and source human resources when needed. This year we conducted workshops on both technical, and soft skills, with the help of internally created teams, and external experts. We have initiated "Lean Enterprise Management Programme" which we believe would reduce costs on a sustainable basis. We have engaged one of the big four accounting firms to

frame a 'Whistle Blower' policy keeping in check with the best practices (Detailed in the Corporate Governance Section).

It is the cohesive fabric that the employees as a combined family at Emmbi weave that has brought you such excellent results.

Information Technology

We have commenced the process of integrating our plants located at five different locations and the corporate office in Mumbai, through an integrated ERP Platform. We believe in addition to providing timely reports this would reduce costs, and aid us immensely in managerial decision making.

Research & Department

The company's policy of continuous innovation, and investing in home-grown research over the years, has not only translated to tangible benefits, but has importantly made it eligible for being recognised as a full fledged R&D Development centre by the Government of India. We expect this to be carried out over the next 12 months.

(6) Financial Highlights With Respect To Operational Performance

(₹ In Millions)		
Particulars	F.Y. 2014-15	F.Y. 2013-14
Sales and other income	1,843.78	1,591.09
Net profit after interest, depreciation and Tax	59.65	43.34

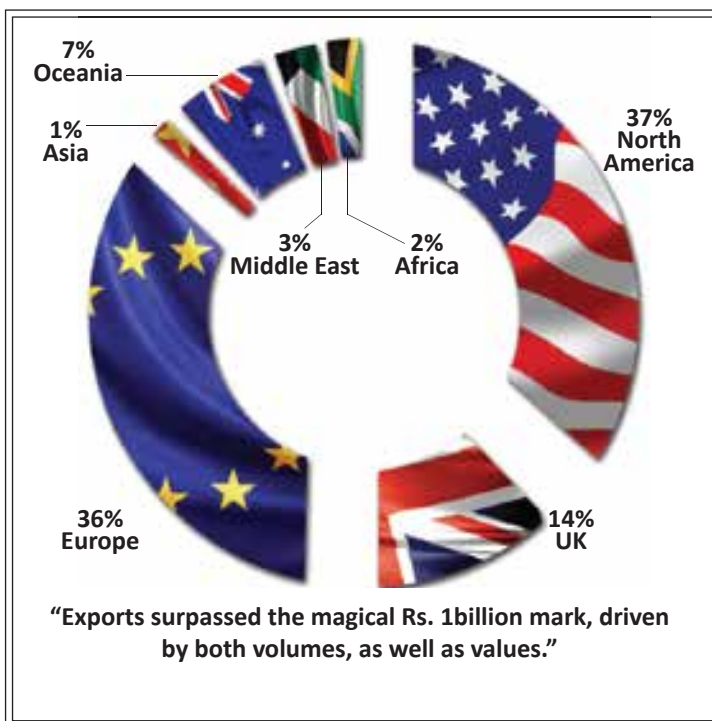
(7) Cautionary Statement

The estimation and expectation made in this report may differ from actual performance due to extraneous factors such as economic conditions, governmental policies, regulations, and other factors.

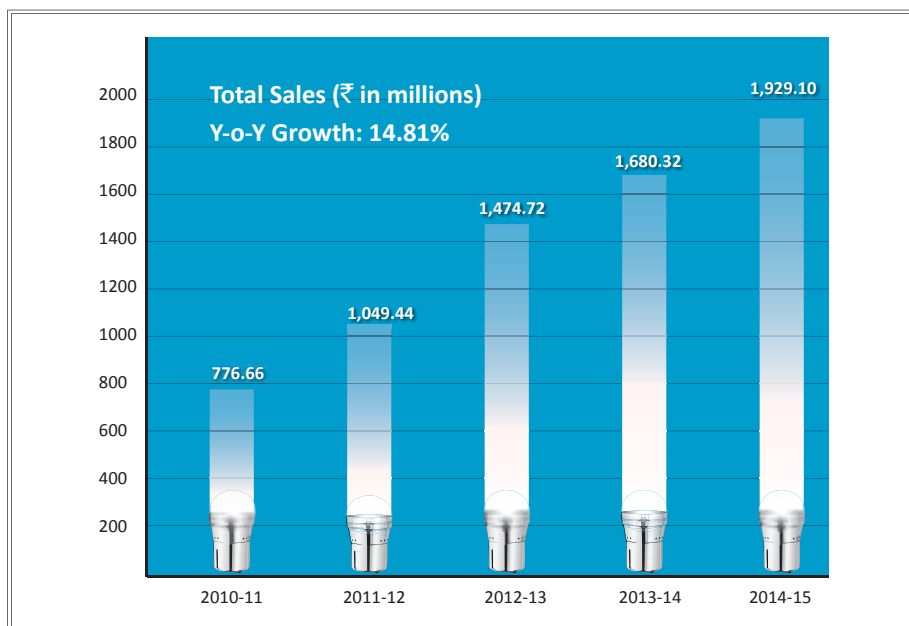
For & On Behalf of the Board of Directors

Place: Mumbai
Date: 28th May, 2015

Makrand Appalwar
Chairman & Managing Director
DIN: 00171950



Financial Analysis



Statement of Income

Revenue From Operations

The top-line growth of 15% was aided by increases in revenues in both exports (+18%), and domestic sales (+12%). Whilst growth was secular and in-line with management's expectations across products, the company made significant strides in international sales across geographies. Sales to the US, UK and Europe grew at 50% (YOY), whilst a four-fold growth to the Middle East, a new market for Emmbi showed promise for the coming years.

Cost Of Operations

The company's cost of operations increased by 15%, in line with revenues, however its overall margins improved. EBIDTA at ₹ 202 million (₹ 154 million) registered an impressive growth of 31% (YoY), and the margin to 11%. Cost of operations would have been lower, if not for higher purchases. In line with the foreseeable shortages of raw materials in the new quarter of the next fiscal, the company augmented its purchases to mitigate this risk. The company stands out amongst its peers on both turnaround and timely delivery of orders, so it is essential to maintain above average inventory levels. This is offset by the premium commanded on Emmbi's products compared to its peers.

Where the Rupee was spent?

Cost of finance

Finance costs stood at ₹ 89 million (₹ 63 million) on account of incremental borrowings. However going forward the impact of the reduction in the interest rates and the repayment of existing high-cost term borrowings should lower this amount. Depreciation and amortisation expenses was at ₹ 31 million (₹ 29 million).

Profits And Distribution

Emmbi industries delivered stellar results for this year with profits after tax at ₹ 59.65 million (a 38% growth), and the management, and the board decided to reward the shareholders by increasing the dividend to ₹ 0.30 (₹ 0.25) per equity share.

Balance Sheet Items

Emmbi has always prided itself in growing conservatively, with minimum risks to shareholders, and its stakeholders.

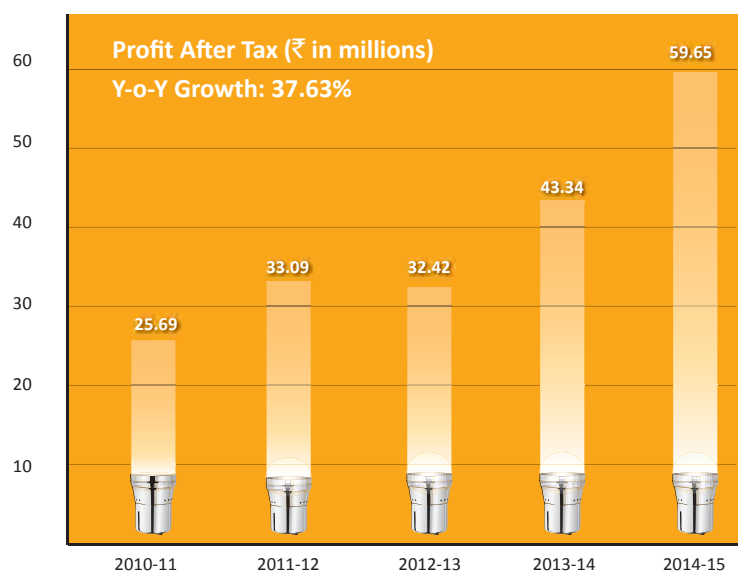
Assets And Deployment

Assets for the year stood at ₹ 1,562 million (₹ 1,410 million), the 11% growth primarily on account of increased holding in current assets.

Current Assets

Inventories at the year-end stood at ₹ 547 million (₹ 486 million). Emmbi has an average inventory holding period of three months. However as highlighted earlier, to take advantage of the pricing, and the proposed shutdown of its primary supplier's plant for maintenance, made an exception to stock up in the month of February and March' 15. This decision was vindicated for there was a shortage in raw materials subsequently, and your company was one of the very few players who did not face this situation.

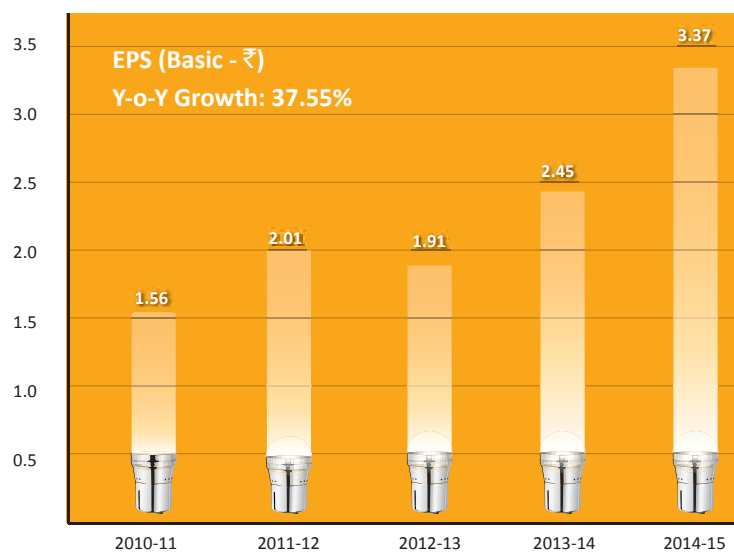
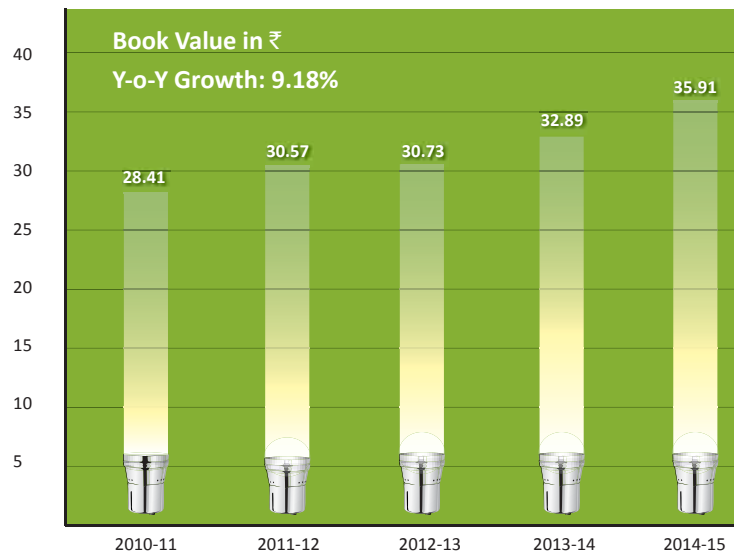
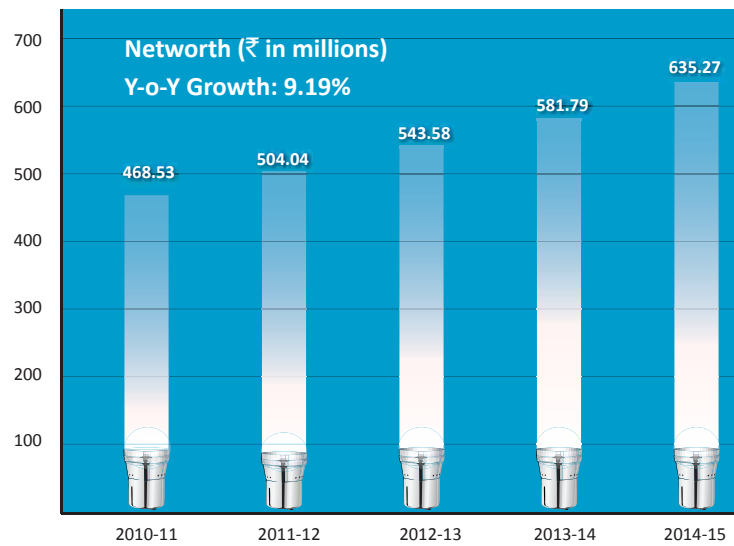
Cash in hand increased to ₹ 33 million (₹ 2 million); Receivables at ₹ 334 million (₹ 311 million) was in line with the growth in business. The company is very prudent in extending credit terms to its customers, and average credit terms are around 60 to 90 days.



Business Performance

(₹ In Millions)

	2014-15	2013-14	Growth
Gross Revenues	1,929.10	1,680.32	14.81%
EBIDTA	202.19	154.17	31.15%
PAT	59.65	43.34	37.62%
Cash Profits	90.24	72.25	24.90%
Operational Performance			
	2014-15	2013-14	Change (bps)
Gross Margins	32.45%	34.15%	-170.00
Operating Margins (EBIDTA)	10.97%	9.69%	128.00
Net Margins	3.24%	2.72%	52.00
Shareholder Returns			
	2014-15	2013-14	Growth
EPS (in ₹)	3.37	2.45	37.55%
Book Value (Per Share)	35.85	32.89	9.00%
Dividends (in ₹)	0.30	0.25	20.00%



Risk Management Report

Business Risk

Unforeseen factors, be it related to industry, regulations, and/or the economy could affect business in an adverse manner, that could lead to impairment to income and capital. Also in a capital-intensive industry, any downward swings in revenues could be detrimental to earnings.

Emmbi is not in an industry that is overtly exposed to governmental regulations, and the fact that we have been profitable since inception and is a regular dividend payer mitigates the business risk to a large extent. We operate at around 70% capacity, and in the next few quarters we expect a smart climb in this, leading to a better distribution of fixed costs, reducing operating leverage. Also our production is not concentrated on one unit but consciously spread across five locations to mitigate any eventuality. We also maintain cordial and healthy relationship with workers, ensuring their overall safety and wellbeing.

Financial Risk

Emmbi's capital structure is very conservative, and its cash flows adequate to meet obligations when due. Also the fair value of assets, far exceed the book value providing additional buffer in the event of a remote outlier. We are also rated investment grade on our debt, and we are confident, that in years to come this would only improve given the growth in our business. In addition we do not rely on one lender, and have a multiple banking facilities. We are constantly engaging with newer banks, who are more than willing to do business with us.

Credit Risk

Emmbi has a very conservative policy of extending credit to its customers. It does not pursue chasing revenues, at the expense of extending liberal credit terms. A majority of the domestic clients are blue chip or investment grade firms. Exports are fully covered through the Export's Credit Guarantee Scheme (ECGC).

Liquidity Risk

We maintain adequate cash at all times. Contrary to peers, we do all purchases on an advance payment basis to take advantage of better prices. Despite that we have ample liquidity, and do not lock up our operating cash flow in non-core or unproductive assets. Inventories and debtors are managed prudently, and impairments negligible. We have this year increased our dividend pay out which also cements that Emmbi is a very liquid company.

Single Product Risk

Emmbi's product line is well diversified with over 30 products, and no single client contributes to more than 5% of revenues. We have strategically reduced our dependence on low margin products.

Single Geography Risk

Emmbi exports to over 51 countries, and are not exposed to a single market or its vagaries. In the years to come we should be expanding the reach to more countries, and clients with establishment of our own offices.

Foreign Exchange Risk

Emmbi has a structured internal policy to hedge its export revenues, and it has insignificant exposure to foreign currency borrowings and imports. The company also does not trade, or speculate in the foreign currency market or make any opportunistic positions.

Enterprise Wide Risk

We are compliant with international best practices, as can be noted from the continual certifications, and the periodic audits. The Management at Emmbi does not view risks in silos, however analyses how it can impact the whole organisation. We are investing in a very efficient ERP system that would also have a module for managing uncertainties.



At Emmbi Industries, we realize that water is a scarce natural resource that's running out quickly. In addition to the environmental benefits, water conservation can be a significant business opportunity. Our Aqua Save range of products helps in conservation transportation & storage of water and various other liquids.



BRIGHTER *for our* EMPLOYEES

Thomas Edison's invention has perhaps, single-handedly changed the course of many-a-lives, and history itself. The humble table lamp is a symbol of the hard work and toil that millions of working-class individuals, in the quest for a better lifestyle.

