

**34<sup>th</sup> Annual Report**  
**TPI INDIA LIMITED**  
**2015-16**

## **TPI India Limited**

### **BOARD OF DIRECTORS:**

- a) Managing Director
- b) Director
- c) Director
- d) Director
- e) Woman Director

: Mr. Bharat C. Parekh  
: Mr. Ishan D. Sekarka  
: Mr. Akshay D. Bhatt  
: Mr. Sandeep Poddar  
: Mrs. Darshna B. Parekh

### **AUDITORS**

: Mr. B. R. Dalal & Co.  
Chartered Accountants  
Mumbai

### **SECRETARIAL AUDITOR**

: M/s Girish Murarka & Co.  
Company Secretaries  
Mumbai

### **BANKERS & FINANCIAL INSTITUTION**

: Union Bank of India  
Kokan Mercantile Co-op Bank Ltd  
SICOM Investment & Finance Ltd.

### **REGISTERED OFFICE**

: J-61, Additional MIDC Area  
Murbad, District Thane.  
CIN – L28129MH1982PLC026917  
Email : [grievance@tpiindia.in](mailto:grievance@tpiindia.in)

### **REGISTRAR & TRANSFER AGENT**

: BIGSHARE Services Private Limited  
E-2/3, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (East), Mumbai 400 072  
Tele : 022-28470652/40430200  
Email : [info@bigshareonline.com](mailto:info@bigshareonline.com)

### **PLANTS**

: J-61, Addition MIDC Area, Murbad,  
District : Thane  
F-4, MIDC Industrial Area,  
Murbad, District Thane

## NOTICE

Notice is hereby given that the THIRTY FOURTH ANNUAL GENERAL MEETING OF M/S TPI INDIA LIMITED will be held at its Registered Office at Plot No. J-61, Additional MIDC Area, Murbad, District Thane on Saturday, the 17<sup>th</sup> day of September, 2016 at 11.30 pm to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet and Profit & Loss account of the Company for the financial year ended 31<sup>st</sup> March, 2016 and Balance Sheet as at that date together with the Reports of Auditors' and Directors' thereon;
2. To consider declaration of Dividend;
3. To appoint a Director in place of Shri Akshay D. Bhatt, who retires by rotation and is eligible for re-appointment;
4. To re-appoint Auditors and fix their remuneration and in this regards, to consider and if thought

it, to pass the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s B. R. Dalal & Co., Chartered Accountants, Mumbai ( Firm Registration no. W102024), be and is hereby appointed as Auditor of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting (Subject to ratification of their appointment at every Annual General Meeting) at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors"

By Order of the Board of Directors

Place: Mumbai  
Date : 5<sup>th</sup> August, 2016

Sd/-  
Bharat C. Parekh  
Managing Director  
DIN : 02650644

Registered Office:  
Plot No. J-61, Additional MIDC Area  
Murbad, District Thane

### NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifth and holding in the aggregate not more than ten percent of the total share capital of 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.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 12<sup>th</sup> September, 2016 to Saturday, 17<sup>th</sup> September, 2016 (both days inclusive).

6. Members who have multiple folios with identical order of names are requested to intimate to the Company those folios to enable the Company to consolidate all shareholding into one folio.
7. Members having any query(ies) relating to this Annual Report are requested to send their questions to Registered Office of the Company at least 7 days before the date scheduled for Annual General Meeting.
8. Members who hold shares in physical form are requested to intimate to the Company Bank mandate under the signature of & Sole/first named joint shareholder specifying Bank's name, Name and Address (with PIN No. ) of the Branch, Account Type – Saving (SA) or Current (CA ) Account No.
9. In case of physical transfer or transmission of shares, copy of PAN Card of the transferee is mandatory.
10. Investors holding shares in physical form are advised to opt for Electronic Clearing System (ECS) to avail fast and safe remittance of dividend. A photocopy of a leaf of your Cheque book bearing your Account Number may also be sent along with mandate.
11. Members are requested to notify promptly changes in their address quoting their Registered Folio Nos. to the Company or its RTA.
12. Members are requested to notify promptly changes in their address quoting their physical holding in the Company to avail the facility of dematerialization.
13. Members / Proxies are requested to bring attendance slip duly filled along with their copies of Annual Report in the meeting.
14. All material documents are open for inspection by the members on all working days at the Registered Office of the Company till the conclusion of the Annual General Meeting.
15. Ministry of Corporate Affairs, Government of India vide Circular No. 17/2011 dated 21<sup>st</sup> April, 2011 and Circular No. 18/2011 dated 29<sup>th</sup> April, 2011 allowed service of documents by e-mode as a Green Initiative In the Corporate Governance. The Members are requested to register their e-mail address the Company's Registrar and Share Transfer Agent – Bigshare Services Pvt. Ltd having its office at E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400 072
16. In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rule 2015 and Regulation 44 of the Listing Regulation, the Company is pleased to provide members the facility to exercise their right to vote at Thirty Fourth Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The Company has entered into an arrangement with Central Depository Services (India ) Limited for facilitating e-voting for Annual General Meeting.

The E-voting period for all items of business contained in this Notice shall commence from Wednesday, 14<sup>th</sup>, September 2016 (10.00 am IST) and will end on Friday, 16<sup>th</sup> September, 2016, 2016 (5.00 pm IST). During this period Equity Shareholders of the Company holding shares either in physical form or in dematerialized form as on Saturday, 10<sup>th</sup> September, 2016 (ie cut-off date), may cast their vote electronically.

The Company has appointed an Independent Professional (Practicing Company Secretary – M/s Girish Murarka & Co.) as Scrutinizer to conduct E-voting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at General Meeting would count the votes cast at the meeting, thereafter and make, not later than three days of conclusion of the

meeting , the Consolidated Scrutinizer's Report of the total vote cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.

The Results along with Scrutinizer's Report shall be communicated to the Stock Exchange.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

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

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"><li>• 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records in order to login
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or Company , please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat

holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By Order of the Board of Directors  
For TPI India Limited**

**Sd/-  
Bharat C. Parekh  
Managing Director  
DIN : 02650644**

**Place: Mumbai  
Date : 5<sup>th</sup> August, 2016**

**Details of Director Seeking Re-appointment at this Annual General Meeting**

- |  |                                    |
|--|------------------------------------|
| a) Name of Director  | : Akshay D. Bhatt                  |
| b) Director Identification No.   | : 00537101                         |
| c) Date of Birth   | : 16 <sup>th</sup> September, 1954 |
| d) Date of Appointment   | : 31 <sup>st</sup> July, 2006      |
| e) Qualification   | : B.Com (Hon), LLB and FCA         |
| f) Directorship Held In other Companies  | : Nil                              |
| g) Membership / Chairmanship of Audit and Stakeholders' Relationship Committee Across Public Companies | : Nil                              |
| h) No. of Shares Held  | : Nil                              |

## DIRECTORS' REPORT

To,  
The Members  
**TPI INDIA LIMITED**

Your Directors are pleased to present the Thirty Fourth Annual Report and the company's audited financial statements for the year ended 31<sup>st</sup> March, 2016.

### FINANCIAL RESULTS:

Rs. In Lacs

	Year Ended 31.03.2016	Year Ended 31.03.2015
Total Income	3523.94	3191.08
Total Expenditure	3239.68	2833.20
Profit / (Loss) before Interest, Depreciation, Amortization, Exceptional item	284.26	357.88
Less : Interest	365.93	268.82
Depreciation	63.84	60.64
Profit / (Loss) before Exceptional item & tax	(145.51)	28.42
Add : Exceptional items	Nil	Nil
Profit / (Loss) Before Tax	(145.51)	28.42
Less: Provisions for Taxation	Nil	Nil
Profit / (Loss) After Tax	(145.51)	28.42

### OPERATION REVIEW:

The financial year 2015-16 has been marked by excitement and its share of challenges. The decisive political mandate set the stage for surging hopes for a rapid economic turnaround of Indian economy. On the macro front, the biggest comfort came from the sharp drop in the crude prices. For the Large net importers like India, the decline in crude price has helped in controlling the trade deficit and easing inflation. While economic indicators point towards improvement, the recovery on the ground has been rather slow. Lower inflation has not resulted in significant improvement in Demand Condition. The Demand conditions have been quite challenging across sector as borne out by slow improvement.

In spite of the above back drop, the Demand for your product during the year 2015-16 was moderate:

- The total income of Rs. 3523.94 lacs during the year against Rs. 3191.08lacs during the previous year.



- b) Though the Total Income during the year under review increased by 10.43%, but The Operational Profit before interest and depreciation for the year under review is Rs. 284.26 lacs as against Rs. 357.88 lacs during the previous year. Due to low capacity utilization for want of Additional Working Capital coupled with high cost of borrowing and fluctuating crude prices, led to a loss of Rs. 145.51 Lac (includes Rs 365.93 lacs of interest cost) as compared to Profit of Rs. 28.42 Lac during previous year. However, with the help of re-structuring of finance the company expects a better 2016-2017

#### **FUTURE OUTLOOK:**

The Flexible Intermediate Bulk Containers (FIBC) will register slightly faster growth than rigid packaging industry. FIBCs will register strong advances due to the advantages they offer in terms of loading and unloading products, their ability to handle great quantities of product per container and efficiency advantages in terms of their reuse in closed loop distribution systems. The global production cuts by the Companies in Europe and USA has resulted in the sourcing shifted to India adding an important factor to the growth story.

The outlook is expected to be divergent in the coming years, with the developed economies, showing improved prospects on account of recovery in fiscal consolidation.

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 contributes 16% of India's GDP, under this scheme is expected to grow to 25%. Given such a scenario it is expected that manufacturing sector would double itself every three years.

#### **DIVIDEND:**

Considering the accumulated losses and loss of the current year, along with the capital requirement for ongoing business activity, the Board of Directors does not recommend any dividend on the equity shares.

The dividend payout for the year under review is in accordance with the Company's policy to pay sustainable dividend linked to long term growth objectives of the Company to be met by internal cash accruals.

#### **RESERVE:**

In view of the losses during the year under review, the Board of Directors of your Company does not propose to carry to any amount to reserve.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

As required under Regulation 34 of the Listing Regulations with Stock Exchange, the Management Discussion and Analysis Report is enclosed as a part of this Annual Report.

**CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:**

The Companies Act, 2013 and Listing Regulations require compliance with Specified Corporate Governance practices. These practices have been fully implemented and a certificate from the Practicing Company Secretary as well as a detailed report on Corporate Governance approved by the Board of Directors of the Company is set out in the Annual Report. The Company is regularly complying with the Corporate Governance practices and also uploading the information under the corporate filing & Dissemination System. Your Company has also entitled in the new SEBI complaint system (SCORES) enabling the investor to register their complaints if any, for speedy redressal.

**LISTING WITH STOCK EXCHANGES**

The Equity Shares of the Company continued to be listed with BSE Limited, however the trading is suspended. The Company has received in-principle approval for revocation of suspension of trading of Equity Shares vide letter reference DCS/COMP/OT/SB/162/2015-16 dated 17<sup>th</sup> December, 2015 with the re-instatement fee of Rs. 26.00 Lac plus service tax 14.50% (including 0.50% Swachh Bharat cess). But your Company being declared as Sick Company by BIFR, as per the norms of re-instatement fee shall be Rs. 14.00 Lac plus taxes as stated above. The representation was made in this regards to BSE Ltd and the company is awaiting their positive response.

**DEMATERIALIZATION:**

The Equity Shares of the Company can be held in dematerialized form. The Company has signed the tripartite agreement with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and existing Registrar & Transfer Agent for dematerialization of existing holding of the stake holders. The International Securities Identification Number (ISIN), allotted to the Company is INE478C01021.

**SUBSIDIARY AND ASSOCIATE COMPANIES:**

Your Company has no subsidiary and associate companies.

**FIXED DEPOSITS:**

The Company had accepted unsecured loan to meet the working capital requirement of the Company from the friends and relatives of the Promoter. The acceptance of said unsecured loan has resulted into non-compliance with section 73 of the Companies Act, 2013. The interest is timely paid on these unsecured Loans and such loans have no specific maturity date. The business circumstances have forced the Company to avail unsecured loan. The Management is of the opinion that considering the Company being under BIFR purview, the consequences associated with contravention of section 73 of the Companies Act, 2013 will be diluted.

