

Date:10.10.2015

To,  
The Manager,  
Corporate Service Department, BSE Limited,  
P. J. Towers, Dalal Street, Mumbai — 400001

Dear Sir/Madam,

Sub: Compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Scrip Code: 538686.

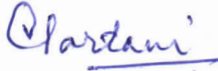
Pursuant to sub-regulation 1 of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is hereby enclosing Annual Report of 30<sup>th</sup> Annual General Meeting of the company held on 30<sup>th</sup> day of September,2015.

This is for your kind information and record.

Thanking you

Yours Faithfully

For Partani Appliances Limited



VIKAS PARTANI

Director

DIN: 02287293



Encl: 1. Annual Report of 30<sup>th</sup> AGM.

PARTANI APPLIANCES LIMITED 702 E, Al Karim Trade Centre, Ranigunj.

Secunderabad- 500003.

**30<sup>th</sup>**

***ANNUAL REPORT***

**2014-2015**

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***PARTANI APPLIANCES  
LIMITED***

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## **BOARD OF DIRECTORS**

Mr. Vikas Partani – Whole Time Director & CFO

Mr. Suresh Partani – Non Executive & Promoter Director

Mr. Dennis Alvares - Non Executive & Independent Director

Ms. Maribelle Noella - Non Executive & Independent Director

## **AUDITORS**

**M. Mahender Kumar**  
Chartered Accountant,  
Hyderabad

## **REGISTERED OFFICE**

702 E Al Karim Trade Centre  
Ranigunj,  
Secunderabad 500 003  
Phone No: 040 6626 0041/42 /43/44  
Fax No: 040 27540395

## **BANKERS**

State Bank of India  
M.G. Road, Secunderabad

## **REGISTRAR & SHARE TRANSFER AGENTS**

M/s. Aarathi Consultants Pvt Ltd  
1-2-285, Domalguda, Hyderabad-500029.  
Email Id: info@aarthiconsultants.com  
Phone: 040- 27638111/4445  
Fax No : 040-27632184

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## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday 30<sup>th</sup> September, 2015 at 12.30 P.M at the Registered Office of the Company at 702 E, Al Karim trade Centre, Ranigunj, Secunderabad 500 003 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Audited Statement of Profit & Loss Account and the Cash Flow for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, the consent of the Members be and is hereby accorded for the ratification of the appointment of Statutory Auditors of the Company, M.Mahender Kumar Chartered Accountant, Hyderabad, to hold office from the conclusion of the 30<sup>th</sup> Annual General Meeting up to the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors.”

3. To appoint Mr. Suresh Partani, ( DIN : 01941799) as Director, subject to retire by rotation and in this regard to consider and if thought fit , to pass, with or without modification (s) , the following resolution as an ordinary resolution:

**“RESOLVED THAT** Mr. Suresh Partani, (DIN: 01941799), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director pursuant to Section 152 of the Companies Act, 2013, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

## **SPECIAL BUSINESS:**

4. To appoint Mr. Vikas Partani (DIN: 02287293) as a Whole Time Director and Chief Financial Officer and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

**“RESOLVED THAT** pursuant to Section 196,197,203 and other applicable provisions of Companies Act, 2013 (including corresponding provisions, if any of the Companies Act, 1956) ; the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, if any, the Company hereby accords its approval for appointment of Mr.Vikas Partani (DIN 02287293) as a Whole-Time Director and Chief Financial Officer of the Company for a period of 3 years with effect from 5<sup>th</sup> September, 2015 to 4<sup>th</sup> September, 2018, on such terms and at such remuneration as set out in the explanatory statement annexed to this Notice.”

**“RESOLVED FURTHER** that

- a) the aggregate of salary, perquisites and allowances of Mr.Vikas Partani (DIN 02287293) of the Company in any one financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including applicable rules, if any) as amended from time to time;
- b) in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr.Vikas Partani, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013; and
- c) the Board of Directors ( hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Vikas Partani, (DIN 02287293) subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

5. To consider and if thought fit, to pass with or without modification the following resolution which is proposed as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loan to any person or other body corporate; and / or give any guarantee or provide security in connection with a loan to any other body corporate or person and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto an aggregate amount not exceeding Rs.15,00,00,000 notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

6. To consider and if thought fit, to pass with or without modification the following resolution which is proposed as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any consent of the Company be and is hereby accorded for entering into related party transactions by the Company upto the maximum per annum amounts as appended below:

<b>Maximum Value of Contract / Transaction</b>					
	Transactions defined u/s 188(1) of Companies Act, 2013				Others
Name of the related Party	Sales, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property	Donation (for CSR- Corporate Social Responsibility initiatives of the Company)
Matra Kaushal Enterprise Limited	Rs.20,00,00,000	-	-	-	-

**“RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors and / or any committee thereof be and is hereby authorised to settle any question, difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary, proper desirable and to finalize any documents and writings related thereto.”



7. To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or reenactment thereof), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company..

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

**For and on behalf of the board  
M/s. Partani Appliances Limited**

**Place: Secunderabad  
Date: 08-09-2015**

**Sd/-  
Vikas Partani  
Whole Time Director& CFO**

## **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. Proxies, in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto in respect of special resolution.
3. The Register of Members and Share Transfer Books of the Company will be closed from 24-09-2015 to 30-09-2015 (Both days inclusive).
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
5. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e Electric /Telephone Bill, Driving License or a copy of passport and Bank particulars to the company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants.
6. A Member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the Company at least 7 working days prior to the meeting, so that the required information can be made available at the meeting.
7. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to send the same to the office of the Registrar and Transfer Agent of the Company.
8. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt Ltd, Share Transfer Agents of the Company for their doing the needful.
11. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular No.17/2011 dated 21-04-2011 and Circular No.18/2011, dated 29-04-2011, Companies can send various notices/documents (including notice calling Annual General Meeting, Audited Financial statements, Directors Report, Auditors Report etc) to their shareholders electronically, to the registered email addresses. Keeping in view shareholders are requested to update their E-Mail ID with their DP.

12. The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement. The Company is pleased to provide E-Voting facility through Central Depository Services ( India) Limited as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of the 30<sup>th</sup> Annual General Meeting. The Shareholders holding shares as on 23<sup>rd</sup> September, 2015, being the cut off date, may participate in remote E-voting. The members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

The instructions for members for voting electronically are as under:

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders” tab.
- c) Now enter your User ID

<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  For CDSL: 16 digits beneficiary ID,	Folio Number registered with the Company

- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0’s before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field</li> <li>• Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is ‘RA00001234’. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is ‘RA123445678’.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 23 <sup>rd</sup> September, 2015 in the Dividend Bank details field.
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- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Members holding shares in Physical form will then reach directly to the voting screen.
- i) 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.
- 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.
- j) Click on the relevant EVSN for the “**Partani Appliances Limited**” on which you choose to vote.
- k) On the voting page, you will see Resolution Description and against the same the option ‘YES/NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- l) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Notice of the Annual General Meeting.
- m) 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.
- n) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p) Note for Non-Individual Shareholders & Custodians:
- Institutional 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.

- q) 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)
13. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date 23<sup>rd</sup> September, 2015 and not casting their vote electronically, may cast their vote at the Annual General Meeting.
14. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
15. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.partaniappliances.com](http://www.partaniappliances.com) and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on 30<sup>th</sup> September, 2015 and communicated to the BSE Limited.
16. The remote e-Voting period starts from 10.00 AM on 26<sup>th</sup> September, 2015, and ends at 6.00 PM on 29<sup>th</sup> September, 2015. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on cut off date 23<sup>rd</sup> September, 2015 may cast their vote electronically. The remote e Voting module shall be disabled by CDSL for voting thereafter.
17. Ballot Form -In terms of Clause 35B of the Listing Agreement, those members, who do not have access to remote e-voting facility, may send their assent or dissent in writing on the Ballot Form attached with this AGM Notice so as to reach the Scrutinizer at the address mentioned therein on or before 29<sup>th</sup> September, 2015. Any Ballot Form received after this date will be treated as invalid if the reply from the member has not been received

If any member exercises both remote e-voting and in writing through Ballot Form, then Scrutinizer will consider only the remote e-voting.

Members are requested to read the instructions given below:

1. The Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence by the next named joint holder. The signature of the member on this Ballot Form should be as per the specimen signature registered with the Company or furnished by Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively .
2. In case of shares held by Companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attached specimen signature(s) of the duly authorized signatories.

3. Member holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.
4. Member are requested not to send any other paper along with the Ballot Form and any other paper found in the envelope, the same would not be considered and would be destroyed by the Scrutinizer.
5. The votes should be cast in favour or against the Resolution putting the tick mark (√) in the column for assent or dissent. Ballot form bearing (√) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled Ballots will be subject to rejection by the Scrutinizer.
6. There will be one Ballot Form for every Folio/Client ID irrespective of the number of the joint holders.
7. The Ballot shall not be exercised by a Proxy.

Ballot Form – Votes will be considered invalid on the following grounds:

- (i) If the member's signature does not tally .
  - (ii) If the member has marked all his shares both in favour and also against the resolutions
  - (iii) If the Ballot paper is unsigned.
  - (iv) If the Ballot paper filled in pencil or signed in pencil.
  - (v) If the Ballot paper received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
8. The Scrutinizer's decision on the validity of the Ballot will be final.
  9. Address of Scrutinizer Mr.Y.Koteswar Rao, Scrutinizer, H.No.48-345, Ganesh Nagar Colony, Chinthal HMT Road, Hyderabad 500 054.

**For and on behalf of the Board  
For Partani Appliances Limited**

**Date - 08-09-2015  
Place - Secunderabad**

**Sd/-  
Vikas Partani  
Whole Time Director & CFO**

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 (1) of the Companies Act, 2013)**

**ITEM No.4**

Mr.Vikas Partani was first inducted to the Board at the Board Meeting 25-09-2002. The Board of Directors at their meeting held on 5<sup>th</sup>September, 2015 considered and decided to entrust Mr.Vikas Partani with increased role and responsibility by elevating him as Whole Time Director and Chief Financial Officer of the Company. The term of his appointment as Whole Time Director will be for a period of 3 years from 5<sup>th</sup> September, 2015 to 4<sup>th</sup> September, 2018.