At Emmbi, we do our bit to brighten our employees' lives. We do this through our various Human Resource policies and programmes that encourage independent and creative thinking, an entrepreneurial spirit and active contribution to ideas. These initiatives have resulted in Emmbi seeing relatively lower rates of employee turnover even among skilled and unskilled labor at our factories.

Directors' Report



[[Disclosure Under Section 134(3) Of The Companies Act, 2013]
{Read With Companies (Accounts) Rules, 2014}]

To
The Members,
Emmbi Industries Limited,
(Formerly known as Emmbi Polyarns Limited)

Your Directors are presenting the 21st Annual Report of your Company and the Audited Accounts for the year ended 31st March, 2015.

Your Company has posted yet another year of good performance, in its operations. The highlights of the results are set out below:

TRANSFER TO RESERVES

Out of the Total Profit After Tax of ₹ 59.65 million for the financial year, NIL amount is proposed to be transferred to the General Reserve.

EXPORTS

Value of Exports during the year under review were ₹ 1,019.91 million as against ₹ 867.43 million that is a net year on Year Growth of around 18%. Exports in the current financial year contributed to 55% in the net sales. Company has expanded its presence in 51 countries from 45 Countries in the previous year which has resulted healthy growth in the territory of operation.

FINANCIAL RESULTS

Particulars	(₹ in Millions)	
	Year ended on 31st March, 2015	Year ended on 31st March, 2014
Gross Sales	1,929.10	1,680.32
Less: Excise Duty	90.88	89.82
Net Sales	1,838.22	1,590.50
Other income	5.55	0.59
Total revenue	1,843.78	1,591.09
Expenditure	1,761.06	1,528.93
Profit before tax	82.72	62.16
Tax expenses	23.07	18.82
Profit after Tax	59.65	43.34
Expenses of earlier year	----	----
Balance	59.65	43.34
Balance brought forward	132.37	94.21
Profit available for appropriation	192.02	137.55
Excess provision of dividend tax credited	-----	-----
Add : Excess Provision of Taxes of earlier years	-----	-----
Less : Mat Credit Utilised in earlier years	-----	-----
Balance available for appropriation	192.02	137.55
Appropriations:		
Adjustment relating to fixed assets	-0.93	-----
Proposed Dividend	5.31	4.42
Distribution tax on Dividend	1.06	0.75
Balance carried to Balance Sheet	184.73	132.37

HUMAN RESOURCE DEVELOPMENT

As a manufacturer we understand, and appreciate the value of human capital, and in its development. We continue to align the skill sets and capabilities of our current workforce, and the talent available in the market with the organization's ongoing and future business plans, to maximize return on investment and secure continual success. We also emphasise this through the blue colour in the company's logo, as it reflects the loyalty and trust that we bring to our blue collared workforce.

The human resource philosophy and strategy of your company has been designed to attract and retain the best talent on offer. In practice it creates and nurtures work place challenges that keep employees engaged, motivated and innovative.

A robust manpower planning process ensures that all steps from business requirements to sourcing and staffing are seamlessly aligned.

OPERATIONS

During the year under review, your Company has achieved Revenue from Operations and the Income aggregating to ₹ 1,843.78 million as against ₹ 1,591.09 million during the previous year, registering an increase of about 16% over the previous year. Profit after providing for taxes is ₹ 59.65 million as against ₹ 43.34 million during the previous year, registering an increase of about 38% over the previous year.

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 0.30 per share of the face value of ₹ 10/- each for the year ended on 31st March, 2015 (₹ 0.25 per share for the previous year) subject to the Members' approval. The dividend payment amounts to ₹ 5.31 Million. In addition ₹ 1.06 Million is payable towards distribution tax on dividend.

Your Company has been successful in building a performance oriented culture with high levels of engagement and empowerment in an environment of teamwork. This is reflective of its staff right from the factory to the corporate office.

We have started various self-development initiatives that includes relevant training programmes and seminars, that addresses the needs of the workforce as well as the senior management.

Company has taken a membership of Sedex which is an internationally acclaimed web exchange for the information interchange about the ethical practices and safety issues towards the people working in the company. Your company has also prepared a model code of conduct for the behavior with employees inspired from the ETI model code of conduct.



QUALITY INITIATIVES

“Manufacturing” is the heart of Emmbi’s activities.

In order to achieve the improvement in the manufacturing, company has adopted the concepts of Lean manufacturing. We are successfully practicing the same and the result can be seen in the increase of defect free production in year after year.

The Company is in the process of implementing Lean Enterprise Management throughout the organisation. We anticipate that this would increase productivity and profitability in the coming years.

The above initiatives and our continuous adherence to strict quality standards has created tangible as well as intangible benefits to strengthen brand Emmbi.

AUDITORS

M/s. K. J. Shah & Associates, Chartered Accountants, Statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits as specified in Section 139 of the Companies Act, 2013 and that they are not disqualified for re-appointment.

OBSERVATIONS – AUDITOR & SECRETARIAL AUDITOR

There are no qualifications, reservations or adverse remarks contained in the Auditors Report and Secretarial Audit Report and therefore, there are no further explanations to be provided for in this Report.

MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Your Directors further states that there are no material changes and commitment affecting the financial position of the Company which have occurred between the end of the Financial year of the Company to which the Financial statements relate and the date of the Report.

PUBLIC DEPOSITS

Your Company has not accepted any fixed deposits from the public and there are no outstanding fixed deposits from the public as on 31st March, 2015.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the regulators/ courts that would impact the going concern status of the Company and its future operations.

DIRECTORS’ RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (i) that in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2015 and of the profit of the company for the year ended on that date;

- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) the directors, further state that they 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
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD PERFORMANCE

The performance evaluation of the non- executive directors is done by the Board annually. This evaluation is based on the attendance and contribution of the member at the board/committee meetings. The process also considers core competency, expertise, personnel characteristic and specific responsibility of the concerned Director.

The performance evaluation of the Chairman & Managing Director and the Chief Financial Officer was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the entire evaluation procedure.

BOARD MEETINGS

During the year under review, Five (5) Board Meetings were convened and held. Detailed information on the meetings of the Board and all its Committees are included in the report on Corporate Governance, which forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the listing agreement entered into with the stock exchanges.

AUDIT COMMITTEE

The Board has constituted the Audit Committee which comprises of Mr. Sanjay Rath, Independent Director as Chairman and Mr. Prashant Lohiya, Independent Director, Dr. Venkatesh Joshi, Independent Director, Mrs. Rinku Appalwar, CFO as the members. More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

A Corporate Social Responsibility Committee was constituted on 27th May, 2014 with Dr. Venkatesh Joshi, Independent Director as Chairman and Mr. Sanjay Rath, Independent Director, Mr. Prashant Lohiya, Independent Director, Mrs. Rinku Appalwar, CFO as the members. The Committee met during the year on 14th February, 2015 to finalize the Corporate Social Responsibility Policy. The Policy was approved by the Board on 14th February, 2015, is available on the Company’s website www.emmbiindustries.com. The Terms of reference of the Corporate Social Responsibility Committee, number and dates of meetings held, and attendance of the Directors are given separately in the attached Corporate Governance Report.

The Company wishes to inform the members that it is well aware of its responsibility towards fulfilling its social responsibility. Towards this initiative we have formed “Emmbi Foundation Trust” and the spending on the Corporate Social Activities will be carried through the Emmbi Foundation Trust (we are awaiting registration formalities). Further the obligations towards the Corporate Social Activities will be complied in the coming financial year i.e., 2015-2016 (including that relevant for the previous financial year i.e., 2014-2015) and accordingly the required disclosures will be made in the next financial year.



NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted a Nomination and Remuneration Committee pursuant to Section 178(1) of the Companies Act, 2013 which comprises of Mr. Sanjay Rathi, Independent Director as Chairman and Mr. Prashant Lohiya, Independent Director, and Dr. Venkatesh Joshi, Independent Director as the members. More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report. The Company has defined the policy on Director's appointment and payment of remuneration including criteria for determining qualifications, positive attributes, independence of a Director. The nomination & remuneration policy adopted by the Company has been posted on the Company's website www.emmbiindustries.com.

LOANS, GUARANTEE & INVESTMENTS

The Company has not given any loan, guarantees or made any investments exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, as prescribed in Section 186 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC. & FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:

The information as required under Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earnings is given below:

1. CONSERVATION OF ENERGY:

- Steps are taken to institutionalized process of identifying and understanding increase and decrease in energy use by monitoring energy consumption trends to determine future energy use when planning future changes in the business and diagnose specific areas of wasted energy.
- Significant reductions in energy consumption and cost of production of goods have been observed by the implementation of above referred measures.
- Implementation of referred measures have resulted in increased facility reliability as well as improved equipment performance.

2. TECHNOLOGY ABSORPTION:

(A) Research and Development:

Since Inception of the company and in pursuit of R & D endeavors the company is regularly incurring expenditure on R & D on the following activities

- Design and Development of New Products;
- Continuous improvement of existing products for enhanced durability and performance;
- Product optimization using advanced technology;
- Testing and adaptation of New Materials ;
- New processes, up gradation & production process improvement of existing processes;
- Redesigning of the manual processes in to Automation;
- Environment compliance by products and processes.

(B) Benefits:

Benefits derived as a result of R & D: It has resulted in the improvement of quality of the products and reduced operation cost. Up gradation of products to the new requirements has been possible because of R & D done in the company on a continuous basis. This has resulted into enhanced customer satisfaction, new business opportunities, reduced costs, higher quality and adapting the latest technologies.

(C) Future Plan of action:

Future R&D efforts will continue along similar lines, as at present, but with more focus, thrust and endeavours. The company is planning to apply to Government of India for recognition of its Research & Development activities at Silvassa under "In-house R&D Centre" during the current year.

(D) Expenditure on R&D:

Since Inception of the Company and in pursuit of R & D endeavors the Company is regularly incurring expenditure on R & D, the same is reflected in the Annual accounts clubbed with regular heads of account in balance sheet.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. During the year the Company has exports (FOB value) worth ₹ 962.50 millions.

(₹ In Millions)		
Particulars	2014-15	2013-14
Foreign exchange earnings	962.50	811.32
Foreign exchange outgo	37.55	36.62

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Dr. (Mrs.) Mitravinda Appalwar (DIN: 02716731), Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company. She does not offer herself for re-appointment.

The following are the Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013:

Sr. No.	Name of the Person	Designation
1	Mr. Makrand Appalwar	Chairman & Managing Director
2	Mrs. Rinku Appalwar	Chief Financial Officer
3	Mr. Kaushal Patvi	Company Secretary

RISK MANAGEMENT POLICY

A statement including development and implementation of a risk management policy for the Company is attached to the Directors Report and forms a part of the Annual Report.

RELATED PARTY TRANSACTIONS

The Company has not entered into any contracts or arrangements with related parties referred to in Section 188(3) of the Companies Act, 2013.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form No. MGT 9, as provided under sub-section (3) of Section 92 of the Companies Act, 2013, annexed herewith Board report.



SECRETARIAL AUDIT

The Board of Directors have appointed M/S Sanjay Dholakia and Associates, Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2014-2015 as required under section 204 of the Companies Act, 2013 and the rules framed thereunder. The Secretarial Audit report for the financial year 2014-2015 forms part of the Directors' Report as Annexure 2.

MANAGERIAL REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2015 is given in a separate Annexure to this Report.

The above Annexure is not being sent along with this Report to the Members of the Company in line with the provision of Section 136 of the Companies Act, 2013. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office and the Corporate Office of the Company. The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company before the 21st Annual General Meeting and upto the date of the ensuing Annual General Meeting during the business hours on working days.

None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has an adequate system of internal control procedures which is commensurate with the size and nature of its business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are placed before the Board.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiary company. The Company has one associate company in the name of Global Bag sro. Details of the same is given in Annexure 1 to Directors' Report.

WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy in place for vigil mechanism. The said policy has been formulated keeping in view of the amendments in the Companies Act, 2013 and Clause 49 of the Listing Agreement. The said policy may be referred to, at the Company's official website, www.emmbiindustries.com.

CORPORATE GOVERNANCE

A separate section on Corporate Governance is included in the Annual Report and the Certificate from the Company's auditors confirming the compliance of conditions on Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges is annexed thereto.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management discussion and analysis report has been attached to this report and forms a part of this report.

ACKNOWLEDGEMENT

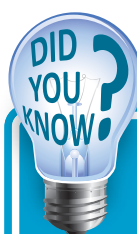
Your Directors would like to express their appreciation for the assistance and co-operation received from the shareholders, customers, dealers, suppliers, banks, financial institutions, Export Promotion Council, Government authorities, other semi Government & local authorities, Administration of Union Territory of Dadra & Nagar Haveli, Stock Exchanges and business associates at all levels during the year under review.

The Directors also wish to place on record their deep appreciation for the committed services and excellent work done by the employees of the Emmbi family at all levels during the year.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 28th May, 2015

Makrand Appalwar
Chairman & Managing Director
DIN: 00171950



Emmbi produces 350 KM of fabric a day. Which means, in an average year, we produce enough fabric to go around the circumference of the earth, more than three times!



Annexure to Directors' Report



Annexure 1 to Director's Report

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2015

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

I. REGISTRATION & OTHER DETAILS

i. CIN	L17120DN1994PLC000387
ii. Registration Date	29th November, 1994
iii. Name of the Company	Emmbi Industries Limited (Formerly known as Emmbi Polyarns Limited)
iv. Category/Sub-category of the Company	Company limited by shares Indian Non-Government Company
v. Address of the Registered Office & contact details	99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road Rakholi Village, U. T. of Dadra & Nagar Haveli, Silvassa 396 230, India. Tel. No.: +91 (0260) 320 0948 Fax: 022 6784 5506 Email: info@emmbi.com
vi. Whether listed company	Yes, Listed on BSE Limited & National Stock Exchange of India Limited (NSE)
vii. Name , Address & contact details of the Registrar & Transfer Agent, if any	Datamatics Financial Services Limited, Plot No. B-5, Part B Crosslane, MIDC, Marol, Andheri (East), Mumbai 400 093, India. Tel: 022 - 66712151-56. Fax: 022 - 66712161 Email: investorsqry@dfssl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service the company	% to total turnover of
1	Manufacture of plastics products	222	90%
2	Trading of plastics products	479	10%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Global Bag s.r.o. Oblekovice 355, 671 81 ZNOJMO, Czech Republic	Foreign Company	Associate	25	2(6)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) CATEGORY-WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	6,461,700	--	6,461,700	36.53	6,589,800	--	6,589,800	37.25	0.72
b) Central Govt or State Govt.	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corporates	26,75,000	--	2,675,000	15.12	2,675,000	--	2,675,000	15.12	0
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	127,450	--	127,450	0.72	630,600	--	630,600	3.57	2.85
SUB TOTAL (A) (1)	9,264,150	0	9,264,150	52.37	9,895,400	0	9,895,400	55.94	3.57

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any other	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0
Total Shareholding of Promoter									
(A)= (A)(1)+(A)(2)	92,64,150	0	92,64,150	52.37	98,95,400	0	9,895,400	55.94	3.57
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
C) Central govt	0	0	0	0.00	0	0	0	0.00	0
d) State Govt	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g) FIIS	0	0	0	0.00	0	0	0	0.00	0
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(1)	0	0	0	0.00	0	0	0	0.00	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	877,544	--	877,544	4.96	830,484	--	830,484	4.69	-0.27
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	3,724,719	10	3,724,729	21.06	3,544,913	10	3,544,923	20.04	-1.02
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs	3,719,097	--	3,719,097	21.02	3,256,105	--	3,256,105	18.41	-2.61
c) Others (specify)									
i) NRI Rep	89,703	--	89,703	0.51	142,328	--	142,328	0.80	0.29
ii) NRI Non-Rept	15,027	--	15,027	0.08	21,010	--	21,010	0.12	0.04
SUB TOTAL (B)(2)	8,426,090	10	8,426,100	47.63	7,794,840	10	7,794,850	44.06	-3.57
Total Public Shareholding (B)= (B)(1)+(B)(2)	8,426,090	10	8,426,100	47.63	7,794,840	10	7,794,850	44.06	-3.57
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs									
	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A+B+C)	17,690,240	10	17,690,250	100.00	17,690,240	10	17,690,250	100.00	0

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr. Makrand M. Appalwar	4,223,200	23.87	0.00	4,158,100	23.51	0.00	-0.36
2	Emmbi Laboratories Private Limited	1,625,000	9.19	0.00	1,625,000	9.19	0.00	0
3	Mrs. Rinku M. Appalwar	1,925,750	10.89	0.00	2,118,950	11.98	0.00	1.09