**DIRECTORS:**

At the forthcoming Annual General Meeting, ShriAkshay D. Bhatt will retire by rotation and being eligible offer himself for re-appointment. A brief resume / particulars relating to him are given separately given under the report of Corporate Governance.

**KEY MANAGERIAL PERSONNEL:**

Mr. Bharat C. Parekh, Managing Director of the Company as on March 2016

**BUSINESS RISK MANAGEMENT:**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 and Regulation 17 of Listing Regulation, the Company has formulated risk management policy and the same has been placed on the Company website. However at present the Company has not identified any element of risk which may adversely affect the functioning of the Company.

**BOARD EVALUATION:**

The Board of Directors have carried out an annual evaluation of its own performance, Board Committee and individual directors pursuant to the provisions of the Act and the Corporate Governance requirement as prescribed under Listing Regulations. Listing Regulation mandates that the Board Shall monitor and review the Board evaluation frame work.

The performance of the Board was evaluated by the Board after seeking input from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board Process, information and functioning etc.

The Performance of the committee was evaluated by the Board after seeking input from Committee members on the basis of the criteria such as composition of the committee, effectiveness of the committee meeting etc.

The Board and the Nomination and Remuneration committee reviewed the performance of individual director on the basis of the criteria such as contribution of individual directors to the Board and Committee meeting such as preparedness on the issues to be discussed, meaningful and constructive contribution and input in the meeting etc.

In separate meeting independent directors, the performance of the non-independent directors, performance of the Board as a whole was evaluated, taking into account the views of the executive directors and non-executive directors. The same was discussed in the Board meeting and the followed the meeting of independent Directors at which the Performance of the Board, its committee and individual directors was also discussed.

**CORPORATE SOCIAL RESPONSIBLE COMMITTEE:**

The Company understands and values Corporate Social Responsibility (CSR) initiatives of the Government and has also noted the requirement of CSR activities in terms of Companies Act, 2013. But the requirement of mandatory implementation of CSR activities is not applicable to your Company.

**EXTRACT OF ANNUAL RETURN:**

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rule 2014, the extract of Annual Return (Form MGT-9) as on the financial year ended 31<sup>st</sup> March, 2016 is enclosed to the Directors' Report.

**FAMILIARIZATION PROGRAM AND INDEPENDENT DIRECTORS:**

The Company has practice of conducting familiarization program of the independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

In pursuance to the provisions of section 177(9) and (10) of the Companies Act, 2013, Vigil Mechanism to Directors and Employees to report genuine concerns has been established.

The Purpose of the Whistleblower Policy is to allow employees to raise concern about unacceptable, improper or unethical practices being followed in the organization. They will be protected against any adverse action and / or discrimination, as a result of such reporting, provided it is justified and made in good faith. The Chairman of the Audit Committee has been designated for the purpose of receiving and recording any complaints under this policy. The Vigil and Mechanism Policy has been uploaded on the website of the Company.

**DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY PERSONNEL, PERSONNEL AND PARTICULARS OF EMPLOYEES:**

In accordance with section 178 and other applicable provisions, if any of the Companies Act, 2013 read with the Rules issued there under and Regulation 19 of the Listing Regulation, the Board of Directors formulated Nomination and Remuneration Policy of your Company on the recommendation of the Nomination and Remuneration Committee. The Salient aspect covered in the Nomination and Remuneration Policy covering the Policy on appointment and remuneration of Director and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- a) In the preparation of annual account, the applicable accounting standard has been followed along with proper explanation relating to material departures.
- b) Accounting Policies are listed in Notes to the financial statement have been selected and applied consistently. Reasonable and prudent judgment as well as estimates have been made so far as to give a true and fair view of the state of affairs of the Company as on 31<sup>st</sup> March, 2016 and of the Profit of the Company for that period.
- c) Proper and sufficient care for maintenance of adequate accounting records has been taken in accordance with the provisions of the Companies Act, 2013 so as to safeguard the assets of the Company and to detect and prevent fraud and other irregularities.
- d) The Annual Accounts have been prepared on a going concern basis

- e) Internal financial controls system is in place and the same has been followed by the Company. Further such Internal Financial controls are adequate and were operating effectively.
- f) Proper system to ensure Compliance with the provisions of all applicable law and such systems were adequate and operating effectively.

**PERSONNEL:**

There were no employees covered u/s 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

**a) Conservation of Energy:**

1. Energy Conservation measures taken:
  - a) Regular monitoring of consumption, efforts for increase in power factor up to date maintenance.
  - b) Adopted natural lights whenever possible
  - c) Improved operation method helped in achieving better productivity which turns into reduction the power consumption.
  - d) Greater employee awareness made about the need of energy conservation which in turn resulted in switching off lights, fans and machinery when not required.
2. Additional Investments and proposals, if any, being implemented for reduction of consumption of energy : Nil
3. Impact of the measures at (1) and (2) above for reduction of energy conservation and consequent impact on the production of goods. It reduces the energy bill, however the exact impact cannot be measured

**b) Technology absorption**

The Management keeps itself abreast of technology advancement in the industry and has adopted the state of the art transaction, billing and accounting system and also risk management solution.

**c) Foreign Exchange earnings and outgo: Nil**

**AUDITORS:**

M/s B. R. Dalal & Co. Chartered Accountants, retires at the conclusion of the forthcoming Annual General Meeting and have expressed their willingness to continue as Statutory Auditor for the Financial Year 2015-16. The relevant certificate to the effect that their appointment, if made, will be in pursuant to section 141 of the Companies Act, 2013 has been received. The resolution for their re-appointment is being submitted to the Annual General Meeting.

**AUDITORS' REPORT:**

The Comments in the Auditors Report are self explanatory and suitably explained in the Notes to the Accounts.

**SECRETARIAL AUDIT:**

Pursuant to the provisions of section 204 of the Companies Act, 1956 read with Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, your Company has appointed M/s GIRISH MURARKA & CO., Practicing Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed to this Report and the Said Report does not contain any adverse qualification, reservation or adverse remark.

**PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:**

The Details of Investment made and loan advanced by the Company have been given in note no. 15 to the Financial Statement.

The Company has not given any guarantee pursuant to the provisions of section 186 of Companies Act, 2013

**SUBSIDIARY, ASSOCIATES AND JOINT VENTURE COMPANIES:**

The Company has no Subsidiary, Associates and Joint Venture Companies.

**SICK INDUSTRIAL COMPANY:**

As informed earlier, the Company had been declared as Sick Industrial Company u/s 3(i) (o) of Sick Industrial Companies (Special Provision) Act, 1985, at BIFR hearing held on 12<sup>th</sup> December, 2005 and IDBI was appointed as Operating Agency.

At the hearing held on 1<sup>st</sup> September, 2010 BIFR has approved the Rehabilitation Scheme under reference SS-10. The IDBI has been appointed as Monitoring Agency and Monitoring Committee has been constituted for review and appraisal

At the direction of BIFR, the Company had submitted Modified Draft Rehabilitation Scheme and all the clarification & explanation with regards to said MDRS had been submitted through IDBI, Monitoring Agency to BIFR. The BIFR has to fixed the next hearing for sanction of MDRS and allow allotment of 300 Lacs equity shares, Application Money from SICOM INVESTMENT AND FINANCE LIMITED & thereby the Net Worth of the Company gets positive.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has an internal control system commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with the operating system, accounting policies and procedures of the Company. These are routinely tested and certified by Statutory as well as Internal Auditors. The Significant audit observations and the follow up action are reported to the Audit Committee.

**DISCLOSURE AS PER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Pursuant to section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with rule 14, the internal committee constituted under the said Act has confirmed that no complaint / case has been filed / pending with the Company during the year.

**DISCLOSURE UNDER SECTION 134(3) OF THE COMPANIES ACT, 2013.**

There are no material changes and commitment which could affect the company's financial position has occurred between the end of financial year and the date of this report.

**DECLARATION OF INDEPENDENCE:**

Your Company has received declaration from all the independent directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with Schedules and Rules issued there under as well as Regulation 25 of Listing Regulation

**RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company with Promoter, Director, Key Managerial Personnel or other designated person which have a potential conflict with the interest of the Company at large.

**CODE OF CONDUCT:**

The Board of Director has approved a Code of Conduct which is applicable to the Member of the Board and all employees in the course of day to day business operation of the Company.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and designated employees in their business dealing and in particular on matters relating to integrity in the work place, in business practices and in dealing with the stakeholders. All the Board Members and the Senior Management personnel have complied with the Code

**HUMAN RESOURCES DEVELOPMENT:**

Many initiatives have been taken to support business through organizational efficiently, process change support and various employee engagement programs which has helped the Organization to achieve higher productivity level. A significant effort has also been undertaken to develop leadership as well as technical / functional capacities in order to meet future talent requirement.

The Company's HR process such as hiring and on-boarding, fair transparent on line performance evaluation and talent management process, state-of-the-art workmen development process and market assigned policies have been seen as benchmark practice in the Industry. The Employees are encouraged to express their views and are empowered to work independently. The Employees are given the opportunity to learn through various small projects which make them look at initiatives from different perspectives and thus provide them with the platform to become result oriented.

The Management of the Company enjoy cordial relation with its employees at all levels. The Board of Directors wishes to place its highest appreciation for the contribution made by all the employees in achieving growth of the Company.

**ENHANCING SHAREHOLDERS VALUE:**

Your Company believes that its members are among its most important stakeholders. Accordingly your Company's operations are committed to the pursuit of achieving high level of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive assets and resource base and nurturing overall corporate reputation

**CASH FLOW STATEMENT:**

In conformity with the clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2016 annexed hereto.

**ACKNOWLEDGEMENT:**

Your Directors place on record their appreciation for the assistance and co-operation extended by SICOM Investment and Finance Limited (SIFL), Kokan Mercantile Co-op. Bank Limited, Union Bank of India, Government authorities, customers, vendors and members. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**For and on behalf of the Board**

Sd/-

**B. C. Parekh  
CHAIRMAN**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2016**



## **REPORT ON CORPORATE GOVERNANCE**

Your Directors submit their report on the Corporate Governance of the Company for the Financial year 2015-2016.

### **COMPANY PHILISOPHY ON CORPORATE GOVERNANC**

The Company endeavours to improve upon the aspects like transparency, professionalism, accountability and fair disclosures on an ongoing basis and takes necessary steps towards growth and enhancing the value of its shareholders. The Company firmly believes that the business is built on ethical values and principle of transparency. Good Governance is an essential ingredient of any business, a way of life rather than a mere legal compulsion. The Company Philosophy on Corporate Governance is to adopt internal and external measures to increase the level of transparency, accountability, business risk management, internal control system and their adequacy, human resource development, enhancing shareholders value and to respect the laws of land & rights of stakeholders and to uphold at all times fundamental values of accountability, probity and transparency.

### **GOVERNANCE FRAMWORK:**

The Company's Governance structure consist of Board of Directors, its Committee and the Management.

### **BOARD STRUCTURE:**

#### **Board Leadership:**

The Company has a well balanced Board of Directors with members from diverse backgrounds who have experience and expertise in various fields. Out of 5 Member on the Board, 3 are independent Directors who are qualified professionals and well known for their experience, One is Managing Director and One is Promoter Woman Director.

#### **Board Committee:**

The Committee has been constituted by the Board with specific terms of reference and have an optimum representation of Board Members. Presently there are four committees of the Board viz Audit Committee, Share Transfer / Investor Grievance Committee, Nomination and Remuneration Committee and Business Risk Committee.