The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013 which permits our Company to provide for a salary. The Board of Directors upon consultation with the Nomination and Remuneration Committee will also be at a liberty to alter, vary and revise the remuneration , including commission and perquisites from time to time within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mr.Vikas Partani as Whole Time Director of the Company. The Board recommend the resolution for approval of members as special resolution. The Board recommend the resolution for approval of members as special resolution will be available for inspection between 11.00 AM to 5.00 PM on all working days (Monday to Saturday) at the Registered Office of the Company.

None of the Directors except Mr.Vikas Partani, is concerned or interested in the proposed resolution.Your Directors recommend the Resolution for your approval

The other terms of remuneration payable to Mr.Vikas Partani, Whole Time Director are set out below

- a) Gross remuneration of Rs.25,000 per month inclusive of perks and facilities
- b) In addition to fixed gross monthly remuneration as above, contribution to provident fund , superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity shall be payable at a rate not exceeding half a month's salary for each completed year of service as applicable under the law
- c) Encashment of leave at the end of the tenure

Although the remuneration proposed to the Whole Time Director by way of salary, allowances, perquisites and benefits is within the limit prescribed under Section I of Part II of Schedule V to the Companies Act, 2013 i.e. within 5 per cent of the net profit of the Company, the following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below by way of abundant caution:

## **I. General Information:**

### **(i) Nature of Industry:**

The Company is engaged in the business of manufacture, buy, sell, import, export, deal, repair, prepare, alter and produce all kinds of household appliances and every description and all kinds of iron and hard ware materials, metals and their alloys.

### **(ii) Date or expected date of Commencement of Commercial production:**

The Company was incorporated on 29<sup>th</sup> March, 1985 as a Private Limited Company. Hence, Commencement Certificate was not required.

### **(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable**

### **(iv) Financial performance based on given indicators -as per audited financial results for the year ended 31st March 2015:**

<b>Particulars</b>	<b>In lakhs</b>
Paid up Capital	1231.02
Reserves & Surplus	(77.57)
Income from Operations	21.93
EBITDA	20.16
Profit before Tax	20.16
Profit after Tax	13.93

- (v) **Foreign Investment or collaborations, if any:** The Company has not entered into any foreign collaborations. The Company has not made any foreign investments.

## **II. Information about the appointee:**

- 1. Background details :** Mr. Vikas Partani is a Graduate and has a total work experience of around 13 years. He is young, motivated, enthusiastic, dynamic and creative personality. He possesses good entrepreneurial skills of managing business and has been efficiently managing the various departments
- 2. Past Remuneration:** Not Applicable
- 3. Recognition or Awards:** Mr. Vikas Partani is well recognized for his entrepreneurial skills. He has played vital role in overall growth of the Company.
- 4. Job Profile and his suitability :** Mr. Vikas Partani is efficiently handling various departments and he shall be responsible inter-alia to discharge his duties as may be assigned by the Board from time to time and to manage the General Management of the Company subject to superintendence and control of the Board of Directors. He is suitably qualified and experienced to look after the duties and responsibilities entrusted to him.



## **5. Remuneration proposed:**

- a) Gross remuneration of Rs.25000 per month inclusive of perks and facilities
- b) In addition to fixed gross monthly remuneration as above, contribution to provident fund , superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity shall be payable at a rate not exceeding half a month's salary for each completed year of service as applicable under the law
- c) Encashment of leave at the end of the tenure

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The remuneration paid is lower as compared to industry. However, the Company wants to acquire the best of talent and augmenting the operations as well as the profits upon which the remuneration will be increased pursuant to the limits in Companies Act, 2013 and Shareholders Approval.

## **7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Vikas Partani is holding 25,000 equity shares of the company. In addition to above, his relatives are also holding shares in the company. Company has also entered into related party transaction for sale, purchase of goods and material from company in which he is interested. Accordingly he may be deemed having pecuniary relation, directly and indirectly, with the company.

## **III. Other Information**

**1. Reasons of Loss or Inadequate Profits:** Since this is the appointment done in current year. This information is not applicable.

**2. Steps taken or proposed to be taken for improvement:** Focus has been placed on promotion and marketing of products so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company

**3. Expected increase in productivity and profits in measurable terms:** Looking at the past performance and efforts being made during the year, the company is expecting a very high increase in the Sales and profits of the Company

**IV. Disclosure:** As the said appointment is done in the current year the disclosure in the Corporate Governance report under Schedule V of the Companies Act, 2013 will be made in the Corporate Governance Report of 2015-2016.

### **Item No. 5**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and

and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company..

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to companies for an amount not exceeding Rs.15.00 crores

None of the Directors and Key Managerial Personnel and/or their relatives are concerned or interested in the Resolution Your Directors recommend the Resolution for your approval

### **Item No.6**

As per provision of sub-section (1) of Section 188 read with rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, a company (whether private, public or listed) needs to obtain prior approval of the Board of Directors and in case the paid-up share capital of a company is Rs.10 crores or more, the prior approval of shareholders by way of a Special Resolution is required for the following related party transactions:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;
- c) leasing of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) underwriting the subscription of any securities or derivatives thereof, of the company

Further, third proviso to section 188(1) provides that nothing in this sub-section shall apply to any transaction entered into by the company in its ordinary course of business and on arm's length basis.

The Board of Directors of your Company recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution as an abundant precaution. Any transaction done with the related party will be in the ordinary course of business and on arm's length basis

Except Promoter Directors of the Company and their relatives, no other Director and Key Managerial Personnel and/or their relatives are concerned or interested in the Resolution.

Your Directors recommend the Resolution for your approval.

**Item No. 7**

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Upon enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same the AoA of the Company needs to be realigned as per the provisions of the new Act.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of AoA of the Company.

A copy of the proposed set of new AoA of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on all working days, except Saturdays and Sundays, between 11.30 AM and 3.30 PM up to the date of the Meeting.

The Board recommends the resolution as set out at item no. 7 of the Notice for your approval.

None of the Directors of your Company or their relatives are concerned or interested in the said resolution

**Additional Information:**

Details of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)		
1. Name of the Director	Mr.Suresh Partani	Mr.Vikas Partani
2. Date of Birth	23-12-1955	11-08-1976
3. Date of Appointment	01-04-1999	25-09-2002
4. Experience in Specific Areas	Highly experienced in marketing of electrical goods. His professional knowledge and expertise would be of immense useful to the efficient functioning of the Company	He is young, motivated, enthusiastic, dynamic and creative personality. He possesses good entrepreneurial skills of managing business and has been efficiently managing the various departments
5. Qualifications	Graduate	Graduate
6. Shareholding in the Company	2650	25000
7. Directorships in other Public Limited Companies	1	Nil
8. Membership in other public Limited Company Committees	3	Nil

## **DIRECTORS' REPORT**

Dear Members

Your Directors are pleased to present the 30<sup>th</sup> Annual Report and the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2015

### **Financial Performance:**

(Rupees in Lacs)

<b>Particulars</b>	<b>FY 2014-2015</b>	<b>FY 2013-2014</b>
Income from Operations	2193.78	81.38
Profit before Interest & Depreciation	20.16	2.29
Less: Interest	0	0
Profit before Depreciation	20.16	2.29
Less: Depreciation	0	0
Profit after Depreciation	20.19	2.29
Less: Income Tax & FBT for the Current Year	6.23	0.71
Profit after Tax	13.93	1.59
Balance of profit brought forward from previous period	(150.29)	(160.88)
Amount available for appropriation	(145.3)	(159.29)
Balance carried Over	(145.3)	(159.29)

### **Performance review:**

Your directors wish to inform the share holders that the Company's sales have increased from Rs. 81.38 Lakhs to Rs.2193.78 Lakhs for the year ended 31<sup>st</sup> March 2015. During this financial year, the Company made profit of Rs.13.93 Lakhs as against the profit of Rs.1.59 Lakhs for the year 2013-2014.

### **Management discussion and analysis report:**

The Management Discussion and Analysis Report is annexed as **Annexure-I** as a part of the Annual Report.

### **Corporate Governance**

Pursuant to Clause 49 of the Listing Agreement with stock exchanges, a separate report on corporate governance has been included in this Annual Report in **Annexure –II** together with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance, the reports on Management Discussion and Analysis and General Shareholder Information.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2014-15. A declaration to this effect signed by the Whole Time Director – Chief Financial Officer of the Company is contained in this Annual Report.

### **Listing:**

The equity shares of your company are listed on the Bombay Stock Exchange and Ahmedabad Stock Exchange Limited

### **Number of Meetings of the Board and Audit Committee**

A calendar of meetings is prepared and circulated in advance, to the Directors. During the year 14 Board Meetings and 7 Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

### **Auditors:**

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, Mr.M.Mahender Kumar, was appointed by the members at the 29<sup>th</sup>Annual General Meeting to hold office until the conclusion of the 34<sup>th</sup>Annual General Meeting, subject to ratification by shareholders at each AGM.

The members are requested to ratify the appointment of Mr.M.Mahender Kumar Chartered Accountant as statutory auditors of the Company for the year 2015-16.

### **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed, Mr.Y.Koteswar Rao, Practicing Company Secretary to undertake the Secretarial Audit of the Company. Secretarial Auditor Report for the year 2014-15 given by Mr.Y.KoteswarRao, in the prescribed 'Form MR-3' is annexed to this report in **Annexure –III**. The remarks made the Secretarial Auditor are self explanatory. Further, the Company has appointed Mr.Vikas Partani as the Whole Time Director and Chief Financial Officer of the Company w.e.f 5<sup>th</sup>September, 2015.

### **Deposits:**

The Company has not accepted any deposits from the public within the meaning of Section 73 of Companies Act, 2013.

### **Adequacy of Internal Financial Controls**

The Company has established and is maintaining internal controls and procedures. The Board of Directors have evaluated the effectiveness of the Company's internal controls and procedures and confirm that they are adequate based on the size and the nature of its business.