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
4	Maithili Agrotech Private Limited	1,050,000	5.93	0.00	1,050,000	5.93	0.00	0
5	Mrs. Mitravinda M. Appalwar	194,000	1.10	0.00	194,000	1.10	0.00	0
6	Mr. Moreswar B. Appalwar	118,725	0.67	0.00	118,725	0.67	0.00	0
7	Miss Maithili M. Appalwar	61,750	0.35	0.00	561,750	3.18	0.00	2.83
8	Mr. Avinash R. Laddha	48,000	0.27	0.00	51,150	0.29	0.00	0.02
9	Mr. Prashant K. Lohiya	6,250	0.03	0.00	6,250	0.03	0.00	0
10	Mr. Kailashchandra B. Lohiya	4,550	0.03	0.00	4,550	0.03	0.00	0
11	Mrs. Sarla K. Lohiya	3,000	0.02	0.00	3,000	0.02	0.00	0
12	Mr. Sanjay R Rathi	2,100	0.01	0.00	2,100	0.01	0.00	0
13	Mrs. Sangeeta S Rathi	1,050	0.00	0.00	1,050	0.00	0.00	0
14	Mrs. Sushiladevi R Rathi	750	0.00	0.00	750	0.00	0.00	0
15	M. B. Appalwar	25	0.00	0.00	25	0.00	0.00	0
Total		9,264,150	52.36	0.00	9,895,400	55.94	0.00	3.58

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl No.	Name of the Shareholder	Shareholding at the beginning of the year		Datewise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No. of shares	Reason	Cumulative Shareholding during the year (01/04/14 to 31/03/15)	
		No of shares at the beginning of the year (01/04/14)/end of the year (31/03/15)	% of total shares of the company				No of shares	% of total shares of the company
1	Mr. Makrand M. Appalwar	4,223,200	23.87	01.04.14				
				26.09.14	11,000	Buy	4,234,200	23.94
				01.10.14	8,000	Buy	4,242,200	23.98
				07.10.14	11,000	Buy	4,253,200	24.04
				08.10.14	10,000	Buy	4,263,200	24.10
				10.10.14	11,700	Buy	4,274,900	24.17
				23.10.14	10,000	Buy	4,284,900	24.22
				27.10.14	7,000	Buy	4,291,900	24.26
				28.10.14	500	Buy	4,292,400	24.26
				10.11.14	11,000	Buy	4,303,400	24.33
				18.11.14	32,200	Buy	4,335,600	24.51
				19.11.14	17,000	Buy	4,352,600	24.60
				20.11.14	33,000	Buy	4,385,600	24.79
				10.12.14	21,500	Buy	4,407,100	24.91
				12.12.14	500,000	Inter-se transfer	3,907,100	22.09
				12.12.14	51,000	Buy	3,958,100	22.37
				06.01.15	21,000	Buy	3,979,100	22.49
				07.01.15	41,000	Buy	4,020,100	22.72
				09.01.15	20,000	Buy	4,040,100	22.84
				20.01.15	43,000	Buy	4,083,100	22.95
				27.01.15	23,000	Buy	4,106,100	23.21
				28.01.15	31,500	Buy	4,137,600	23.39
				30.01.15	20,500	Buy	4,158,100	23.51
		4,158,100	23.51	31.03.15			4,158,100	23.51
2	Mrs. Rinku M. Appalwar	1,925,750	10.89	01.04.14				
				26.09.14	11,000	Buy	1,936,750	10.95
				27.10.14	11,200	Buy	1,947,950	11.01
				29.10.14	15,000	Buy	1,962,950	11.10
				30.10.14	15,000	Buy	1,977,950	11.18
				18.11.14	20,000	Buy	1,997,950	11.29
				19.11.14	11,000	Buy	2,008,950	11.36
				20.11.14	5,000	Buy	2,013,950	11.38
				23.12.14	43,000	Buy	2,056,950	11.63
				29.12.14	42,000	Buy	2,098,950	11.87
				30.12.14	20,000	Buy	2,118,950	11.98
		2,118,950	11.98	31.03.15			2,118,950	11.98

Sl No.	Name of the Shareholder	Shareholding at the beginning of the year		Datewise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No. of shares	Reason	Cumulative Shareholding during the year (01/04/14 to 31/03/15)	
		No of shares at the beginning of the year (01/04/14)/end of the year (31/03/15)	% of total shares of the company				No of shares	% of total shares of the company
3	Miss. Maithili M. Appalwar	61,750	0.35	01.04.14				
				12.12.14	500,000	Inter-se transfer	500,000	2.83
		561,750	3.18	31.03.15			561,750	3.18
4	Mr. Avinash R. Laddha	48,000	0.27	01.04.14				
				22.10.14	3,150	Buy	3,150	0.02
		51,150	0.29	31.03.15			51,150	0.29

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

Sl No.	Name of the Shareholder	Shareholding at the beginning of the year		Datewise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No. of shares	Reason	Cumulative Shareholding during the year (01/04/14 to 31/03/15)	
		No of shares at the beginning of the year (01/04/14)/end of the year (31/03/15)	% of total shares of the company				No of shares	% of total shares of the company
1	Sanjay Gulabchand Bafna	750,756	4.24	01.04.14				
				04.07.14	6,500	Transfer	744,256	4.21
				08.08.14	25	Transfer	744,231	4.21
				31.12.14	4,000	Transfer	740,231	4.18
				09.01.15	8,713	Transfer	731,518	4.14
				23.01.15	118	Transfer	731,400	4.13
				13.02.15	1,745	Transfer	729,655	4.12
		729,655	4.12	31.03.15			729,655	4.12
2	Adarsh Zacharias Augustine	185,638	1.05	01.04.14				
				14.11.14	5,639	Transfer	179,999	1.02
		179,999	1.02	31.03.15			179,999	1.02
3	Aakash Filaments Pvt. Ltd.	167,950	0.95	01.04.14	0	Nil movement		
		167,950	0.95	31.12.14	0	during the year	167,950	0.95
4	Dilipkumar H Parmar	150,355	0.85	01.04.14				
				13.06.14	10,000	Transfer	140,355	0.79
		140,355	0.79	31.03.15			140,355	0.79
5	Swedish Portfolio Pvt. Ltd.	108,175	0.61	01.04.14	0	Nil movement		
		108,175	0.61	31.12.14	0	during the year	108,175	0.61
6	Mamta Sunil Mudgal #	97,913	0.55	01.04.14				
				21.11.14	20,000	Transfer	77,913	0.44
		0	0.00	31.03.15	77,913	Transfer	0	0.00
7	Rajeev Manilal Sangoi HUF	96,215	0.54	01.04.14				
				27.02.15	6,615	Transfer	89,600	0.51
				06.03.15	1,850	Transfer	87,750	0.50
				13.03.15	108	Transfer	87,642	0.50
				27.03.15	11	Transfer	87,631	0.50
		86,850	0.49	31.03.15	1,051	Transfer	86,580	0.49
8	Gyan Pal Singh	90,000	0.51	01.04.14				
				08.08.14	1,000	Transfer	91,000	0.51
				14.08.14	1,500	Transfer	92,500	0.52
		92,500	0.52	31.03.15			92,500	0.52

Sl No.	Name of the Shareholder	Shareholding at the beginning of the year		Datewise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No. of shares	Reason	Cumulative Shareholding during the year (01/04/14 to 31/03/15)	
		No of shares at the beginning of the year (01/04/14)/end of the year (31/03/15)	% of total shares of the company				No of shares	% of total shares of the company
9	Sunil C. Mudgal #	89,450	0.51	01.04.14				
				11.04.14	7,600	Transfer	97,050	0.55
				31.10.14	47,900	Transfer	49,150	0.28
				14.11.14	10,000	Transfer	39,150	0.22
				21.11.14	39,150	Transfer	0	0.00
		0	0.00	31.03.15			0	0.00
10	Umaiya Trading Pvt. Ltd.	89,012	0.50	01.04.14	0	Nil movement		
		89,012	0.50	31.03.15	0	during the year	89,012	0.50
11	Ashok Maganlal Shah*	142,171	0.80	01.04.14				
					500	Transfer	141,671	0.80
		141,671	0.80	31.03.15			141,671	0.80
12	Shankar K T*	88,008	0.50	01.04.14				
				20.03.15	3,000	Transfer	85,008	0.48
		85,008	0.48	31.03.15			85,008	0.48

* Not in the list of Top 10 shareholders as on 01/04/2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2015.

Ceased to be in the list of Top 10 shareholders as on 31/03/2015. The same has been reflected above shareholders as on 01/04/2014.

(v) SHAREHOLDING OF DIRECTORS & KMP

Sl No.	Name of the Shareholder	Shareholding at the beginning of the year		Datewise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No. of shares	Reason	Cumulative Shareholding during the year (01/04/14 to 31/03/15)	
		No of shares at the beginning of the year (01/04/14)/end of the year (31/03/15)	% of total shares of the company				No of shares	% of total shares of the company
1	Mr. Makrand M. Appalwar Chairman & Managing Director	4,223,200	23.87	01.04.14				
				26.09.14	11,000	Buy	4,234,200	23.94
				01.10.14	8,000	Buy	4,242,200	23.98
				07.10.14	11,000	Buy	4,253,200	24.04
				08.10.14	10,000	Buy	4,263,200	24.10
				10.10.14	11,700	Buy	4,274,900	24.17
				23.10.14	10,000	Buy	4,284,900	24.22
				27.10.14	7,000	Buy	4,291,900	24.26
				28.10.14	500	Buy	4,292,400	24.26
				10.11.14	11,000	Buy	4,303,400	24.33
				18.11.14	32,200	Buy	4,335,600	24.51
				19.11.14	17,000	Buy	4,352,600	24.60
				20.11.14	33,000	Buy	4,385,600	24.79
				10.12.14	21,500	Buy	4,407,100	24.91
				12.12.14	500,000	Inter-se transfer	3,907,100	22.09
				12.12.14	51,000	Buy	3,958,100	22.37
				06.01.15	21,000	Buy	3,979,100	22.49
				07.01.15	41,000	Buy	4,020,100	22.72
				09.01.15	20,000	Buy	4,040,100	22.84
				20.01.15	43,000	Buy	4,083,100	22.95
				27.01.15	23,000	Buy	4,106,100	23.21
				28.01.15	31,500	Buy	4,137,600	23.39
				30.01.15	20,500	Buy	4,158,100	23.51
		4,158,100	23.51	31.03.15			4,158,100	23.51

Sl No.	Name of the Shareholder	Shareholding at the beginning of the year		Datewise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No. of shares	Reason	Cumulative Shareholding during the year (01/04/14 to 31/03/15)	
		No of shares at the beginning of the year (01/04/14)/end of the year (31/03/15)	% of total shares of the company				No of shares	% of total shares of the company
2	Mrs. Rinku M. Appalwar Executive Director	1,925,750	10.89	01.04.14				
				26.09.14	11,000	Buy	1,936,750	10.95
				27.10.14	11,200	Buy	1,947,950	11.01
				29.10.14	15,000	Buy	1,962,950	11.10
				30.10.14	15,000	Buy	1,977,950	11.18
				18.11.14	20,000	Buy	1,997,950	11.29
				19.11.14	11,000	Buy	2,008,950	11.36
				20.11.14	5,000	Buy	2,013,950	11.38
				23.12.14	43,000	Buy	2,056,950	11.63
				29.12.14	42,000	Buy	2,098,950	11.87
				30.12.14	20,000	Buy	2,118,950	11.98
		2,118,950	11.98	31.03.15			2,118,950	11.98
3	Dr. (Mrs.) Mitravinda M. Appalwar Non-Executive Director	194,000	1.10	01.04.14	0	Nil movement		
		194,000	1.10	31.03.15	0	during the year	194,000	1.10
4	Mr. Sanjay R. Rathi Non-Executive Director	2,100	0.01	01.04.14	0	Nil movement		
		2,100	0.01	31.03.15	0	during the year	2,100	0.01
5	Mr. Prashant K. Lohiya Non-Executive Director	6,250	0.03	01.04.14	0	Nil movement		
		6,250	0.03	31.03.15	0	during the year	6,250	0.03
6	Dr. Venkatesh G. Joshi Non-Executive Director	0	0.00	01.04.14	0	Nil movement		
		0	0.00	31.03.15	0	during the year	0	0.00
B	KEY MANAGERIAL PERSONNEL (KMPS)							
1	Mr. Makrand M. Appalwar Chairman & Managing Director	4,223,200	23.87	01.04.14				
				26.09.14	11,000	Buy	4,234,200	23.94
				01.10.14	8,000	Buy	4,242,200	23.98
				07.10.14	11,000	Buy	4,253,200	24.04
				08.10.14	10,000	Buy	4,263,200	24.10
				10.10.14	11,700	Buy	4,274,900	24.17
				23.10.14	10,000	Buy	4,284,900	24.22
				27.10.14	7,000	Buy	4,291,900	24.26
				28.10.14	500	Buy	4,292,400	24.26
				10.11.14	11,000	Buy	4,303,400	24.33
				18.11.14	32,200	Buy	4,335,600	24.51
				19.11.14	17,000	Buy	4,352,600	24.60
				20.11.14	33,000	Buy	4,385,600	24.79
				10.12.14	21,500	Buy	4,407,100	24.91
				12.12.14	500,000	Inter-se transfer	3,907,100	22.09
				12.12.14	51,000	Buy	3,958,100	22.37
				06.01.15	21,000	Buy	3,979,100	22.49
				07.01.15	41,000	Buy	4,020,100	22.72
				09.01.15	20,000	Buy	4,040,100	22.84
				20.01.15	43,000	Buy	4,083,100	22.95
				27.01.15	23,000	Buy	4,106,100	23.21
				28.01.15	31,500	Buy	4,137,600	23.39
				30.01.15	20,500	Buy	4,158,100	23.51
		4,158,100	23.51	31.03.15			4,158,100	23.51
2	Mrs. Rinku M. Appalwar CFO	1,925,750	10.89	01.04.14				
				26.09.14	11,000	Buy	1,936,750	10.95
				27.10.14	11,200	Buy	1,947,950	11.01
				29.10.14	15,000	Buy	1,962,950	11.10
				30.10.14	15,000	Buy	1,977,950	11.18

Sl No.	Name of the Shareholder	Shareholding at the beginning of the year		Datewise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No. of shares	Reason	Cumulative Shareholding during the year (01/04/14 to 31/03/15)	
		No of shares at the beginning of the year (01/04/14)/end of the year (31/03/15)	% of total shares of the company				No of shares	% of total shares of the company
				18.11.14	20,000	Buy	1,997,950	11.29
				19.11.14	11,000	Buy	2,008,950	11.36
				20.11.14	5,000	Buy	2,013,950	11.38
				23.12.14	43,000	Buy	2,056,950	11.63
				29.12.14	42,000	Buy	2,098,950	11.87
				30.12.14	20,000	Buy	2,118,950	11.98
		2,118,950	11.98	31.03.15			2,118,950	11.98
3	Mr. Kaushal Patvi (Company Secretary & Compliance Officer)	0	0.00	01.04.14	0	Nil movement		
		0	0.00	31.03.15	0	during the year	0	0.00

V. INDEBTEDNESS

(₹ in millions)

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

	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	678.06	15.57	693.63
ii) Interest due but not paid	0.80	-	0.80
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	678.86	15.57	694.43
Change in Indebtedness during the financial year			
Additions	6,022.18	50.20	6072.38
Reduction	(5,948.46)	(13.38)	(5,961.85)
Net Change	73.71	36.82	110.53
Indebtedness at the end of the financial year			
i) Principal Amount	752.09	52.39	804.48
ii) Interest due but not paid	0.48	-	0.48
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	752.57	52.39	804.96

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Makrand M. Appalwar	Rinku M. Appalwar	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	5,700,000	5,400,000	11,100,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	39,600	39,600	79,200
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit	-	-	-
	Others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	5,739,600	5,439,600	11,179,200

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount
		Mitravinda M. Appalwar	Sanjay R. Rath	Prashant K. Lohiya	Venkatesh G. Joshi	
1	Independent Directors					
	(a) Fee for attending board/committee meetings	—	57,500	57,500	57,500	172,500
	(b) Commission	—	—	—	—	—
	(c) Others, please specify	—	—	—	—	—
	Total (1)	—	57,500	57,500	57,500	172,500
2	Other Non Executive Directors					
	(a) Fee for attending board/committee meetings	37,500	—	—	—	—
	(b) Commission	—	—	—	—	—
	(c) Others, please specify.	—	—	—	—	—
	Total (2)	37,500	—	—	—	37,500
	Total Managerial Remuneration					
	Total (B)=(1+2)	—	—	—	—	210,000

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		Managing Director (Makrand M Appalwar)	CFO (Rinku M Appalwar)	CEO (Ashesh Y Garg) (Till 31.07.2014)	Company Secretary (Kaushal R Patvi)	
1	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	5,700,000	5,400,000	600,000	538,814	12,238,814
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	39,600	39,600	-	-	79,200
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission as % of profit	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total	5,739,600	5,439,600	600,000	538,814	12,318,014

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	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Annexure to Directors' Report



ANNEXURE 2

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2015

[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,
Emmbi Industries Limited,
Silvassa

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by EMMBI INDUSTRIES LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the EMMBI INDUSTRIES 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 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; **During the year there were no transactions, so its not applicable.**
- (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;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not Applicable to the Company during the Audit Period).**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the 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 to the Company during the Audit Period);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period).**

(vi) As per Management representation letter following are laws applicable to Company:

- (a) Applicable state and local municipal laws;
- (b) Applicable state and local labour laws;
- (c) Applicable Intellectual Property laws;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. The same was not notified by the ICSI till 31st March, 2015;
- (ii) The Listing Agreements entered into by the Company with the. Stock Exchange(s), if applicable; - The Company has complies with the various provisions of Listing Agreement with BSE and NSE where the securities of the Company is Listed.

