



DIRECTORS' REPORT

TO THE MEMBERS:

The Board of Directors of your Company feel delighted in presenting its Seventh Annual Report and Audited Accounts of the Company for the financial year ended 31st March, 2015.

FINANCIAL PERFORMANCE:

(Amount in thousands)

	FINANCIAL YEAR ENDED 31.03.2015	FINANCIAL YEAR ENDED 31.03.2014
Sales	10235111	7944858
Other Income	336143	247098
Profit before Taxation	228509	205522
Provision for Taxation:		
- Current Tax	78000	71000
- Deferred Tax	1639	42
- Tax Adjustments for earlier years	921	0
Profit after Tax	147948	134480
Add : Balance of Profit brought forward from previous year	372306	247826
Profit available for appropriation	520254	382306
APPROPRIATIONS		
Transfer to General Reserve	0	0
Proposed Dividend	0	0
Additional Tax on Proposed Dividend	0	0
Balance of Profit carried forward	520254	382306

2015 IN RETROSPECT:

Your Directors are to report that the Company's sales turnover during the year under review has increased to Rs. 102351.11 Lacs as against Rs. 79448.58 Lacs during the previous financial year. The profit before tax during the year under review has also increased considerably to Rs. 2285.09 Lacs as against Rs. 2055.22 Lacs in the previous year. Similarly, the profit after tax has also increased to Rs. 1479.48 Lacs as against Rs. 1344.80 Lacs in 2014. The Directors are making all endeavors to give better performance in future.

EXPORT BUSINESS:

During the aforesaid period the Company has exported various commodities to various countries amounting to Rs. 98,402 lacs as against Rs. 79,094 Lacs in the previous year.

DIVIDEND:

Your Directors do not recommend any Dividend for the financial year under review to conserve resources for future purposes.

DIRECTORS:

Smt. Reema Shah was appointed as an Independent Director of the Company for a term of five consecutive years w.e.f. 25th March, 2015 to 24th March, 2020 and she shall not be liable to retire by rotation.

Further, Sri Deepak Kothari, Director of the Company, retires by rotation in the ensuing Annual General Meeting and being eligible offers himself for reappointment. The Board recommends his re-appointment.

COMPANY SECRETARY 2008PT0035419

REGISTERED OFFICE

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2015



NUMBER OF THE BOARD MEETINGS

The Company held eight Board Meetings during the year 2014-15.

DIRECTORS RESPONSIBILITY STATEMENT:

As required under Sec.134(3)(c) read with Sec. 134(5) of the Companies Act,2013, your Directors confirm that:

1. in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. the Directors have prepared the annual accounts for the year under review on a going concern basis.

DECLARATION BY INDEPENDENT DIRECTORS

Sri Pramod Kumar Tandon and Sri Kamlesh Mehta are Independent Directors on the Board of the Company. All the above named Independent Directors have given their respective declarations under Section 149(6) of the Companies Act, 2013 and the Rules made thereunder. In the opinion of the Board, the Independent Directors fulfill the conditions relating to their status as Independent Directors as specified in Section 149 of the Companies Act, 2013 and the Rules made thereunder.

AUDITORS & AUDITORS' REPORT:

M/s Mehrotra&Mehrotra, Chartered Accountants, Auditors of the Company, retire at the ensuing annual general meeting and are eligible for reappointment. There are no qualifications or adverse remarks in the Auditors Report which call for explanation by the Directors.

SECRETARIAL AUDIT & ITS REPORT

As required by section 204 of The Companies Act, 2013, Mr.Saurabh Gupta of M/s Gupta Saurabh& Associates, Practicing Company Secretary of Kanpur was appointed as the Secretarial Auditor of the Company and he has carried out the Secretarial Audit of the Company and has submitted his Report which is annexed to this report as 'Annexure-1'.

There are no qualification, reservation, adverse remark in the Secretarial Auditors' Report which need explanation in the Directors' Report.

LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, guarantees and investments covered under sec.186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 are given in the Note No. 30 to the financial Statements.

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

The information under these headings is Nil.

COMMITTEES OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 the Company has constituted following committees:-

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KPL EXPORTS PRIVATE LIMITED



1. Audit Committee.

NAMES OF THE DIRECTOR	DESIGNATION IN COMMITTEE
Sri Deepak Kothari	Chairman
Sri Pramod Kumar Tandon	Member
Sri Kamlesh Mehta	Member

2. Nomination & Remuneration Committee.

NAMES OF DIRECTORS	DESIGNATION IN COMMITTEE
Sri Pramod Kumar Tandon	Chairman
Sri Kamlesh N. Mehta	Member
Sri Deepak Kothari	Member
Smt. Reema Shah	Member

3. Corporate Social Responsibility Committee.

NAMES OF DIRECTORS	DESIGNATION IN COMMITTEE
Sri Deepak Kothari	Chairman
Sri Pramod Kumar Tandon	Member
Sri Mitesh Kothari	Member

POLICIES OF THE COMPANY

Pursuant to the provisions of the Companies Act, 2013, the Company has framed following Policies:-

1. **Corporate Social responsibility policy:**

The details of the Corporate Social responsibility policy are mentioned as 'Annexure-2' to this report.

2. **Nomination & Remuneration policy:**

The details of the Nomination & Remuneration policy are mentioned as 'Annexure-3' to this report.

3. **Whistle Blower/ Vigil Mechanism Policy**

The Board has adopted a Whistle Blower Policy to promote reporting of any unethical or improper practice or violation of the Company's Code of Conduct or complaints regarding accounting, auditing, internal controls or disclosure practices of the Company. It gives a platform to the Whistle blower to report any unethical or improper practice (not necessary violation of law) and to define processes for receiving and investigating complaints. The company has assigned the email ID- anuragtandon@gmail.com or deepakkothari@panparag.com on which anyone can report or send written complaint to the Vigilance Officer, Director and the Chairman of the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

4. **Risk Management policy**

The Company has developed and implemented Risk Management Policy for the Company which inter-alia includes identification therein elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

SHARE CAPITAL:

The entire share capital of the Company is held by Kothari Products Ltd. and accordingly the Company is a wholly owned subsidiary of Kothari Products Ltd.

EXTRACTS OF THE ANNUAL RETURN

As per Section 92(3) of The Companies Act, 2013, read with Rule 12 of The Companies (Management and Administration) Rules, 2014, an extract of the Annual Return of the Company in Form No. MGT-9 is attached to this report as 'Annexure-4'.

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KPL EXPORTS PRIVATE LIMITED



PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 have been enclosed with the report in the prescribed format AOC-2 as 'Annexure-5'.

DEPOSITS

The Company has not accepted any Deposits hence the particulars relating to the aforesaid are not applicable.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There are no significant, material orders passed by the regulators or courts or tribunal which would impact the going concern status of the Company and its future operations.

PARTICULARS OF EMPLOYEES:

There are no employees who were in receipt of remuneration as specified in Sec. 197(12) of the Companies Act, 2013.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place, an Anti-sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention & Redressal) Act, 2013.

MATERIAL CHANGES & COMMITMENTS AFFECTING FINANCIAL POSITION

There have been no material changes and commitments which have occurred between the end of Financial Year and the date of this report which can have impact on financial position of the Company.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate Internal Financial Control Systems & other internal control procedures commensurate with the size of the company and the nature of its business to ensure proper recording of financial & operational information and compliance of various statutory compliances.

SUBSIDIARIES JOINT VENTURES AND ASSOCIATES

M/s Raj Power Parts & Engg. Co. Pvt. Ltd. is an Associate Company of the Company and the Company holds 49.34% stake in the foresaid Company.

There are no Subsidiaries or Joint Venture Companies of the Company.