### **BOARD OF DIRECTORS:**

The Board of Directors had met four times during the financial year 2015-16. These meeting were held on 18<sup>th</sup> May, 2015, 13<sup>th</sup> August, 2015, 14<sup>th</sup> November, 2015 and 11<sup>th</sup> February, 2016

Name of Director	Category of Directorship	No.of Board Meeting attended	Attendance of last AGM	No.of Other Directorship	Member	Chairman
Mr. B. C. Parekh	Promoter – Managing Director	4	YES	-	-	-
Mr. Ishan D. Selarka	Non Executive Independent Director	4	YES	-	-	-
Mr. Akshay Bhatt	Non Executive Independent Director	4	YES	-	-	-
Mr. Sandeep Poddar	Non Executive Independent	4	YES	-	-	-

	Director					
Mrs. Darshana B. Parekh	Promoter-Woman Director	3	YES	-	-	-

#### **Audit Committee:**

The terms of reference of Audit Committee is according to Clause 18 of Listing Regulation and section 177 of Companies Act, 2013 which, *inter-alia*, includes to oversee the Company's financial reporting process, to review Directors' Responsibility Statement, changes, if any, in accounting policies and reasons for the same, qualification in draft Auditors' Report, performance & independence of Statutory and internal Auditors, report on the Company's internal auditors, financial statement audited by the Statutory Auditor and also review the information relating to Management Discussion and Analysis of financial statement and results of the operations, statement on significant related party transactions and internal control system.

The Audit Committee consist of Mr. Ishan D. Selarka, Mr. Akshay Bhatt and Mr. Sandeep Poddar as Members.

The Committee met on 18<sup>th</sup> May, 2015, 13<sup>th</sup> August, 2015, 14<sup>th</sup> November, 2015 and 11<sup>th</sup> February, 2016 to review the Quarterly results, to review the financial conditions and results of operations, overseas the general accounting practice and other management policies.

<b>Name of Director</b>	<b>No. of Meeting held</b>	<b>No. of Meeting attended</b>
Mr. Akshay Bhatt	4	4
Mr. Ishan D. Selarka	4	4
Mr. Sandeep Poddar	4	4

#### **Nomination and Remuneration Committee**

The terms of reference of Nomination and Remuneration Committee is according to section 178 of the Companies Act, 2013 and Clause 19 of the Listing Regulations.

During the year under review, the Company has not paid any remuneration to Directors. The Board has, on recommendation of the Nomination & Remuneration Committee has framed a policy for selection and appointment of Directors, Senior Management and their Remuneration. The Remuneration Committee consist of Three Independent Professional Director – Mr. Ishan D. Selarka, Mr. Akhsay Bhatt, Mr. Sandeep Poddar under the chairmanship of Mr. Akshay Bhatt

During the year the Committee Meeting was held on 13<sup>th</sup> August, 2015, 14<sup>th</sup> November, 2015 and 11<sup>th</sup> February, 2016

<b>Name of Director</b>	<b>No. of Meeting held</b>	<b>No. of Meeting attended</b>
Mr. Akshay Bhatt	3	3
Mr. Ishan D. Selarka	3	3
Mr. Sandeep Poddar	3	3

**Share Transfer Committee/Investor Grievance Committee:**

Shareholder's Grievance Committee was constituted to look into shareholder's/Investor's grievance relating to transfer/transmission of shares, non-receipt of Dividend/Annual Reports, duplicate share certificate & other related matter. The Shareholder/Investor Grievance committee has been constituted under the chairmanship of Mr. B.C. Parekh with Mr. Akshay Bhatt and Mr. Sandeep Poddar. There is no pending complaints as on 30<sup>th</sup> May, 2016

During the year the Committee Meeting was held on 13<sup>th</sup> August, 2015, 14<sup>th</sup> November, 2015 and 11<sup>th</sup> February, 2016

Name of Director	No. of Meeting held	No. of Meeting attended
Mr. Sandeep Poddar	3	3
Mr. Ishan D. Selarka	3	3
Mr. Akshay Bhatt	3	3

**Risk Management Committee:**

The Terms of reference of Risk Management Committee is in compliance of clause 49 of the Listing Agreement, *inter alia*, includes to assess risk in the operation of the business of the Company, to mitigate and minimize of risk assessed in the operations of business and periodic monitoring of risks.

During the year the Committee Meeting was held on 13<sup>th</sup> August, 2015, and 11<sup>th</sup> February, 2016. The constitution of the committee and attendance at the meeting are as under:

Name of Director	No. of Meeting held	No. of Meeting attended
Mr. Bharat C. Parekh	2	2
Mr. Ishan D. Selarka	2	2
Mr. Akshay Bhatt	2	2

**Performance Evaluation of Chairman, Directors, Board and Committees:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has to carry out the annual performance evaluation for financial year 2015-16 of Chairman, Directors, Board and its Committee.

The evaluation framework for assessing the performance of Chairman, Directors, Board and Committees comprises, *inter-alia* of the following parameters:

- Directors bring an independent judgment on the Board discussion utilizing his knowledge and experience especially on issues related to strategy, operational performance and risk management
- Directors demonstrate awareness and concerns about the norms relating to Corporate Governance, disclosure and legal compliance.
- Directors contributes new ideas / insights on the business issues raised by the Management.
- Directors anticipate and facilitate deliberations on new issues that Management and the Board should consider.
- The Board / Committee meeting are conducted in a manner which facilitate open discussion and robust debate on all key items on the agenda.
- The Board receives adequate and timely information to enable discussion / decision making during Board Meetings.
- The Board addresses interest of all stakeholders of the Company.

- h) The Committee is delivering on the defined objectives.
- i) The Committee has the right composition to deliver its objectives.

**Meeting of Independent Directors:**

During the year under review, the Independent Directors met on 11<sup>th</sup> February, 2015, *inter alia*, to consider:

1. The Performance of Non-independent Directors and the Board as a whole.
2. The Performance of Executive Directors
3. The quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

**Name & Designation of Compliance Officer:**

Mr. B.C. Parekh  
102 Atlanta  
Nariman point  
Mumbai 400 021

**GENERAL BODY MEETINGS:**

Financial Year	Date	Venue
1st April 2012 to 31 <sup>st</sup> March 2013	Saturday, 28 <sup>th</sup> day of September, 2013 at 11.00 a.m.	Plot No, J-61, Additional MIDC Area, Murbad, Dist.Thane
1st April 2013 to 31 <sup>st</sup> March 2014	Monday, 29 <sup>th</sup> day of September, 2014 at 11.30 a.m.	Plot No, J-61, Additional MIDC Area, Murbad, Dist.Thane
1st April 2014 to 31 <sup>st</sup> March 2015	Saturday, 26 <sup>th</sup> day of September, 2015 at 12.30 pm	Plot No, J-61, Additional MIDC Area, Murbad, Dist.Thane

**DISCLOSURES:**

The related party transactions are reported in the notes to the Accounts of this Annual Report.

**MEANS OF COMMUNICATION:**

1. **Publication of Quarterly financial results:**  
Quarterly, half yearly, nine-monthly and annual financial results of the Company were published in English and Vernacular language.  
“Limited Review Report” by Statutory Auditor of the Company for Quarterly results were uploaded to BSE Limited. The Shareholders can also access the Quarterly Results on the website of BSE Limited
2. **Stock Exchange:**  
Your Company make timely disclosure of necessary information to BSE Limited in terms of Listing Agreement(s) and other rules and regulations issued by SEBI
3. **BSE Corporate compliance and Listing Centr:**  
All periodical compliance filing, *inter alia*, Shareholding Pattern, Corporate Governance Report, Outcome of The Board Meeting, Status of Shareholders’ Complaint, Corporate announcement, amongst others are filed electronically on the Listing Centre.

**SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2016**

Sr. No.	Category of Shares	No. of Shares	% of total shares
(A)	Promoter & Promoter Group		
	a) Individual	37020509	86.17
	b) Body Corporate	2714117	6.32
	c) Other	481588	1.12
	Sub - Total	40216214	93.61
(B)	Public Shareholding		
	1. Institution:		
	a) Mutual Funds	9392	0.03
	b) Financial Institution & Bank	251160	0.58
	c) Foreign Institutional Investor	0	
		260552	0.60
	2. Non-Institutional		
	a) Individual		
	b) Clearing Members	302	0.00
	c) Non-Resident Indian	3904	0.01
	d) Body Corporate	47336	0.11
	e) Individual	2435162	5.67
	Sub - Total	2747256	6.39
	<b>Grand Total</b>	<b>42963470</b>	<b>100.00</b>

**OTHER DISCLOSURES:**

- a) Related Party Transactions:  
During the financial year 2015-16, the Company has no materially significant Related Party Transaction which is considered to have potential conflict with the interest of the Company at Large.
- b) The Company has adopted a whistle blower policy and has established vigil mechanism for employee and directors to report about unethical behavior. No person has been denied access to the Chairman and Audit Committee.
- c) Reconciliation of share capital audit: A qualified practicing Company Secretary carried out a Share Capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The Audit Report confirm that the total issued / paid up capital is in agreement with total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- d) Code of Conduct:  
The Company has in place a Code of Conduct applicable to the Board as well as designated employees. The Members of the Board and senior management personnel have affirmed the compliance with the code applicable to them during the year ended 31<sup>st</sup> March, 2016.

The Annual Report of the Company contain certificate by the Managing Director in terms of Regulation 34(3) and Part D of Schedule V of the Listing Regulation based on the compliance declarations received from the Independent Directors, Non-Executive Directors and Senior Management.

**SHAREHOLDER INFORMATION :**

Annual General Meeting Place, Date and Time	34 <sup>th</sup> Annual General Meeting will be held at the Registered Office of the Company at Plot No. J-61, Additional MIDC Area, Murbad, District Thane on Saturday, the 17 <sup>th</sup> day of September, 2016 at 11.30 pm
Financial Year ending	31 <sup>st</sup> March, 2016
Date of Book Closure	Monday, 12 <sup>th</sup> September, 2016 to Saturday, 17 <sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting
Listing with Stock Exchange	Equity Shares of the Company are listed with BSE Limited (Scrip Code 500421)
Face Value of Equity Shares	Re. 1/- each
Market Price Data	The Shares of the Company has been suspended for Trading and hence no data can be furnished
Dematerialization of Shares	As per the directive of the Stock Exchange, the Companies Shares are dematerialized. The Company has made the arrangement with NSDL and CDSL for demat of the Shares. ISIN is INE578C01021
Share Transfer Agent	Big share Services Private Limited E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri East, Mumbai 400 072 Tele : 022-28470652 / 40430200 Fax : 022-28475207 Email : info@bigshareonline.com

## **Management Discussion and Analysis**

### **Overall review, Industry Structure and Developments:**

The outlook for the years ahead is likely to be influenced by three factors, 1) China's structural changes from a manufacturing, and investing economy to services led one. 2) Commodity and energy prices, 3) Monetary policies around the world.

Global growth is expected to pick up to 3.40% in 2016 and 3.60% in 2017. The advanced economies continued to show modest and uneven improvements, as the US continued to be resilient. The emerging markets and developing economies that contribute to almost 70% of the global growth continued to be strained, however in a better position compared to the previous year

The polymer sector in India is estimated at over \$32bn and this is expected to grow upwards of 8% over the next five years. Despite being the world's third largest market behind US and China, India lags in the consumption of polymer

India's per capita consumption stood at below 10kgs, compared to the world average of 30kgs. With increased sales in automobiles, the government's initiatives of lining canals and demand for packing material increasing on account of retail growth this sector is slated to grow at double digits in the coming years.

### **Opportunities and Threat**

Your Company enjoys the benefit of experience of over three decades in the manufacturing of FIBCs. The strength of the business lies in the supply of the manufactured FIBCs that reach the end user and not the Trader. The Management expertise and their association with Polymer processing industry have always been an added advantage to your Company. The Management has embarked on Operational excellence and business strategy growth. Fresh steps have been taken to improve cost effectiveness, excellence in product quality, customer service and operational productivity.

Fluctuating prices of raw materials / raw material shortages – The Main raw material used in the manufacture of FIBC is polypropylene, which is a crude derivative and subject to price fluctuation. The Shortage of Raw Materials further aggravates stiff competition for Raw Materials. This Raw Material account for 60 to 70% of cost of FIBC manufacturing and the end result would be raising pressure on prices. However with the proper planning, the Management has managed to keep these uncertainties under control.

There is tremendous shortage of skilled manpower and being a labor intensive industry, it has the potential to affect the production. However the Management has adequate system in place to constantly monitor manpower requirement, provide internal training.

Your company a certified ISO 9001:2008 adheres to the latest international standards, and believes in adapting the best practices in the industry, be it people, processes, quality of our products or internal systems

### **Segment wise Performance**

Presently the Company deals in one segment only which is manufacturing of packaging items.