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

I further report that

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

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

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

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

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

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY R DHOLAKIA)

Practising Company Secretary

Proprietor

Date: 28th May, 2015

Place: Mumbai

Membership No. 2655 /CP No. 1798

Annexure A

To,
The Members,
Emmbi Industries Limited,
Silvassa

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

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

For SANJAY DHOLAKIA & ASSOCIATES

Date: 28th May, 2015
Place: Mumbai

(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798



BRIGHTER *for our* CUSTOMERS

Whether it is their bright and colorful patterns or legends of the Genie with magical powers, traditional Arabian lamps have held the mystique of bringing good fortune and riches to their owners.

At Emmbi, we aim to do the same by thinking differently. Thinking differently has allowed us to add maximum value to our customers and their business. At Emmbi, we believe that it's not just our products but the buying experience in its totality, that can make a difference to our customers. Which is why, we bring cutting-edge, cross-category knowledge to the table. This, coupled with the best of production techniques, a lean manufacturing philosophy and a near-Six Sigma level of operations go a long way in brightening our customers' business.

I. Company's philosophy on Corporate Governance

Corporate governance seeks to raise the standards of corporate management, strengthen the Board systems, significantly increase its effectiveness and ultimately serve the objective of maximizing the shareholders' value. Corporate Governance ensures fairness, transparency and integrity of the management.

The Company's philosophy on Corporate Governance envisages accountability, responsibility and transparency in the conduct of the Company's business and its affairs vis-à-vis its employees, shareholders, bankers, lenders, government, suppliers, dealers, customers, etc. and accordingly lays great emphasis on regulatory compliances. The Company firmly believes that Corporate Governance is a powerful tool to sub serve the long-term growth of the Company and continues to give high priority to the principles and practice of Corporate Governance and has accordingly benchmarked its practices with the existing guidelines of Corporate Governance as laid down in the Listing Agreement.

The responsibility for putting the recommendations into practice lies directly with the Board of Directors and the Management of the Company. The driving forces of Corporate Governance at Emmbi Industries Limited are its core values, which are belief in people, entrepreneurship, customer orientation and the pursuit of excellence.

operations. Both genders are represented in the Board of Directors.

The current policy of Emmbi is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and to separate its functions of governance and management. The Non-Executive Directors are professionals with specialization in their respective fields and have varied skills and expertise. The composition of the Board is in conformity with the requirements of clause 49 of the listing agreement.

Category	Name of Directors
Promoter	Mr. Makrand M. Appalwar
Executive Directors	Chairman & Managing Director
	Mrs. Rinku M. Appalwar
	Executive Director & CFO
Non-Executive & Non Independent Director	Dr. (Mrs.) Mitravinda M. Appalwar
Non-Executive & Independent Directors	Mr. Sanjay R. Rath
	Mr. Prashant K. Lohiya
	Dr. Venkatesh G. Joshi

2. BOARD PROCEDURES:

The Company follows a structured process of decision-making by the Board and its Committees. Detailed agenda and other explanatory statements are circulated well in advance to the Board members. The Agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents are circulated well in advance of the meeting date. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the subsequent Board meeting for noting. The Board is also free to recommend inclusion of any matter in the agenda for discussion. Apart from the Board of Directors, the Company Secretary & the Chief Financial Officer are invited to attend all the Board meetings. Senior management officials are called to provide additional inputs on the matters being discussed by the Board/ Committee. The Board has complete access to all relevant information of

the Company. The Managing Director at the Board Meetings keeps the Board apprised of the overall performance of the Company.

3. MEETINGS OF THE BOARD OF DIRECTORS:

The Board met 5 (five) times on the following dates during the financial year 2014-2015.

27th May, 2014	8th August, 2014
14th November, 2014	14th February, 2015
2nd March, 2015	



II. Board of Directors

1. COMPOSITION AND CATEGORY:

The composition of the board of directors should ensure that the board can attend to the common interests of all shareholders and meet the company's need for expertise, capacity and diversity. Attention should be paid to ensuring that the board can function effectively as a collective body. The composition of the Board of Directors also takes into account the development phase of the Company, the special requirements of the industry and the needs of the Company's

In compliance with Section 173 of the Companies Act, 2013, and listing agreement with the stock exchanges, the Board met five times (more than the minimum requirement of four meetings) during the financial year and the interval between two meetings was not more than 120 days.

inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organisation structure, Company's policies and procedures, our business, constitution, Board procedures, our risk and management strategy, etc.,

The appointment letters of Independent Directors has been placed on the Company's website www.emmbiindustries.com.

4. ATTENDANCE OF DIRECTORS IN BOARD MEETINGS

Sr. No.	Name of the Board Member	No of board meetings attended during the financial year 2014-15	Attendance at the AGM held on September 13, 2014	No of Directorships in other Public Limited Companies	No. of Board Committees in which Chairman/ Member#	
					Chairman	Member
1	Mr. Makrand M. Appalwar	5	Yes	Nil	Nil	Nil
2	Mrs. Rinku M. Appalwar	5	Yes	Nil	Nil	Nil
3	Dr. Mitravinda M. Appalwar	5	No	Nil	Nil	Nil
4	Mr. Sanjay R. Rathi	5	Yes	8	Nil	Nil
5	Dr. Venkatesh G. Joshi	5	Yes	Nil	Nil	Nil
6	Mr. Prashant K. Lohiya	5	Yes	Nil	Nil	Nil

Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationship Committee in all Indian Public Limited Companies other than Emmbi Industries Limited have been considered.

None of the Directors hold Directorship in more than the permissible number of Companies under the relevant provision. Further, none of the Directors on the Board is a member of Ten Committees or Chairman of more than Five Committees.

9 BOARD PERFORMANCE

The performance evaluation of the non-executive directors is done by the Board annually. This evaluation is based on the attendance and contribution of the member at the board/committee meetings. The process also considers core competency, expertise, personnel characteristic and specific responsibility of the concerned Director.

The performance evaluation of the Chairman & Managing Director and the Chief Financial Officer was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the entire evaluation procedure.

III. Committees of the Board

The Company has constituted Five committees of the Board of Directors viz. Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Committee of Directors Committee. The committees have a combination of Executive and Non-Executive & Independent Directors. All the Board

committees constitute an important element of the governance process. These Board Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. Committees deliberate on the matters referred to it by the Board. Recommendations of the committees are submitted to the Board to take decision on the matter referred.

5. INDEPENDENT DIRECTORS

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013, and rules made thereunder and meet the requirements of clause 49 of the listing agreement with the stock exchanges. On appointment, A formal letter of appointment is issued to the Independent Directors setting out in detail the terms of appointment, duties, responsibilities and expected time commitments, etc., as provided in Companies Act, 2013 and the Listing Agreement and which is available on the website of the Company viz. www.emmbiindustries.com.

6. FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the terms, role, functions, duties and responsibilities expected of him/her as a Director of the Company. On an on-going basis the Company shall through its Managing Director/Whole time Director/ Senior Managerial Personnel, as required from time to time, conduct programmes/ presentations periodically to familiarize the Director with the business strategy, business and operations of the Company. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. The programme will include visits to various plant locations from time to time to make them aware about the product lines and operations of the Company. The details of such familiarization programmes for Independent Directors are available on the website of the Company viz. www.emmbiindustries.com.

7. SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

A separate meeting of the Independent Directors was held wherein the Independent Directors discussed the process of evaluating the performance of the non-independent directors and the Board as a whole, performance of the Chairperson of the Company taking into account the views of executive directors and non-executive directors, assessed the quality, quantity and timelines of flow of information between the Company management and the Board for the Board to effectively and reasonably perform their duties.

8 TRAINING OF INDEPENDENT DIRECTORS

Whenever new non-executive and Independent Directors are



THE VARIOUS COMMITTEES OF THE BOARD

1) AUDIT COMMITTEE

The Audit Committee assists the Board in its responsibility for overseeing the quality of the accounting, auditing and reporting practices of the Company and its compliances with the legal and regulatory requirements.

a) Present Composition and Attendance of the Audit committee:

Member of the committee	No. of meetings held	No. of meetings attended
Mr. Sanjay Rath, Independent Non-Executive Director Chairman of the Audit Committee	4	4
Mr. Prashant Lohiya, Independent Non-Executive Director Member of the Audit Committee	4	4
Dr. Venkatesh Joshi, Independent Non-Executive Director Member of the Audit Committee	4	4
Mrs. Rinku Appalwar CFO Member of the Audit Committee	4	4

The composition of the Audit Committee meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms of reference of the Audit Committee cover all the areas mentioned under Clause 49 of the revised Listing Agreement with the Stock Exchanges and section 177 of the Companies Act, 2013. Members of the Audit Committee possess financial / accounting expertise / exposure.

b) Meetings Held:

The Audit Committee met 4 (four) times on the following dates during the financial year 2014-2015.

27th May, 2014,	8th August, 2014
14th November, 2014	14th February, 2015

- The Chairman of the Audit Committee Mr. Sanjay Rath was present at the previous Annual General Meeting held on 13th September, 2014.

c) Terms of Reference of the Audit Committee, inter alia, include the following:

The role, powers and functions of the Audit Committee are as per Section 177 of the Companies Act, 2013 and clause 49 of the listing agreement with the stock exchanges.

The Audit Committee has powers;

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee, inter alia, includes the following:-

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company;
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
- Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.

- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgement by the management;
- Significant adjustments made in financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions; and
- Qualifications in draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Monitoring and reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditors independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Vigil Mechanism and Whistle Blower mechanism;
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the following information:
- Management discussion and analysis of financial condition and result operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses and
- Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s).

2) NOMINATION & REMUNERATION COMMITTEE

- a) Present Composition and Attendance of the Nomination & Remuneration committee:

Member of the committee	No. of meetings held	No. of meetings attended
Mr. Sanjay Rathi, Independent Non-Executive Director Chairman of the Nomination & Remuneration Committee	2	2
Mr. Prashant Lohiya, Independent Non-Executive Director Member of the Nomination & Remuneration Committee	2	2
Dr. Venkatesh Joshi, Independent Non-Executive Director Member of the Nomination & Remuneration Committee	2	2

The Committee's composition and terms of reference of the nomination & remuneration committee are in compliance with provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

- b) Meetings Held:
The Nomination & Remuneration Committee met 2 (two) times on the following dates during the financial year 2014-2015.
27th May, 2014 2nd March, 2015
- c) Terms of Reference of the Nomination & Remuneration Committee, inter alia, include the following:
- To recommend and review the remuneration packages of the Managing Director and Whole Time Directors including pension rights and compensation payment.
 - To recommend and review on the sitting fees to be paid to the Non-Executive Directors and Independent Directors for attending the Board Meetings and Committee Meetings.
 - To help in determining the appropriate size, diversity and composition of the Board.
 - To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
 - To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
 - To assist in developing a succession plan for the Board.
 - Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.
 - To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
 - To perform such other functions as may be necessary or appropriate for the performance of its duties.

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The terms of reference of this Committee was conferred on the 'Stakeholders' Relationship Committee' constituted by the Board on 27th May, 2014; consequently, the 'Shareholders'/Investors' Grievance Committee' was dissolved w.e.f. 27th May, 2014.

The Company has constituted a Stakeholders' Relationship Committee of Directors primarily to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, subdivision/consolidation of share certificates, transmission of shares, issue of duplicate share certificates, dematerialization/rematerialisation of shares.

- a) Present Composition and Attendance of the Stakeholders' Relationship Committee:

Member of the committee	No. of meetings held	No. of meetings attended
Mr. Prashant Lohiya, Independent Non-Executive Director Chairman of the Stakeholders' Relationship Committee	4	4
Mr. Sanjay Rathi, Independent Non-Executive Director Member of the Stakeholders' Relationship Committee	4	4
Mrs. Rinku Appalwar CFO Member of the Stakeholders' Relationship Committee	4	4

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

- b) Meetings Held:
The Stakeholders' Relationship Committee met 4 (four) times on the following dates during the financial year 2014-2015.
27th May, 2014, 8th August, 2014,
14th November, 2014 14th February, 2015

As required by Securities and Exchange Board of India (SEBI), Mr. Kaushal Patvi, Company Secretary and Compliance Officer of the Company, is the Compliance Officer and for any clarification/complaint, the shareholders may contact Mr. Kaushal Patvi, Company Secretary and Compliance Officer of the Company at investor.grievances@emmbi.com.

- c) Terms of Reference of the Stakeholders' Relationship Committee, inter alia, include the following:
- To look into redressal of investors' complaints and requests such as transfer of shares/debentures, non-receipt of dividend, notices, annual report, etc.
 - To approve allotment, transfer, transmission, consolidation, split, name deletion and issue of duplicate share certificate of equity shares of the Company;
 - To redress shareholder and depositor complaints like non-receipt of Balance Sheet, non-receipt of dividend warrants etc.;
 - To address all matters pertaining to Depositories for dematerialization of shares of the Company and other matters connected therewith;
 - Oversee the performance of the Company's Registrars and Transfer Agents;

- Recommend methods to upgrade the standard of services to investors;
- Monitoring expeditious redressal of investors / stakeholders grievances;
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Status of Investor Complaints as on 31st March, 2015 and reported under Clause 41 of the Listing Agreement are as under:

Complaints as on 1st April, 2014	Nil
Received during the year	Nil
Resolved during the year	Nil
Pending as on 31st March, 2015	Nil

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee was constituted by the Board on 27th May, 2014 considering requirements of the Companies Act, 2013 relating to the constitution of a Corporate Social Responsibility Committee.

- a) Present Composition and Attendance of Corporate Social Responsibility Committee:

Member of the committee	No. of meetings held	No. of meetings attended
Dr. Venkatesh Joshi, Independent Non-Executive Director Chairman of the Corporate Social Responsibility Committee	1	1
Mr. Sanjay Rathi, Independent Non-Executive Director Member of the Corporate Social Responsibility Committee	1	1
Mr. Prashant Lohiya, Independent Non-Executive Director Member of the Corporate Social Responsibility Committee	1	1
Mrs. Rinku Appalwar CFO Member of the Corporate Social Responsibility Committee	1	1

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

- b) Meetings Held :
The Corporate Social Responsibility Committee met 1 (one) time on 14th February, 2015 during the financial year 2014-2015.
- c) Terms of Reference of the Corporate Social Responsibility Committee, inter alia, include the following:
- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
 - To recommend the amount of expenditure to be incurred on the CSR activities;
 - To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress;
 - To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

5. COMMITTEE OF DIRECTORS COMMITTEE

The Company has constituted a Committee of Directors to handle the day to day business of the Company.