ANNUAL REPORT ON CSR ACTIVITIES

As required by the Companies (Corporate Social Responsibility Policy) Rules, 2014 the annual report on CSR activities undertaken by the Company during the year under review is attached as 'Annexure-6' to this Directors Report.

INDUSTRIAL RELATIONS:

Cordial and harmonious industrial relations prevailed throughout the year.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the co-operation and support extended by various Government Departments, Bankers etc.

Place: Kanpur

Date: 26th May, 2015

By order of the Board
For KPL EXPORTS PVT.LTD.

DK ✓ (DEEPAK KOTHARI) DIRECTOR
MK ✓ (MITESH KOTHARI) DIRECTOR

CIN NO. U74999 UP 3002970 005413

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Annexure-2 To The Directors' Report

CORPORATE SOCIAL RESPONSIBILITY POLICY **OF** **KPL EXPORTS PVT.LTD.**

1. **Introduction**

The Board of Directors ("The Board") of KPL Exports Pvt. Ltd.(hereinafter referred to as the Company)has adopted the following policy and procedures with regard to Corporate Social Responsibility. The Board may review and amend this policy from time to time subject to recommendations of Corporate Social Responsibility committee.

2. **Policy Objective**

The Company is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.

3. **Principles**

The Corporate Social Responsibility activities of the Company will be implemented in accordance with the following principles :

- Businesses should respect, protect and make efforts to restore the environment.
- Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
- Businesses should respect and promote human rights.
- Business should work towards equal development of society.
- Business should respect cultural ethnicity and dignity of individuals and foster positive relationship with the people in the areas where the Company operates.
- Business should provide development opportunities to local communities in a culturally appropriate manner, in consultation & cooperation with local government authorities and other stakeholders, as may be appropriate.
- Business should endeavor to develop local entrepreneurship and encouraging use of local goods, services and manpower to promote inclusive economic growth of local areas.

4. **Scope of Corporate Social Responsibility Activities**

In line with the broad principles defined above, the Company would have freedom and flexibility to choose from any of the activities specified in Annexure 1. The Corporate Social Responsibility projects and programs to be undertaken by the Company shall include activities falling within the purview of schedule VII of Companies Act, 2013; as amended from time to time. Thus, with any change in the statutory provisions governing the activities, the Annexure 1 shall be deemed to include/exclude such activities as permissible under law.

The list and implementation modalities may be modified from time to time, as per recommendations of the Corporate Social Responsibility Committee of the Company.

The surplus, if any, arising out of Corporate Social Responsibility initiatives of the Company shall not form part of its business profits and shall be utilized for Corporate Social Responsibility activities only.

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5. **Corporate Social Responsibility Implementation**

The Corporate Social Responsibility Committee will be responsible for overseeing the approval, execution, implementation and monitoring of the projects.

These projects will be executed by the Company and where appropriate in partnership with local government, various NGO partners, service providers and others.

In case the Company undertakes to carry any of the projects through any trust, society or company not established by the Company or its holding or subsidiary or associate company, the Corporate Social Responsibility Committee shall ensure that such trust, society or company has an established track record of three years in undertaking similar programs or projects and is eligible to undertake the projects under section 135 of the Act.

6. **Corporate Social Responsibility Budget**

The Corporate Social Responsibility Committee under the supervision of the Board shall try to ensure that the Company spends in each Financial Year (FY), at least two per cent of the average net profit (calculated as per section 198 of the Act) made during the three immediately preceding Financial years (Corporate Social Responsibility Budget).

If the company is unable to spend the prescribed 2% of its average net profit as mentioned above, the committee will review the reasons for the same and place the same with justification to the Board.

The Company will report reasons for not spending the entire Budget outlay for Corporate Social Responsibility allocated in any financial year. The unutilized fund would remain part of the corpus and get carried forward for the next year for expenditure thereon. The Company has to provide reason for not spending such amount in that financial year. Further, it will not dilute the fund allocation requirement for such next financial year.

To comply with the obligations, the Corporate Social Responsibility Committee may also decide to contribute amount of Corporate Social Responsibility Budget, either wholly or partially towards Corpus of any foundation provided under Schedule VII (as amended from time to time) as may be approved by the Board.

7. **Targets and Performance measures**

To ensure effective implementation, the Committee will set measurable targets for each Corporate Social Responsibility project and Funds for such projects.

8. **Corporate Social Responsibility Committee**

The Company has constituted Corporate Social Responsibility Committee (CSR Committee) as per Companies Act, 2013 and other applicable provisions, if any, of any other act, as may be applicable, for the time being in force. Corporate Social Responsibility Committee is responsible for overall supervision of Corporate Social Responsibility activities as may be carried out by the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Composition of the Corporate Social Responsibility Committee of KPL Exports Pvt. Ltd. is as under:

1.	Sri Deepak Kothari	Chairman
2.	Sri Pramod Kumar Tandon	Member
3.	Sri Mitesh Kothari	Member

9. **Monitoring Activities**

The Corporate Social Responsibility projects shall be monitored by the Corporate Social Responsibility Committee as follows :

The Corporate Social Responsibility Committee will be monitoring the Corporate Social Responsibility Policy on half yearly basis and among other agenda shall consider the following :

- Monitoring the utilization of funds towards approved Corporate Social Responsibility Activities.

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- Define and review targets for the Corporate Social Responsibility commitments and performance measures.
- Evaluate actual Corporate Social Responsibility performance and impact such activities are making on the people, society and environment.
- Corrective measures to be taken to rectify deviations (if any)

The members of the Corporate Social Responsibility Committee (and specifically the Committee Chairman) may also undertake the following activities, whenever it deems necessary for effective discharge of its responsibilities :

- Field visits to Project / Programme sites;
- Interaction with beneficiary communities to obtain feedback;

Review of Policy

- The Corporate Social Responsibility policy will be reviewed periodically by the Corporate Social Responsibility Committee of the Company.

10. Documentation, reporting and disclosures

As part of compliance to the Act, and in preparation of the Annual Corporate Social Responsibility Report as per Reporting Format, the Company will ensure the following :

1. All Corporate Social Responsibility Projects/Programmes are comprehensively documented.
2. All appropriate MIS are maintained, in a suggestive template.
3. Accountability is fixed at every level of the Corporate Social Responsibility process and the implementation apparatus.

11. Disclosure in the Annual Report of the Company


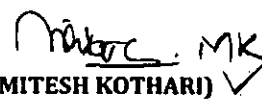
The details about the policy developed and implemented by the Company on Corporate Social Responsibility, initiatives taken during the year and details of Corporate Social Responsibility Budget spent during the financial year shall be disclosed in the Annual Report of the Company.

This policy shall be subject to amendments under the Companies Act, 2013 or any other applicable law or regulation.

Place: Kanpur

Date: 26th May, 2015

By order of the Board
For KPL EXPORTS PVT.LTD.

 
(DEEPAK KOTHARI) (MITESH KOTHARI)
DIRECTOR DIRECTOR

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KPL EXPORTS PRIVATE LIMITED



Annexure 1

Corporate Social Responsibility Activities as provided in Schedule VII

- i. eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- ii. promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- iii. promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv. ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- v. protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- vi. measures for the benefit of armed forces veterans, war widows and their dependents;
- vii. training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
- viii. contribution to the Prime Minister's National Relief Fund or any other-fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- ix. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.
- x. rural development projects.
- xi. slum area development.

Explanation - For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.

By order of the Board
For KPL EXPORTS PVT.LTD.

Place: Kanpur

Date: 26th May, 2015

DK
✓
(DEEPAK KOTHARI)
DIRECTOR

MK
✓
(MITESH KOTHARI)
DIRECTOR

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KPL EXPORTS PRIVATE LIMITED **Nomination and Remuneration Policy**

This Nomination and Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of KPL Exports Private Limited (the "Company").