### **Conservation of Energy, Technical Absorption and Foreign Exchange Earning and Outgo**

The details of energy conservation, technology absorption and foreign exchange earnings and outgo as required under Sec.134 (3) (m) of the Companies Act 2013, read with the Companies (disclosure of particulars, in the report of Board of Directors) Rules 1988 are given in the **Annexure-IV** forming part of this report.

### **Extract of Annual Return**

The extract of Annual Return as provided under Sub-section(3) of Section 92 of the Companies Act, 2013, in the prescribed Form MGT- 9 is annexed to this report in **Annexure –V**

### **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The Company has not received any complaints alleging sexual harassment during the financial year 2014-15.

### **Directors' Remuneration Policy & Criteria for matters under Section 178**

#### **Appointment of Directors :**

- While identifying persons who may be appointed directors, the Committee shall consider business of the Company, strength, weakness, opportunity and threats to company's business, existing composition of the board of directors, diversity, skills, expertise of existing directors and, background, skills, expertise, reputation and qualification possessed by persons being considered, specific requirements under Companies Act, 2013, standard listing agreement and any other laws as to composition of the Board.
- While identifying persons who may be appointed as independent directors, the Committee shall review their qualifications and suitability to ensure that such candidates will be able to function as directors 'Independently' and avoid any conflict of interest, obligations, pressure from other Board members, KMPs, senior management and other persons associated with the Company.

### **Remuneration of directors, Key Managerial Personnel, Senior Management Personnel :**

- The remuneration to executive directors, Key Managerial Personnel and Senior Management Personnel at the time of appointment shall be mutually agreed. The Committee shall consider top industry indicators, requirements of role, qualification and experience of candidate, expected contribution of executive to the profitability challenges specific to the Company and such other matters as the Committee may deem fit. The remuneration must motivate individuals to achieve benchmarks which must be aligned to the vision of the Company. It may contain fixed pay. The management shall periodically find out the remuneration scale prevalent in the industry / peer group to the extent possible to find out if there is a need for revision in remuneration for retaining the talent.
- The Non-Executive directors shall not be eligible for any remuneration / commission, unless specifically approved by the Board of Directors on recommendation of the NRC and by the shareholders.
- The Non- Executive Directors including independent directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof.
- The Non-Executive Directors may be paid commission after complying with required provisions of the Companies Act, 2013. Besides, the Committee shall take into consideration performance, of the concerned executive as well as the Company, to the growth of business, profitability, company potentiality and critical role played / initiatives taken while considering pay hike / increment to the concerned executives

### **Significant and material orders passed by the regulators or court:**

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

### **Internal Audit**

The Company has a well established system of Internal Audit which carries out audit on Risk Management framework covering all the functions.

### **Dividend:**

In view of the need for strengthening the financial base of the Company, your Directors have decided not to declare the dividend for the year 2014-2015.

### **Material Changes & Commitments**

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this report.



## **Whistle Blower Policy/Vigil Mechanism**

The Company has a Whistle Blower Policy which enables its directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and provides safeguards against victimisation of director(s)/employee(s), who avail of the mechanism. The Policy has been appropriately communicated to the employees within the organization

## **Related Party Transactions**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, the disclosure in 'Form AOC-2' is not applicable.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on an annual basis.

## **Particulars of Loans, Guarantees or Investments**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements annexed to this Report.

## **Risk Management Policy**

Information on the development and implementation of a risk management policy for the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company is given in the report on Management Discussion and Analysis.

## **Corporate Social Responsibility**

The provisions relating to Corporate Social Responsibility do not apply to the Company.

## **Formal Annual Evaluation of the performance of the Board, its Committees and the Directors**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance. The Performance of evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

## **Directors and Key Managerial Personnel**

The Total number of Directors of the Company as on 31<sup>st</sup> March, 2015 was 4. Out of which 2 are Independent Directors and 2 are Promoter Group Directors. The Board of Directors upon the recommendation of Nomination and Remuneration Committee appointed Mr.Vikas Partani as the Whole Time Director and Chief Financial Officer ,subject to the approval of members in the 30<sup>th</sup> Annual General Meeting.

## **Directors Retiring by Rotation**

In accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr.Suresh Partani who is liable to retire by rotation has offered himself for re-appointment as Director of the Company. The Company has received a Notice in writing from a member proposing his candidature as the Director of the Company.

## **Declaration by Independent Directors**

All the independent directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6) and Clause 49 of the Listing Agreement

## **Particulars of employees**

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

## **Particulars of remuneration**

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as follows:

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year – Not applicable as there is no executive director on the board of the Company.

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year - None of the Directors are drawing remuneration .Hence the same is not comparable.
- (iii) The percentage increase in the median remuneration of employees in the financial year – There has been no increase in the remuneration
- (iv) The number of permanent employees on the rolls of company - 4
- (v) The explanation on the relationship between average increase in remuneration and company performance;- There was no increase in the average remuneration . Hence not applicable
- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company –Not Applicable
- (vii) variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year; and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company received the Listing Approval from Bombay Stock Exchange on 13<sup>th</sup> October, 2015. Hence the figures of 31<sup>st</sup> March, 2015 are entered:

	<b>Particulars</b>	<b>Unit</b>	<b>As at 31.03.2015</b>
1.	Closing rate of share at BSE	Rs.	147.20
	EPS	Rs.	0.11
	No of Shares*		12310200
	Market Capitalization	Rs/Lacs	18120.61
2.	Price Earnings ratio	Ratio	1338.18
3.	Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer - 47.20%		

- (viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average increase in salaries of employees other than managerial personnel in 2014-15 was Nil Percentage increase in the managerial remuneration for the year – Not Applicable.

Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company – Not Applicable.

- (ix) The key parameters for any variable component of remuneration availed by the directors - No.
- (x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year –Not Applicable.
- (xi) Affirmation that the remuneration is as per the remuneration policy of the company - Yes.

**Industrial Relation:**

Industrial relations remand cordial throughout the year and your Directors express their deep gratitude to all the employees. The Company is pursuing its policy to provide a congenial working environment at work place.

**Director's responsibility statement:**

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act 2013 with respect to Directors Responsibility Statement, it is hereby confirmed.

- (i) That in the preparation of the Annual Accounts for the financial year ended March 31, 2015 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2015 and of the loss of the Company for the year ended on that date
- (iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the Directors had prepared the accounts for the financial year ended March 31, 2014 on a `going concern` basis.
- (v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively
- (vi) That systems to ensure compliance with the provision of all applicable laws were in place and were adequate and operating effectively.

**Acknowledgement:**

Your Directors take this opportunity to express their grateful appreciation for the co-operation and assistance by Central and State Governments, Banks, Suppliers and business associates as well as shareholders. Your Directors also place on record their appreciation for the devoted services rendered by all employees.

**For and on behalf of the board  
M/s. Partani Appliances Limited**

**Place: Secunderabad  
Date: 08-09-2015**

**Sd/-  
Vikas Partani  
Whole Time Director & CFO**

**Sd/-  
Suresh Partani  
Director**

## Annexure I

### MANAGEMENT DISCUSSION AND ANALYSIS

(Forming part of Directors' Report)

#### **1. Overview**

Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

#### **2. Industry Structure and Developments:**

Changing economic and business conditions, evolving consumer preferences, rapid technological innovation and adoption and globalization are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their core business objectives, such as revenue growth, profitability and asset efficiency.

Technology has evolved from merely driving cost efficiency. It is now also driving tangible business value. The ability to define, design, develop, implement and maintain advanced technology platforms and business solutions to address business needs has become a competitive advantage and a priority for corporations worldwide.

#### **3. Opportunities and Threats**

Though the overall scenario for the smaller companies is extremely competitive, there are some niche areas where there are some opportunities for growth. The management is exploring these areas to consider entering these areas and develop expertise in such areas.

**4. Segment wise or Product wise Performance:** Not applicable since the Company operates in one segment

#### **5. Outlook**

The management is doing its best to forge relations with other companies and take the company forward in the new business lines. However, the outlook of the management is cautious in view of the competitive nature of the market.

#### **6. Risks and Concerns**

While venturing into new business lines, the company would need access to funds. The risk of not being able to raise funds at the timer needed is the biggest risk that the management foresees.

#### **7. Internal Control Systems**

The Company maintains a system of well established policies and procedures for internal control of operations and activities, and these are continually reviewed for effectiveness.

The internal control system is supported by qualified personnel and a continuous program of internal audit. The prime objective of such audits is to test the adequacy and effectiveness of all internal control systems laid down by the management and to suggest improvements. We believe that the company's overall system of internal control is adequate given the size and nature of operations and effective implementation of internal control self assessment procedures and ensure compliance to policies, plans and statutory requirements.

## **8. Discussion on financial performance with respect to operational performance**

The management has decided to adopt even more prudential accounting norms as a matter of conservative accounting. This measure, which will definitely help the company in the future, has led to certain write offs.

## **9. Human resource development and industrial relations**

During the year under review the company has taken several HR initiatives to train and develop talent pool. The company has also taken up a root cause analysis on bringing down the attrition rates. In order to improve the performance of management and to scale up the business operations, the company has recruited experienced personnel at senior level apart from strengthening other departments with competent people.

## **10. Cautionary statement**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations

## Annexure - II

### REPORT ON CORPORATE GOVERNANCE

#### Introduction

SEBI vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17 April 2014 and subsequent amendatory Circular dated 15 September 2014 notified the revised Clause 49 of the Listing Agreement to be applicable with effect from 1 October 2014.

This Report therefore states compliance as per the requirement of the Companies Act, 2013, revised Clause 49 of the Listing Agreement and other regulations as applicable to the Company

#### Company's Philosophy on code of governance

The company believes that strong corporate governance is indispensable for healthy business growth and to be resilient in a vibrant capital market and is an important instrument of investor protection.