- a) Present Composition and Attendance of the Committee of Directors Committee:

Member of the committee	No. of meetings held	No. of meetings attended
Mr. Makrand Appalwar, Executive Director Chairman of the Committee of Directors Committee	3	3
Mr. Sanjay Rathi, Independent Non-Executive Director Member of the Committee of Directors Committee	3	3
Ms. Rinku Appalwar, CFO Member of the Committee of Directors Committee	3	3

- b) Terms of Reference of the Committee of Directors Committee, inter alia, include the following:
The Board of Directors have constituted a Committee of Directors Committee and delegated powers to transact certain regular matters relating to the business of the Company. The Committee handles work relating to opening of offices in any part of the country, making application on behalf of the Company, as and when required, with various Government, Quasi-Government, Municipal, Local and such other authorities/ bodies/ departments such as Sales tax, Service tax, ESIC, Shops & Establishment authorities etc., all over India, making application with the appropriate authorities anywhere in India, for new telephone lines for offices, stores, warehouses and accommodations provided by the Company to its officials, Signing and executing Lease Agreements, borrowings from banks, financial institutions, foreign institutional investors and opening and closing of bank accounts and discharge procedural requirements for availing loans/opening bank and such other matters as delegated to the Committee by the Board of Directors from time to time.

IV. Remuneration to Directors

- a. Remuneration to Executive Directors of the Company:
The Nomination and Remuneration Committee recommends to the Board of Directors, the remuneration of the Chairman & Managing Director and Executive Director & Chief Financial Officer by way of salary, allowances, perquisites and benefits.

Name of the Director	Position	Remuneration (in ₹)	Service Contract	Notice Period
Mr. Makrand Appalwar	Chairman & Managing Director	* ₹ 5,739,600 p.a.	Reappointed for 5 years w.e.f. 30th March, 2015	6 months
Mrs. Rinku Appalwar	Executive Director & CFO	* ₹ 5,439,600 p.a.	Reappointed for 5 years w.e.f. 30th March, 2015	6 months

* Break up of remuneration paid /payable to Mr. Makrand Appalwar is as under:

Sr. No.	Particulars	2014-2015 (₹)
1	Salaries, Allowances and Perquisites#	5,739,600
2	Contribution to Provident and other funds	Nil
3	Performance Bonus	Nil
4	Stock Option	Nil
5	Pension	Nil
	Total	5,739,600

* Break up of remuneration paid /payable to Mrs. Rinku Appalwar is as under:

Sr. No.	Particulars	2014-2015 (₹)
1	Salaries, Allowances and Perquisites#	5,439,600
2	Contribution to Provident and other funds	Nil
3	Performance Bonus	Nil
4	Stock Option	Nil
5	Pension	Nil
	Total	5,439,600

Excludes leave encashment and gratuity which is based on actuarial valuation provided on an overall Company basis.

- b) Remuneration to Non-Executive and Non-Executive & Independent Directors of the Company:
The details of sitting fees and paid during the year ended 31st March, 2015 are given below:

Sr. No.	Name of Director	Sitting Fees Paid (₹)
1	Dr. Mitravinda Appalwar	₹ 37,500
2	Mr. Sanjay Rathi	₹ 57,500
3	Mr. Prashant Lohiya	₹ 57,500
4	Dr. Venkatesh Joshi	₹ 57,500

- c) Details of Equity Shares held by Non-Executive Directors as on 31st March, 2015:

Name of the Director	Position	No. of Equity Shares held	% of Paid-Up Capital
Dr. Mitravinda M. Appalwar	Non-Executive Director	194,000	1.096
Mr. Sanjay R. Rathi	Independent Non-Executive Director	2,100	0.012
Dr. Venkatesh G. Joshi	Independent Non-Executive Director	---	---
Mr. Prashant K. Lohiya	Independent Non-Executive Director	6,250	0.035

V. Subsidiary Companies

The Company does not have any subsidiary. However, the Company has formulated the Material Subsidiary policy as required under Clause 49 of the Listing Agreement and uploaded on the website of the Company www.emmbiindustries.com.

VI. Disclosures

1. RELATED PARTY TRANSACTIONS

During the financial year 2014-2015 there were no materially significant transactions entered into between the Company and its promoters, directors or the management, or relatives, etc. that may have potential conflict with the interests of the Company at large.

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with the Related Party Transactions pursuant to the provisions of the Companies Act, 2013 and listing agreement with the stock exchanges. The same is available on the website of the Company, www.emmbiindustries.com.

2. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines with SEBI. Consequently, there were no strictures or penalties imposed either by SEBI or the Stock Exchanges or any other statutory authority for non-compliance of any matter related to the capital markets during the last three years.

3. WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and sub section (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchanges, the Company has formulated Whistle Blower Policy, which provides a formal mechanism for all Directors and employees of the Company to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The disclosures reported are addressed in the manner and within the time frame prescribed in the Policy. The Company affirms that no director or employee of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is available on the website of the Company www.emmbiindustries.com.

4. LISTING AGREEMENT COMPLIANCE

The Company complies with all the requirements of the listing agreement with the stock exchanges and the mandatory requirements of clause 49 of the listing agreement with the stock exchanges.

5. NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time-to-time.

6. CODE FOR PREVENTION OF INSIDER TRADING

With a view to regulate trading in securities by the Promoters, Directors and Designated/ Specified Employees, and based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has adopted a Code of Conduct for prevention/prohibition of Insider Trading. The Code for Prevention of Insider Trading is available on the website of the Company www.emmbiindustries.com.

VII. Means of Communications

- The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within two months from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges. The aforesaid financial results are sent to BSE Limited and The National Stock Exchange of India Limited (NSE) where the Company's securities are listed, immediately after these are approved by the Board. The results are thereafter published within forty-eight hours in leading English and Gujarati daily newspapers.
- The quarterly, half yearly and annual financial results are published in the following newspapers in the state of Gujarat as the Registered office of the Company is situated in Silvassa, U. T. of Dadra and Nagar Haveli.
- The Economic Times (English)
- The Economic Times (Gujarati)
- The financial results and shareholding pattern are also displayed on the Company's website: www.emmbiindustries.com.
- The Annual Report of the Company containing, inter alia, Audited Financial Statement, Directors' Report, Management Discussion & Analysis, Auditor's Report and other important information is displayed on the Company's website www.emmbiindustries.com.
- BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, among others are filed electronically on the Listing Centre.
- The NSE Electronic Application Processing System (NEAPS) is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, among others are filed electronically on the NEAPS.

- SEBI Complaints Redress System (SCORES) is centralized web based complaints redress system launched by Securities and Exchange Board of India (SEBI). This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. This would also enable the listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal by SEBI would be carried online in an automated environment and the status of every complaint can be viewed online at any time.

VIII. General Shareholder Information

1. GENERAL BODY MEETINGS

(i) Annual General Meeting (AGM):

Financial Year	Date and Time	Whether any Special Resolution was passed	Location
2011-2012	27th September, 2012 11.00 a.m.	No	99/2/1, Madhuban Industrial Estate Madhuban Dam Road, Rakholi Village U.T of Dadra & Nagar Haveli, Silvassa 396230.
2012-2013	30th September, 2013 10.00 a.m.	#Yes	99/2/1, Madhuban Industrial Estate Madhuban Dam Road, Rakholi Village U.T of Dadra & Nagar Haveli, Silvassa 396230.
2013-2014	13th September, 2014 10.00 a.m.	*Yes	99/2/1&9, Madhuban Industrial Estate Madhuban Dam Road, Rakholi Village U.T of Dadra & Nagar Haveli, Silvassa 396230.

Details of Special Resolution:

- Increase in borrowing limits of the Company under section 293(1)(d) of the Companies Act, 1956.
- To create securities in favour of lenders under section 293(1)(a) of the Companies Act, 1956.
- Revision in remuneration of Mr. Makrand Appalwar, Chairman & Managing Director of the Company.
- Revision in remuneration of Mrs. Rinku Appalwar, Executive Director & Chief Financial Officer of the Company.

* Details of Special Resolution:

- Revision in remuneration of Mr. Makrand Appalwar, Chairman & Managing Director of the Company.
- Revision in remuneration of Mrs. Rinku Appalwar, Executive Director & Chief Financial Officer of the Company.
- Borrowing limits of the Company under section 180(1)(a) of the Companies Act, 2013.
- To create securities in favour of lenders under section 180(1)(c) of the Companies Act, 2013.

(i) Extra-Ordinary General Meeting (EGM):

Financial Year	Date and Time	Whether any Special Resolution was passed	Location
2011-2012	6th June, 2011, 10.00 a.m.	\$Yes	99/2/1, Madhuban Industrial Estate Madhuban Dam Road, Rakholi Village U.T of Dadra & Nagar Haveli, Silvassa 396230.
2012-2013	26th July, 2013 11.00 a.m.	*Yes	99/2/1, Madhuban Industrial Estate Madhuban Dam Road, Rakholi Village U.T of Dadra & Nagar Haveli, Silvassa 396230.
2013-2014	30th March, 2015, 11.00 a.m.	#Yes	99/2/1&9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village U.T of Dadra & Nagar Haveli, Silvassa 396230.

\$ Details of Special Resolution:

- Issue of share warrants on preferential basis to Mr. Makrand Appalwar, Chairman & Managing Director of the Company under section 81(1A) of the Companies Act, 1956.

* Details of Special Resolution:

- Change in name of the Company from "Emmbi Polyarns Limited" to "Emmbi Industries Limited".

Details of Special Resolution:

- Appointment of Mr. Sanjay R. Rathi as an Independent Director of the Company with effect from 30th March, 2015 for a period of five years.
- Appointment of Mr. Prashant K. Lohiya as an Independent Director of the Company with effect from 30th March, 2015 for a period of five years.
- Appointment of Dr. Venkatesh G. Joshi as an Independent Director of the Company with effect from 30th March, 2015 for a period of five years.
- Re-Appointment and payment of remuneration to Mr. Makrand M. Appalwar as Chairman and Managing Director of the Company.
- Re-Appointment and payment of remuneration to Mrs. Rinku M. Appalwar as an Executive Director and CFO of the Company.

2. ENSUING ANNUAL GENERAL MEETING

Day, Date and Time: Tuesday, 29th September, 2015, at 10.00 a.m. Venue: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230.

3. DIVIDEND PAYMENT DATE

On or before 29th October, 2015.

4. REPORTING OF UNAUDITED/AUDITED FINANCIAL RESULTS IN RESPECT OF FINANCIAL YEAR 2015-16 (TENTATIVE)

First quarter results	On or before 14th August, 2015
Second quarter results with half yearly results	On or before 14th November, 2015
Third quarter results	On or before 14th February, 2016
Fourth quarter results	On or before 15th May 2016
Audited results for year ended on 31st March, 2015	On or before 31st May, 2016
Annual General Meeting for the year 2015-16	On or before 30th September, 2016

5. FINANCIAL YEAR

1st April to 31st March.

6. BOOK CLOSURE DATES

23rd September, 2015 to 29th September, 2015 (both days inclusive).

7. DIVIDEND

Company has declared Dividend @ ₹ 0.30 per share for financial year 2014-15, subject to approval of shareholders.

8. LISTING OF SHARES

S. No.	Name	Address	Code	ISIN
1	BSE Limited	Phiroze Jeejeebhoy Tower Dalal Street Mumbai -400001	533161	INE753K01015
2	National Stock Exchange of India Ltd (NSE)	Exchange Plaza Plot No. C/1 G-Block Bandra Kurla complex, Bandra (East), Mumbai 400051	EMMBI	INE753K01015

9. LISTING FEES TO STOCK EXCHANGES

Annual Listing Fee for the year 2015-16 has been paid by the Company to BSE and NSE.

10. CUSTODIAL FEES TO DEPOSITORIES

Annual Custody Fee for the year 2015-16 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

11. MARKET PRICE DATA

The performance of the stock in the BSE Limited & National Stock Exchange of India Limited (NSE) for the period of 12 months from 1st April, 2014 to 31st March, 2015 was as follows:

Month	BSE Limited (in ₹)		National Stock Exchange of India Limited (in ₹)	
	High	Low	High	Low
April 2014	11.20	9.55	10.75	9.60
May 2014	13.00	9.55	13.50	9.50
June 2014	17.61	11.70	17.90	11.40
July 2014	17.20	13.65	17.25	13.55
August 2014	14.50	12.70	14.80	12.60
September 2014	16.74	12.90	16.25	12.80
October 2014	16.00	13.25	16.90	13.45

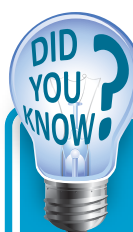
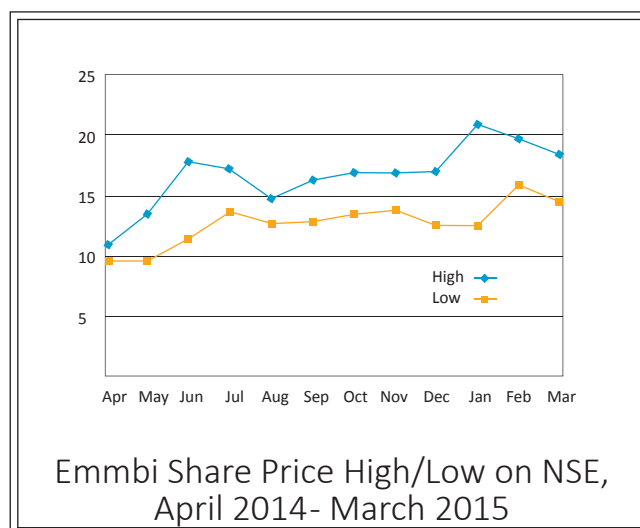
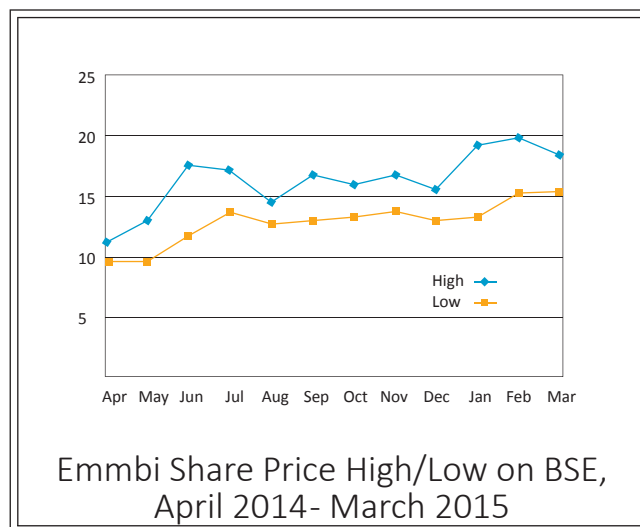
Month

BSE Limited (in ₹)

National Stock Exchange of India Limited (in ₹)

Month	BSE Limited (in ₹)		National Stock Exchange of India Limited (in ₹)	
	High	Low	High	Low
November 2014	16.64	13.77	16.90	13.80
December 2014	15.56	13.00	17.00	12.50
January 2015	19.20	13.27	20.90	12.45
February 2015	19.90	15.30	19.70	15.85
March 2015	18.40	15.35	18.45	14.45

12. STOCK PERFORMANCE OF EMMBI INDUSTRIES LIMITED



In an average month, Emmbi produces enough bags to transport 35,000 Metric Tons of material. That's equivalent to all the pasta that the United States of America consumes in an entire year!

13. REGISTRAR & TRANSFER AGENT

Share Transfers in physical and Demat form is handled by the Company's Share Transfer Agents: M/s. Datamatics Financial Services Limited, having their office situated at Plot No. A-16 and 17, MIDC, Part B, Cross Lane, Marol, Andheri (East), Mumbai 400 093.; Tel. No. 66712151-56; Fax No. 66712161; E-mail: investorsqry@dfssl.com.

14. SHARE TRANSFER SYSTEM

Physical shares sent for transfer are duly transferred within 15 days of receipt of the documents, if they are complete in all respects. Shares under objection are returned within 7 working days. Share transfers in physical form can be lodged with Datamatics Financial Services Limited, Registrar & Transfer Agents (RTA) at the above mentioned address. The Stakeholders' Relationship Committee reviews the share transfers approved by the RTA, Company Secretary who have been delegated with requisite authority. All requests for dematerialisation of shares are processed and confirmed to the depositories, NSDL and CDSL, within 15 days. The Members holding shares in electronic mode should address all their correspondence to their respective Depository Participant (DP) regarding change of address, change of bank mandate and nomination. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

15. SECRETARIAL AUDIT

As stipulated by SEBI, a Qualified Practising Company Secretary carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The Audit confirms the total Listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form.