### **Future Outlook**

The Directors' Report has specifically dealt with the subject under the head "Future Outlook"

### **Internal control System**

The Company has adequate system of internal control with regards to purchase of stores, raw materials including components, Plant & Machineries, equipment's, sale of goods. The internal control system is supplemented by well documented policies and guidelines and is conducted by internal audit. The Internal Audit Report are periodically put to and are reviewed by Audit Committee and top Management on quarterly basis.

### **Human relations**

Human resource is the most important resource and need to be used efficiently. The Company views its employees as valuable resources who are important stakeholders in the growth, prosperity and development of the organization. The Company is committed to provide necessary training / conduct development programs to provide necessary skills required within the employee. The Management of the Company enjoy cordial relations with its employee at all levels.

### **Financial performance with respect to operational performance**

For the want of additional working capital, the Company operates at low capacity utilization resulting in the operational cash profits to be low and further due to high cost of borrowing the bottom line is resulted in a loss. The financial constraint is also due to your Company being declared a Sick Company under the Sick Industrial Companies Act, 1985. However the Management is putting all its effort for achieving best level of operation. Once these constraints are resolved, the cost saving on Purchase, Process improvement giving better yield and up-gradation on existing equipment will have multiplying impact on the financial performance.



## CERTIFICATION

To,  
The Members of  
**TPI INDIA LIMITED**

We have examined the compliance of conditions of Corporate Governance, by **TPI India Limited**, for the year ended on 31<sup>st</sup> March, 2016 as stipulated in clause 40 of the Listing Agreement of the Said Company with Stock Exchange.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations, 2015.

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

**For B. R. Dalal & Co**  
**Chartered Accountants**

Sd/-  
**Bharat Dalal**  
**Proprietor**  
**Membership No. 31052**  
**FRN : W102024**  
**Digitally Signed**

**Place: Mumbai**  
**Date : 30<sup>th</sup> May, 2016**

## **DECLARATION BY MANAGING DIRECTOR**

I, Mr. Bharat C. Parekh, Managing Director of TPI India Limited, hereby declare that all the Board Members of the Board of Directors have affirmed compliance with code of conduct applicable to them as laid down by the Board of Directors in terms of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 for the year ended 31<sup>st</sup> March, 2016.

**For TPI INDIA LIMITED**

Sd/-

**Bharat C. Parekh  
Managing Director**

**Place : Mumbai  
Date : 30<sup>th</sup> May, 2016**

## **CERTIFICATION BY MANAGING DIRECTOR**

I, **Bharat Chimanlal Parekh**, Managing Director of **TPI INDIA LIMITED** hereby certify that:

- a) I have reviewed financial statement and cash flow statement for the year ended 31<sup>st</sup> March, 2016 and to the best of my knowledge and belief:
  - i) The Statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) These Statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company, pertaining to the financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiency in the design or operation of such internal control, if any, of which we have aware and the steps taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and Audit Committee that :
  - i) There has not been any significant change in internal control over financial reporting during the year under reference:
  - ii) There has not been any significant change in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
  - iii) There has not been any instances during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control over financial reporting.

**For TPI INDIA LIMITED**

Sd-

**Bharat C. Parekh**  
**Managing Director**

**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2016**

**Form No. MGT – 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31<sup>st</sup> March, 2016**  
Pursuant to section 92 of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

**I. Registration Details**

1. CIN	: L28129MH1982PLC026917
2. Registration Date	: 14th April, 1982
3. Name of the Company	: TPI India Limited
4. Category / Sub-Category of the Company	: Company Limited by Shares / Indian Non-Government Company
5. Address of Registered Office and contact Details	: Plot No. J-61, Additional MIDC, Murbad, District Thane Phone : Email : <a href="mailto:Grievance@tpiindia.in">Grievance@tpiindia.in</a> Website : <a href="http://www.tpiindia.in">www.tpiindia.in</a>
6. Whether Listed Company (Yes/No)	: Yes
7. Name, Address and Contact details of Registrar and Transfer Agent	: BIGSHARE Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka Andheri East, Mumbai 400 072 Tele: 022 – 2847 0652 022 – 40430200 Email : <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>

**II. Principle Business Activities of the Company**

Name and Description of Main Products / Services	NIC Code of the Products / Services	% of the Total Turnover
Kraftlined PP Bags / FIBC – Bulk Bags	39239000	100%

**III. Particulars of Holding, Subsidiary and Associate Companies** Nil

**IV. Shareholding Pattern ( Equity Share Capital Breakup as percentage of Total Equity**

a) Category wise Shareholding	Refer Annexure 1
b) Shareholding of Promoter	Refer Annexure 2
c) Change in Promoter Holding	Refer Annexure 3
d) Shareholding Pattern of Top Ten Shareholder Other than Director, Promoter and holder of GDRs And ADRs	Refer Annexure 4
e) Shareholding of Directors and Key Managerial Personnel	Refer Annexure 5

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**V. INDEBTEDNESS**

Rs. In Lac

Indebtedness of the Company including interest outstanding / accrued but not due				
	Secured Loan	Unsecured Loan	Deposit	Total
<b>At the beginning of Financial Year</b>				
a) Principle Amount	1336.93	417.23	---	1754.15
b) Interest due	35.99	---	---	35.99
c) Interest accrued but Not due	---	---	---	---
<b>Changes during the Financial year</b>				
a) Addititon : Principle	50.00	465.26	---	515.26
b) Addition : Interest	306.40	17.72	---	324.12
c) Reduction : Principle	31.77	280.92	---	312.69
d) Reduction : Interest	200.18	17.72	---	217.90
<b>At the end of Financial Year</b>				
a) Principle Amount	1355.16	601.57	---	1936.72
b) Interest due	142.21	--	---	142.21
c) Interest accrued but Not Due	---	--	---	---

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**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Sr. No.	Particulars of Remuneration	Managing Director Bharat C. Parekh	Marketing Officer Avinash B. Parekh
1	Guarantee Commission	3,00,000.00	Nil
2	Salary	Nil	3,60,000.00

**SHAREHOLDING PATTERN (Equity Share Capital breakup as percentage of the Total Equity  
Annexure I**

**Category-wise Shareholding**

Category Code	Category of Shareholders	Beginning of the year - 01.04.2015				End of the year 31.03.2016				% change during the year
		Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
<b>(A)</b>	<b>Promoter (Including Promoter Group)</b>									
1	Indian									
(a)	Individual / Hindu Undivided Family	35000000	2020509	37020509	86.17	35000000	2020509	37020509	86.17	Nil
(b)	Central / State Government	-	2714117	2714117	6.32	-	2714117	2714117	6.32	Nil
(c)	Body Corporate	-	481588	481588	1.12	-	481588	481588	1.12	Nil
(d)	Banks / Financial Institution	-	-	-	-	-	-	-	-	Nil
(e)	Any Other (Person acting in concert)	-	-	-	-	-	-	-	-	Nil
	<b>Sub-Total (A) (1)</b>	<b>35000000</b>	<b>5216214</b>	<b>40216214</b>	<b>93.61</b>	<b>35000000</b>	<b>5216214</b>	<b>40216214</b>	<b>93.61</b>	<b>Nil</b>
2	Foreign									
(a)	NRI - Individual	-	-	-	-	-	-	-	-	Nil
(b)	Foreign Individual	-	-	-	-	-	-	-	-	Nil
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	Nil
(d)	Institution	-	-	-	-	-	-	-	-	Nil
(e)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	Nil
(f)	Any Other	-	-	-	-	-	-	-	-	Nil
	<b>Sub-Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>Nil</b>
	<b>Total Shareholding Promoter and Promoter Group (A) = (A)1+(A)2</b>	<b>35000000</b>	<b>5216214</b>	<b>40216214</b>	<b>93.61</b>	<b>35000000</b>	<b>5216214</b>	<b>40216214</b>	<b>93.61</b>	<b>Nil</b>
<b>(B)</b>	<b>Public Shareholding</b>									
1	Institutions									
(a)	Mutual Fund / UTI	240	9152	9392	0.03	240	9152	9392	0.03	Nil
(b)	Financial Institution / Banks	1000	250160	251160	0.58	1000	250160	251160	0.58	Nil
(c)	Central / State Government	-	-	-	-	-	-	-	-	Nil
(d)	Venture Capital Fund	-	-	-	-	-	-	-	-	Nil
(e)	Insurance Company	-	-	-	-	-	-	-	-	Nil
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	Nil
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	Nil
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	Nil
(i)	Any Other	-	-	-	-	-	-	-	-	Nil
	<b>Sub Total (B)1</b>	<b>1240</b>	<b>259312</b>	<b>260552</b>	<b>0.60</b>	<b>1240</b>	<b>259312</b>	<b>260552</b>	<b>0.60</b>	<b>Nil</b>
2	Non Institutions									
(a)	Bodies Corporate	42476	48360	90836	0.21	46424	912	47336	0.11	Nil
(b)	Individuals									
i	Individual Shareholders holding nominal share capital upto Rs. 1 lakh	752997	1638645	2391642	5.57	756515	1678647	2435162	5.67	Nil
ii	Individual Shareholders holding nominal share capital exceeding Rs. 1 lakh	-	-	-	-	-	-	-	-	Nil
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	Nil
(d)	Any other - Specify	-	-	-	-	-	-	-	-	Nil
i	Clearing Members	302	-	302	0.00	302	-	302	0.00	Nil
ii	Non Resident Individual (NRI)	900	3004	3904	0.01	900	3004	3904	0.01	Nil
	<b>Sub Total (B)2</b>	<b>796675</b>	<b>1690029</b>	<b>2486704</b>	<b>5.79</b>	<b>804141</b>	<b>1682563</b>	<b>2486704</b>	<b>5.79</b>	<b>Nil</b>
	<b>Total Public Shareholding (B) = (B)1+(B)2</b>	<b>797915</b>	<b>1949941</b>	<b>2747256</b>	<b>6.39</b>	<b>805381</b>	<b>1941875</b>	<b>2747256</b>	<b>6.39</b>	<b>Nil</b>
	<b>TOTAL (A)+(B)</b>	<b>35797915</b>	<b>7165555</b>	<b>42963470</b>	<b>100.00</b>	<b>35805381</b>	<b>7158089</b>	<b>42963470</b>	<b>100.00</b>	<b>Nil</b>
<b>(C)</b>	<b>Shares held by custodian and against which Depository Receipt have been issued</b>									
1	Promoter and Promoter Group	-	-	-	-	-	-	-	-	Nil
2	Public	-	-	-	-	-	-	-	-	Nil
	<b>Sub Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>Nil</b>
	<b>Grand Total (A)+(B)+(C)</b>	<b>35797915</b>	<b>7165555</b>	<b>42963470</b>	<b>100.00</b>	<b>35805381</b>	<b>7158089</b>	<b>42963470</b>	<b>100.00</b>	<b>Nil</b>

## Shareholding of Promoter (Including Promoter Group)

Annexure 2

Sr. No.	Name of Shareholders	No. of shares held				% Change in Shareholding during the year	
		Beginning of the year 01.04.2015		End of the year 31.03.2016			
		No. of shares	% of Total Shares of the Capital	% of shares pledged encumbered to total Shares	No. of shares	% of Total Shares of the Capital	% of shares pledged encumbered to total Shares
1	Bharat Parekh	22119989	51.49	100%	22119989	51.49	100%
2	B. C. Parekh HUF	15200	0.04	100%	15200	0.04	100%
3	Haasmukh C. Parekh	14739080	34.31	100%	14739080	34.31	100%
4	Haasmukh C. Parekh HUF	3640	0.01	100%	3640	0.01	100%
5	Darshana B. Parekh	60000	0.14	100%	60000	0.14	100%
6	Avinash B. Parekh	37600	0.09	100%	37600	0.09	100%
7	Pooja B. Parekh	44800	0.10	100%	44800	0.1	100%
8	Shreeji Exports Pvt. Ltd.	1457677	3.39	100%	1457677	3.39	100%
9	Trillion Investment and Trading Pvt. Ltd.	665760	1.55	100%	665760	1.55	100%
10	CHM Packaging Pvt. Ltd.	590680	1.37	100%	590680	1.37	100%
11	Lalita C. Parekh	232060	0.54	0	232060	0.54	0
12	Chimanlal K. Parekh	148400	0.35	0	148400	0.35	0
13	Asha H. Parekh	101128	0.24	0	101128	0.24	0
		40216214	93.62		40216214	93.62	