#### 1. Board of Directors

- (i) **Composition of Board** - The Board of Directors consists of 4 Members of which 2 are Independent Directors. The Composition of the Board is in conformity with the listing requirements. The Board of Directors of the company consists of an optimum combination of Non Executive Directors and Independent Directors including one woman director. The composition of the Board is in conformity with Clause 49 of the listing Agreement, which stipulates that not less than fifty percent of the Board of Directors should comprise of Independent Non Executive Directors.
- (ii) **Pecuniary relationship** - Non executive Directors/ Independent Directors are committed to maintenance of high level of Corporate Governance and as such they do not have any material pecuniary relationship with the company except as stated in the Corporate Governance Report.
- (iii) **Directors attendance and directorship held**- None of the Directors of your company are Directors on the Board of more than 20 companies or 7 Listed Companies or 10 Board level Committees or Chairman in more than 5 Committees, across all companies in which they are Directors.
- (iv) **No. of Board Meeting** - 14 Board Meetings were held during the year 2014-2015. Your Company has complied with all the requirements in terms of Listing Agreement and Companies Act, 1956 in respect of Board Meetings. The dates on which the Meetings were held are as follows:  
  
27-05-2014, 29-05-2014, 07-08-2014, 11-08-2014, 23-08-2014, 01-09-2014, 05-09-2014, 08-09-2014, 16-09-2014, 13-11-2014, 15-11-2014, 20-12-2014, 13-02-2015 and 16-03-2015

S.No	Name of the Director	Category (Promoter/ Executive/ Non- Executive)	No of other Directorships	No. of Committees in which member	Number of Board meetings attended	Whether attended last AGM
1.	Mr.Vikas Partani	Promoter-Non Executive Director	Nil	1	13	Yes
2.	Mr.Suresh Partani	Promoter and Non Executive Director	2	2	12	Yes
3.	Ms.Maribelle Noella	Non-Executive Independent Director	Nil	2	7	Yes
4.	Mr. Dennis Alvares	Non-Executive Independent Director	1	3	14	Yes

**(v) Meeting of Independent Directors**

Independent Directors to meet atleast once a year to deal with matters listed out in Schedule IV and Clause 49 of the Listing Agreement which inter-alia includes , review the performance of Non-Independent Directors, Chairman and the Board as a whole and assess quality of flow of information to perform the duties by the Board of Directors.

**Attendance Record**

Name of the Director	No. of Meetings held	No. of meetings attended
Maribelle Noella	1	1
Dennis Alvares	1	1

**(vi) Board's Procedure**

Agenda papers along with explanatory statements were circulated to the Directors in advance for each of these meetings. All relevant information as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

**(vii) Performance evaluation of directors and criteria for evaluation:**

The Directors Report contains information in this regard.

**(viii) Details of familiarization programmes to directors**

The Company as a practice ensures that all Directors are briefed on matters of the company on their induction into the Board of Directors of the company. The company also issues a Letter of Appointment in case of Independent Directors detailing their terms and conditions of appointment.



### **(ix) Director's Interest and Remuneration**

Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the Companies in which they are directors or members. The same is placed in every Board Meeting for the noting of the Directors.

None of the Directors are paid remuneration.

### **2. Audit Committee**

The Audit Committee reviews the un-audited quarterly, half-yearly and yearly financial results with the Management before the same are submitted to the Board for its consideration and approval.

The role of the audit committee includes inter alia, recommending the appointment and removal of the external auditor, discussion of the audit plan, fixation of audit fee and also approval of payment of fees for any other services.

The Chairman of the Audit Committee is always present at the Annual General Meeting to give clarifications, if any, required by the members thereat.

All the members including the Chairman have adequate financial and accounting knowledge.

Name of the Director	Designation	Nature of Directorship	No. meetings attended
Mr.Dennis Alvares	Chairman	Non-Executive and Independent Director	<b>7</b>
Mr.Suresh Chandra Partani	Member	Non Executive and Promoter Director	<b>7</b>
Mr.Maribelle Noella	Member	Non-Executive and Independent Director	<b>6</b>

The Committee consists of two Independent Directors and attendance of each Committee Member is as under:

All the members including the Chairman have adequate financial and accounting knowledge.

The Chairman of the Audit Committee is always present at the Annual General Meeting to give clarifications, if any, required by the members thereat.

During the year under review, 7 meetings were held

S.No	Dates of Audit Committee Meeting
1.	29-05-2014
2.	11-08-2014
3.	05-09-2014
4.	13-11-2014
5.	15-11-2014
6.	02-12-2014
7.	13-02-2015

### **Terms and reference of the Audit Committee include a review of**

- Financial reporting process
- Draft financial statements and auditor's report (before submission to the Board)
- Accounting policies and practices
- Internal controls and internal audit systems
- Risk management policies and practices
- Related party transactions
- Internal audit reports and adequacy of internal audit function

### **3. Nomination and Remuneration Committee**

The Board of Directors has constituted a Nomination and Remuneration Committee of Directors in place of Remuneration Committee of Directors. The role of the committee is to perform all such matters as prescribed under the Companies Act, 2013 and the rules framed thereunder and Clause 49 of the Listing Agreement (and as may be modified/amended from time to time) which inter alia includes - recommendation to Board of Directors remuneration policy for the Company, appointment of Director, appointment and remuneration of Whole-time Director and Key Managerial Personnel. The Committee will also deal with matters as may be assigned from time to time by the Board of Directors.

The terms of Reference of Nomination and Remuneration Committee

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
2. To carry out evaluation of every director's performance;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
4. While formulating the policy, to ensure that –
  - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
5. To take into account financial position of the company, trend in the industry, appointees qualifications, experience, past performance, past remuneration, etc., and bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the shareholders;
6. To lay down / formulate the evaluation criteria for performance evaluation of independent directors and the Board;
7. To devise a policy on Board diversity;
8. To undertake specific duties as may be prescribed by the Board from time to time;

The Nomination and Remuneration Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mr.DennisAlvares	Chairman	Non-Executive and Independent Director.
Ms.Maribelle Noella	Member	Non-Executive and Independent Director.
Mr.Suresh Partani	Member	Non-Executive and Promoter Director

#### **Details of remuneration to the directors for the Year-**

None of the Directors were paid remuneration

The Committee has formulated a guiding policy on remuneration for its Directors, Key Managerial Personnel and employees of the Company.

#### **4. Corporate Social Responsibility**

The provisions relating to Corporate Social Responsibility do not apply to the Company.

#### **5. Stakeholders' Grievance Committee**

A Stakeholders Relationship/Grievance Committee of Directors has been constituted in place of Shareholders/ Investors Grievance Committee of Directors. The role of the committee is to consider and resolve the grievances of security holders and perform such roles as may require under the Companies Act, 2013 and Clause 49 of the Listing Agreement. Continuous efforts are made to ensure that grievances are expeditiously redressed to the satisfaction of investors. A status report of shareholders complaints and redressal thereof is prepared and placed before Stakeholders Relationship/Grievance Committee of Directors. The following are the members of the committee:

<b>Name of the Director</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mr. Dennis Alvares	Chairman	Non-Executive and Independent Director
Mr.Vikas Partani	Member	Non-Executive and Promoter

#### **6. Status of Complaints received/resolved**

<b>Nature of Complaint</b>	<b>Received</b>	<b>Resolved</b>	<b>Pending</b>
Non Receipt of Dividends	NIL	NIL	NIL
Non Receipt of Annual Report	NIL	NIL	NIL
Non Receipt of Share Certificate sent	NIL	NIL	NIL
<b>Total</b>	NIL	NIL	NIL

## **7. Name and Designation of the Compliance Officer**

Mr. Vikas Partani  
702E, Al-Karim Trade Centre,  
Ranigunj,  
Secunderabad-500003

## **8. General Body Meetings**

The details of last three Annual General Meetings are as follows:

<b>AGM</b>	<b>YEAR</b>	<b>DATE</b>	<b>TIME</b>	<b>VENUE</b>	<b>SPECIAL RESOLUTIONS</b>
29 <sup>th</sup>	2013-2014	30-09-2014	12.30 PM	702 E Al Karim Trade Centre ranigunj Secunderabad 500 003	Special resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 30crores over and above the aggregate of the paid-up share capital and free reserves of the Company.
28 <sup>th</sup>	2012-2013	30-09-2013	10.00 AM	11-23, survey No:49-51,Narapally village, Ghatkesar mandal, R.R.Dist, Hyderabad – 501 301	NIL
27 <sup>th</sup>	2011-2012	29-09-2012	10.00AM	11-23, survey No:49-51,Narapally village, Ghatkesar mandal, R.R.Dist, Hyderabad – 501 301	NIL

During the year, no resolutions were put through postal ballot.

9. **Subsidiary** – The Company does not have any Subsidiary.

#### 10. **Related Party Transactions**

All Related Party Transactions (RPTs) which were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and do not attract provisions of Section 188 of Companies Act, 2013. The Company has formulated policy on materiality of Related Party Transactions and also on Related Party Transactions.

The Omnibus approval of the Audit Committee was obtained for the Related Party Transactions pursuant to Clause 49VII (D) ( c ) of the Listing Agreement.

There were material transactions entered into with related parties, during the period under review, but they do not create potential conflict with the interests of the Company. The Company has duly disclosed the related party transactions in the quarterly Corporate Governance Report submitted with the Stock Exchange.

#### 11. **Disclosures**

- (a) The Company has not entered into any transaction of material nature with related parties i.e., Directors, Management, their relatives conflicting with the Company's interest.
- (b) There were no instances of non-compliance of any matter relating to the capital markets during the year under review. Hence, there have been no penalties or strictures imposed by SEBI / Stock Exchange or any other statutory authorities on matters related to capital market.

#### 12. **Means of Communication**

The unaudited financial results of the Company for each quarter is placed before the Board of Directors within stipulated time. As per the listing requirements, the Company publishes periodical financial results in leading English and Regional Newspapers.

**Annual Report:** Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report and other information is circulated to members and others entitled thereto.

**BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** The Listing Centre of BSE is a web based application designed by BSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, etc. are also filed electronically on the Listing Centre

**SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralised Database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of action taken on the complaint and its current status.