16. CATEGORIES OF SHARES AS ON 31ST MARCH, 2015

Category	No. of Shares Held	% of Share Holding
A. Promoter's Holding		
1. Promoters		
• Indian Promoters	9,895,400	55.9370
• Foreign Promoters	00	00
2. Persons Acting In Concern	00	00
Sub-Total	9,895,400	55.9370
B. Non – Promoter's Holding		
3. Institutional Investors		
• Mutual Funds & UTI	00	00
• Banks, Financial Institutions, Insurance Cos.	00	00
• Central/ State Govt. Inst., Non-Govt. Inst.	00	00
• FIIs	00	00
Sub – Total	00	00
4. Others		
• Corporate Bodies	830,484	4.6946
• Indian Public	6,801,028	38.4451
• NRIs/OCBs/FIIs	163,338	0.9233
• Any other	00	00
Sub – Total	7,794,850	44.063
Grand – Total	17,690,250	100.00

17. DISTRIBUTION OF SHARES AS ON 31ST MARCH, 2015

Sr. No.	Shares Range		Shares	% to Capital	No. of Holders	% to No. of Holders
	From	To				
1	1	500	881,326	4.98	4,644	74.14
2	501	1,000	647,642	3.66	755	12.05
3	1,001	2,000	519,830	2.94	332	5.30
4	2,001	3,000	420,095	2.38	167	2.67
5	3,001	4,000	265,386	1.50	74	1.18
6	4,001	5,000	308,739	1.75	66	1.05
7	5,001	10,000	776,820	4.39	105	1.68
8	10,001	50,000	1,702,377	9.62	92	1.47
9	50,001	And Above	12,168,035	68.78	29	0.46

18. DEMATERIALIZATION OF SHARES

The Company's shares are required to be compulsorily traded in the Stock Exchanges in dematerialized form.

Description	Cases	Shares	%
Physical	1	10	0
CDSL	2,689	2,976,045	16.82
NSDL	3,574	14,714,195	83.18
TOTAL	6,264	17,690,250	100.00

19. PLANT LOCATIONS

Unit 1: Survey No. 191/2/4, Meghwad Road, Masat Village, U.T. of Dadra & Nagar Haveli, Silvassa –396 230.

Unit 2: Survey No. 99/2/1, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230.

Unit 3: Survey No. 99/2/9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230.

Unit 4: Survey No. 87, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230.

20. REGISTERED OFFICE

99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa 396230.

21. CORPORATE OFFICE

Valecha Chambers, 3rd Floor, Opp. Infiniti Mall, Andheri New Link Road, Andheri (West), Mumbai 400 053.

22. ADDRESS FOR CORRESPONDENCE

Queries on Annual Report and dividend be addressed to Secretarial Department, Emmbi Industries Limited, Valecha Chambers, 3rd Floor, Opp. Infiniti Mall, Andheri New Link Road, Andheri (West), Mumbai 400 053.

- Designated email id for investors: investor.grievances@emmbi.com
- Company Identification Number (CIN): L17120DN1994PLC000387 and ISIN: INE753K01015

For and on behalf of the Board of Directors

Date: 28th May, 2015
Place: Mumbai

Makrand Appalwar
Chairman
DIN: 00171950

CORPORATE GOVERNANCE CERTIFICATE

To The Members,
Emmbi Industries Limited,
(Formerly known as Emmbi Polyarns Limited)

We have examined the compliance of conditions of corporate governance by Emmbi Industries Limited for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was carried out and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions 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 explanation given to us, and based on the representations made by Directors and the Management, we certify that the Company has complied with the conditions as contained in the Listing Agreement with the Stock Exchange.

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

For SANJAY DHOLAKIA & ASSOCIATES
Practising Company Secretary

Place: Mumbai
Date: 28th May, 2015

Sanjay R Dholakia
Proprietor

Declaration pursuant to Clause 49 of the listing agreement regarding adherence to the Code of Conduct

To
The Shareholders of Emmbi Industries Limited,

This is to affirm that the Board of Directors of Emmbi Industries Limited (Formerly known as Emmbi Polyarns Limited) has adopted a Code of Conduct for its Directors and Senior Management Personnel in Compliance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchange and Board and Senior Management Personnel of the Company have confirmed the compliance of provisions of the said code for the financial year ended 31st March, 2015.

Place: Mumbai
Date: 28th May, 2015

Makrand Appalwar
Chairman and Managing Director
DIN: 00171950

CEO /CFO CERTIFICATE

To The Board Of Directors,
Emmbi Industries Limited,
(Formerly known as Emmbi Polyarns Limited)

Dear Sirs,
We hereby certify that -

- (a) we have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2015, and that to the best of our knowledge and belief:
- (i) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading.
- (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 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 we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We hereby certify that -
 - (i) there have been no significant changes in internal control over financial reporting during the year;
 - (ii) there have been no significant changes in accounting policies during the year; and
 - (iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Emmbi Industries Limited

Makrand Appalwar
Chairman and Managing Director
DIN: 00171950

Place: Mumbai
Date: 28th May, 2015

For Emmbi Industries Limited

Rinku Appalwar
Chief Financial Officer
DIN: 00171976

Independent Auditor's Report



To The Members of,
Emmbi Industries Limited,
(Formerly Known As Emmbi Polyarns Limited)

Report on the Financial Statements

We have audited the accompanying financial statements of EMMBI INDUSTRIES LIMITED, ("the Company") which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the 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 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 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 provision of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone 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 misstatements.

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

Company's directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

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

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditors' Report) Order, 2015, ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order.
- As required by section 143 (3) of the Act, we report that:
 - 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.
 - In our opinion, proper books of accounts as required by law, have been kept by the Company so far as appears from our examination of those books.
 - 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.
 - 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.
 - On the basis of written representations received from the Directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.
 - 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 explanation given to us;
 - The Company has disclosed its pending litigations in its financial statements as referred to in Note 18 (c) to the financial statements.
 - The Company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For K. J. SHAH & ASSOCIATES
Chartered Accountants
FRN : 127308W

Place: Mumbai
Date: 28th May, 2015

K. J. SHAH, Proprietor
Membership No. 030784

Annexure to Auditor's Report

The Annexure referred to in our report to the members of Emmbi Industries Limited for the year Ended on 31st March 2015.

We report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management during the year at regular intervals and no material discrepancies were noticed on such verification;
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals.
- (b) In our opinion, and according to the information and explanation given to us the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) As informed to us, during the year the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion, and according to the information and explanation given to us, there is an adequate internal control procedure commensurate with the size of the company and nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. Further, on the basis of our examination of the books and records of the Company and according to information and explanation given to us, no major weakness has been noticed or reported.
- (v) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules framed there under.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- (vii) (a) According to the records, information and explanation provided to us, the company is regular in depositing with appropriate authorities undisputed amount of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Service Tax, Cess and other statutory dues applicable to it and no undisputed amounts payable were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and as per our verification of records of the company, the disputed amounts of Income Tax which are not deposited with appropriate authorities as at 31st March 2015, are as follows:
Amount is due under Income Tax Act, 1961 as Income Tax amounting Rs 3,90,05,030/- for the period 01.04.2010 to 31.03.2011 which is reduced by CIT Appeal to Rs 58,50,760/- by order received on 26.05.2015. The Appeal to Tribunal will be preferred in due course of time.

- (c) There has not been an occasion in case of the company during the year under report to transfer any sums to the Investor Education and Protection Fund.

The question of reporting delay in transferring such sums does not arise.

- (viii) The Company has neither accumulated losses as at 31st March, 2015 nor it has incurred any cash losses during the financial year ended on that date and the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank.
- (x) In our opinion and according to information and explanation given to us, the Company has not given any guarantee for loan taken by others from bank or financial institution during the year.
- (xi) The term loan taken by the company has been applied for the purpose for which they were raised.
- (xii) During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For K. J. SHAH & ASSOCIATES
Chartered Accountants
FRN : 127308W

Place: Mumbai
Date: 28th May, 2015

K. J. SHAH, Proprietor
Membership No. 030784





BRIGHTER *for our* INVESTORS

Light Emitting Diodes have a lifespan and electrical efficiency that is several times better than the traditional lightbulbs. They're able to produce a much brighter light while consuming a fraction of the electricity that a regular lamp does. In many ways, LED lamps symbolize the optimising of a 'return on investment' just like corporations do.

At Emmbi, brightening lives of our other stakeholders - whether through innovative products or cutting-edge services - helps create very real value for our financial stakeholders. This is evident from our business performance, our operational performance and the shareholder value that we've been able to create.



Balance Sheet

21ST ANNUAL REPORT 2014 - 2015
EMMBI INDUSTRIES LIMITED
(Formerly Known As Emmbi Polyarns Limited)

BALANCE SHEET AS AT 31st MARCH, 2015

PARTICULARS	NOTES	As At 31st March, 2015	(₹ In Millions) As At 31st March, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	176.90	176.90
Reserves and Surplus	3	457.37	405.02
Non-Current Liabilities			
Long-term borrowings	4	70.65	61.45
Deferred tax liabilities (Net)	5	49.60	43.09
Long-term provisions	6	40.77	43.05
Current Liabilities			
Short-term borrowings	7	695.72	591.18
Trade payables	8	8.36	14.69
Other current liabilities	8	56.53	68.46
Short-term provisions	9	6.81	6.31
TOTAL		1,562.72	1,410.17
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible assets	10	534.83	514.49
Intangible assets	10	19.95	5.26
Non-current investments	11	2.99	2.99
Long term loans and advances	12	32.29	37.82
Other non-current assets	13	0.07	0.12
Current Assets			
Inventories	14	546.84	486.31
Trade receivables	15	334.32	311.50
Cash and cash equivalents	16	32.89	1.51
Short Term Loans and Advances	17	58.54	50.17
TOTAL		1,562.72	1,410.17

Significant Accounting Policies
and Notes on Financial Statements 1 to 33

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants
FRN : 127308W

K. J. SHAH (Proprietor)
Membership No. 030784
Place : Mumbai
Date: 28th May, 2015

For and On behalf of the Board
For Emmbi Industries Limited,

Makrand Appalwar
Managing Director

Rinku Appalwar
CFO

Kaushal Patvi
Company Secretary

Place: Mumbai
Date: 28th May, 2015

Statement of Profit and Loss

21ST ANNUAL REPORT 2014 - 2015
EMMBI INDUSTRIES LIMITED
(Formerly Known As Emmbi Polyarns Limited)

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

PARTICULARS	NOTES	For the year ended on 31st March, 2015 (Audited)	(₹ in Millions) For the year Ended on 31st March, 2014 (Audited)
INCOME			
Revenue from Operations	19	1,929.10	1,680.32
Less : Excise Duty		90.88	89.82
Revenue from Operations (Net)		1,838.22	1,590.50
Other Income	20	5.55	0.59
Total Revenue (I)		1,843.78	1,591.09
EXPENDITURE			
Cost of Materials Consumed	21	1,189.25	1,060.58
Purchase of Stock-in-Trade	22	183.11	122.63
Changes in Inventories of Finished Goods and Stock-in-Process	23	(69.33)	(76.76)
Employee Benefits Expense	24	62.44	55.01
Finance Costs	25	88.89	63.11
Depreciation and Amortization Expense	26	30.59	28.90
Other Expenses	27	276.12	275.46
Total Expenses(II)		1,761.06	1,528.93
Profit before Tax		82.72	62.16
Tax Expenses			
(1) Current Tax (Net of MAT Credit)		16.89	12.25
(2) Tax for earlier years		(0.33)	0.53
(3) Deferred Tax Liability		6.51	6.04
Profit for the Year		59.65	43.34
Earning Per Equity Share			
(1) Basic	28	3.37	2.45
(2) Diluted	28	3.37	2.45
Significant Accounting Policies and Notes on Financial Statements	1 to 33		

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants
FRN : 127308W

K. J. SHAH (Proprietor)
Membership No. 030784
Place : Mumbai
Date: 28th May, 2015

For and On behalf of the Board
For Emmbi Industries Limited,

Makrand Appalwar
Managing Director

Rinku Appalwar
CFO

Kaushal Patvi
Company Secretary

Place: Mumbai
Date: 28th May, 2015

Cash Flow Statement

21ST ANNUAL REPORT 2014 - 2015
EMMBI INDUSTRIES LIMITED
(Formerly Known As Emmbi Polyarns Limited)

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

PARTICULARS	(₹ In Millions)			
	2014-15		2013-14	
	₹	₹	₹	₹
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit Before Tax		82.72		62.16
Depreciation & Amortisation	30.59		28.90	
Finance Cost	88.89		63.11	
Market Development expenses written off	0.05		0.05	
Advance expenses for Export written off	7.59		7.59	
Sundry Balances Written off	1.01		1.01	
Provision For Gratuity	(0.50)		(0.42)	
Provision for Excise Duty	(0.70)		0.95	
Interest Received on Bank FD	(0.40)		(0.58)	
Dividend Received	(0.00)		(0.00)	
Rent received	(0.07)		(0.01)	
		126.45		100.60
Operating Profit Before Working Capital Changes		209.17		162.75
Adjustments for Working Capital Changes:				
Trade Payables and Other Current Liabilities	(15.92)		(15.26)	
Inventories	(60.53)		(80.77)	
Trade Receivables	(23.84)		(56.96)	
Short Term Loans & Advances(Dr.)	(15.96)	(116.24)	41.63	(111.37)
CASH FLOW FROM OPERATIONS		92.93		51.39
Taxes Paid (Net)		(13.96)		(8.14)
NET CASH GENERATED FROM OPERATING ACTIVITIES (A)		78.97		43.25
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of Fixed Assets and additions in CWIP	(66.55)		(73.77)	
Movement in Loans and Advances	1.15		(4.86)	
Interest Received on Bank FD	0.40		0.58	
Dividend Received	0.00		0.00	
Rent received	0.07		0.01	
NET CASH (USED IN) INVESTING ACTIVITIES (B)		(64.92)		(78.03)
(C) CASH FLOW FROM FINANCING ACTIVITIES:				
Proceeds from Term Loan	111.33		99.77	
Interest paid on Loan	(88.89)		(63.11)	
Dividend Paid (Including Dividend Distribution tax)	(5.11)		(4.05)	
NET CASH GENERATED FROM FINANCING ACTIVITIES (C)		17.33		32.61
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		31.38		(2.17)
Cash & Cash Equivalent at the beginning of the Year		1.51		3.68
Cash & Cash Equivalent at the end of the Year		32.89		1.51

As per our report of even date
For K. J. SHAH & ASSOCIATES

Chartered Accountants
FRN : 127308W

K. J. SHAH (Proprietor)
Membership No. 030784
Place : Mumbai
Date: 28th May, 2015

For and On behalf of the Board
For Emmbi Industries Limited,

Makrand Appalwar
Managing Director

Rinku Appalwar
CFO

Kaushal Patvi
Company Secretary

Place: Mumbai
Date: 28th May, 2015

Emmbi Industries Limited
(Formerly Known As Emmbi Polyarns Limited)

Corporate Information

EMMBI INDUSTRIES LIMITED ('the Company') is a public limited company and is listed on BSE Limited and National Stock Exchange of India Limited (NSE). The Company is engaged in the business of Manufacturing and Trading of HDPE & PP - Woven Polymer Based Products.

Note 1. SIGNIFICANT ACCOUNTING POLICIES

1. **Basis of preparation of Financial Statements**
The Financial Statements of the Company have been prepared in accordance with the "Generally Accepted Accounting Principles in India" (Indian GAAP) to comply with Accounting Standards specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the Act 1956") as applicable. Financial Statements have been prepared on accrual basis under Historical Cost Convention. The Accounting Policies adopted in preparation of Financial Statements are consistent with those followed in the previous year.
2. **Use of Estimates**
The Preparation of Financial Statements in conformity with India GAAP requires judgements, estimates and assumption to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities if any on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which results are known and materialised.
3. **Fixed Assets**
Fixed Assets are stated at cost less accumulated depreciation. The cost is inclusive of interest incidental expenses incurred during construction period and is net of cenvat credit availed and exchange rate difference arising on long term foreign currency monetary items in so far as they relate to the acquisition of depreciable asset. The fixed assets are tested for impairment. There is no impairment loss. Subsequent Expenditure related to tangible fixed asset are added to its book value only if they increase future benefits from the existing asset beyond its previously assessed standard of performance.
4. **Depreciation and Amortization**
In respect of Fixed Assets (other than Freehold Land) acquired during the year, Depreciation / Amortization is charged on a Straight Line Basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to 1st April 2014, the carrying amount as on 1st April 2014 is depreciated over remaining useful life based on evaluation.
5. **Investments**
Non Current investments are valued at cost less provision for diminution other than temporary diminution in the carrying value of investment.
6. **Valuation of Inventories**
Items of inventories are valued at lower of cost or net realisable value. Cost of inventories comprise of all cost of purchase, cost of conversion and other costs incurred in bringing the inventory to their present location and condition. Raw materials, Stores and Spares are valued at weighted average cost. Processed stocks and finished goods are valued at material cost plus appropriate value of overheads. Provision for Excise duty on opening and closing inventory of finished goods (domestic stock and wastage) is included under Note No. 10.
7. **Revenue Recognition**
Revenue (Income) is recognised only when it is reasonably certain that the ultimate collection will be made and after all the risks and rewards of ownership is transferred to the customer. Interest on Investments is recognised on a time proportion basis taking into account amounts invested and the rate of interest applicable Dividend Income on Investments is recognised for when the right to receive the payment is established.
8. **Sales**
Sales are recognised on dispatch of material to customers. Sales are net of indirect taxes payable.