**Change in the Promoter's (Including Promoter Group) Shareholding  
Annexure 3**

	Shareholding at the beginning of the year (ie 01.04.2015)		Shareholding at the end of the year (ie 31.03.2016)	
	No. of shares	% of Total Shares	No. of shares	% of Total Shares
At the beginning of the year	40216214	93.61%		
change during the year			Nil	
At the end of the year			40216214	93.61%



**Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoter and Holders of GDRs and ADRs)**  
Annexure 4

Sr. No.	Name of the Shareholders	Shareholding		Cumulative Shareholding	
		No. of Shares	% of Total share of the Company	No. of Shares	% of Total share of the Company
<b>1</b>	<b>Stressed Assets Stabilisation</b>				
	At the beging of the year	250000	0.58	250000	0.58
	Bought during the year	0	0.00	250000	0.58
	sold during the year	0	0.00	250000	0.58
	At the end of the year	250000	0.58	250000	0.58
<b>2</b>	<b>Mr. Rupesh Dillip Kamdar</b>				
	At the beging of the year	29300	0.07	29300	0.07
	Bought during the year	0	0.00	29300	0.07
	sold during the year	0	0.00	29300	0.07
	At the end of the year	29300	0.07	29300	0.07
<b>3</b>	<b>Sanjay Chandrakant Tanna</b>				
	At the beging of the year	0	0.00	27800	0.06
	Bought during the year	27800	0.00	27800	0.06
	sold during the year	0	0.00	27800	0.06
	At the end of the year	27800	0.06	27800	0.06
<b>4</b>	<b>Ezti Namazi</b>				
	At the beging of the year	25000	0.06	25000	0.06
	Bought during the year	0	0.00	25000	0.06
	sold during the year	0	0.00	25000	0.06
	At the end of the year	25000	0.06	25000	0.06
<b>5</b>	<b>Jaydeep S. Mehta</b>				
	At the beging of the year	13750	0.03	13750	0.03
	Bought during the year	0	0.00	13750	0.03
	sold during the year	30	0.00	13750	0.03
	At the end of the year	13720	0.03	13750	0.03
<b>6</b>	<b>Kusum Mehta</b>				
	At the beging of the year	13300	0.03	13300	0.03
	Bought during the year	10120	0.02	23420	0.05
	sold during the year	0	0.00	23420	0.05
	At the end of the year	23420	0.05	23420	0.05
<b>7</b>	<b>Sheetal Ashok Dholakia</b>				
	At the beging of the year	9400	0.02	9400	0.02
	Bought during the year	0	0.00	9400	0.02
	sold during the year	0	0.00	9400	0.02
	At the end of the year	9400	0.02	9400	0.02
<b>8</b>	<b>Ravin H. Bhagat</b>				
	At the beging of the year	9200	0.02	9200	0.02
	Bought during the year	0	0.00	9200	0.02
	sold during the year	0	0.00	9200	0.02
	At the end of the year	9200	0.02	9200	0.02
<b>9</b>	<b>Deven Nitendra Mehta</b>				
	At the beging of the year	10000	0.02	10000	0.02
	Bought during the year	0	0.00	10000	0.02
	sold during the year	0	0.00	10000	0.02
	At the end of the year	10000	0.02	10000	0.02
<b>10</b>	<b>Vasumat V. Mandalla</b>				
	At the beging of the year	9900	0.02	9900	0.02
	Bought during the year	0	0.00	9900	0.02
	sold during the year	0	0.00	9900	0.02
	At the end of the year	9900	0.02	9900	0.02

Shareholding of Directors and Key Managerial Personnel  
Annexure 5

	Shareholding at the beginning of the year (ie 01.04.2015)		Shareholding at the end of the year (ie 31.03.2016)	
	No. of shares	% of Total Shares	No. of shares	% of Total Shares
1. Mr. Bhairat C. Parekh	22119989	51.49%	22149989	51.49%
2. Mrs. Garshana B. Parekh	60000	0.14%	60000	0.14%
3. Ishan D. Selarka	0	0.00%	0	0.00%
4. Akshay D. Bhatt	0	0.00%	0	0.00%
5. Sandeep Poddar	0	0.00%	0	0.00%
6. Avinash B. Parekh (Marketing Officer)	37600	0.09%	37600	0.09%

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015**  
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the  
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**TPI India Limited**  
Plot No. J-61, Additional MIDC,  
Murbad,  
District Thane 401 121

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

Based on verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officer, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period covering the financial year ended 31<sup>st</sup> March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board –process and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

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

1. The Companies Act, 2013 (the Act) and the rules made there under
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
4. 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:
5. The following Regulations and Guidelines prescribed under 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 (now known as SEBI (Prohibition of Insider Trading) Regulation 2015

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- d) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies and dealing with Client.
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ( **Delisting of Equity Share from Delhi Stock Exchange Limited, Ahmedabad Stock Exchange Limited and Kolkatta Stock Exchange Limited is pending**)

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

- 1. Secretarial Standard issued by the Institute of Company Secretaries of India
- 2. The Listing Agreement entered into by the Company with The BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc mentioned above. The Equity Shares of the Company continued to be listed with BSE Limited, however the trading is suspended. The Company has received in-principle approval for revocation of suspension of trading of Equity Shares vide letter reference DCS/COMP/OT/SB/162/2015-16 dated 17<sup>th</sup> December, 2015 with the re-instatement fee of Rs. 26.00 Lac plus service tax 14.50% (including 0.50% Swachh Bharat cess). But your Company being declared as Sick Company by BIFR, as per the norms of re-instatement fee shall be Rs. 14.00 Lac plus taxes as stated above. The representation was made in this regards to BSE Ltd and the company is awaiting their positive response.

We further report that there is no events / actions in pursuance of:

- a) The Securities and Exchange Board of India (Issue of Listing of Debt Securities) Regulations, 2008
- b) The Securities and Exchange Board of India (buyback of securities ) Regulations 1998.
- c) The Securities and Exchange Board of India ( Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999

**We further report that**

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

Adequate Notice is given to all the 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 agenda items before the meeting and for meaningful participation at the meeting.

All the decision at Board Meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committees of the Board, as the case may be.

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

We further report that during the audit period, there were no major events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For GIRISH MURARKA & CO.  
Company Secretaries**

**Place: Mumbai  
Date : 30<sup>th</sup> May, 2016**

**Sd/-  
Girish Murarka  
Proprietor  
CP - 4576  
ACS - 7036**

**INDEPENDENT AUDITORS' REPORT**  
**TO THE MEMBERS OF TPI INDIA LIMITED**

**Report on the Financial Statements:**

We have audited the accompanying financial statements of TPI INDIA LIMITED ("the company") ,which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, 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 in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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.

**I) Basis for Qualified Opinion:**

**(1) The Trade Receivables, Trade Payables, Current and Non-current Liabilities, Loans and Advances given and taken are subject to confirmation, reconciliation, adjustments and provision, if any. Which may arise out of confirmation and reconciliation.**

**(2) Interest on deferred Sales Tax Liability of Rs. 120.65 lacs have not been provided in the accounts as stated in Notes No. 25 (21).**

**The amount of (1) above cannot be ascertained precisely. The effect of the (2) above will be to increase the loss and reduce the Reserve by Rs. 120.65 lacs.**

**Qualified Opinion:**

In our opinion and to the best of our information and according to the explanations given to us **except for the effects of the matter described in the Basis for Qualified Opinion paragraph and subject to Note No. 25 (3) and (21) of Notes to Accounts and read together with other notes thereon**, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement of the cash flows for the year ended on that date.

**II) Report on other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books,

c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in Annexure

g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, and according to the information and explanations given to us; in our opinion and to the best of our knowledge and belief and to our best of our information and according to the explanations given to us:

i The Company does not have any pending litigations which would impact its financial position]

ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses]

iii. An amount of Rs. 3,17,428/-is not transferred to the Investor Education and Protection Fund by the Company. However the same has been kept in the separate bank account [refer Note No.25 (17)]

**FOR B R Dalal & Co.**  
**Chartered Accountants**  
**Firm Reg. No.W102024**

**Sd/-**

**Bharat Dalal**  
**Membership No. 31052**  
**Place: USA,**  
**Dated: 30<sup>th</sup> May 2016.**  
**(Digitally signed)**



## **ANNEXURE TO THE AUDITOR'S REPORT.**

Referred to in paragraph II). 1 of the Independent Auditor's Report of even date to the Members of TPI INDIA LIMITED on the financial statements as of and for the year ended 31<sup>st</sup> March, 2016.

1. (a) In our opinion and according to the information and explanation given to us and based on our examination of books, the Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

(b) All the Fixed Assets have not been physically verified by the management during the year but there is regular programme of verification which in our opinion is reasonable having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanation given to us and based on our examination of books, the title deeds of immovable properties are held in the name of the company.

2. (a) The Inventories have been physically verified by the management at the end of the year. In our opinion, the frequency of verification is reasonable.

(b) In our opinion, the discrepancies noticed on verification between the physical stocks and the book records are not material and have been properly dealt in the books of accounts.

3. In our opinion and according to the information and explanation given to us and based on our examination of books, the Company has not granted any Loan Secured or Unsecured to companies, firms, Limited Liability Partnership or other the parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the provisions of clause (iii) (a), (b) and (c) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.

4. In our opinion and according to the information and explanation given to us and based on our examination of books, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with in respect of loans, investments, guarantees, and security.

***5. The Company has accepted certain deposits from public for which the directives issued by the Reserve Bank of India and the provision of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under have not been complied with. For the above referred accepted deposits, company has not complied with the provisions like advertisement in***

**news paper, filing of annual return, maintaining the liquid assets, rate of interest and the limit up to which the deposits can be accepted from the public.**

**We were informed that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal for the above said defaults.**

6. Maintenance of Cost records has not been specified by the Central Government under Sub-Section (1) 148 of the Companies Act, 2013.
7. a) According to the information and explanations given and the record of the Company examined by us, in our opinion, undisputed statutory dues including provident fund, employees' state insurance fund, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities have **not been deposited** within stipulated time with the appropriate authorities.

According to the information and explanations given to us, the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date becoming payable are mentioned below:

**(b) i) The undisputed statutory dues are as follows:-**

<b>Sr. No.</b>	<b>Nature of Dues</b>	<b>Financial Year</b>	<b>Amount</b>	<b>Remarks</b>
1	Deferred Sales Tax	1994-95 to 03-04	2,47,97,881/-	Relief sought under BIFR Scheme
2.	Additional Demand on Assesment of Sales Tax for above years	1994-95 to 03-04	1,61,84,583/-	Relief seeking for in Revised MDRS for including this Additional Liabilities for setting off against un-avalied Sales Tax Deferral limit of Rs. 524.60 Lac

ii) According to information and explanation given, the disputed statutory dues aggregating to **Rs. 960.32 lacs** in respect of income tax or sales tax or service

tax or duty of customs or duty of excise or value added tax and Cess that have not been provided and deposited on account of disputed matter pending before appropriate authorities are as under:

Name of the Statute	Nature of Dues	Amount of Dues	Period to which the amount relates	Forum at which dispute is pending
IT Act	Penalty	124.69 Lacs	F Y 06-07	CIT (A)
Custom-DGFT	Penalty	807.94 Lacs	F Y 94-95 to 99-00	DGFT, Delhi.
Custom Act	Duty	27.69 lacs	F Y 08-09	CESTAT.

8. Based on our audit procedure and according to the information and explanation given to us, we state that the company has not defaulted in repayment of loans or borrowings and interest to financial institution, bank, government or debenture holders except the following:

Name	Nature	Period	Amount
SIFL	Interest	Oct. 15 to March 2016	1,42,20,028/-

- (9). According to the information and explanation given to us and based on our examination of books, the company has not raised by way of initial public offer or further public offer (including debt instruments). In our opinion and according to information and explanations given to us, the company has applied the term loan for the purposes for which that is raised.
- (10) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted Auditing practices in India and according to the information and explanations given to us, in our opinion, we have neither come across or noticed during the year, any instances of material fraud by the Company or on the Company by its officers or employees, nor have we been informed of any such cases by the management.
- (11) In our opinion and according to the information and explanation given to us, no managerial remuneration has been paid or provided in accordance without the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (12) In our opinion and according to the information and explanation given to us, the company is not a Nidhi Company and hence. Therefore, the provision of clause

3(xii) of the order is not applicable to the Company and hence not commented upon.