1. Definitions

"Director" means a director appointed to the Board of a company;

"Independent Director" shall have the meaning as defined under the Companies Act, 2013 read with relevant rules as amended from time to time.

"Key Managerial Personnel (KMP) means—

- i. Chairman & Managing Director;
- ii. Company Secretary,
- iii. Whole-time Director;
- iv. Chief Financial Officer; and
- v. Such other Officer as may be prescribed.

"Managing Director" means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

Explanation—For the purposes of this clause, the power to do administrative acts of a routine nature when so authorised by the Board such as the power to affix the common seal of the company to any document or to draw and endorse any cheque on the account of the company in any bank or to draw and endorse any negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management;

The term "Senior Management Personnel" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads. In reference to the company, the senior management personnel would refer to personnel occupying the positions identified in Annexure A; as per the organizational framework of the Company.

"Whole-time director" includes a director in the whole-time employment of the company; Words and definitions not defined herein, shall have the same meaning as provided in the Companies Act, 2013 read with relevant rules or other relevant provisions; as may be applicable.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto as amended from time to time.

2. Purpose

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and Senior Management Personnel. The Company aims to achieve a balance of merit, experience and skills amongst its

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Directors, Key Managerial Personnel and Senior Management Personnel. The objectives of the policy thus would be:-

To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Key Managerial and Senior Management positions and to determine their remuneration.

To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.

To establish framework for evaluation of the performance of Directors including Independent Directors, Committees and Board.

To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

To devise a policy on Board diversity

3. Accountabilities

The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.

The Board has delegated responsibility for assessing and recommending the candidates for the role of Directors, Key Managerial Personnel and laying down the criteria for selection of the Senior Management Personnel of the Company to the Nomination and Remuneration Committee which makes recommendations to the Board.

4. Nomination and Remuneration Committee – Composition & Structure

The Nomination and Remuneration Committee comprises the following:

The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

Minimum two (2) members shall constitute a quorum for the Committee meeting.
Membership of the Committee shall be disclosed in the Annual Report.

Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

Chairman of the Committee shall be an Independent Director.

Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

Chairman of the Nomination and Remuneration Committee meeting or any other person authorized by him shall be present at the Annual General Meeting. The Chairman may also nominate some other member to answer the shareholders' queries.

COMMITTEE MEMBERS' INTERESTS

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee

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VOTING

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

5. Nomination and Remuneration Committee – Responsibility

The Nomination and Remuneration Committee is responsible for:
reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

identifying individuals suitably qualified to be appointed as the Executive Directors, Independent Directors, the KMPs and Senior Management Personnel for the Company;

recommending to the Board on the selection of individuals nominated for directorship;

formulating the criteria for determining qualification, positive attributes and recommending to the Board a policy relating to the remuneration for Executive Directors, Key Managerial Personnel and other employees.

assessing the independence of independent directors, so as to ensure that the individual meets with the requirement prescribed under the Companies Act, 2013

such other key issues/matters as may be referred by the Board or as may be necessary in view of the provision of the Companies Act 2013 and Rules thereunder.

to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract

to devise a policy on Board diversity;

to develop a succession plan for the Board and to regularly review the plan;

lay down criteria for evaluation of the individual Directors, Committees and Board as a whole

6. Positive Attributes and qualifications of Directors/KMPs/Senior Management Personnel

When recommending a candidate for appointment, the Nomination and Remuneration Committee will have regard to the following qualifications and positive attributes:

assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, industry experience, background and other qualities required to operate successfully in the position;

the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company; in case of KMPs and Senior Management Personnel their contribution towards effectiveness of the organization as a whole would be considered ;

the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

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ability of the appointee to represent the company

ability to work individually as well as a member of the Board and senior management

influential communicator with power to convince other in a positive way;

ability to participate actively in deliberation and group processes;

have strategic thinking and facilitation skills;

act impartially keeping in mind the interest of the company on priority basis;

Personal specifications:

- Educational qualification;
- Experience of management in a diverse organization;
- Interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;

7. Independence of a Director

The key role of an Independent Director is to provide an unbiased, varied and experienced perspective to the Board. While evaluating the candidature of a Director, the committee abides by the criteria for determining Independence as stipulated under Companies Act 2013 and other applicable regulations or guidelines.

The committee takes a broad perspective with respect to Independence and takes into consideration not only the dealings, transactions, relationships with the concerned Individual Director but also with relatives, entities and organizations affiliated to it.

The Committee, along with the Board, regularly reviews the skill, characteristics required from the Board & Individual Directors. One of the prime objectives of this exercise is to identify competency gaps in the Board and make suitable recommendations. The objective is to have a board of diverse background and experience in business, technology, governance and areas that are relevant for the company.

Besides considering all other qualifications w.r.t to talent, relevant professional experience, proven track record of performance and achievement, ethics and integrity, ability to bring in fresh and independent perspectives, the Committee objectively evaluates whether an individual can dispassionately discharge the statutory functions of a Director as enshrined in the Companies Act 2013.

8. Board Diversity

The Board shall consist of such number of Directors including at least one woman Director as is necessary to effectively manage the Company of the size of KPL Exports Private Limited. The Board shall have an appropriate combination of executive and Independent Directors.

The Nomination & Remuneration Committee will lead the process for Board appointments. All Board appointments will be based on meritocracy in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective. The candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board. The Company believes that increased diversity in Board is associated with better financial performance, greater innovation and has a positive impact on the Company.

CIN:U74900UP2011PTC025171

REGISTERED OFFICE

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Ph. : (0512) 2312171 72, 73 & 74 • Fax : +91-0512-2312058

E-mail kothari@panparag.com



9. Letters of Appointment

Each Director including Executive Directors, Independent Directors and the KMPs, Senior Management Personnel are required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

The term/tenure of the Directors including Executive Directors and Independent Directors shall be in accordance with the applicable laws

10. Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel

The Committee will determine individual remuneration packages for Directors and lay down criteria for deciding upon the remuneration of KMPs and Senior Management of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

The core factors taken into consideration are:

- Industry Practice and Bench marks;
- Long-term value creation.
- Reward achievement of results on the basis of prudent practice, responsibility and risk taking abilities.
- Attract and retain and motivate the best professionals.
- Reward the experience and professional track record.
- Ensure equity within the Group and competitiveness outside it.
- Ensure transparency in its remuneration policy

For Executive Directors (Managing Directors and Whole time Directors)

Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

The Company with the approval of the Shareholders and Central Government may authorize the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such officer.

For Non-Executive Directors

The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members.

The sitting fee to the Independent Directors & Woman Director shall not be less than the sitting fee payable to other directors.

CIN NO.-U 74900 UP 2003PTC 035118

REGISTERED OFFICE

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KPL EXPORTS PRIVATE LIMITED



General:-

The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

The remuneration payable to Directors shall be subject to the approval of Shareholders, if required, as per the provisions of applicable laws.

The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

The Company may opt for Directors including independent directors & Officers Liability Insurance, in accordance with the policy.

Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

For Key Managerial Personnel and Senior Management Personnel

The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as per the criteria decided by the Committee having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

For other employees

The policy for determination of the remuneration of employees other than Directors, KMPs and Senior Management personnel shall be as per the normal process followed by the Company.

11. Evaluation/ Assessment of Directors of the Company

The committee shall undertake a formal and rigorous annual evaluation of the Board, including its committees and individual directors. The evaluation of performance of the Board shall be independent and objective and should take into account the overall impact of their functioning on the company and its stakeholders. Besides the performance evaluation of individual directors, evaluation of the performance of the committees and the Board as a whole is also required to be conducted. The performance evaluation shall be undertaken on yearly basis, starting from financial year 2014-15, the schedule of which may be laid down by the Committee.