### **13. Code for Prevention of Insider Trading Practice**

The Company had in place a 'Code of Conduct for Prevention of Insider Trading', amended up to date, in accordance with the SEBI(Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which came into effect from 15 May 2015. Regulation 8 of the newly introduced Regulations, requires the Company to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), which the Company needs to follow in order to adhere to each of the principles set out in Schedule A to the said Regulations.

Further, Regulation 9(1) of these Regulations require a listed company to formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Accordingly, the Board at its meeting held on 23rd June, 2015 , approved and adopted,

- a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

### **14. Whistle Blower Policy**

The Company has put in place a Whistle Blower Policy to provide an open and transparent working environment and to promote responsible and secure whistle blowing system for directors and employees of the Company to raise concern. The Policy broadly cover instances of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct, alteration of documents, fraudulent financial reporting, misappropriation/misuse of Company's assets, manipulation of Company's data, pilferage of proprietary information, abuse of authority, etc. The Policy provides adequate safeguard against victimisation of director(s) / employee(s) who raise the concern and have access to Chairman of Audit Committee who is entrusted to oversee the whistle blower mechanism. The Policy is available on the website of the Company.

## 15. General Share Holder Information

The following information would be useful to the shareholders:

<b>A</b>	Annual General Meeting Date Time Venue	30th September, 2015 12.30PM 702 E Al Karim Trade Centre Ranigunj Secunderabad 500 003
<b>B</b>	Financial Calendar 2015-16 (Tentative Schedule) Financial Reporting for: Quarter ending June, 30 2015 Quarter ending September 30 2015 Quarter ending December 31 2015 Quarter ending March 31 2016  Annual General Meeting for Year ended 31 <sup>st</sup> March,2016	1 <sup>st</sup> April to 31 <sup>st</sup> March  Before end of 15 August, 2015 Before end of 15 November, 2015 Before end of 15 February , 2016 Before end of 15 May, 2016  Before end of September, 2016
<b>C</b>	Dates of Book Closure	24 <sup>th</sup> September , 2015 to 30 <sup>th</sup> September, 2015 (both days inclusive)
<b>D</b>	Listing on Stock Exchanges Equity Shares	Bombay Stock Exchange Limited, Mumbai Ahmedabad Stock Exchange  Listing fees for the year 2015-2016 has been paid
<b>E</b>	Demat ISIN Number	INE217P01010
<b>F</b>	Trading Code	PARTANI
<b>G</b>	Scrip ID - BSE	538686

**H.** Market Price Data: High, Low during each Month in last Financial Year:

Month	High	Low	No. of Shares
The Company received the Listing Approval from Bombay Stock Exchange on 13 <sup>th</sup> October, 2014			
Oct-14	69.85	47.45	541
Nov-14	119.05	73.30	47
Dec-14	172.30	125.00	82292
Jan-15	165.20	158.70	4
Feb-15	150.80	122.00	9188
Mar-15	200.00	147.20	252832

<b>I</b>	Registrars and transfer agents (RTA)	<b>M/s Aarthi Consultants Pvt Ltd.</b> 1-2-285, Domalguda, Hyderabad –500 029. Ph:27634445, 27638111 Fax:27632184
<b>J</b>	Share Transfer System	The transactions of the shares held in demat and Physical form are handled by the company's Registrar and Share Transfer Agent, <b>M/sAarthi Consultants Pvt Ltd.</b>

**K. Distribution of Company's Shareholdings as on 31-3-2015**

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs	Rs.	Numbers	% of Total	In Rs.	% of Total
	(1)	(2)	(3)	(4)	(5)
Upto	5,000	<b>590</b>	<b>74.12</b>	<b>586220</b>	<b>0.48</b>
5,001	10,000	<b>4</b>	<b>0.5</b>	<b>37500</b>	<b>0.03</b>
10,001	20,000	<b>4</b>	<b>0.5</b>	<b>69800</b>	<b>0.06</b>
20,001	30,000	<b>3</b>	<b>0.38</b>	<b>75320</b>	<b>0.06</b>
30,001	40,000	<b>3</b>	<b>0.38</b>	<b>112000</b>	<b>0.09</b>
40,001	50,000	<b>8</b>	<b>1.01</b>	<b>400000</b>	<b>0.32</b>
50,001	1,00,000	<b>35</b>	<b>4.4</b>	<b>2975450</b>	<b>2.42</b>
1,00,001	And above	<b>149</b>	<b>18.72</b>	<b>118845710</b>	<b>96.54</b>
	<b>TOTAL</b>	<b>796</b>	<b>100</b>	<b>123102000</b>	<b>100</b>



**L. According to categories of shareholders as at 31<sup>st</sup> March 2015**

	<b>Category</b>	<b>No. of shares held</b>	<b>Percentage of shareholding</b>
<b>A</b>	<b>Promoter's holding</b>		
1.	Promoters* - Indian Promoters - Foreign Promoters	981150	7.97
2.	Persons acting in concert #	-	
	<b>Sub-Total</b>	981150	7.97
<b>B.</b>	<b>Non-Promoters Holding</b>		
3.	<b>Institutional Investors</b>	-	
a.	Mutual Funds and UTI	-	
b.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non-government Institutions)	-	
c.	FII's	-	
	<b>Sub-Total</b>		
4.	<b>Others</b>		
a.	Private Corporate Bodies	724183	5.88
b.	Indian Public	10602367	86.13
c.	NRI's/OCBs		
d.	Any other (please specify)	2500	0.02
	<b>Sub-Total</b>		
	<b>GRAND TOTAL...</b>	<b>12310200</b>	<b>100</b>

**M. Dematerialization of Shares**

The Company's shares are Tradable compulsorily in electronic form and through Aarthi Consultants Pvt Ltd, Registrars and Share Transfer Agents. The Company has established connectivity with the Depositories i.e., Central Depository Services (India) Limited. The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE217P01010. As on 31<sup>st</sup> March, 2015 11130500 Shares i.e.90.41% of the total paid up capital of the Company were held in dematerialized form (Demat) and the rest 11,79,700 i.e.9.6 % held in physical form.

## **N. Reconciliation of Share Capital Audit**

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to Ahmedabad Stock Exchange, BSE Limited and is also placed before the Board of Directors.

## **O. Outstanding GDRs/ADRs/Warrants**

The Company has not issued any GDRs/ADRs/Warrants/Convertible Instruments.

### **P. Address for Correspondence: Partani Appliances Limited**

702E,  
Al-Karim Trade Centre,  
Ranigunj, Secunderabad-500003

## **Q. Code of Conduct**

The Company has always encouraged and supported ethical business practices in personal and corporate behavior by its directors and employees. The Company has framed a specific Code of Conduct for the members of the Board of Directors and Senior Management Personnel of the Company.

## **R. Risk Management:**

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report.

## **S. CEO and CFO Certification**

As required by Clause 49 of the Listing Agreement, the CEO/CFO Certification is provided in the Annual Report.

**CERTIFICATE BY THE CHIEF FINANCIAL OFFICER OFFICER (CFO)**

I, Vikas Partani, Whole Time Director of **M/s. PARTANI APPLIANCES LIMITED** certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31 March 2015 and to the best of our knowledge and belief;
  - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
  - b. These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
4. That we have informed the auditors and the audit committee of:
  - a) Significant changes in the internal control during the year;
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement or an employee having a significant role in the company's internal control system.

Sd/-

**Vikas Partani**

**Whole time Director & CFO**

Place : Secunderabad

Date : **07-09-2015**

## **DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT**

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the Code of Conduct, framed pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2015.

**For and on behalf of the board  
Partani Appliances Limited**

**Place: Secunderabad  
Date: 07-09-2015**

**Sd/-  
Vikas Partani  
Whole Time Director & CFO**

## Certificate on Corporate Governance

To  
The Members  
Partani Appliances Limited  
CIN # L29309TG1985PLC005417

We have examined the compliance of the conditions of Corporate Governance by M/s. Partani Appliances Limited for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said company with the BSE Limited.

The compliance of 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 the 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 the Listing Agreement with relevant Stock Exchanges.

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

Sd/-  
Y.KOTESWARA RAO  
ACS No. 3785  
C.P. No.: 7427

Place: Secunderabad

Date : 07-09-2015

**Y.KOTESWARA RAO**  
Practicing Company Secretary

H.No.48-345,GaneshNagar Colony  
Chinthal, HMT Road  
Hyderabad – 500 054  
Phone No. 2308 6394 (O & R)  
Cell: 98491-69831

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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  
**M/s. Partani Appliances Limited**  
**Hyderabad, Telangana State.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Partani Appliances Limited** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on **31<sup>st</sup> March, 2015** (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Partani Appliances Limited** for the period ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘**SCRA**’) and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘**SEBI Act**’) to the extent applicable to the Company:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable during the audit period**);
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India ( Share Based Employee Benefits ) Regulations, 2014 notified on 28th October, 2014 ( **Not Applicable during the audit period**);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ( **Not Applicable during the audit period**);
- f. The Securities and Exchange Board of India ( Registrars to an Issue and Share Transfer Agents ) Regulations, 1993 regarding the Companies Act and dealing with Client;
- g. The Securities and Exchange Board of India ( Delisting of Equity Shares) Regulations 2009 ( **Not Applicable during the audit period**) and;
- h. The Securities and Exchange Board of India ( Buyback of Securities ) Regulations 1998 (**Not Applicable during the audit period**);

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified during the audit period and hence not applicable to the Company**).
- ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

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

1. The Key Managerial Personnel (KMP) – Managing Director/Whole Time Director , Company Secretary and Chief Financial Officer were not appointed during the audit period. However, the Company has appointed Mr.Vikas Partani as the Whole Time Director and Chief Financial Officer on 5<sup>th</sup> September, 2015.

#### **I further report that:**

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

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda was sent in advance except when board meetings were called by giving less than seven days notice in accordance with the provisions of section 173 of the act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

Place : Hyderabad  
Date : 07-09-2015

Y.KOTESWARA RAO  
ACS No. 3785  
C.P. No.: 7427

**Note:** This report is to be read with my letter of even date which is annexed as **Annexure - A** and forms an integral part of this report.