- (13) In our opinion and according to the information and explanation given to us and based on our examination of books, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the required details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (14) According to the information and explanation given to us and on an overall examination of the Balance Sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and not commented upon.
- (15) In our opinion and according to the information and explanation given to us and based on our examination of books, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order and Sec. 192 of Companies Act, 2013 are not applicable and commented upon.
- (16) According to the information and explanation given to us, in our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable and commented upon.

**For B. R. Dalal & Co.**  
**Chartered Accountants.**

**Sd/-**  
**Bharat Dalal**  
**(Proprietor)**  
**Membership No. 31052**  
**Firm Reg. No:102024W**  
**Place: USA**  
**Date : 30<sup>th</sup> May, 2016**  
**(Digitally signed)**

**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of TPI India Ltd (refer to in Paragraph II 2. f ) of Independent Auditor’s Report of even date )**

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

**To the Members of TPI India Limited**

We have audited the internal financial controls over financial reporting of TPI India Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

#### **Opinion**

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

**For B. R. Dalal & Co.**  
**Chartered Accountants.**

**Sd/-**  
**Bharat Dalal**  
**(Proprietor)**  
**Membership No. 31052**  
**Firm Reg. No:102024W**  
**Place: USA**  
**Date : 30<sup>th</sup> May, 2016**  
**(Digitally signed)**

**TPI India Limited**

**BALANCE SHEET AS AT 31ST MARCH, 2016**

Rupees

**EQUITIES AND LIABILITIES**

	Note Nos		31-03-16		31-03-15
<b>1</b>		<b>SHAREHOLDERS' FUNDS</b>			
(a)	1	Share capital	9,29,63,470	9,29,63,470	
(b)	2	Reserves and surplus	(11,71,75,442)	(10,26,24,449)	
			(2,42,11,972)		(96,60,979)
<b>2</b>		<b>Share Application Money Pending Allotment</b>	3,00,00,000		3,00,00,000
<b>3</b>		<b>Non-Current Liabilities</b>			
(a)	3	Secured Loans	8,25,16,272	5,71,93,162	
(b)	4	Unsecured Loans	6,01,57,464	4,17,22,880	
(d)	5	Other Long term Liabilities	-	29,15,148	
(e)	6	Long term provisions	-	4,82,944	10,23,14,134
<b>4</b>		<b>Current Liabilities</b>			
(a)	7	Short-term Borrowings	7,78,55,137	10,26,45,780	
(b)	8	Trade Payables	2,36,09,837	1,30,55,478	
(c)	9	Other Current Liabilities	1,75,37,456	69,15,955	
			11,90,02,430		
			26,74,64,193		24,52,70,368

**ASSETS**

**1 NON-CURRENT ASSETS**

**(a) Fixed Assets**

(i)	10	Tangible Assets	5,63,57,215	5,87,15,191	
(ii)	-	Intangible Assets	-	-	
(iii)	-	Capital Work in progress	-	-	
(iv)	-	Intangible Assets under Developr	-	-	5,87,15,191
(b)	11	Non-Current Investments	7,09,148	7,09,148	
(c)	-	Deferred Tax Assets	-	-	
(d)	-	Long Term Loans and advances	-	-	
(e)	-	Other Non Current Assets	7,09,148	-	7,09,148

**2 CURRENT ASSETS**

(a)	-	Current Investments	-	-	
(b)	12	Inventories	5,64,06,145	5,18,35,280	
(c)	13	Trade receivables	12,22,44,792	8,82,03,969	
(d)	14	Cash & Cash equivalents	84,75,176	92,97,353	
(e)	15	Short term Loans and advances	2,00,28,561	3,26,69,613	
(f)	16	Other Current Assets	32,43,156	21,03,97,830	18,58,46,029

TOTAL

26,74,64,193

24,52,70,368

Significant Accounting Policies

25

Notes on Financial Statements 1 to

25

AS PER OUR ATTACHED REPORT OF

EVEN DATE

FOR B. R. Dalal AND CO.

CHARTERED ACCOUNTANTS

Registration No.102024W

Sd/-

Bharat Dalal

PROPRIETOR

Membership No:31052

Digitally Signed

FOR AND ON BEHALF OF THE

Board of Directors

Sd/-

Bharat Chimanlal Parekh

Director

Sd/-

Akshay Dinubhai Bhatt

Director

Sd/-

Ishan Selarka

Director

Sd/-

Sandeep Poddar

Director

Place : USA

Date : 30th May, 2016

Place: Mumbai

Date : 30th May, 2016.

## TPI India Limited

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

	Note Nos	31-03-16	Rupees	31-03-15
<b>INCOME</b>				
Sales & Income from other operations	17	34,90,73,746		31,88,14,356
Other Income	18	33,20,457		2,93,809
		35,23,94,203		31,91,08,165
<b>EXPENDITURE</b>				
Material Input	19	25,27,07,259		22,44,74,360
Changes in Inventories of Finished Goods, Stock-in Process and Stock-in Trade	20	(33,36,825)		(53,49,900)
Manuf Operational Expenses	21	4,14,52,147		4,03,65,227
Employee Benefits Expense	22	1,31,06,701		1,00,94,492
Administrative & selling Exp.	23	2,00,38,740		1,37,35,849
Interest & Finance charges	24	3,65,92,994		2,68,81,568
		36,05,61,016		31,02,01,596
<b>PROFIT BEFORE DEPRECIATION</b>		(81,66,813)		89,06,569
Depreciation and Amortisation Expense		53,84,180		60,64,134
Profit Before exceptional & Extraordinary items and tax		(1,45,50,993)		28,42,435
Exceptional Items		-		-
Profit Before Extraordinary items and tax		(1,45,50,993)		28,42,435
Extra ordinary Items		-		-
Profit for the year before tax		(1,45,50,993)		28,42,435
LESS : Provision for taxation				
Current Tax		-		-
<b>Profit for the year</b>		(1,45,50,993)		28,42,435

Earnings Per Share [EPS] per value Rs.

1/- each

1/-

Basic / diluted

No. of shares used in computing weighted average EPS

(0.51)

0.07

AS PER OUR ATTACHED REPORT OF  
EVEN DATE

FOR B. R. Dalal AND CO.  
CHARTERED ACCOUNTANTS

Registration No.102024W  
Sd/-

Bharat Dalal

PROPRIETOR

Membership No:31052

Digitally Signed

FOR AND ON BEHALF OF THE  
Board of Directors

Sd/-

Bharat Chimanlal Parekh

Director

Sd/-

Akshay Dinubhai Bhatt

Director

Sd/-

Ishan Selarka

Director

Sd/-

Sandeep Poddar

Director

Place : USA

Date :30th May, 2016

Place: Mumbai

Date : 30th May, 2016



**TPI India Limited**

**CASH FLOW STATEMENT FOR THE YEAR ENDED**

**A-Cash Flow from Operating activities**

a. <b>Net profit before tax</b>		
Depreciation	6384180	
Interest Expenses	36592994	
Interest Income	-328588	
Dividend Income	-5150	
<b>b. Operating profit before working capital changes</b>	28094443	
Adjustments for :		
Trade and other receivables	-20448780	
Inventories	-4570865	
Trade payables	10071414	
<b>c. Cash generated From operations</b>	13146212	
Direct taxed paid [ net ]	86843	
<b>Cash from operating activities before exceptional items</b>	13059369	
<b>d. Exceptional items</b>	0	
Extra Ordinary items	0	
<b>Net cash from operating activities</b>	13059369	

31st March 2016

2015-16
-14650993
6384180
36592994
-328588
-5150
28094443
-20448780
-4570865
10071414
13146212
86843
13059369
0
0
13059369
-6941352
0
-267490
326588
5150
-6877104
-24790643
43757694
-25971493
-7004442
-822177
9297353
8475176

2014-15
2842435
6064134
27181588
-211552
-2513
0
35874072
0
-32424153
-10895691
-2862695
0
-10308467
0
0
10892725
-21201192
0
0
4949274
-125000
111140
211552
2513
0
5149479
0
0
46169027
3564486
-26777750
0
0
22952773
0
6901060
0
2396293
9297353

**B. Cash flow from Investing activities**

Purchase of fixed assets/ Capital Expenditure	-6941352
Purchase of investments	0
Loans advanced to other companies	-267490
Interest received	326588
Dividend Received	5150
<b>Net cash from / [used in ] investing activities</b>	-6877104

**C. Cash flow from Financing activities**

Increase/(decrease) in short term borrowings	-24790643
proceeds from long term borrowings	43757694
Interest paid	-25971493
<b>Net Cash from / [ Used in ] financing activities</b>	-7004442

**D. Net increase / ( decrease ) in Cash net Cash Equivalent**

Cash and Cash equivalent at beginning of the year	9297353
Cash and Cash equivalent at end of the year	8475176

**Notes:**

- Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 issued by the Institute of Chartered Accountants of India.
- Purchase of fixed assets includes movements of capital work-in-progress , write offs between the beginning and the end of the year.
- Previous year figure regrouped/recasted wherever necessary.

AS PER OUR ATTACHED REPORT OF  
EVEN DATE  
FOR B. R. Dalal AND CO.  
CHARTERED ACCOUNTANTS  
Registration No.102024W  
Sd/-  
Bharat Dalal  
PROPRIETOR  
Membership No:31052  
Digitally Signed

FOR AND ON BEHALF OF THE  
Board of Directors  
Sd/-  
Bharat Chhimanlal Parekh Director  
Sd/-  
Akshay Dinubhai Bhatt Director  
Sd/-  
Ishan Selarka Director  
Sd/-  
Sandeep Poddar Director

Place : USA  
Date : 30th May, 2016

Place: Mumbai  
Date : 30th May, 2016

**TPI India Limited**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED**

NOTE AUTHORISED	1	<u>SHARE CAPITAL</u>	31-03-16	Rupees	31-03-15
	1,25,00,000	EQUITY SHARES OF	1,25,00,000		1,25,00,000
		Rs. 1 each			
	5,00,000	PREF. SHARES OF	5,00,00,000		5,00,00,000
		Rs. 100 each			
			15,00,00,000		15,00,00,000
<b>ISSUED SUBSCRIBED AND PAID UP</b>					
	4,29,63,470	Equity Shares	1/- 4,29,63,470		4,29,63,470
	5,00,000	preference shares	100/- 5,00,00,000		5,00,00,000
			9,29,63,470		9,29,63,470
<b>NOTE</b>	2	<u>RESERVES &amp; SURPLUS</u>			
Capital Reserve			18,42,84,000		18,42,84,000
Capital redemption reserve			-		-
Share premium			1,99,24,000		1,99,24,000
<u>PROFIT AND LOSS</u>		(30,68,32,449)		(29,87,82,159)	
Add : profit and (loss) account balance		(1,45,50,993)		28,42,435	
Add :Carrying amounts of Fixed Assets debited to retained earnings where useful life of the asset is NIL as on 1/4/2014		-	(32,13,83,442)	(1,08,92,725)	(30,68,32,449)
			(11,71,75,442)		(10,26,24,449)
<b>NOTE</b>	3	<u>SECURED LOAN - Non Current</u>			
Term Loan :					-
Kokan Mercantile Co-op. Bank Limited			65,16,272		96,93,162
SICOM Investment & Finance Limited			7,60,00,000		4,75,00,000
			-		-
			8,25,16,272		5,71,93,162
<b>NOTE</b>	4	<u>UNSECURED LOANS- Non Current</u>			
Inter Corporate Deposits			40,00,000		40,00,000
Others			5,61,57,464		3,77,22,880
			6,01,57,464		4,17,22,880
<b>NOTE</b>	5	<u>Other Long term Liabilities- Non current</u>			
CST Liabilities			-		29,15,148
			-		29,15,148
<b>NOTE</b>	6	<u>Long term provisions</u>			
Provisions for Employee benefits (Gratuity)			-		4,82,944
			-		4,82,944