The committee is required to establish mechanism for Performance Evaluation & Assessment of the Directors including the Independent Directors. The evaluation/assessment of the Directors of the Company is to be conducted on an annual basis to cater to the requirements of the Companies Act 2013. The following criteria may assist in determining how effective the performances of the Directors have been:

- Leadership Qualities Contributing to corporate objectives & plans
- Communication of expectations & concerns clearly with colleagues
- Obtain adequate, relevant & timely information from external sources.
- Review & approval achievement of strategic and operational plans, objectives, budgets
- Regular monitoring of corporate results against projections
- Identify, monitor & mitigate significant corporate risks
- Assess policies, structures & procedures
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles & monitoring activities of committees
- Review of organization's ethical conduct

A series of assessment questionnaire to enable such evaluation being conducted shall be finalized by the Committee. Once the assessment is completed, the Committee shall evaluate such assessments. The Company may engage external consultants / agencies to provide assistance in the evaluation process.

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KPL EXPORTS PRIVATE LIMITED



Performance Review by Independent Directors

In accordance with the mandate given under Companies Act 2013, Independent Directors will hold at least one separate meeting without the attendance of non-independent directors and members of management starting from the financial year 2014- 15 onwards.

The meeting shall:

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

Performance of the respective Committees shall be done by the Board. The performance evaluation shall be undertaken on yearly basis, starting from financial year 2014-15, the schedule of which may be laid down by the Committee.

12. Succession Planning

The Company recognizes the need of a formal, proactive process which can assist in building a leadership pipeline/talent pool to ensure continuity of leadership for all critical positions. Succession planning involves assessment of challenges and opportunities facing the company, and an evaluation of skills and expertise that would be required in future.

The nomination and remuneration committee will work with the Board to develop plans and processes for orderly succession to the board and senior management. The Committee shall endeavor to develop a diverse pool of candidates who may be considered to fill the gap in Board positions or senior management in case of any eventuality. The committee would ensure that the Company is prepared for changes in senior management, either planned or unplanned.

Succession Planning Process would cover identification of internal candidates, development plans for internal candidates, and identification of external candidates. The Committee would also assist in formulating an emergency succession contingency plan for unforeseen events like death, disability etc. The Board will periodically monitor the review and monitor the succession planning process.

13. Review of the policy


This Policy shall be reviewed by the Nomination and Remuneration committee on annual basis (unless an earlier review is required) to ensure that it meet the requirements of latest market requirements and trends and the Nomination and Remuneration committee shall make recommendations to the Board on required amendments.

Place: Kanpur

Date: 26th May, 2015

By order of the Board

For KPL EXPORTS PVT.LTD.


D/K (DEEPAK KOTHARI) (MITESH KOTHARI)
DIRECTOR DIRECTOR

CIN NO. U17450 UP 2002 PTC 035118
REGISTERED OFFICE

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KPL EXPORTS PRIVATE LIMITED




Annexure 'A'
Senior Management position as defined in section 178 of the Companies Act 2013
(other than KMPs and WTDs):

Information under this head is NIL

Place: Kanpur

By order of the Board
For KPL EXPORTS PVT.LTD.

Date: 26th May, 2015


DK (DEEPAK KOTHARI) (MITESH KOTHARI) MK
DIRECTOR DIRECTOR

CIN NO.-U 74900 UP 2008PTC 035118

REGISTERED OFFICE

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KPL EXPORTS PRIVATE LIMITED



ANNEXURE-5 TO DIRECTORS' REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis :----- NIL-----

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts / arrangements/transactions

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

(e) Justification for entering into such contracts or arrangements or transactions

(f) date(s) of approval by the Board

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188


2. Details of material contracts or arrangement or transactions at arm's length basis


Sl. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	The details of the transactions with related parties are provided in the accompanying financial statements
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Date(s) of approval by the Board, if any	
(f)	Amount paid as advances, if any	

By order of the Board
For KPL EXPORTS PVT.LTD.

Place: Kanpur

Date: 26th May, 2015


(DEEPAK KOTHARI) DIRECTOR


(MITESH KOTHARI) DIRECTOR

REGISTERED OFFICE

"Pan Parag House", 24/19, The Mall, Kanpur - 208 001
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ANNEXURE-6 TO DIRECTORS' REPORT

Annual Report on CSR Activities and CSR Policy

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

The Board of Directors of the Company, after taking into account the recommendations of the CSR Committee, has approved a CSR Policy for the Company. As required under Section 135(4) of the Companies Act, 2013.

The Company is undertaking its CSR activities approved by its CSR Committee through "ShardaMansukhlal Kothari Charitable Trust". The aforesaid Trust has been registered as a Society. The aforesaid Trust has been focusing in the area of education and other objects of general public utility.

2. Composition of the CSR Committee

The composition of the CSR Committee is as follows:

NAMES OF DIRECTORS	DESIGNATION IN COMMITTEE
Sri Deepak Kothari	Chairman
Sri Pramod Kumar Tandon	Member
Sri Mitesh Kothari	Member

3. Average net profit of the company for the last three financial years, as per Section 198 of the Companies Act, 2013

The average net profits of the company for last three financial years ended 31st March, 2015 is Rs. 15,14,89,650.

4. Prescribed CSR expenditure (two percent of the amount as in item 3 above)

The prescribed CSR expenditure for the year is Rs. 30,29,793 (2% of Rs.15,14,89,650). Accordingly the Company has contributed Rs. 30,29,793 to "Sharda Mansukhlal Kothari Charitable Trust".

5. Details of CSR spent during the financial year

The Company has contributed an amount of Rs. 30,29,793 being 2% of the average net profits for the 3 preceding financial years ended on 31.03.14. The Company has contributed the amount for the CSR activity to be undertaken through a registered trust having established track record of more than three years in undertaking similar programs or projects. The Company is in process of setting up a mechanism to monitor the activities undertaken by such trust and shall submit the relevant report in the ensuing year.

(Rs. In crores)

Sl. NO.	CSR Projects or activity identified.	Sector in which the project is covered. (clause No.iii of schedule VII to the Companies Act, 2013 as amended)	Projects or Programs (1) Local area or other (2) specify the State and district where projects or programs was undertaken	Amount outlay (budget) Projects or Programs wise	Amount spent on the Projects or Programs Sub-heads: (1) Direct expenditure on Projects or Programs (2) Over-heads:	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
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CIN NO.-U74900 UP 2002PTC 035118

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KPL EXPORTS PRIVATE LIMITED



1	Community Development, old age homes and Day Care Centres	Setting up of old age homes, Day Care Centres & such other facilities for senior citizens and measures of reducing inequalities faced by socially and economically backward groups	Kanpur & Kanpur Dehat	10	.30	.30	Through ShardaMansukhlal Kothari Charitable Trust
---	---	--	-----------------------	----	-----	-----	---

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report. N.A.

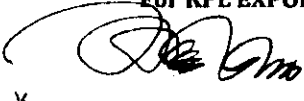
7. A responsibility statement of the CSR committee that the Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the company

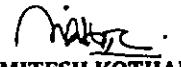
The CSR Committee confirms that the implementation and monitoring of the CSR Policy, is in compliance with the CSR objectives and policy of the Company.

Place: Kanpur

Date: 26th May, 2015

By order of the Board
For KPL EXPORTS PVT.LTD.


DK (DEEPAK KOTHARI) DIRECTOR


(MITESH KOTHARI) DIRECTOR MK

CIN NO -U 74000 UP 2008PTC 025419

REGISTERED OFFICE

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FORM NO. MGT 9	
EXTRACT OF ANNUAL RETURN	
as on financial year ended on 31.03.2015	
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company	
(Management & Administration) Rules, 2014.	