**Y.KOTESWARA RAO**  
Practicing Company Secretary

H.No.48-345,GaneshNagar Colony  
Chinthal, HMT Road  
Hyderabad – 500 054  
Phone No. 2308 6394 (O & R)  
Cell: 98491-69831

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**'ANNEXURE A'**

To,  
The Members  
**M/s. Partani Appliances Limited**  
**Hyderabad, Telangana State.**

My report of even date is to be read along with this letter.

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

Place : Hyderabad  
Date : 07-09-2015

**Y.KOTESWARA RAO**  
ACS No. 3785  
C.P. No.: 7427

## **Annexure- IV**

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:**

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder:

#### **A. Conservation of Energy:**

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

#### **B. Technology Absorption:**

1. Research and Development (R&D)	:	NIL
2. Technology absorption, adoption and innovation	:	NIL

#### **C. Foreign Exchange Earnings and Out Go:**

Foreign Exchange Earnings	:	NIL
Foreign Exchange Outgo	:	NIL

**Annexure - V**

**Form No.MGT-9**

**Extract of annual return as on the financial year ended on 31<sup>st</sup> March, 2015  
[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]**

**i. REGISTRATION AND OTHER DETAILS:**

(i) CIN	L29309TG1985PLC005417
(ii) Registration Date	29-03-1985
(i) Name of the Company	Partani Appliances Limited
(i) Category/Sub-Category of the Company	Company Limited by Shares
(v) Address of the Registered office and contact details	702 E, Al Karim Trade Centre, Ranigunj, Secunderabad 500 003 Contact Details – 040 66260041/42/43/44
(v) Whether listed company	Yes – Bombay Stock Exchange Ahmedabad Stock Exchange
(v) Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>M/s. Aarthi Consultants Pvt Ltd</b> 1-2-285, Domalguda, Hyderabad-500029 Phone: 040- 27638111/4445 Fax No : 040-27632184

**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:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	all kinds of household appliances and every description and all kinds of iron and hard ware materials, metals and their alloys.	2711	90%



d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	<b>661000</b>	-	<b>661000</b>	<b>5.37</b>	<b>724183</b>	-	<b>724183</b>	<b>5.88</b>	<b>0.51</b>
b) Individuals  (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	<b>157500</b>	<b>127250</b>	<b>284750</b>	<b>2.31</b>	<b>270156</b>	<b>72250</b>	<b>342406</b>	<b>2.78</b>	<b>0.47</b>
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	<b>9848400</b>	<b>534900</b>	<b>10383300</b>	<b>84.35</b>	<b>10133661</b>	<b>126300</b>	-	<b>83.35</b>	<b>(1.00)</b>
c) Others(Specify) Non Resident Indians Overseas Corporate Bodies Clearing Members	-	-	-	-	-	-	-	-	-
	-	-	-	-	<b>2500</b>	-	<b>2500</b>	<b>0.02</b>	<b>0.02</b>
Sub-total(B)(2)	<b>10666900</b>	<b>662150</b>	<b>11329050</b>	<b>92.03</b>	<b>11130500</b>	<b>198550</b>	<b>11329050</b>	<b>92.03</b>	<b>NIL</b>

Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>10666900</b>	<b>662150</b>	<b>11329050</b>	<b>92.03</b>	<b>11130500</b>	<b>198550</b>	<b>11329050</b>	<b>92.03</b>	<b>NIL</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	<b>10666900</b>	<b>1643300</b>	<b>12310200</b>	<b>100</b>	<b>11130500</b>	<b>1179700</b>	<b>12310200</b>	<b>100</b>	<b>NIL</b>

**i. Shareholding of Promoters**

Sr. No	Shareholder's 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 total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered	
<b>1.</b>	PUSHKAR PARTANI	600000	4.87	-	600000	4.87	-	<b>0%</b>
<b>2.</b>	RAM CHANDER PARTANI	331500	2.69	-	331500	2.69	-	<b>0%</b>
<b>3.</b>	VIKAS PARTANI	25000	0.2	-	25000	0.2	-	<b>0%</b>
<b>4.</b>	KAVITA PARTANI	9000	0.07	-	9000	0.07	-	<b>0%</b>
<b>5.</b>	SHYAM PARTANI	7000	0.06	-	7000	0.06	-	<b>0%</b>
<b>6.</b>	LAKSHMI PARTANI	5000	0.04	-	5000	0.04	-	<b>0%</b>
<b>7.</b>	SURESH CHANDRA PARTANI	2650	0.02	-	2650	0.02	-	<b>0%</b>
<b>8.</b>	PREMLATA PARTANI	1000	0.01	-	1000	0.01	-	<b>0%</b>
<b>9.</b>	<b>Total</b>	981150	7.96	-	981150	7.96	-	<b>0%</b>

ii. *Change in Promoters' Shareholding (please specify, if there is no change) – No Change*

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	981150	7.96	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	981150	7.96	-	-

#### **iv. INDEBTEDNESS**

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

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
Indebtedness at the beginning of the financial year	-	-	-	-
<b>i) Principal Amount</b>				
<b>ii) Interest due but not paid</b>				
<b>iii) Interest accrued but not</b>				
Total(i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
- Addition				
- Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
<b>i) Principal Amount</b>				
<b>ii) Interest due but not paid</b>				
<b>iii) Interest accrued but not due</b>				
Total (i+ii+iii)	-	-	-	-



**v. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-NIL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

<b>Sl. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of Managing Director, Whole-time Directors and/or Manager</b>	<b>Total Amount</b>
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) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	- - - -	- - - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others ,specify...	-	-
5.	Others, please specify	-	-
6.	Total(A)	-	-
	Ceiling as per the Act	-	-

**B. Remuneration to other directors: Remuneration not paid-NIL**

<b>Sl. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of MD/WTD/ Manager</b>				<b>Total Amount</b>
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	-	-	-	-	-
	Total(1)	-	-	-	-	-
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify					
	Total(2)	-	-	-	-	-
	Total(B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD- NA**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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) Income-tax Act, 1961  (c)Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	-	-	-

**vi. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:- NIL**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty					
Punishment					
Compounding					

## Independent Auditors' Report

**To**  
**The Members ,**  
**Partani Appliances Limited,**

### **Report on the Financial Statements**

We have audited the accompanying standalone financial statements of **PARTANI APPLIANCES LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2015, 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 standalone 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 standalone financial statements based on Our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We have 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 mis-statement.

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.

## **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 of state of affairs of the company as at March 31,2015, and its cash flows for the year ended on that date

## **Report on other Legal and Regulatory Requirements**

1 As required by the companies (Auditor's Report) order,2015 ('The Order') issued by the central Government of India in terms of sub-section (11) of section 143 of the act, we give the Annexure a Statement on the matters specified in the paragraph 3 and 4 of the Order , to the extent applicable

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, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to best of our information and according to the explanations given to me:
  - 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. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company

**Place: Secunderabad**  
Date: 23-06-2015

Sd/-  
**M.Mahender Kumar Jain**  
Chartered Accountant  
Membership No:026153

**Annexure to Independent Auditor's Report**  
**(Referred to in paragraph 1 of the Our Report on other Legal and Regulatory Requirements**  
**forming part of the Independent Auditor's Report dated 23-06-2015 to the members of**  
**PARTANI APPLIANCES LIMITED on the accounts of the company for the year ended**  
**31<sup>st</sup> March, 2015.**

1. a) The company does not own any Fixed Assets so these clause is not applicable
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.  
  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
  
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 2013. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories and fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct anyweaknesses in the internal controls has been noticed.
5. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 2013.
6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
- 7 (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess Income tax sales tax to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no amounts payable in respect of income tax, wealth tax, value added tax, service tax, customs duty excise duty which have not been deposited on account of disputes.

(c ) According to the information and explanation given to us and on the basis of examination of records, during the year under review there were no amounts which were required to be transferred to Investor Education and Protection Fund by the company . Hence clause 4 (vii) ( C) of the Order is not applicable

- 8 The Company have accumulated losses at the end of financial year which are less than the 50 percent of its net worth and not incurred any cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- 9 Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- 10 According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution, bank
- 11 Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
- 12 Based on our audit procedures and according to information and explanations given to us , no fraud on or by the company has been noticed or reported during the course of our audit

Sd/-

M.Mahender Kumar Jain  
Chartered Accountant  
Membership No. :026153

Date: 23-06-2015

Place: Hyderabad

**Balance Sheet as at 31-Mar-2015**

		In ₹ (Rupees)	In ₹ (Rupees)
		as at	as at
		31-Mar-2015	31-Mar-2014
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>		
	<b>1. Shareholders' Funds</b>		
	(a) Share Capital	2.1 159,252,000	159,252,000
	(b) Reserves and Surplus	2.2 (7,757,020)	(9,149,813)
		<b>151,494,980</b>	<b>150,102,187</b>
	<b>2. Non-Current Liabilities</b>	-	-
		-	-
	<b>3. Current Liabilities</b>		
	(b) Trade Payables	2.3 32,758,973	1,928,857
	(c) Other Current Liabilities	2.4 5,189,840	3,806,490
		<b>37,948,813</b>	<b>5,735,347</b>
	<b>Total</b>	<b>189,443,793</b>	<b>155,837,534</b>
<b>II.</b>	<b>ASSETS</b>		
	<b>1. Non-Current Assets</b>		
	(a) Fixed Assets		
	(i) In tangible Assets	30,000	30,000
	(b) Non-Current Investments	2.5 1,196,513	1,196,513
	(c) Other Non current asset	2.6 220,045	440,090
		<b>1,446,558</b>	<b>1,666,603</b>
	<b>2. Current Assets</b>		
	(a) Inventories	2.7 8,557,375	4,645,158
	(b) Trade receivables	2.8 52,709,176	18,757,918
	(c) Cash and Cash Equivalents	2.9 13,931,857	3,069,555
	(d) Short-Term Loans and Advances	2.10 112,798,827	127,698,300
		<b>187,997,235</b>	<b>154,170,931</b>
	<b>Total</b>	<b>189,443,793</b>	<b>155,837,534</b>



As per my report of even date attached.