9. **Provisions, Contingent Liabilities and Contingent Assets**
Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. There are no Contingent Assets.
10. **Employee Benefits**
 - a) Gratuity is accounted on the basis of valuation made by the LIC. Company created Trust with LIC for Gratuity. Contribution is paid to LIC Employees Group Gratuity Fund.
 - b) Short Term Employee benefits
The undiscounted amount of Short Term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the services.
 - c) Bonus and Leave Encashment is paid during the year.
11. **Foreign Exchange Transactions**
 - a) Transactions in Foreign Currency are accounted at the exchange rate prevailing on the date of Transactions. Exchange fluctuations between the transaction date and the settlement date in respect of Revenue Transactions are recognized in Profit & Loss A/c.
 - b) All export proceeds not realised at the year end are restated at the rate prescribed in the month of March by Central Board of Excise and Customs. The exchange difference arising there from has been recognised as income / expenses in the Current Year's Profit & Loss A/c.
 - c) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss statement except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.
12. **Borrowing Costs**
Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A Qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.
13. **Research and Development Expenses**
Research and Development Expenses were mainly divided into four main categories viz Raw Material Consumed, Manpower Cost Involved, Energy Cost and various incidental charges. Company is involved in developing special kind of Technical Textile which can be used as a Crop Protection cover from all hailstorms and sudden downpours. This product has special property that it will allow the sunlight to pass without hurting the crop. Company has to conduct various trials and experiments to develop exact blend to suit and sustain the products in varried indian territory and with varied level of chemical substrate present in atmosphere.
14. **Taxes on Income**
Tax Expense comprises of Current Tax and Deferred Tax:
 - a) Current tax is measured at the amount expected to be paid to the tax authorities, after taking into consideration benefits admissible under the provisions of the Income - Tax Act, 1961.
 - b) Deferred tax liabilities are recognised for future tax consequences attributable to the "timing differences" between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. Deferred Tax Asset is not recognised unless there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised.
15. **Earning Per Share**
Basic Earning per share is calculated by dividing the Net Profit for the period attributable to equity hareholders by the weighted average number of equity shares outstanding during the period.

Notes on the Financial Statements



Emmbi Industries Limited
(Formerly Known As Emmbi Polyarns Limited)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

Note 2	SHARE CAPITAL	₹ In Millions	
		2014-15	2013-14
	Authorised Share Capital		
	18,000,000 (P.Y. : 18,000,000) Equity shares of ₹ 10/- each	180.00	180.00
		180.00	180.00
	Issued, Subscribed & Paid-up		
	17,690,250 Equity shares of ₹ 10/- each fully paid up	176.90	176.90
	TOTAL	176.90	176.90

- 2.1 4,699,530 Equity Shares out of Shares Issued, Subscribed and Paid up were allotted as Bonus Shares in the last five years (Dt: 20.08.2009) by way of capitalisation of free reserves of the company.
- 2.2 8,657,700 Equity Shares out of Shares Issued, Subscribed and Paid up were issued during the year ended 31st March, 2010 for cash as initial public offer in February, 2010.
- 2.3 1,200,000 Equity Shares out of Shares Issued, Subscribed and Paid up were allotted during the year ended 31st March, 2013 on conversion of share warrant monies.
- 2.4 The Reconciliation of the number of shares outstanding is set out below:

Particulars	2014-15	2013-14
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	17.69	17.69
Add : Equity Shares allotted on Conversion of Share Warrants	-	-
Equity Shares as at 31st March 2015	17.69	17.69

- 2.5 Details of Shareholders holding more than 5% shares:

Name of Shareholder	March 2015		March 2014	
	No. of Shares	% Held	No. of Shares	% Held
Makrand Moreshwar Appalwar*	4.16	23.51%	4.22	23.87%
Rinku Makrand Appalwar	2.12	11.98%	1.93	10.89%
Emmbi Laboratories Private Limited	1.63	9.19%	1.63	9.19%
Maithili Agrotech Private Limited	1.05	5.94%	1.05	5.94%

*The Reduction in holding is on account of inter-se-transfer.

Note 3	RESERVES AND SURPLUS	₹ in Millions	
		2014-15	2013-14
(a)	Securities Premium Reserves		
	As per last Balance Sheet	272.65	272.65
	Add : On Conversion of Share Warrant into Equity Shares	-	-
		272.65	272.65
(b)	Profit & Loss A/c		
	As per last Balance Sheet	132.37	94.21
	Add : Profit for the Year	59.65	43.34
		192.02	137.55
	Less: Appropriations		
	Change in Depreciation as per Cos Act 2013 (Net of Deferred Tax)	0.93	-
	Proposed Dividend	5.31	4.42
	Dividend Per Share ₹ 0.30/- (Previous Year ₹ 0.25/-)		
	Dividend Distribution Tax	1.06	0.75
		184.73	132.37
	TOTAL	457.37	405.02

Note 4	LONG TERM BORROWINGS	₹ in Millions			
		MARCH 2015		MARCH 2014	
		Non Current	Current	Non Current	Current
(a)	Secured				
	Term Loans				
	- From Banks	26.67	30.18	56.88	30.00
	- From Corporates				
	Other loans & advances				
(b)	Unsecured				
	Term Loans				
	- From Banks				
	- From Corporates	43.98	8.41	4.57	11.00
	Other loans & advances				
	TOTAL	70.65	38.59	61.45	41.00

- 4.1 Term Loans are secured by way of deposit of the title deed in respect of immovable properties of the Company including Land & Building situated at Plot no. 191/2/4, Massat Village, Meghwad Road, UT of Dadra & Nagar Haveli, Silvassa - 396230 & at Plot no. 99/2/1&9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, UT of Dadra & Nagar Haveli, Silvassa - 396230 and by hypothecation of Plant & Machinery and Furniture & Fixtures. The term loan are secured by way of first charge.
- 4.2 Other Loans and Advances are secured by way of hypothecation of Cars and Transport Vehicles purchased under Hire Purchase Scheme.
- 4.3 There is no default in repayment of principal loan or interest thereon.

4.4 Repayment Schedule (₹ in Millions)

YEARS	Term Loans	Unsecured Loans
For 2015-16	30.18	8.41
For 2016-17	15.44	43.59
For 2017-18	9.88	0.39
For 2018-19	0.79	-
For 2019-20	0.57	-

Note 5 DEFERRED TAX LIABILITIES (NET) (₹ in Millions)

	2014-15	2013-14
Net Deferred Tax Liability (Opening)	43.09	37.05
Deferred Tax Liability / (Asset)		
Fixed Asset & Others	8.99	8.52
Deferred Tax Asset		
Disallowances Under the Income Tax Act, 1961 & Others	(2.48)	(2.48)
Net Deferred Tax Liability (Closing)	49.60	43.09

Note 6 LONG TERM PROVISIONS (₹ in Millions)

	2014-15	2013-14
Provision for Employee Benefits (Gratuity + Leave Encashment)	2.01	2.51
Provision For Taxes	38.76	40.54
TOTAL	40.77	43.05

Note 7 SHORT TERM BORROWINGS (₹ in Millions)

	2014-15	2013-14
Secured		
Working Capital Loans from Banks		
Working Capital Loans from Banks	695.72	591.18
TOTAL	695.72	591.18

7.1 Working Capital Loans :

- Cash Credit & Packing Credit loans from Punjab National Bank are secured by first pari passu charge on hypothecation of entire current assets, both present and future, of the Company including stocks and book debts, stock in transits and stock for ob work. Second pari passu charge on immovable properties of the Company including Land & Building situated at Plot no. 191/2/4, Massat Village, Meghwad Road, UT of Dadra & Nagar Haveli, Silvassa - 396230 and at Plot no. 99/2/1&9, and Survey no. 87 Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, UT of Dadra & Nagar Haveli, Silvassa 396230.
- Working Capital and Pre-Cum-Post Shipment Loan from Exim Bank is secured by first Pari-Passu charge on entire current assets both present & future; Second Pari-Passu charge on the entire movable fixed assets both present and future; second Pari-Pasu charge on the entire Land and other Immovable properties both present and future.
- Working Capital and Pre-Cum-Post Shipment Loan from Axis Bank is secured by first Pari-Passu charge on entire current assets both present & future; Second Pari-Passu charge on the entire movable fixed assets both present and future; second Pari-Passu charge on the entire Land and other Immovable properties both present and future.

Note 8 OTHER CURRENT LIABILITIES (₹ in Millions)

	2014-15	2013-14
Trade Payables	17.16	23.91
Current maturities of long term debt (Refer Note : 4)	38.59	41.00
Unpaid Dividends	0.23	0.17
Other Payables	8.92	18.08
TOTAL	64.90	83.15

- 8.1 There are no amounts due or outstanding to be credited to Investor Education and Protection Fund.

Note 9	SHORT-TERM PROVISIONS	(₹ In Millions)	
		2014-15	2013-14
	Proposed Dividend - 2013-14	-	4.42
	Proposed Dividend - 2014-15	5.31	-
	Tax on Dividend	1.06	0.75
	Others (Provision for Excise Duty on Finished Goods)	0.44	1.14
	TOTAL	6.81	6.31

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

Note 10		FIXED ASSETS								(₹ in Millions)	
Sr No.	PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTIZATION				NET BLOCK	
		As at 01/04/14	Additions/ Adjustmts	Deductions/ Adjustmts	As at 31/03/15	As at 01/04/14	For the Year	Deductions/ Adjustmts	As at 31/03/15	As at 31/03/15	As at 31/03/14
TANGIBLE FIXED ASSETS											
1	Freehold Land	27.00	-	-	27.00	-	-	-	-	27.00	27.00
2	Building	179.97	14.24	-	194.21	19.29	5.72	-	25.01	169.20	160.68
3	Compound Wall	0.26	-	-	0.26	0.15	0.01	-	0.15	0.11	0.12
4	Plant and Machinery	366.77	25.19	-	391.96	78.37	14.28	-	92.66	299.31	288.39
5	Electrical Installation	10.90	0.53	-	11.42	3.03	0.42	-	3.45	7.98	7.87
6	Furniture & Fixtures	15.34	1.73	(0.88)	16.18	4.01	2.45	(0.73)	5.73	10.46	11.33
7	Crates	0.71	-	-	0.71	0.33	-	-	0.33	0.38	0.38
8	Office Equipment	14.90	4.16	(4.47)	14.59	5.94	4.52	(3.69)	6.77	7.82	8.96
9	Other Equipment	0.08	-	(0.07)	0.01	0.07	0.00	(0.06)	0.01	0.00	0.01
10	Vehicles	17.74	4.63	-	22.36	7.99	1.81	-	9.80	12.57	9.75
(A)		633.67	50.47	(5.42)	678.72	119.18	29.21	(4.49)	143.90	534.83	514.49
INTANGIBLE FIXED ASSETS											
1	Brand Development Expenses	3.87	2.25	-	6.12	0.19	0.49	-	0.68	5.45	3.69
2	Knowledge Development Expenses	1.62	0.21	-	1.84	0.05	0.17	-	0.22	1.61	1.57
3	Foreign Trade Fair Expenses	-	7.60	-	7.60	-	0.59	-	0.59	7.01	-
4	Research and Development Expenses	-	6.01	-	6.01	-	0.13	-	0.13	5.88	-
(B)		5.50	16.08	-	21.57	0.24	1.38	-	1.62	19.95	5.26
TOTAL (A+B)		639.16	66.55	(5.42)	700.30	119.42	30.59	(4.49)	145.52	554.78	519.74

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Note 10		FIXED ASSETS								(₹ in Millions)	
Sr No.	PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTIZATION				NET BLOCK	
		As at 01/04/13	Additions/ Adjustmts	Deductions/ Adjustmts	As at 31/03/14	As at 01/04/13	For the Year	Deductions/ Adjustmts	As at 31/03/14	As at 31/03/14	As at 31/03/13
TANGIBLE FIXED ASSETS											
1	Freehold Land	13.71	13.29	-	27.00	-	-	-	-	27.00	13.71
2	Building	146.15	33.82	-	179.97	14.03	5.25	-	19.29	160.68	132.11
3	Compound Wall	0.26	-	-	0.26	0.14	0.01	-	0.15	0.12	0.13
4	Plant and Machinery	354.54	12.23	-	366.77	59.60	18.77	-	78.37	288.39	294.94
5	Electrical Installation	9.80	1.10	-	10.90	2.55	0.49	-	3.03	7.87	7.25
6	Furniture & Fixtures	12.46	2.88	-	15.34	3.16	0.85	-	4.01	11.33	9.30
7	Crates	0.71	-	-	0.71	0.28	0.05	-	0.33	0.38	0.43
8	Office Equipment	9.96	4.95	-	14.90	4.39	1.56	-	5.94	8.96	5.57
9	Other Equipment	0.08	-	-	0.08	0.06	0.00	-	0.07	0.01	0.01
10	Vehicles	17.74	-	-	17.74	6.31	1.68	-	7.99	9.75	11.43
(A)		565.40	68.27	-	633.67	90.52	28.66	-	119.18	514.49	474.88
INTANGIBLE FIXED ASSETS											
1	Brand Development Expenses	-	3.87	-	3.87	-	0.19	-	0.19	3.69	-
2	Knowledge Development Expenses	-	1.62	-	1.62	-	0.05	-	0.05	1.57	-
(B)		-	5.50	-	5.50	-	0.24	-	0.24	5.26	-
TOTAL (A+B)		565.40	73.77	-	639.16	90.52	28.90	-	119.42	519.74	474.88

Note 11	NON CURRENT INVESTMENTS	(₹ in Millions)	
		2014-15	2013-14
	Investment in Equity Shares (Unquoted, fully Paid up)		
	2,500 Equity Shares of Zoroastrian Co-Op Bank Ltd. Of ₹ 40/- each	0.10	0.10
	2,500 Equity Shares of Saraswat Co-Op Bank Ltd. Of ₹ 10/- each	0.03	0.03
	25% Shares of Global Bag S.R.O.	2.87	2.87
	TOTAL	2.99	2.99
Note 12	LONG TERM LOANS AND ADVANCES	(₹ in Millions)	
		2014-15	2013-14
	Unsecured, Considered good		
	Security Deposits	3.77	4.91
	Advance tax	28.52	32.91
	MAT Credit Entitlement	-	-
	Other loans and advances	-	-
	TOTAL	32.29	37.82
Note 13	OTHER NON-CURRENT ASSETS	(₹ in Millions)	
		2014-15	2013-14
	Miscellaneous Expenditure (to the extent not written off or adjusted)	0.07	0.12
	TOTAL	0.07	0.12
Note 14	INVENTORIES	(₹ in Millions)	
		2014-15	2013-14
	Raw Materials	100.58	127.01
	Stock-in-Process	304.52	292.22
	Finished Goods	113.22	56.19
	Stores & Spares	28.52	10.89
	Stock-in-Trade	-	-
	TOTAL	546.84	486.31
Note 15	TRADE RECEIVABLES	(₹ in Millions)	
		2014-15	2013-14
	Unsecured, Considered Good		
	Over Six months from the date they are due for the payment	0.83	1.82
	Others	333.49	309.67
	TOTAL	334.32	311.50
Note 16	CASH AND CASH EQUIVALENTS	(₹ in Millions)	
		2014-15	2013-14
	Balances with banks	0.09	0.33
	Cash on hand	1.30	0.08
	Others:		
	Unclaimed Dividend A/c	0.23	0.17
	Term deposits with Banks	31.26	0.94
	TOTAL	32.89	1.51
Note 17	SHORT TERM LOANS AND ADVANCES	(₹ in Millions)	
		2014-15	2013-14
	Balance with Central Excise, Service Tax and other Govt. Authorities	25.01	17.38
	Prepaid Expenses	12.09	5.89
	Capital Advances	0.44	2.00
	Other loans and advances	21.01	24.90
	TOTAL	58.54	50.17
Note 18	CONTINGENT LIABILITIES AND COMMITMENTS	(₹ in Millions)	
		2014-15	2013-14
(a)	Contingent Liabilities		
	GUARANTEES		
	- Guarantee by Banks to Electricity Department (Silvassa)	6.80	4.45
	- Guarantee furnished to Banks in respect of Letter of Credit	-	-
(b)	Commitments		
	Estimated amount of contracts remaining to be executed on capital account (Net of Advances) and not provided for.	-	5.70
(c)	The Income tax demand as per CIT Appeal order for the A. Y. 2011-12 of ₹ 58,50,760/- is disputed for which appeal will be made to Tribunal in due course. Based on the decisions of the appellate authorities and the interpretation of other relevant provisions, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.		