I REGISTRATION & OTHER DETAILS:

i	CIN	U74900UP2008PTC035118
ii	Registration Date	30.04.2008
iii	Name of the Company	KPL EXPORTS PVT. LTD.
iv	Category/Sub-category of the Company	PUBLIC COMPANY LIMITED BY SHARES
	Address of the Registered office & contact details	"PAN PARAG HOUSE" 24/19, THE MALL KANPUR- 208001 PH : (0512)-2312171 – 74 & FAX NO. : (91) (0512) 2312058 E-MAIL : rk Gupta@kothariproducts.in
v	Whether listed company	NO
vi	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Wholesale Trading of Coal	4661	40.00%
2	Wholesale of Agri-Products	4620	31

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	KOTHARI PRODUCTS LTD. "PAN PARAG HOUSE" 24/19, THE MALL, KANPUR - 208001	L16008UP1983PLC006254	HOLDING	99.9994	2(46)
2	RAI POWER PARTS & ENGG. CO. (PVT.) LTD.QU28991MH196PTC013491		ASSOCIATE	49.34	2(6)

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

[illegible]

d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions	-	-	-	-	-	-	-	-	-
a) Bodies corporates	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	-	-	-	-	-	-	-	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
NRI	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	2000000	2000000	100	-	2000000	2000000	100	-

* THESE SHARES ARE HELD AS NOMINEE OF KOTHARI PRODUCTS LTD.

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Sri Deepak Kothari *	2	.0001	-	2	.0001	-	-
2	Sri Mitesh Kothari *	2	.0001	-	2	.0001	-	-
3	Smt. Arti Kothari *	2	.0001	-	2	.0001	-	-
4	Smt. Urvi Kothari *	2	.0001	-	2	.0001	-	-
5	M/s. Kothari Products Ltd.	1999988	99.9994	-	1999988	99.9994	-	-
6	M/s. Dham Securities Pvt. Ltd. *	2	.0001	-	2	.0001	-	-
7	M/s.MSR Properties Pvt. Ltd. *	2	.0001	-	2	.0001	-	-
	TOTAL	2000000	100.000	-	2000000	100.000	-	-

* THESE SHARES ARE HELD AS NOMINEES OF KOTHARI PRODUCTS LTD.

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		Date wise Increase/Decrease (Remarks if any)
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
	NOT APPLICABLE					

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No.	Name of top Ten shareholders at the beginning of the year	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date wise Increase/Decrease (Remarks if any)
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
NOT APPLICABLE						

(v)

Shareholding of Directors

Sl. No.	Name of Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Sri Deepak Kothari *	2	.0001	-	-	2	.0001
3	Sri Mitesh Kothari*	2	.0001	-	-	2	.0001

* THESE SHARES ARE HELD AS
NOMINEES OF KOTHARI PRODUCTS LTD.

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	1,387,426,326.83	430,087,206.00		1,817,513,532.83
(i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	1,387,426,326.83	430,087,206.00		1,817,513,532.83
Change in Indebtedness during the financial year				
Additions		1044279910		1,044,279,910.00
Reduction	706,247,410.16			706,247,410.16
Net Change				
Indebtedness at the end of the financial year	681,178,916.67	1,474,367,116.00		2,155,546,032.67
(i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	681,178,916.67	1,474,367,116.00		2,155,546,032.67

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

NIL

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

(Amt. in Rs.)

Sl.No	Particulars of Remuneration	Name of the MD/MTD/Manager	Total Amount (in Rs.)
1	Gross salary		

	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.				
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock option				
3	Sweat Equity				
4	Commission				
	as 3% of profit				
	others (specify)				
5	Others, please specify				
	Gratuity				
	Total (A)				

B. Remuneration to other directors:

NIL

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	Total (1)		
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify.		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/MTD

NIL

Sl. No.	Particulars of Remuneration	Key Managerial Personnel

			NOT APPLICABLE		
1		Gross Salary			
		(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.			
		(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
		(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2		Stock Option			
3		Sweat Equity			
4		Commission			
		as % of profit			
		others, specify			
5		Others, please specify			
		Total			

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

NIL

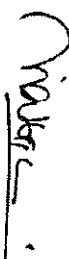
THERE WERE NO PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES FOR THE YEAR ENDING 31ST MARCH, 2015

For and on behalf of the Board



PLACE: KANPUR
DATE: 26TH MAY, 2015

Deepak Kothari
Director



Mitesh Kothari
Director

Ref. No.

INDEPENDENT AUDITORS' REPORT

To,
The Members,
KPL Exports Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of KPL EXPORTS PRIVATE LIMITED ("the Company") which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's management is responsible for the preparation of these statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Accounting Standards referred to in Section 133 of the Companies Act, 2013 (the Act) read with Rule 7 of the Companies (Accounts) Rule, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with the 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, 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.

1. Holding
1. Associate



Ref. No.

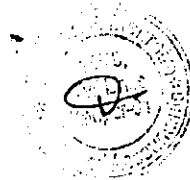
Opinion

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

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

Report on Other legal and Regulatory Requirements

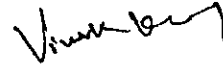
1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) we have obtained all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) in our opinion, proper books of accounts 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 & Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - (d) in our opinion, Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rule, 2014.



Ref. No.

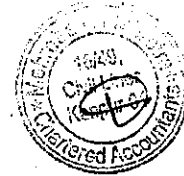
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 and taken on records by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of sub-section (2) of Section 164 of the Act

For MEHROTRA & MEHROTRA,
Firm Registration No.000226C
CHARTERED ACCOUNTANTS,



(Vivek Kumar)
PARTNER
Membership No. 408227

Place: Kanpur
Date : 26th May, 2015



Ref. No.

ANNEXURE TO THE INDEPENDENT AUDITORS'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets:
- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) According to the information and explanations given to us, these fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (ii) In respect of Inventories:
- (a) The inventories have been physically verified during the year by the management, except for stocks lying with third parties, which have, however, been confirmed by them. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of stocks followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory and the discrepancies noticed on physical verification, which were not material, have been properly dealt with in the books of account.
- (iii) In respect of Loans & Advances:
- (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
 - (b) Not applicable to the Company.



Ref. No.

- (c) Not applicable to the Company.
- (d) Not applicable to the Company.
- (e) The Company has taken loans from its holding company. In respect of this loan the maximum amount outstanding during the year was Rs.14744 Lacs and year end outstanding was Rs.14744 lacs. The terms and other conditions of the said loans were not prima facie prejudicial to the interest of the company.
- (f) The rate of interest and other terms and conditions are not prejudicial to the interest of the company.
- (g) The principal and interest are payable on demand and there is no repayment schedule.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of stocks and fixed assets, for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) The Company has not accepted any deposits from the public. Therefore, reporting under clause 3(v) of the Companies (Auditors' Report) Order, 2015 is not applicable to the Company.
- (vi) The maintenance of cost records as prescribed by the Central Government under sub-section (1) of section 148 of the Act are not applicable to the Company.
- (vii) In respect of statutory dues:
 - (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales tax / Value Added Tax, Wealth Tax, Service tax, Custom Duty, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income-tax, Wealth-tax, Service-tax, Sales-tax / Value Added Tax, Custom duty and Cess as at 31st March, 2015 which were outstanding for a period of more than six months from the date they became payable.
 - (b) According to the information & explanations given to us, there is no disputed amount payable in respect of Income-tax, Wealth-tax, Service-tax, Sales-tax / Value Added Tax, Custom duty and Cess as at 31st March, 2015.



Ref. No.