For and on behalf of the board

**For Partani Appliances Limited**

Sd/-

Sd/-

Sd/-

**M.Mahender Kumar Jain**

**Vikas Partani**

**Suresh Partani**

Chartered Accountant

Director

Director

Membership No 026153

Place: Hyderabad

Dated: 23-06-2015

**Statement of Profit and Loss for the year ended 31st March, 2015**

Particulars	Note No	In ₹ (Rupees)	
		as at 31-Mar-2015	as at 31-Mar-2014
I. Revenue from operations	2.11	219377686	8,138,433
II. Other Income	2.12	6383988	31,818
<b>III. Total Revenue (I +II)</b>		<b>225,761,674</b>	<b>8,170,251</b>
<b>IV. Expenses:</b>			
Cost of Goods Sold	2.13	220082147	5,953,218
Employee benefits expense	2.14	999190	221,583
Other Expenses	2.15	2664718	1,765,854
<b>V.Total Expenses</b>		<b>223,746,055</b>	<b>7,940,655</b>
<b>VI.Profit/(Loss) before tax</b>	(III - V)	<b>2,015,619</b>	<b>229,596</b>
<b>VII. Tax expense:</b>			
(1) Current tax		622,826	70945
(2) Deferred tax		-	-
<b>VIII. Profit For the Year</b>		<b>1,392,793</b>	<b>158,651</b>
<b>IX. Loss Brought From Previous Year</b>		<b>(15,929,018)</b>	<b>(16,087,669)</b>
<b>Total</b>		<b>(14,536,225)</b>	<b>(15,929,018)</b>
<b>X. Earning per equity share (Face value Rs.10/- each)</b>			
(1) Basic		-	0.05
(2) Diluted		-	-

As per my report of even date attached.For and on behalf of the board

**For Partani Appliances Limited**

Sd/-

Sd/-

Sd/-

**M.Mahender Kumar Jain**

**Vikas Partani**

**Suresh Partani**

Chartered Accountant

Director

Director

Membership No 026153

Place: Hyderabad

Dated: 23-06-2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.13.2015**

Amount in Rs.

		31.03.2015		31.03.2014
<b>A. Cash From operating Activities</b>				
Net Profit before Tax & extraordinary items		2,015,619		229,596
Adjustments for:				
Depreciation	0		0	
Miscellaneous Expenses written off	220045		220045	
		220045		220045
		2235664		449,641
Operating Profit before working capital changes				
adjustment for:				
Increase/Decrease in Trade & Other receivable	19051785		114512341	
Increase/Decrease in Inventories	-3912217		0	
Increase/Decrease in Trade & Other payables	31590640		924842	
		8626638		113587499
		10862302		113137858
Interest received		-6383988		-31818
Income Tax paid		0		0
Net Cash From Operating Activities		4478314		113169676
<b>B. Cash flow investing activities</b>				
Interest received	6383988		31818	
Purchase/Sale of fixed Assets			0	
Investments			0	
		6383988		31818
Net cash used in investing activities		10862302		113137858
<b>C. Cash Flow from financing activities</b>				
Proceeds from short term borrowing		0		113007000
Net Cash used in financing activities		0		0
Net Increase in cash & cash equivalent		10862302		-130858
Cash & Cash equivalent at the beginning of the year		3069555		3200413
<b>Cash and Cash equivalent at the end of the year</b>		<b>13931857</b>		<b>3069555</b>

As per my report of even date attached.

For and on behalf of the board

**For Partani Appliances Limited**

Sd/-

Sd/-

Sd/-

**M.Mahender Kumar Jain**

Chartered Accountant

**Vikas Partani**

Director

**Suresh Partani**

Director

Membership No 026153

Place: Hyderabad

Dated: 23-06-2015

In ₹ (Rupees)

In ₹  
(Rupees)

**Share Capital**

Particulars	as at 31-Mar-2015		as at 31-Mar-2014	
	Number	Amount	Number	Amount
<b>Authorised</b> Equity Shares of Rs 10.00 each	13,000,000	130,000,000	13,000,000	130,000,000
<b>Total</b>	<b>13,000,000</b>	<b>130,000,000</b>	<b>13,000,000</b>	<b>130,000,000</b>
<b>Issued</b> Equity Shares of Rs 10.00 each	5,080,200	50,802,000	5,080,200	50,802,000
<b>Total</b>	<b>5,080,200</b>	<b>50,802,000</b>	<b>5,080,200</b>	<b>50,802,000</b>
<b>Subscribed and fully paid</b> Equity Shares of Rs 10.00 each	12,310,200	159,252,000	12,310,200	123,102,000
<b>premium @ Rs.5/- on 7230000</b>				<b>36,150,000</b>
<b>Less:</b> Calls in Arrears	0	0		-
<b>Total</b>	<b>12,310,200</b>	<b>159,252,000</b>	<b>12,310,200</b>	<b>159,252,000</b>
<b>Total</b>	<b>12,310,200</b>	<b>159,252,000</b>	<b>12,310,200</b>	<b>159,252,000</b>

**Note No: 2.1 - 2**

**Reconciliation of No. of shares outstanding**

Particulars	as at 31-Mar-2015		as at 31-Mar-2014	
	Number	Amount	Number	Amount
<b>Equity Shares</b> At the beginning of the year	12,310,200	159,252,000	5,080,200	50,802,000
Issued during the year			7,230,000	72,300,000
premium @ Rs.5 per share on 7230000	-		-	36,150,000
Outstanding at the end of the year	12,310,200	159,252,000	12,310,200	159,252,000

**Note No: 2.1 - 3**  
**Shareholders holding more than 5% Equity shares in the company - NIL**

Particulars	as at 31-Mar-2015		as at 31-Mar-2014	
	Number	% of Holding	Number	% of Holding
	-	-	-	-
	-	-	-	-
	-	-	-	-

**Note No - 2.2**

Reserves and Surplus	In ₹ (Rupees)	
	as at 31-Mar-2015	as at 31-Mar-2014
<b>Capital Reserve(Investment Subsidy)</b> As per last Balancesheet	729205	729205
<b>General Reserve</b>	6050000	6050000
<b>Surplus</b> (+) Transferred from profit and loss a/c	(14536225)	(15929018)
<b>Grand Total</b>	<b>(7757020)</b>	<b>(9149813)</b>

**Note No - 2.3**

Trade Payables	In ₹ (Rupees)	
	as at 31-Mar-2015	as at 31-Mar-2014
Sundry Creditors	32,758,973	1,928,857
<b>Grand Total</b>	<b>32,758,973</b>	<b>1,928,857</b>

**Note:**

Micro, Small and Medium scale business entities:

The company does not owe any sum to Micro & Small enterprises as at the end of the accounting year on account of principal and interest under the Micro, Small and Medium Enterprises Development Act, 2006 as per the information and records available with the company about their industrial status.

In ₹ (Rupees)

**Note No - 2.4**In ₹  
(Rupees)

<b>Other Current Liabilities</b>	as at 31-Mar-2015	as at 31-Mar- 2014
Cash at Bank-O/D A/c	0	2255009
Interest accrued on borrowings	34667	34667
Other Payables	2494515.271	1445868
Advance against sales	2660658	0
Income tax provision	-	70,946
<b>Grand Total</b>	<b>5189840</b>	<b>3,806,490</b>

**Note:** Bank over draft is secured against fixed depoait in vardhaman bank

**Note No - 2.5**

In ₹ (Rupees)

In ₹  
(Rupees)

<b>Non Current Investment(Long Term Investment)</b>	as at 31-Mar-2015	as at 31-Mar- 2014
Trade Investments In Equity Shares of Listed Companies (Present Market Value)		
In Equity Shares of quoted Companies (investment in MatraKaushal Enterprise Limited)	1,196,513	1,196,513
<b>Grand Total</b>	<b>1,196,513</b>	<b>1,196,513</b>

**Note No - 2.6**

<b>Other Non Current Asset(Def. Revenue Expenditure)</b>	as at 31-Mar-2015	as at 31-Mar- 2014
Def. Revenue Expenditure to extent not written off	220,045	440,090
<b>Grand Total</b>	<b>220,045</b>	<b>440,090</b>

In ₹ (Rupees)

In ₹  
(Rupees)**Note No - 2.7**

<b>Inventories</b> (At Lower of cost and net realisable value)	as at 31-Mar-2015	as at 31-Mar-2014
Traded Goods (goods purchased for resale)	8,557,375	4,645,158
<b>Grand Total</b>	<b>8,557,375</b>	<b>4,645,158</b>

**Note No - 2.8**

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Trade Receivables</b>	as at 31-Mar-2015	as at 31-Mar-2014
Outstanding for a period exceeding 6 months from date they are due for payment unsecured considered good Doubtful		-
Less : Provision for Doubtful receivables		-
Total (A)	-	-
<b>Others</b>		
Considered	52,709,176	18,757,918
Unsecured Considered Good	52,709,176	18,757,918
Total (B)	52,709,176	18,757,918
<b>Grand Total</b>	<b>52,709,176</b>	<b>18,757,918</b>

**Note No - 2.9**

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Cash and Cash Equivalents</b>	as at 31-Mar-2015	as at 31-Mar-2014
Balances with Banks Current Accounts	13,100,169	96,839
Cash on hand	825,488	466,516
Deposits( Fixed Deposit in Vardhman Bank)	6,200	2,506,200
<b>Grand Total</b>	<b>13,931,857</b>	<b>3,069,555</b>

**Note No - 2.10**

In ₹ (Rupees) In ₹ (Rupees)



<b>Short-Term Loans and Advances</b>	as at 31-Mar-2015	as at 31-Mar-2014
Advances Recoverable	-	7,094,075
Staff Advances	341,385	-
T.d.s Receivable	634,997	-
Advance against Property	19,000,000	-
Advance against purchase	5,000,000	-
	87,822,445	120,604,225
Others		5
<b>Grand Total</b>	<b>112,798,827</b>	<b>127,698,300</b>