Note 19	REVENUE FROM OPERATIONS		(₹ in Millions)	
		2014-15	2013-14	
	Revenue from sale of products			
	Export Sales	1,019.91	867.43	
	Domestic Sales	897.20	801.76	
	Other Operating Revenue (B Class Goods)	12.00	11.14	
		1929.10	1680.32	
	Less: Excise Duty	90.88	89.82	
	TOTAL	1,838.22	1,590.50	
DETAILS OF SALE OF PRODUCTS			(₹ in Millions)	
		2014-15	2013-14	
	Manufactured Goods			
	Polymer Based Multiple Products	1,732.93	1,546.18	
	HDPE & PP - Woven Polymer Goods	12.00	11.14	
	Traded Goods	184.18	123.01	
	TOTAL	1,929.10	1,680.32	
Note 20	OTHER INCOME		(₹ in Millions)	
		2014-15	2013-14	
	Interest			
	From current investments	0.16	0.20	
	From others	0.24	0.38	
	Dividend			
	From Long Term Investments	0.00	0.00	
	Foreign Exchange Difference	5.07	-	
	Other Non Operating Income	0.07	0.01	
	TOTAL	5.55	0.59	
Note 21	COST OF MATERIAL CONSUMED		(₹ in Millions)	
		2014-15	2013-14	
	Raw material consumed			
	Opening Inventory	127.01	123.57	
	Add: Purchases (Net)	1,162.82	1,064.02	
		1,289.82	1,187.59	
	Less: Closing Inventory	100.58	127.01	
	TOTAL	1,189.25	1,060.58	
DETAILS OF INDIGENOUS AND IMPORTED RAW MATERIALS CONSUMED			(₹ in Millions)	
		2014-15	2013-14	
		₹	₹	% Consumption
	Imported	22.96	15.49	1.46%
	Indigenous	1,166.29	1,045.09	98.54%
	TOTAL	1,189.25	1,060.58	100.00%
PARTICULARS OF MATERIAL CONSUMED			(₹ in Millions)	
		2014-15	2013-14	
	Polymer Granules And Films Of Various Grades and Others	1,189.25	1,060.58	
	TOTAL	1,189.25	1,060.58	
Note 22	PURCHASE OF STOCK-IN-TRADE		(₹ in Millions)	
		2014-15	2013-14	
	Trading Purchase - Mumbai			
	HDPE/PP Laminated Fabric	183.11	122.63	
	TOTAL	183.11	122.63	
Note 23	CHANGES IN INVENTORIES OF STOCK-IN-TRADE WORK IN PROGRESS AND FINISHED GOODS		(₹ in Millions)	
		2014-15	2013-14	
	Inventories (At Close)			
	Stock-in-Process	304.52	292.22	
	Finished goods	113.22	56.19	
		417.74	348.41	
	Inventories (At Commencement)			
	Stock-in-Process	292.22	236.83	
	Finished goods	56.19	34.82	
		348.41	271.66	
	TOTAL	(69.33)	(76.76)	

Note 24
EMPLOYEES BENEFITS EXPENSES
(₹ in Millions)

	2014-15	2013-14
Salaries	57.27	49.64
Employees Welfare Expenses	3.72	3.55
Contribution to Provident Fund and Other Fund	1.44	1.36
Gratuity	-	0.46
TOTAL	62.44	55.01

24.1 Post employment benefits

Company has taken a Group Gratuity Policy of LIC of India to cover the employer's obligation towards Gratuity under the payment of Gratuity Act and the fund required to be maintained to cover the Present Value of past service benefit and current service cost is fully funded by the company as per the valuation made. The Company has Funded Scheme of Gratuity with LIC.

i) Assumptions
(₹ in Millions)

	As on 31.03.2015	As on 31.03.2014
Discount Rate	8%	8%
Salary Escalation	3%	3%

ii) Table Showing Changes in Present Value of obligation as on 31/03/2015 Gratuity (Funded)

	2014-15	2013-14
Present Value of obligation at the beginning of the year	1.13	0.86
Interest Cost	0.09	0.07
Current Service cost	0.13	0.10
Benefits paid	(0.28)	(0.23)
Actuarial (gain)/loss on obligation	0.57	0.32
Present Value of obligation at year end	1.64	1.13

iii) Table showing Changes in fair Value of plan Asset as on 31/03/2015 Gratuity (Funded)

	2014-15	2013-14
Fair Value of plan assets at the beginning of the year	0.78	0.46
Expected return on plan Assets	0.08	0.04
Contributions	0.51	0.50
Benefits paid	(0.28)	(0.23)
Actuarial (gain)/loss on obligation	NIL	NIL
Fair Value of plan assets as at year end	1.09	0.78

iv) Table showing Fair Value of Plan Assets as on 31/03/2015 Gratuity (Funded)

	2014-15	2013-14
Fair Value of plan assets at the beginning of the year	0.78	0.46
Actual return on plan Assets	0.08	0.04
Contributions	0.51	0.50
Benefits paid	(0.28)	(0.23)
Fair Value of Plan Assets at the end of the year	1.09	0.78
Funded Status	(0.55)	(0.35)
Excess of Actual over estimated return on Plan Assets	NIL	NIL

v) Actuarial (gain)/loss recognised
Gratuity (Funded)

	2014-15	2013-14
Actuarial (gain)/loss on obligation	(0.57)	(0.32)
Actuarial (gain)/loss for the year - plan assets	NIL	NIL
Actuarial (gain)/loss on obligation	0.57	0.32
Actuarial (gain)/loss recognised in the year	0.57	0.32

vi) Amounts to be recognised in Balance Sheet and Statement of Profit and Loss
Gratuity (Funded)

	2014-15	2013-14
Present Value of obligation at the end of the year	1.64	1.13
Fair Value of plan assets at the end of the year	1.09	0.78
Funded Status	(0.55)	(0.35)
Net Asset / Liability recognised in Balance Sheet	(0.55)	(0.35)

vii) Expenses recognised during the year
Gratuity (Funded)

	2014-15	2013-14
Current Service cost	0.13	0.10
Interest cost on benefit obligation	0.09	0.07
Net actuarial (gain) / loss recognised in the year	0.57	0.32
Expected return on plan assets	(0.08)	(0.04)
Expenses recognised during the year	0.71	0.45

Gratuity is accounted on the basis of valuation made by the LIC, which is debited from old provision for gratuity.

Note 25
FINANCE COSTS
(₹ in Millions)

	2014-15	2013-14
Interest	82.25	58.00
Other borrowing costs	6.64	5.11
TOTAL	88.89	63.11

Note 26	DEPRECIATION AND AMORTIZATION EXPENSES	(₹ in Millions)	
		2014-15	2013-14
	Depreciation and Amortization	30.59	28.90
	TOTAL	30.59	28.90

Note 27	OTHER EXPENSES	(₹ in Millions)	
		2014-15	2013-14
	Manufacturing Expenses :		
	Factory Wages	67.37	64.63
	Power and Fuel	39.98	36.31
	Labour Charges	33.61	23.37
	Consumable Stores	28.00	31.58
	Repairs & Maintenance (Others)	2.92	2.81
	Other Manufacturing Expenses	2.63	2.30
	Processing and Lamination Charges	1.03	1.41
	Excise duty - Provision on Finished Stock (Net)	(0.70)	0.95
	Sub-Total (A)	174.83	163.36
	Selling and Distribution Expenses :		
	Freight Forwarding Expenses	46.29	38.03
	Sales Promotion Expenses	11.06	10.00
	Vehicle Expenses	4.47	3.18
	Discount	4.68	9.94
	Other Selling and Distribution Expenses	1.26	0.78
	Sundry Export Expenses	0.93	1.36
	Commission	0.02	0.10
	VAT / CST A/c	-	0.01
	Sub-Total (B)	68.71	63.40
	Establishment Expenses :		
	Legal and Professional Charges	6.09	6.17
	Rent	5.17	3.77
	Tour & Travelling Expenses	5.49	6.19
	Insurance	4.30	4.96
	Printing, Stationery, Computer & Xerox Expenses	2.63	2.81
	Postage and courier Expenses	2.11	1.81
	Telephone Expenses	1.67	1.54
	General Expenses	1.23	18.26
	Electricity expenses - Mumbai Office	1.25	0.51
	Sundry Balances W/off	1.01	1.01
	Conveyance Expenses	0.26	0.27
	Donations	0.09	0.13
	Payment to Auditor (See Note 27.3)	1.25	1.25
	Sub-Total (C)	32.58	48.69
	TOTAL [(A)+(B)+(C)]	276.12	275.46

27.1 Disclosures as required by AS 19, "Leases", notified

- (i) The Company has taken Office and Warehouse premises under operating lease or leave and license agreements. These are non cancellable and range between 11 months and 3 Years under Leave and License arrangement, or longer for other leases and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable Interest Free Security Deposits under certain agreements.
- (ii) Lease Payments are recognised in the Statement of Profit and Loss under Rent in Note 27.

27.2 DETAILS OF STORES, CHEMICALS AND PACKING MATERIALS CONSUMED (₹ in Millions)

	2014-15		2013-14	
	₹	% Consumption	₹	% Consumption
Imported	-	-	-	-
Indigenous	28.00	100.00%	31.58	100.00%
TOTAL	28.00	100.00%	31.58	100.00%

27.3 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF (₹ in Millions)

	2014-15	2013-14
Import of Raw Materials	23.73	15.49
TOTAL	23.73	15.49

27.4 PAYMENT TO AUDITORS (₹ in Millions)

	2014-15	2013-14
As Auditor		
Audit Fee	0.90	0.90
Tax Audit Fee	0.10	0.10
Certification Fee	0.25	0.25
TOTAL	1.25	1.25

27.5 EXPENDITURE IN FOREIGN CURRENCY		(₹ in Millions)
	2014-15	2013-14
Foreign Bank Charges	0.97	1.06
Bank Interest	5.06	14.76
Testing Charges	0.72	0.93
Foreign Travelling Expenses	4.06	3.27
Exhibition Expenses	2.63	-
Advertising Charges	0.22	0.23
Clearance Charges	-	0.54
Membership Fee	0.17	0.33

27.6 Particulars		(₹ in Millions)
	2014-15	2013-14
Foreign Exchange loss / (Gain) of ₹	(5.07)	17.53

Note 28 EARNINGS PER SHARE (EPS)		(₹ in Millions)
	2014-15	2013-14
Net Profit after tax as per Statement of Profit and Loss	59.65	43.34
Weighted Average number of equity shares used as denominator for calculating EPS	17.69	17.69
Weighted Average number of equity shares used as denominator for calculating DEPS	17.69	17.69
Basic Earnings per share (₹)	3.37	2.45
Diluted Earnings per share (₹)	3.37	2.45
Face Value per equity share (₹)	10.00	10.00

Note 29 EARNINGS IN FOREIGN EXCHANGE		(₹ in Millions)
	2014-15	2013-14
FOB value of Exports	962.50	811.32

Note 30 RELATED PARTY DISCLOSURES		(₹ in Millions)		
Name of Related Party (Designation)	Nature of Transaction	Amount of Transaction 2014-15	Amount of Transaction 2013-14	Balance as on 31.03.15
Makrand Appalwar (Managing Director)	Remuneration Payable for Remuneration	5.70	4.20	0.35 (0.25)*
Rinku Appalwar (CFO)	Remuneration Payable for Remuneration	5.40	3.90	0.19 (0.10)*
Mitravinda Appalwar (Director)	Sitting Fees	0.04	0.03	0.03
Ashesh Garg (Ex C.E.O.)	Remuneration	0.60	1.80	1.80
S. Sastry (President-works)	Remuneration	1.75	-	-
Dividend paid to relatives	Dividend paid to relatives	2.31	1.85	1.85

Note 31 EARNINGS IN FOREIGN EXCHANGE		(₹ in Millions)
	2014-15	2013-14
Sundry Creditors include dues to Micro, Small and medium scale industrial undertaking	-	-

Disclosure pertaining to Micro, Small and Medium Enterprises (as per information available with the company): The Company has sought confirmation from all the creditors regarding their registration as Micro, Small and Medium Enterprises, however till date of the Balance Sheet, no confirmation has been received and hence none of the creditors have been categorised as pertaining to Micro, Small and Medium Enterprises.

Note 32 Since Company operates in only one segment i.e. manufacture of HDPE/ PP/ raffia products and trading in similar items hence no need for separate disclosure of segment information as per AS - 17 issued by ICAI.

Note 33 Figures of Previous year have been rearranged / regrouped as and when necessary in terms of Current year's grouping.

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants

FRN : 127308W
K. J. SHAH (Proprietor)
Membership No. 030784
Place : Mumbai
Date: 28th May, 2015

For and On behalf of the Board
For Emmbi Industries Limited,

Makrand Appalwar
Managing Director

Rinku Appalwar
CFO

Kaushal Patvi
Company Secretary

Place: Mumbai
Date: 28th May, 2015



BRIGHTER *for the* PLANET

Fireflies - or Lightning Bugs, as they are sometimes called - are nature's own little lamps. They produce through a phenomenon called bioluminescence. A cold light with no infrared or ultraviolet frequencies, bioluminescence is a perfect example of mother nature's environmentally responsible light source!

At Emmbi Industries, we take care to minimise the impact of our activities on our planet. Which is why, we've invested our efforts in developing a unique, single-polymer FIBC which makes recycling a lot easier and cost effective. Apart from saving costs, the product is also decidedly gentler on the environment.



(Formerly known as EMMBI POLYARNS LIMITED)

CIN L17120DN1994PLC000387

Registered office: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230. Tel.:91-0260-3200948 Email: info@emmbi.com

ATTENDANCE SLIP

Joint shareholders may obtain additional slip at the venue of the meeting.

DP Id _____

Folio No. _____

Client Id _____

No. of Shares _____

Annual General Meeting of EMMBI INDUSTRIES LIMITED will be held on 29th September, 2015 at 10.00 a.m.

I/We record my/our presence at the Twenty First Annual General Meeting to be held on 29th September, 2015 at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 at 10.00 a. m.

NAME OF THE SHAREHOLDER / PROXY

(in Block Letters)

ADDRESS OF THE SHAREHOLDER / PROXY

SIGNATURE OF THE SHAREHOLDER / PROXY

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

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(Formerly known as EMMBI POLYARNS LIMITED)
CIN L17120DN1994PLC000387

Registered office: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230. Tel.:91-0260-3200948 Email: info@emmbi.com

Form No. MGT-11
Proxy form

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

CIN L17120DN1994PLC000387
Name of the company EMMBI INDUSTRIES LIMITED
(Formerly known as Emmbi Polyarns Limited)
Registered office 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road
Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230.
Name of the member (s) _____
Registered address _____
E-mail Id _____
Folio No/ Client Id _____ DP ID _____

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

Name _____

Address _____

E-mail Id _____ Signature _____

OR FAILING HIM

Name _____

Address _____

E-mail Id _____ Signature _____

OR FAILING HIM

Name _____

Address _____

E-mail Id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty First Annual General Meeting to be held on 29th September, 2015 at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 at 10.00 a. m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For *	Against*
1. Adoption of Financial Statements for the year ended 31st March, 2015.		
2. Declaration of Dividend on Equity Shares.		
3. Retirement of Mrs. Mitravinda Appalwar, who retires by rotation.		
4. Re-Appointment of M/s. K J Shah & Co., as Auditors & fixing their remuneration.		

Signed this..... day of..... 2015

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

***See Notes overleaf**

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *4. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



Makrand and Rinku Appalwar
Co-Founders of Emmbi Industries Limited

By Courier / Registered Post

if undelivered please return to:



Emmbi Industries Limited

Registered Office Address:

99/2/1 & 9, Madhuban Industrial Estate,

Madhuban Dam Road, Rakholi Village,

U. T. of Dadra & Nagar Haveli,

Silvassa 396 230. INDIA.

Phone: +91 (0260) 320 0948 | Fax : +91 22-6784 5506

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