- (viii) Company does not have any accumulated losses and it has not incurred cash losses during the financial year and immediately preceding financial year.
- (ix) As per information and explanations given by the management, in our opinion the Company has not defaulted in repayment of loan taken from financial institutions or banks.
- (x) The Company has given guarantees for loans taken from banks and financial institutions by its Holding Company of Rs.90 Crore. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
- (xi) The Company has not taken any term loan during the year.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For MEHROTRA & MEHROTRA,
Firm Registration No.000226C
CHARTERED ACCOUNTANTS,

Vivek Kumar
(Vivek Kumar)

PARTNER

Membership No. 408227

Place: Kanpur
Date : 26th May, 2015



KPL EXPORTS PVT. LTD**BALANCE SHEET AS AT 31st MARCH, 2015**

		IN ₹		IN US\$	
I	EQUITY AND LIABILITIES				
(1)	Shareholders' Funds				
	(a) Share Capital	2	20000000.00	20000000.00	
	(b) Reserves and Surplus	3	520253881.76	372305805.09	
(2)	Non-Current Liabilities				
	Deferred Tax Liabilities (Net)	4	1689922.80	50822.14	
(3)	Current Liabilities				
	(a) Short Term Borrowings	5	2155546032.67	1817513532.83	
	(b) Trade Payables	6	5992868882.00	4435106935.00	
	(c) Other Current Liabilities	7	2728232598.00	1852540132.00	
	(d) Short Term Provisions	8	209000700.00	152000000.00	
			11627592017.23	8649517227.06	
II	ASSETS				
(1)	Non-current Assets				
	(a) Fixed Assets				
	Tangible Assets	9	54297514.10	57536447.75	
	(b) Non-current Investments	10	280326510.00	248362140.00	
(2)	Current Assets				
	(a) Current Investment	11	5249110646.23	2743751246.80	
	(b) Inventory	12	38598617.91	0.00	
	(c) Trade Receivables	13	5459884645.00	4505846147.00	
	(d) Cash and Cash Equivalents	14	19370999.61	707127024.64	
	(e) Short Term Loans and Advances	15	526003084.38	386894220.87	
	Total		11627592017.23	8649517227.06	
	Significant Accounting Policies	1			
	Notes are an integral part of the financial statements.	2-37			

AS PER OUR REPORT OF EVEN DATE ATTACHED

For MEHROTRA & MEHROTRA

Firm Regn NO. 000226C

CHARTERED ACCOUNTANTS

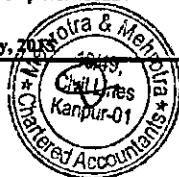

 (VIVEK KUMAR)

Partner

Membership No. 408227

Place: Kanpur

Date : 26th May, 2015

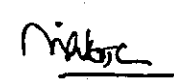


For and on behalf of the Board



(DEEPAK KOTHARI)

Director



(MITESH KOTHARI)

Director

PROFIT & LOSS FOR THE PERIOD ENDED 31st MARCH, 2015

I.	REVENUE FROM OPERATIONS :				
	Revenue From Operations	16	10549470837.64	8191836234.24	
	Other Income	17	21783500.00	120000.00	
	Total Revenue		10571254337.64	8191956234.24	
II.	EXPENSES :				
	Cost of Material Consumed	18	17110529.00	0.00	
	Purchases of Stock-in-trade	19	10045503251.00	7578360633.00	
	Increase (-) / Decrease (+) in Inventories of Stock-in-trade	20	-38598617.91	0.00	
	Excise & Custom Duty		2558625.37	0.00	
	Employee Benefit Expenses	21	4208576.00	2584532.00	
	Finance Cost	22	153754771.08	178202511.47	
	Depreciation	9	3238933.65	162838.32	
	Other Expenses	23	154969511.88	227123931.52	
	Total Expenses		10342745580.87	7986434446.31	
III.	PROFIT BEFORE TAX FROM CONTINUING OPERATIONS (There is no discontinuing operation)		228508757.57	205521787.93	
	Less : Tax Expenses :				
	(1) Current Tax		78000000.00	71000000.00	
	(2) Deferred Tax		1639100.66	41933.14	
	(3) Provision of Income Tax for Earlier Years (Net)		921580.24	0.00	
IV.	PROFIT FOR THE YEAR		147948076.67	134479854.79	
V.	BASIC & DILUTED EARNING PER SHARE (in Rs.)				
	(a) Basic		73.97	67.24	
	(b) Diluted		73.97	67.24	
	Significant Accounting Policies	I			
	Notes are an integral part of the financial statements.	2-37			

AS PER OUR REPORT OF EVEN DATE ATTACHED

For MEHROTRA & MEHROTRA

Firm Regn NO. 000226C

- CHARTERED ACCOUNTANTS


 (VIVEK KUMAR)

Partner

Membership No. 408227

Place: Kanpur

Date : 26th May, 2015



For and on behalf of the Board


 (DEEPAK KOTHARI)

Director


 (MITESH KOTHARI)

Director

Note:1

SIGNIFICANT ACCOUNTING POLICIES**1.1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS****A. SYSTEM OF ACCOUNTING :**

The Financial statements are prepared under the historical cost convention on accrual basis of accounting, in accordance with Generally Accepted Accounting Principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 2013.

B. USE OF ESTIMATES :

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period.

1.2. LEASE ACCOUNTING :

- (i) All the lease agreements of the Company are in respect of operating lease of the premises (residential and business premises etc.).
- (ii) The aggregate lease rentals payable are charged to the Statement of Profit & Loss as Rent.
- (iii) The cancellable lease agreements are usually renewable by mutual consent at mutually agreeable terms.

1.3. FIXED ASSETS AND DEPRECIATION :

All fixed assets are stated at cost, comprising of purchase price, duty, levies and any direct attributable cost of bringing the assets to their working condition for the intended use. Depreciation is provided according to straight line method on the basis of useful lives of the assets as prescribed by the Schedule II to the Companies Act, 2013 and Provision for impairment loss is recognised to the extent by which the carrying amount of an asset exceeds its recoverable amount.

1.4. INVENTORIES :

Inventories are valued at cost arrived at FIFO basis or net realisable value whichever is lower.

1.5. INVESTMENTS :

Investments are stated at cost less fall in their market value, if considered permanent. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss. Profit or Loss on sale of investments is determined on a first-in-first-out (FIFO) basis.

1.6. TRANSACTIONS IN FOREIGN CURRENCY :**a) Initial recognition :**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction.

b) Measurement of foreign currency items at the Balance Sheet date :

Foreign currency monetary items of the Company are reinstated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.

c) Forward Exchange Contracts :

In respect of the transactions covered by forward exchange contracts, the difference between the year end rates and the exchange rate at the date of contract is recognised in statement of profit and loss and the premium paid on forward contract is recognised over the life of the contract.

1.7. REVENUE RECOGNITION:

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership to the buyer. The amount recognised as sale is exclusive of CST / VAT and are net of returns.

Dividend income is recognised when the right to receive payment is established.

Interest income is recognised on the time proportion basis.

1.8. PROVISIONS & CONTINGENCIES:

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

1.9. EARNING PER SHARE:

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

1.10. BORROWING COSTS:

Borrowing Costs that are directly attributable to acquisition, construction or production of a qualifying asset are capitalised. Other borrowing costs are expensed out.

1.11. GOVERNMENT GRANTS, SUBSIDIES AND EXPORT INCENTIVES:

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.