		<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
<b>Note : 2.11</b>		as at 31-Mar-2015	as at 31-Mar-2014
<b>Revenue</b>			
A) Gross Sales		219,377,686	8,138,433
			-
		219,377,686	8,138,433
<b>Gross Revenue</b>		219,377,686	8,138,433
<b>Net Revenue from Operation</b>		<b>219,377,686</b>	<b>8,138,433</b>

*In ₹ (Rupees)* *In ₹ (Rupees)*

<b>Note : 2.12</b>		as at 31-Mar-2015	as at 31-Mar-2014
<b>Other Incomes</b>			
a)	<u>Interest Income</u> Interest on loans, Deposits and other	6,383,988	31,818
b)	<u>Other non- operating income</u> Net Gain From Sale of investments other income	-	-
<b>Total</b>		<b>6,383,988</b>	<b>31,818</b>

		<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
<b>Note : 2.13</b>		as at 31-Mar-2015	as at 31-Mar-2014
<b>Cost Of Goods Sold</b>			
Opening Stock		4,645,158	4,645,158
Purchase of Finished Goods		223,994,364	5,953,218
Closing Stock		8,557,375	4,645,158
<b>Total</b>		<b>220,082,147</b>	<b>5,953,218</b>

		<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
<b>Note : 2.14</b>		as at 31-Mar-2015	as at 31-Mar-2014
<b>Employee Benefit Expenses</b>			
Salaries and wages		871,355	221,583
Staff welfare expenses		25,835	-
BONUS		102,000	-
<b>Total</b>		<b>999,190</b>	<b>221,583</b>

<b>Note : 2.15</b>	as at	as at
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<b>Other Expenses</b>	31-Mar-2015	31-Mar-2014
Conveyence	66,806	28,126
Misc. Expenses	6,382	4,467
Advertisements	52,603	22,232
Computer maintenance	9,542	19,500
Bank Charges	12,909	17,430
Professional charges	18,000	18,000
Audit Fees	20,000	20,000
Frieght	52,721	970
Printing Charges	34,465	38,327
Bad Debts Written off	1,307,225	-
Deffered Revenue expenses w.off	220,045	220,045
Fees rates & Taxes	521,580	1,331,197
Postage & Telegram	12,078	42,760
Trunk & Telephone	31,000	2,800
Travelling exp	250,812	-
Sales Promotions	2,000	-
web designing exp	12,550	-
Office Maintenance	34,000	-
<b>Total</b>	<b>2,664,718</b>	<b>1,765,854</b>

**Significant Accounting Policies**

**i) Basis of preparation of financial statements:**

The accompanying financial statements are prepared under the historical cost convention in accordance with the Indian Generally Accepted Accounting Principles (“GAAP”) comprising the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956 on accrual basis. These accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted by the company.

All assets and liabilities have been classified as current or non current as per the companies normal operating cycle and other criteria set out in the schedule VI to the companies act 1956.

**ii) Use of Estimated:**

The presentation of financial statements in conformity with the generally accepted accounting principles required estimates and assumptions to be made That effect the reported amount of Assets and Liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which results are known/materialized.

**iii) Inventories:**

Stocks are valued at lower of cost or net realizable value.

**iv) Investment:**

Quoted Investment: In the opinion of the management investment in the quoted investment in associate company are of long term nature meant to be held permanently on any diminution in the latest available book value as compared to cost of such shares are considered temporary by the management and hence not provided (not ascertained).

**v) Revenue Recognition:**

Revenue from sale of goods is recognized when significant risks and rewards in respect of ownership of goods is transferred by the company.

**vi) Other Income:**

Interest Income is recognized on time proportion basis taking into account the amount of outstanding and rate applicable.

Dividend Income is recognized which right to receive the dividend is established.

**vii) Employee Benefits:**

a) Employee benefits such as salaries, allowances, provident fund and non monetary benefits are which fall due for payment within a period of 12 months after rendering services are charges as expenses to the profit and loss account in the period which services are rendered.

b) Post Employment Benefits:

The company has not yet adopted the revised accounting standard AS-15 and not evolved a policy of making annual contribution to the recognized employees groups gratuity scheme and the gratuity is accounted on payment basis to all persons and super annuation or termination or death in terms of provisions of gratuity (Amendment) Act. 1997.

viii) Taxation:

Tax expenses comprise of current tax. Current tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Indian Income Tax Act. 1961, provision for current tax is made on the taxable income of the current accounting year in accordance with the Indian Income Tax Act 1961.

ix) Provisions and contingent liabilities:

The company recognizes a provision when there is a present obligation as a result of past event that probably requires in outflow of resources and reliable estimate can be made of the amount of obligation.

A disclosure for a contingent liability is made when there is a possible obligation that may but probably will not require an outflow of resources where there is possible obligation are a present likelihood of outflow of resources is removed no provision or disclosure is made.

x) Earning per share:

In determining earning per share, the company considers the net profit after tax and includes post tax effect of any extra ordinary items. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the period.

Notes to Accounts:	31.03.2015	31.03.2014
Estimated amount of Contracts remaining to be executed on capital account are not provided for (net of advances)	NIL	NIL
Contingent Liabilities	NIL	NIL
<b>Auditor's remuneration</b>		
Statutory Audit Fee	20000-00	20000-00
Tax Audit Fee	NIL	NIL
Other Services	NIL	NIL

x) Sundry Debtors, Loans and Advances and Creditors are subject to confirmation and reconciliation are certified by the management.

- xii) In the opinion of the Board of Directors, Current Assets and Loans and Advances have the value at which these are stated in the Balance Sheet, if realized in the ordinary course of business. Unless otherwise stated and adequate provisions of all known liabilities have been made and are not in excess of the amount reasonably required.
- xiii) The accounting policies for segment reporting are in conformity with accounting policies adopted for the company. The company is operates in only one segment i.e., in India hence separate information on geographical segment is not required.
- xiv) Accounting of Intangible Assets: Intangible asset was not written off in period of five years
- xv) Related parties disclosures as per accounting standard AS-18  
(The information is given as complied and certified by the management)

S.No.	Key Managerial Persons
1	Vikas Partani
2	Suresh Chandra Partani
3	Premlatha Partani

S.No.	Relatives of Key Managerial Personnel
1	Ramesh Chandra Partani
	Key Managerial Entities
1	Matra Kaushal Enterprise Limited

- xvi) Related Party transactions.

Particulars	Key Persons/Relatives	Associates
Director's sitting fee	NIL	NIL
Remuneration	NIL	NIL
Rent paid	NIL	NIL
Interest received	NIL	NIL
Advance received/paid	NIL	NIL

Related Party Transactions for the year:

Particulars	Amount Paid
	31.03.2015
a. Sales made to MatraKaushal Enterprise Limited	126750913

- Xvii) Basic and diluted earning per share computed in accordance with accounting standard AS-20 "Earnings per Share"



**PROXY FORM**  
**Form No. MGT-11**

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

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

I / We, being the member (s) of \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint

1.	Name	
	Address	
	Email ID	
	Signature	

Or failing him

2.	Name	
	Address	
	Email ID	
	Signature	

As my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 30<sup>th</sup> September, 2015 at 12.30 P.M at Reg Office: 702 E Al Karim Trade Centre Ranigunj Secunderabad 500 003 and at any adjournment thereof.

As Witnessed Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2015

Signature of the Member \_\_\_\_\_

Folio No./Client ID \_\_\_\_\_

No. of shares held \_\_\_\_\_

Signature of the Proxy Holder \_\_\_\_\_

Affix Re.1/- Revenue Stamp.
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Note:

The proxy in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.



**PARTANI APPLIANCES LIMITED**  
**CIN # L29309TG1985PLC005417**  
**Reg Office: 702 E Al Karim Trade Centre Ranigunj Secunderabad 500 003**

**ATTENDANCE SLIP**

(Please present this slip at the Meeting venue)

**I / We hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the members of the company at 12.30 P.M at Reg Office: 702 E Al Karim Trade Centre Ranigunj Secunderabad 500 003 on Wednesday, 30<sup>th</sup> September, 2015**

Shareholders/Proxy's Signature\_\_\_\_\_

Shareholders/Proxy's full name\_\_\_\_\_

(In block letters)

Folio No./ Client ID\_\_\_\_\_

No. of shares held\_\_\_\_\_

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

## BALLOT PAPER

Ballot paper for voting at the meeting of the shareholders of Partani Appliances Limited held on Wednesday 30<sup>th</sup> September, 2015 at 12.30 P.M at Reg Office: 702 E Al Karim Trade Centre Raniganj Secunderabad 500 003

Shareholder's Name in full :  
(Block Letters)

Name of the proxy in full :  
if applicable (Block Letters)

Folio : No. of Shares held :

Client ID : DP ID :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice dated 8th September, 2015 convening the 30th Annual General Meeting of the Company to be held on September 30, 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick( ✓ ) mark at the appropriate box below.

Item No.	Description	Type of Resolution	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31 <sup>st</sup> March, 2015	Ordinary Resolution		
2	Appointment of Mr.Mahender Kumar, Chartered Accountants as Auditors and fixing the remuneration.	Ordinary Resolution		
3	Re-appointment of Mr.Suresh Partani, who retires by rotation.	Ordinary Resolution		
4.	Appointment of Vikas Partani as the Whole Time Director	Special resolution		
5.	Special Resolution under Section 186 for investments, loans	Special resolution		
6.	Special resolution under Section 188 for Related Party Transactions	Special resolution		
7.	Adoption of new set of articles of association	Special resolution		

Place : \_\_\_\_\_

Date : \_\_\_\_\_

\_\_\_\_\_  
Signature of the shareholder

**NOTE:** Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer by **6.00 p.m. on September 29, 2015** shall only be considered.



**Format of Covering Letter of the Annual Audit Report to be filed with Stock Exchange**

1.	Name of the Company	Partani Appliances Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un Qualified
4.	Frequency of observation	Nil
5.	To be signed by	
	<ul style="list-style-type: none"> <li>• CFO and Whole Time Director</li> <li>• Auditor of the Company</li> <li>• Audit Committee Chairman</li> </ul>	<p><i>Partani</i></p> <p><i>Partani</i></p> <p><i>Partani</i></p>

*Partani*