NOTE 7 Short-term Borrowings

secured

Working capital Loans

Banks

SICOM INVESTMENT &amp; FINANCE LIMITED

	2,78,55,137	2,91,45,780
	5,00,00,000	7,35,00,000
	7,78,55,137	10,26,45,780

## NOTE

8 Trade Payables

Rupees

Creditors due supplies

Creditors for Expenses/ services

Provisions for Employee Benefit

	1,32,06,593	83,30,998
	90,58,096	33,75,798
	13,45,148	13,48,682
	2,36,09,837	1,30,55,478

## NOTE

9 Other Current Liabilities

Current maturities of long term debt

Interest accrued and due

Unpaid dividend

	30,00,000	30,00,000
	1,42,20,028	35,98,527
	3,17,428	3,17,428
	1,75,37,456	69,15,955

## NOTE

10 FIXED ASSETS

Rupees

ASSETS	AS AT 31-03-15 Rs.	GROSS BLOCK (AT COST)		AS AT 31-03-16 Rs.
		ADDI TION Rs.	DEDU CTION Rs.	
<u>Tangible assets</u>				
Land	21,73,120	-	-	21,73,120
Factory building	5,31,63,379	36,78,845	-	6,68,42,224
Plant & machinery	11,56,71,448	3,07,504	-	11,59,78,952
Electrical Installation Plant	88,52,456	-	-	88,52,456
Factory Equipment	29,12,623	-	-	29,12,623
Office equipment	15,30,617	-	-	15,30,617
Furniture Fixtures	27,63,184	14,000	-	27,77,184
Computer	31,74,735	25,855	-	32,00,590
Total (A)	20,02,41,562	40,28,204	-	20,42,67,766
<u>Intangible assets</u>				
Total (B)	-	-	-	-
TOTAL (A+B)	20,02,41,562	40,28,204	-	20,42,67,766
PREVIOUS YEAR	20,51,90,836	59,43,451	1,08,92,725	20,02,41,562

Rupees

ASSETS	DEPRECIATION				NET BLOCK		
	UPTO 31-03-15 Rs.	Adju stme	DEDU TION Rs.	FOR THE YEAR Rs.	TOTAL Rs.	AS AT 31-03-16 Rs.	AS AT 31-03-15
<u>Tangible assets</u>							
Land	2,39,282	-	-	-	2,39,282	19,33,838	19,33,838
Factory building	3,45,97,926	-	-	19,45,941	3,65,43,867	3,02,98,357	2,85,65,453
Plant & machinery	8,90,50,147	-	-	40,21,294	9,30,71,441	2,29,07,511	2,66,21,301
Electrical Installation Plant	82,36,375	-	-	1,49,518	83,85,893	4,66,563	6,16,080
Factory Equipment	26,35,225	-	-	40,911	26,76,136	2,36,487	2,77,399
Office equipment	13,33,186	-	-	1,05,760	14,39,946	90,671	1,97,431
Furniture Fixtures	24,98,175	-	-	25,938	25,24,113	2,53,071	2,65,009
Computer	29,36,055	-	-	93,818	30,29,873	1,70,717	2,38,680
Total (A)	14,19,28,371	-	-	63,84,180	14,79,10,651	5,83,87,216	6,87,15,191
<u>Intangible assets</u>							
Total (B)	-	-	-	-	-	-	-
TOTAL (A+B)	14,19,28,371	-	-	63,84,180	14,79,10,651	5,83,87,216	6,87,15,191
PREVIOUS YEAR	13,54,62,237	-	-	60,64,134	14,15,26,371	5,87,15,191	6,97,28,599

## NOTE

11 INVESTMENTS - Non Current

Rupees

Investments-shares quoted	56,647	56,647
Investments-Equity shares Unquoted	6,52,501	6,52,501
	7,09,148	7,09,148

## NOTE

12 INVENTORIES

(Taken as valued and certified by the management)

Rupees

(a) Stores & spares parts	37,12,580	34,67,510
(b) Loose tools	18,180	14,105
(c) Stock in trade		
Raw materials	1,48,15,270	1,10,15,375
Inventories transit		28,15,000
Work in progress	3,78,60,115	3,45,23,290
	5,64,06,145	5,18,35,280

## NOTE

13 TRADE RECEIVABLES

(Unsecured considered Good)

a. Exceeding Six months			2,33,78,237
Considered Good	2,83,06,811		2,33,78,237
Considered Doubtful	-		-
Less: Provision	-		-
b. Others		12,22,44,792	6,48,25,732
Considered Good	9,39,37,981		6,48,25,732
Considered Doubtful	-		-
Less: provision	-		-
		12,22,44,792	8,82,03,969

## NOTE

14 CASH & BANK BALANCES

Rupees

(a) Cash on hand	16,27,068	30,66,323
(b) Cheques In hand	-	-
(c) Bank balances		
With schedule banks		
In current account	3,48,108	31,57,806
In f.d.r. account	65,00,000	30,73,224
	84,75,176	92,97,353

## NOTE

15 Short term Loans and advances

Advances Recoverable	35,31,534	37,79,686
Advance Against Raw Material	1,01,54,738	2,55,06,181
Loans and advances to staff & workers	12,05,850	9,38,360
Prepaid expenses	1,19,417	85,199
Balance with Excise / Service Tax depts	4,40,607	1,77,601
TDS	1,02,614	15,771
Vat Refund	44,73,801	21,66,815
	2,00,28,561	3,26,69,613

## NOTE

16 OTHER CURRENT ASSETS

(Unsecured considered good)

Rupees

Other Deposits	32,43,156	38,39,814
	32,43,156	38,39,814

# TPI India Limited

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 st March 2016

31-03-16

31-03-15

Rupees

NOTE	17	<u>SALE AND INCOME FROM OTHER OPERATIONS</u>			
	Sales	Gross	37,75,20,278		25,01,78,408
		Less: Excise	3,87,22,844	33,87,97,434	2,44,87,052
	Sales Traded			56,97,601	6,10,28,447
	Job Work			45,78,711	3,20,94,553
				<b>34,90,73,746</b>	<b>31,88,14,356</b>

**NOTE 18 OTHER INCOME**

Interest income-gross	3,26,588	2,11,552
Dividend	5,150	2,513
Others Miscellaneous receipts	29,88,719	79,744
	<b>33,20,457</b>	<b>2,93,809</b>

**NOTE 19 MATERIAL INPUT**

		Rupees
Opening stock of raw materials	1,10,15,375	85,24,560
Add: Purchases	24,96,54,702	16,76,47,416
Freight inward	14,81,071	16,51,854
	<b>26,21,51,148</b>	<b>17,78,23,830</b>
Less: Closing stock of raw materials	1,48,15,270	1,10,15,375
	<b>24,73,35,878</b>	<b>16,68,08,455</b>
Purchase Traded	53,71,381	5,76,63,903
	<b>25,27,07,259</b>	<b>22,44,74,360</b>

**NOTE 20 INCREASE/DECREASE IN STOCK OF FINISHED GOODS AND WORK IN PROGRESS**

		Rupees
<b>OPENING STOCK</b>		
Finished Goods	-	-
Work In progress	3,45,23,290	2,91,73,390
Traded Goods	-	-
	<b>3,45,23,290</b>	<b>2,91,73,390</b>
<b>CLOSING STOCK</b>		
Finished Goods	-	-
Work In progress	3,78,60,115	3,45,23,290
Traded Goods	-	-
	<b>3,78,60,115</b>	<b>3,45,23,290</b>
<b>(INCREASE) DECREASE IN STOCK</b>	<b>(33,36,825)</b>	<b>(53,49,900)</b>

**NOTE 21 OPERATIONAL EXPENSES**

Labour charges	2,24,67,364	2,29,68,353
Consumption of stores	51,13,712	35,44,220
Power & fuel	1,23,55,877	1,24,99,728
Water charges	3,16,713	3,54,860
Factory Insurance	4,41,586	3,43,544
Repairs and maintenance		
(A) Building	73,626	44,958
(B) Plant & machinery	6,83,269	6,09,564
	<b>4,14,52,147</b>	<b>4,03,65,227</b>

**NOTE 22 EMPLOYEE BENEFITS EXPENSE**

	Rupees	
Salaries	1,20,55,038	90,94,829
Workmen & staff welfare expenses	8,66,500	8,47,274
Contribution to provident fund and other funds		
Provident Fund	1,85,163	1,52,389
	<u>1,31,06,701</u>	<u>1,00,94,492</u>

**NOTE 23 ADMINISTRATIVE & SELLING EXPENSES**

	Rupees	
Printing and stationery	3,70,660	3,32,439
Telephone	5,40,423	4,19,544
Postage and Courier charges	78,638	3,16,039
Vehicle Expenses	6,03,209	7,16,302
Repairs and maintenance of others	1,61,740	1,89,130
Insurance other	1,67,876	51,070
Rent	1,06,400	1,06,400
Rates and taxes	54,000	55,806
Packaging, forwarding charges	94,53,722	53,83,392
Legal and professional fees	11,13,133	12,61,763
Travelling expenses	14,15,444	7,69,874
Conveyance	3,48,643	3,47,633
Donation	20,058	32,558
Brokerage & commission	10,50,956	5,82,068
Directors sitting fees	43,000	64,000
Brokerage	4,89,000	5,03,420
Sales promotion & presentation	10,81,603	4,37,827
Fees and subscription	37,988	26,708
Electricity	1,23,670	1,03,580
bank charges	1,03,290	1,20,798
Service tax	5,38,702	1,70,604
Computer Maintenance Expenses	70,865	63,100
Guarantee Commission to Director	3,00,000	3,00,000
Sundry expenses	10,92,269	7,01,883
Share, Listing and RTA Expenses	4,31,451	6,04,911
Auditors remuneration	2,42,000	75,000
	<u>2,00,38,740</u>	<u>1,37,35,849</u>

**NOTE 24 INTEREST & FINANCE CHARGES**

	Rupees	
Interest to Kokan Mercantile Co-op. Bank Ltd	62,75,469	60,81,850
Interest to SIFL	2,71,14,243	1,69,96,248
Other financing charges	32,03,282	38,03,470
	<u>3,65,92,994</u>	<u>2,68,81,568</u>

**NOTES 25****NOTES ON ACCOUNTS FOR THE YEAR ENDED 31-03-2016****1. CONTINGENT LIABILITIES****31-03-2016****31-03-16**

1. Contingent liabilities in respect of disputed suit/claims pending against the Company and Statutory Penalties.	<b>960.32 Lac</b>	<b>960.32 Lac</b>
9% Preference Shares Dividend accrued	<b>155.59 Lac</b>	<b>110.59 Lac</b>
Guarantee given by the Company to PF Department	<b>Nil</b>	<b>Nil</b>

2. In the Opinion of the Company the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of Business. Provision for known liabilities is adequate and not in excess of amount reasonably necessary.

3. Sundry Debtors, Sundry Creditors, secured and unsecured - Loans & Advances given and taken, are Subject to their confirmation, adjustments and provisions if any. However the Management is confident of its recovery hence it is shown in Note 13 of Audited Accounts as considered Good.

4. No provision for Income Tax is made since there is no taxable income for the current year. No provision is made for tax based on MAT as the provision of MAT is not applicable to sick industrial company in term of section 115JB read with explanation (1) (vii).

	<b>2015-16</b>	<b>2014-15</b>
5. Payments to Auditors:		
Audit Fees	2,40,000	60,000
Certification	2,000	15,000
<b>TOTAL Rs.</b>	<b>2,42,000</b>	<b>75,000</b>

6. Payment to Directors for Guarantee Commission in respect of personal guarantees given for Loans and Credit facilities obtained by the Company

	<b>3,00,000</b>	<b>3,00,000</b>
	<b>3,00,000</b>	<b>3,00,000</b>

7 Expenditure in Foreign Currency

Travelling Expenses

<b>NIL</b>	<b>NIL</b>
------------	------------

8 Earnings in Foreign Currency

<b>NIL</b>	<b>NIL</b>
------------	------------

9 Prior years Expenses includes:

Expenses

	<b>Rs. In lakhs</b>	<b>Rs. In lakhs</b>
Salary & Wages (Incentives, Extra Time and P F	0.00	0.00
<b>TOTAL EXPENSES</b>	<b>0.00</b>	<b>0.00</b>

Income

10 **Accounting Policies**

[a] The financial statements are prepared under the historical cost convention Method, in accordance with applicable accounting standards.