Particulars	As at 31 March 2015	As at 31 March 2014
Note:2 SHARE CAPITAL		
AUTHORISED: 2000000 (Previous Year 2000000) Equity Shares of Rs.10/- each	20000000.00	20000000.00
ISSUED, SUBSCRIBED AND PAID UP: 2000000(Previous Year 2000000) Equity Shares of Rs.10/- each fully paid up	20000000.00	20000000.00
	20000000.00	20000000.00

Particulars	As at 31 March 2015	As at 31 March 2014
Note:3 Reserves and Surplus:		
Statement of Profit & Loss - As per account annexed		
As per last Balance Sheet	372305805.09	247825950.30
Add-Profit for the year	147948076.67	134479854.79
	520253881.76	382305805.09
Less - Issue of Bonus Share	0.00	10000000.00
Closing balance	520253881.76	372305805.09

Particulars	As at 31 March 2015	As at 31 March 2014
Note:4 Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities		
Arising Due to Difference between Written Down Value of Fixed Assets as per the Books of Accounts and Income-tax Act, 1961	1689922.80	50822.14
	1689922.80	50822.14

Particulars	As at 31 March 2015	As at 31 March 2014
Note:5 Short Term Borrowings		
5(a) Secured		
Overdraft against Fixed Deposits from Nationalised Banks	681178916.67	1387426326.83
TOTAL	681178916.67	1387426326.83
5(a)(i) Description of the Security Given:		
Company availed various credit facilities from banks as per below details:-		
Prime Securities:		
Hypothecation of stocks, book debts and other current asset (Existing & Future) ranking pari passu among the banks.		
Collateral Securities:		
Equitable mortgage of property at Pune owned by a director. Fixed deposits of Rs.6786 lacs. Personal guarantees of two directors and corporate guarantees by the holding company.		
5(a)(ii) Default in terms of repayment of principal and interest- NIL		
5(b) Unsecured		
Loans and Advances from Related Parties		
From Holding Company	1474367116.00	430087206.00
TOTAL	1474367116.00	430087206.00
GRAND TOTAL	2155546032.67	1817513532.83

Particulars	As at 31 March 2015	As at 31 March 2014
Note:6 Trade Payables		
Trade Payables (including acceptances)	5992868882.00	4435106935.00
TOTAL	5992868882.00	4435106935.00

Particulars	As at 31 March 2015	As at 31 March 2014
Note:7 Other Current Liabilities		
Advance Against Orders	2717095951.00	1840627542.00
Statutory Liabilities	10861365.00	11623035.00
Outstanding Liabilities	275282.00	289555.00
TOTAL	2728232598.00	1852540132.00

Particulars	As at 31 March 2015	As at 31 March 2014
Note:8 Short Term Provisions		
Provision for Taxation	209000700.00	152000000.00
TOTAL	209000700.00	152000000.00

Particulars	As at 31 March 2015	As at 31 March 2014
Note:10 Non Current Investments		
3700 Shares of Raj Power Parts and Engg. Co. Pvt Ltd of Rs.100/-	59348000.00	59348000.00
Investment in Immovable Property	220978510.00	189014140.00
TOTAL	280326510.00	248362140.00



Particulars	As at 31-March-2015	As at 31-March-2014
Note:11 Current Investment Fixed Deposit Accounts (Including interest accrued but not due)*	5249110646.23	2743751246.80
TOTAL	5249110646.23	2743751246.80

*Pledged with the banks as margin money or as collateral towards credit limits sanctioned by them to the Company

Particulars	As at 31-March-2015	As at 31-March-2014
Note:12 Inventories (At cost net realisable value whichever is lower as certified by the management)		
Trading Item	36740631.00	0.00
Finished Goods	1857986.91	0.00
TOTAL	38598617.91	0.00

Particulars	As at 31-March-2015	As at 31-March-2014
Note:13 Trade Receivables (Unsecured Considered good)		
(a) Debts outstanding for over six months	0.00	0.00
(b) Other debts	5459884645.00	4505846147.00
TOTAL	5459884645.00	4505846147.00

Particulars	As at 31-March-2015	As at 31-March-2014
Note:14 Cash & Cash Equivalent Cash & Bank Balances:		
(i) Cash in hand	605952.00	478785.00
(ii) Balances with Scheduled Banks In Current Accounts	18765047.61	706648239.64
TOTAL	19370999.61	707127024.64

Particulars	As at 31-March-2015	As at 31-March-2014
Note:15 Short Term Loans and Advances (Unsecured Considered Good)		
Advance Income Tax and Tax Deducted at Source	228789106.63	141361001.68
Other Loans & Advances -Advance recoverable in cash or in kind or for value to be received or pending adjustments	297213977.75	245533219.19
TOTAL	526003084.38	386894220.87

Particulars	Year Ended 31-March-2015	Year Ended 31-March-2014
Note:16 Revenue from Operations		
(a) Sales	18583466.70	0.00
(b) Sales of Traded Goods	10216527543.20	7944858078.00
(c) Other Operating Revenue Interest Earned on Fixed Deposits held for Business Purpose	314359827.74	246978156.24
TOTAL	10549470837.64	8191836234.24

Particulars	Year Ended 31-March-2015	Year Ended 31-March-2014
Note:17 Other Income		
(a) Rent Received	63500.00	120000.00
(b) Profit on Sale of Non Current Investment	21720000.00	0.00
TOTAL	21783500.00	120000.00

Particulars		Year Ended 31 March 2015	Year Ended 31 March 2014
Note:18	Cost of Material Consumed		
	Opening Stock	0.00	0.00
	Add: Purchases	17110529.00	0.00
		17110529.00	0.00
	Less: Closing Stock	0.00	0.00
	TOTAL	17110529.00	0.00

Particulars		Year Ended 31 March 2015	Year Ended 31 March 2014
Note:19	Purchases of Stock-in-trade		
	Purchases of Traded Goods	10045503251.00	7578360633.00
	TOTAL	10045503251.00	7578360633.00

Particulars		Year Ended 31 March 2015	Year Ended 31 March 2014
Note:20	Increase (-) / Decrease(+) in Inventories of Stock-in-trade		
	Opening Stock		
	Finished Goods	0.00	0.00
	Trading goods	0.00	0.00
		0.00	0.00
	Closing Stock		
	Finished Goods	1857986.91	0.00
	Trading goods	36740631.00	0.00
		38598617.91	0.00
		-38598617.91	0.00

Particulars		Year Ended 31 March 2015	Year Ended 31 March 2014
Note:21	Employee Benefit Expenses		
	Salaries, Wages and Bonus	4208576.00	2584532.00
	TOTAL	4208576.00	2584532.00

Particulars		Year Ended 31 March 2015	Year Ended 31 March 2014
Note:22	Finance Cost		
	Interest Cost	153754771.08	178202511.47
	TOTAL	153754771.08	178202511.47

Particulars		Year Ended 31 March 2015	Year Ended 31 March 2014
Note:23	Other Expenses		
	Electricity Expenses	535522.00	1858460.00
	Bank Charges	44068846.91	25078509.87
	Freight Inward	7808176.00	0.00
	Rent	1428413.00	1412358.00
	Rates & Taxes	160110.00	29435.00
	Loss on Foreign Currency Transactions and Translation	91674950.00	191678926.38
	Repairs & Maintenance	534900.00	415572.00
	Miscellaneous Expenses	8719127.97	5160069.28
	Travelling & Conveyance	16994.00	1091321.99
	Loss on Sale of Fixed Assets	0.00	376807.00
	Statutory Audit Fee	22472.00	22472.00
	TOTAL	154969511.88	227123931.52



14	CONTINGENT LIABILITIES :-	For the year ended 31.03.2015	For the year ended 31.03.2014
	Corporate Guarantee issued by the Company to Nationalised banks	900000000.00	4900000000.00

		For the year ended 31.03.2015	For the year ended 31.03.2014
Note:25	VALUE OF IMPORTS (C.I.F.BASIS) : Stock-in-trade	10007179609.00	7543229825.00
Note:26	EXPENDITURE IN FOREIGN CURRENCY : Import of Goods- Trading Items Travelling Expenses	10007179609.00 0.00	7543229825.00 441460.00
Note:27	EARNING IN FOREIGN CURRENCY : Export of goods on F.O.B. Basis	9840220650.00	7909375939.00
Note:28	Payments to Auditors : As Auditors	22472	22472
Note:29	Payments to Directors :	NIL	NIL

Note:30	<p>Related Party Disclosures in accordance with the Accounting Standards (AS-18) 'Related Party Disclosures', issued by the Institute of Chartered Accountants of India are as under :</p> <p>(i) Names of Related Parties and Description of Relationship :</p> <p>(A) Key Managerial Personnel & their Relatives :</p> <p>(a) Shri Deepak Kothari - Director (d) Smt. Arti Kothari (b) Shri Mitesh Kothari - Director (e) Smt. Reeta Shah (c) Shri M.M. Kothari (f) Mitesh Kothari HUF</p> <p>(B) Holding Company: Kothari Products Limited</p> <p>(ii) Summary of Transactions:</p> <table> <tr> <th></th><th>For the year ended 31.03.2015</th><th>For the year ended 31.03.2014</th></tr> <tr> <td>On Account of Expense:-</td><td></td><td></td></tr> <tr> <td>1) Rent</td><td>60672.00</td><td>60674.00</td></tr> <tr> <td>2) Interest on Loan</td><td>96354357.00</td><td>114545480.00</td></tr> <tr> <td>3) Outstanding (Payable)</td><td>1474367116.00</td><td>430087206.00</td></tr> </table> <p>Note : Since no amount is considered as bad & doubtful, neither provision is made for the same nor amount written off.</p>			For the year ended 31.03.2015	For the year ended 31.03.2014	On Account of Expense:-			1) Rent	60672.00	60674.00	2) Interest on Loan	96354357.00	114545480.00	3) Outstanding (Payable)	1474367116.00	430087206.00
	For the year ended 31.03.2015	For the year ended 31.03.2014															
On Account of Expense:-																	
1) Rent	60672.00	60674.00															
2) Interest on Loan	96354357.00	114545480.00															
3) Outstanding (Payable)	1474367116.00	430087206.00															

		For the year ended 31.03.2015	For the year ended 31.03.2014
Note:31	Earning Per Share :		
	(a) Profit after tax (Profit attributable to Equity Shareholders)	147948076.67	134479854.79
	(b) Weighted average nos. of Equity Shares for Basic / Diluted EPS	2000000	2000000
	(c) Nominal Value of Equity Share (in Rs.)	10.00	10.00
	(d) Basic Earning per Equity Share (in Rs.)	73.97	67.24
	(e) Diluted Earning per Equity Share (in Rs.)	73.97	67.24

Note:32 The deferred tax liability amounting to Rs.1689922.80 (Previous year Rs.50822.14) is on account of time difference of Depreciation which is capable being reversed in one or more subsequent years. The deferred tax liability amounting to Rs.1639100.66 (Previous year Rs. 41933.14) has been provided for the year.

Note:33	(a) Unhedged Foreign Currency Exposures as at Balance Sheet date are as under-				
Particulars	Currency	31.03.2015		31.03.2014	
		Amount in Foreign Currency	Equivalent Indian Rupees	Amount of Foreign Currency	Equivalent Indian Rupees
Export and other Receivables	USD	NIL	NIL	74972731	4505846139
Import and other Payables	USD	50907999	3231639777	104403948	6274656394



(b) Hedged Foreign Currency Exposures as at Balance Sheet date are as under-

Particulars	Currency	31.03.2015		31.03.2014	
		Amount of Foreign Currency	Equivalent Indian Rupees	Amount of Foreign Currency	Equivalent Indian Rupees
Net (Hedge of Export and other Receivables)	USD	86692200	5503220856	NIL	NIL
Net (Hedge of Import and other Payables)	USD	85564913	5431660677	NIL	NIL

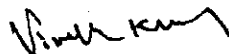
- Note:34** There is no amount due to Micro Enterprises and Small Enterprises, based on the records and the information received from suppliers.
- Note:35** In terms of Accounting Standard 28 "Impairment of Assets" Issued by the Institute of Chartered Accountants of India, provision for impairment loss on assets for the year is not required.
- Note:36** In terms of Accounting Standard 29 "Provisions, Contingent Liabilities and Contingent Assets" Issued by the Institute of Chartered Accountants of India, there has been no Provision on beginning and at the end of the year, therefore no disclosure requirements.
- Note:37** The figures of previous year have been regrouped / recast wherever considered necessary to make them comparable with those of current year.

AS PER OUR REPORT OF EVEN DATE ATTACHED

For MEHROTRA & MEHROTRA

Firm Regn NO. 000226C

CHARTERED ACCOUNTANTS



(VIVEK KUMAR)

Partner

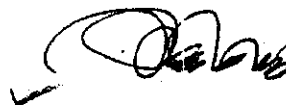
Membership No. 408271

Place: Kanpur

Date : 26th May, 2015

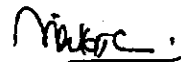


For and on behalf of the Board



(DEEPAK KOTHARI)

Director



(MITESH KOTHARI)

Director

2.2	Reconciliation of the number of shares and amount outstanding at the beginning and at the end of reporting period	As at 31st March 2015		As at 31st March 2014	
		Number of shares	Amount	Number of shares	Amount
	Equity Share of Rs.10/- each fully paid up:-				
	Opening Balance	2000000	2000000	1000000	1000000
	Fresh Issue	-	-	-	-
	Bonus Issue	-	-	1000000	1000000
	Closing Balance	2000000	2000000	2000000	2000000

2.3	Details of shares held by shareholders holding more than 5% shares	As at 31st March 2015		As at 31st March 2014	
	Class of shares/Name of shareholder	Number of shares held	Holding %	Number of shares held	Holding %
	Equity Share of Rs.10/- each fully paid up:-				
	M/s Kothari Products Limited	2000000	100.00%	2000000	100.00%

2.4	Details of shares held by the holding company		Equity shares of Rs.10/- each fully paid up	
	As at 31st March, 2015			
	Kothari Products Limited, the holding company		2000000	
	As at 31st March, 2014			
	Kothari Products Limited, the holding company		2000000	



NOTE:9. FIXED ASSETS

KPL EXPORT PVT. LIMITED

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31.03.14	Additions	Transfer	As at 31.03.2015	Up To 31.03.14	For the year	Adjustment	Up To 31.03.15	As at 31.03.2015	As at 31.03.14
Tangible Assets										
Building (Factory)	11380000.00	0.00	0.00	11380000.00	0.00	183350.00	0.00	183350.00	11396650.00	11380000.00
Plant & Machinery	44380424.91	0.00	0.00	44380424.91	0.00	2823426.91	0.00	2823426.91	41756998.00	44380424.91
Motor cars/Scooter	1349277.00	0.00	0.00	1349277.00	133961.41	193716.99	0.00	327678.40	1021598.60	1215315.39
Office Equipment	21500.00	0.00	0.00	21500.00	1021.25	7148.75	0.00	8170.00	13330.00	20478.75
Computers	207500.00	0.00	0.00	207500.00	67271.50	31291.00	0.00	98562.50	108937.50	140228.50
TOTAL	57738701.91	0.00	0.00	57738701.91	202254.16	3238933.65	0.00	3441187.81	54297514.10	57536447.75
PREVIOUS YEAR	11848343.00	45890358.91	0.00	57738701.91	39415.84	162838.32	0.00	202254.16	57536447.75	