[b](i) Fixed assets are stated at cost, net of Cervat, less accumulated depreciation. all cost including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustment arising from exchange rate variations relating to borrowing attributable to the to the fixed assets are capitalized.

(ii) Depreciation is charged in accordance with schedule II of the Companies Act, 2013 on straight line method.

[c] Investment are stated at cost.

(d) **Inventories**

- 1 Raw material are stated at lower of cost or realizable value.
- 2 Work in progress is valued at material cost and conversion cost appropriate to their location.
- 3 Finished goods are stated at cost or realizable value whichever is lower, cost includes material cost, conversion and other cost incurred in bringing the inventory at their present location and condition.
- 4 Stores & spares are stated at cost or realizable value whichever is less.

(e) The provision for tax is based on the assessable profits of the company computed in accordance with the income tax act, 1961.

(f) No provision has been made for leave encashment as the Company has the Policy to avail earned leave only.

(g) Sales are exclusive of excise duty and Vat/sales tax. Sales is accounted on the removal of Finished goods from Factory.

(h) Gratuity is provided on the basis of working done as per the Payment of Gratuity Act, 1972

(i) Capital issue and preliminary expenses are amortized as per section 35D of the Income Tax Act, 1961.

(j) Capital subsidy received from Maharashtra Government is credited to capital reserve account.

(k) Deferred tax is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. deferred tax assets are not recognized on unabsorbed depreciation and carry forward of losses unless there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

(l) An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

(m) (i) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

a) the company has a present obligation as a result of a past event,

c) the amount of the obligation can be reliably estimated.

(ii) Contingent Liabilities is disclosed in the case of

a) a present obligation arising from past event, when it is not probable that an outflow of resources will be required to settle the obligation

b) a possible obligation, unless the probability of outflow of resources is remote

(iii) Contingent Assets are neither recognized, nor disclosed. Provision, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheets Date.

11. The amount due to Micro, Small & Medium Enterprises as per the Micro, Small & Medium Enterprises Development [MSMED] Act, 2006 is furnished under the relevant head, on the basis of information available with / received by the company regarding the status of Micro, Small & Medium Enterprises to which the company owes a sum exceeding rupees one lac for more than 30 days is Nil, Previous Year Nil. No interest is provided in respect thereof

12. The accounts are prepared on "Going Concern basis". the continuation of the company as a going concern is dependent upon the implementation of Modified Rehabilitation Scheme, availability of adequate finance and future profitability of the company.

13. Based on concept of prudence "Deferred Tax Asset" has not been recognized as there is reasonable uncertainty of sufficient future taxable income since the Company has been declared as sick company Registered with Board for Industrial and Financial Reconstruction.



14. As the company's business activities fall within single segment viz; flexible packaging goods, the disclosure requirements of Accounting Standard 17 segment reporting issued by Institute of Chartered Accountants of India is not applicable.

15. In terms of AS 18 "Related Party Disclosures" issued by The ICAI , related party transactions are as follows:

a. Parties where control exists:

Sanjay Enterprises

b. Other related parties with whom transactions have taken place during the year:

Key Management Personnel & Relatives

B. C. Parekh- Executive Director

Avinash B. Parekh - coordinator

c. Nature of Transaction

Key Management personnel & Relatives  
& controlling firm [Net]

a) Bharat C. Parekh (payment of Guarantee Commission)

b) Avinash B. Parekh - Salaries

c) Credit Balance in Sanjay Enterprise (Loan)

31.03.2016

31.03.2015

3,00,000

3,90,000

3,60,000

2,00,000

-

25,00,000

16

Earnings Per Share:

[a] Profit/Loss before ordinary/exceptions item & tax

Less: Dividend Provision on Preference Shares

Less : Exception Item

[b] Profit/(Loss) after tax and exceptional items

[c] The weighed average number of Ordinary share

[d] The nominal value per Ordinary Share

[e] earnings per share [ Basic and diluted ] before exceptional item

[f] earnings per share [ Basic and diluted ] after exceptional item

Rupees

Rupees

Rs.in lakhs

Nos.

Rupees

Rupees

Rupees

	2015-16	2014-15
[a] Profit/Loss before ordinary/exceptions item & tax	- 1,45,50,993.00	28,42,435
Less: Dividend Provision on Preference Shares	-	-
Less : Exception Item	-	-
[b] Profit/(Loss) after tax and exceptional items	- 1,45,50,993.00	28,42,435
[c] The weighed average number of Ordinary share	4,29,63,470	4,29,83,470
[d] The nominal value per Ordinary Share	1	1
[e] earnings per share [ Basic and diluted ] before exceptional item	-0.51	0.07
[f] earnings per share [ Basic and diluted ] after exceptional item	-0.51	0.07

17. The dividend payable of Rs. 317429/- is comprising of Rs. 34342.80 for F. Y. 1995-96, Rs. 98376.00 for F.Y. 1996-97 and Rs. 184710/- , for F.Y. 1997-98, and not deposited with Investors Education and Protection Fund Account. The same amount is lying with Bank of Baroda under dividend a/c. no. 4326 and the Federal Bank Ltd. under dividend a/c. no. 3884 & 4034. The management is in the process of transferring the same to Investors Education and Protection Fund account.

18. The Company has been declared as Sick Industrial Company under SICA on 12th Dec. 2005. At the hearing held on 1.09.2010, BIFR

In terms of Direction of BIFR in the hearing held on 19th March, 2013, the Company has been directed to file Modified Draft Rehabilitation Scheme (MDRS) for allotment of 300 Lac Equity Shares to SICOM INVESTMENT AND FINANCE LIMITED against the Sanctioned Scheme SS10 on 01.09.2010. MDRS has already been filed with BIFR in Sept 2013 with cut off date 31.03.2013. However no hearing has been scheduled for MDRS, by BIFR till date, The Company is in the process of Revising and Amending its MDRS with New Cut off Date of 31.03.2016

19 Capital Commitment at the end of the year Rs. Nil Lac (Rs.Nil Lacs), [Advances paid Rs. Nil (Rs. Nil Lacs)]

20 At the hearing held on 01-09-2010 BIFR has approved the relief in respect of extension of repayment of existing Deferred Sales Tax Liability of Rs. 2,47,97,881/- along with accrued interest thereon at the concessional rate 7% per annum over the period of Five years subject to consideration of the same by Sales Tax Department. Accordingly the application is made with the concerned authority for the requisite approval to implement the relief sought and the same is pending. However the interest of Rs. 120.65 (Rs. 103.29) Lacs upto 31-03-2016 has not been provided in the annexed accounts on the outstanding deferred sales tax amount. However if the Revised / Amended MDRS, the Company is seeking relief for deferred payment over the period of Five years from the date of sanction of Scheme

21. The Assessment of Sales Tax for the Period 1995-96 to 2003-04 has been completed and consequential additional demand of Rs. 1,61,84,583/- ( covered under deferral scheme ) of which the debit notes of Rs. 1,61,84,583/- has been raised to the defaulting customers for the recovery. However under the Revised / Amended MDRS, the Company is seeking relief from BIFR to adjust this liability against un-utilised deferral limit of Rs. 524.60 Lac and payment of the same to be deferred for Five years from the sanction of MDRS

22. The Company has made an application to SICOM INVESTMENT AND FINANCE LIMITED for reduction in interest rate 22% to 15% on their Loan of Rs. 1260 Lac from 01.04.2015. The proposal was made on 16th Feb., 2016 and is at advanced stage. The Company is hopeful, the proposal will be accepted. Once the proposal is accepted, there will be a saving of Rs. 88.00 Lac in the interest cost of financial year 2015-16, and the effect of the same will be taken in the current financial year 2016-17.

23. Previous year's figures have been rearranged and/or regrouped, reclassified wherever necessary to make them comparable with those of the current year.

Note: All Notes From Notes '1' to "23" have been signed by following:

AS PER OUR ATTACHED REPORT OF  
EVEN DATE

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**FOR B. R. DALAL & CO.**  
**CHARTERED ACCOUNTANTS**

Sd/-  
**BHARAT DALAL**  
**Proprietor**  
**Firm Regn. No. 102024W**  
**( Digitally signed)**

Sd/-  
**Bharat C. Parekh**                      **Managing Director**

Sd/-  
**Ishan D. Selarka**                      **Non-Executive Director**

Sd/-  
**Akshay Bhatt**                      **Independent Director**

Sd/-  
**Sandeep Podar**                      **Independent Director**

**USA      Dated 30th May, 2016**

**Mumbai      Dated 30th May, 2016**

**TPI INDIA LIMITED**  
**CIN : L28129MH1982PLC0216917**  
**Regd. Office : Plot No. J-61, Additional MIDC, Murbad, District Thane**

**34<sup>th</sup> Annual General Meeting**  
**Attendance Slip**  
**(to be handed over at the Registration Counter)**

DP Id : -----

Folio No.: -----

Client Id : -----

No. of Shares Held : -----

(Applicable for the investors holding shares in electronic forms)

I / We hereby record my presence at the Annual General Meeting of the Company on Saturday, 17<sup>th</sup> September, 2016 at 11.30 a.m. at Plot No. J-61, Additional MIDC, Murbad, District : Thane 421401.

Name of the Shareholders :           1)  
And Joint Shareholders               2)  
(in Block Letter)                       3)

Address : -----  
-----  
-----

Name of the Proxy -----  
(to be filled only when Proxy attend the meeting)

Signature of the Proxy

Signature of Shareholder / Joint Shareholders

**Note :**

1. Please fill the Attendance Slip and hand it over at the Registered Counter at the venue.

**34<sup>th</sup> Annual General Meeting  
PROXY FORM MGT – 11**

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

**CIN** : L28129MH1982026917  
**Name of the Company** : TPI India Limited  
**Registered Office** : Plot No. 61, Additional MIDC, Murbad District Thane 421401  
**Website** : [www.tpiindia.in](http://www.tpiindia.in)

<b>Name of the Members</b>	
<b>Registered Address:</b>	
<b>Email ID:</b>	
<b>Follo No. / Client ID</b>	
<b>DP Id</b>	

(\*Applicable for the investor holding shares in electronic forms)

I / We , being the member(s) of \_\_\_\_\_ equity shares of TPI India Limited, hereby appoint:

- 1) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email Id : \_\_\_\_\_  
 Signature : \_\_\_\_\_
  
- 2) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email Id : \_\_\_\_\_  
 Signature : \_\_\_\_\_
  
- 3) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email Id : \_\_\_\_\_  
 Signature : \_\_\_\_\_

As my / our proxy to attend and vote (on a Poll) for me / us on my / our behalf at the 34<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 17<sup>th</sup> day of September, 2016 at 11.30 am at Plot No. 61, Additional MIDC, Murbad, District Thane 421 401, and at any adjournment thereof, in respect of the resolution set out in the AGM Notice convening the meeting as per indicated below

Sr. No.	Resolution	For	Against
1	Adoption of Audited Financial Statement for the financial year ended 31 <sup>st</sup> March, 2016 and the Report of Directors' and Auditor, thereon		
2	Declaration of Dividend		
3	Re-appointment of Mr. Akshay D. Bhatt (00537101), who retire by rotation and being eligible , offers himself for re-appointment		
4	Re-appointment of M/s B. R. Dalal & Co. (FRN 102024W) as Auditor and fixing their remuneration		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of Shareholder

Signature of Proxy holder(s)

Affix a Rs.1/-  
Revenue  
Stamp

**Note:**

- a) This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
- b) A Proxy need not be a member of the Company
- c) A person can act as 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 proxy for any other person or shareholder.
- d) Please put a "X" in the appropriate column against the resolution indicated in the Box. If you leave the "For" or "Against" column blank against any or all the resolution, your proxy will be entitled to vote in the manner as he / she things appropriate.
- e) In the case of joint holders, the signature of any one holder will be sufficient,