



# Yuvraaj<sup>®</sup> Hygiene Products Limited

Annual Report 2013-2014



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HAMARA INDIA CLEAN

मेहनत कम,  
सफाई में दम

MOPS

WIPERS

SCRUB PADS

TOILET BRUSHES

CLOTH BRUSHES

FLOOR BRUSHES & DUST CONTROL MOPS

STAINLESS STEEL SCRUBBERS PADS

BODY SCRUBBERS

PLUNGER & BROOMS



**BOARD OF DIRECTORS**

Mr. Rajeev Kharbanda	-	Chairman & Independent Director
Mr. Vishal Kampani	-	Managing Director
Mrs. Benu Kampani	-	Whole Time Director
Mr. Ankur Kampani	-	Director
Mr. Praful Hande	-	Independent Director
Mr. Sunil Shah	-	Independent Director

**AUDITORS**

M/s. P. P. Jayaraman & Co.  
Chartered Accountants,  
Mumbai

**BANKERS**

HDFC Bank Ltd.  
Tamilnad Mercantile Bank Limited

**REGISTERED OFFICE**

Plot No. A-650, 1<sup>st</sup> Floor, TTC Industrial Estate,  
MIDC, Pawane Village, Mahape,  
Navi Mumbai - 400 705  
Tel: 022-27784491  
Email: yhpl@hic.in  
Website: www.hic.in

**REGISTRAR & SHARE TRANSFER AGENTS**

CIL Securities Limited  
214, Raghava Ratna Towers,  
Chirag Ali Lane, Abids,  
Hyderabad – 500 001  
Tel: 040 - 23202465 / 23203155  
Fax: 040 - 23203028 / 66661267  
Email: rta@cilsecurities.com

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 **Yuvraaj Hygiene Products Limited**

CIN: L74999MH1995PLC220253

**Regd Office:** Plot No A-650, 1<sup>st</sup> Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape, Navi Mumbai – 400705  
Tel.:022-27784491, E-mail: yhpl@hic.in, Website: www.hic.in

**NOTICE**

Notice is hereby given that the Nineteenth Annual General Meeting of the members of Yuvraaj Hygiene Products Limited will be held on Saturday, 27<sup>th</sup> day of September, 2014 at 12.30 P.M. at Sagar Banquets, 1<sup>st</sup> Floor, Behind Hotel Navratna, Nirman Vyapar Kendra, Plot No. 10, Sector 17, Vashi, Navi Mumbai – 400703 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Ankur Kampani, Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. P.P. Jayaraman & Co., Chartered Accountants, Mumbai, (having FRN: 104139W) as Statutory Auditors of the Company to hold office from the conclusion of 19<sup>th</sup> Annual General Meeting upto the conclusion of 22<sup>nd</sup> Annual General Meeting and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P. P. Jayaraman & Co., Chartered Accountants, Mumbai (FRN: 104139W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this 19<sup>th</sup> Annual General Meeting till the conclusion of 22<sup>nd</sup> Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March 2017 (subject to ratification by the members at every AGM held after this AGM) and to audit financial accounts of the Company for the financial years from 2014-15 to 2016-17; and the Board of Directors of the Company be and is hereby authorized to fix the Auditor's remuneration in their consultation as may be agreed upon between the auditors and the Board of Directors of the Company."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajeev Kharbanda (DIN: 03140444), Independent Director of the Company, whose office is liable to determination to retire by rotation and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Rajeev Kharbanda as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31<sup>st</sup> March, 2019, who shall not be liable to retire by rotation."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Praful Hande (DIN: 02229500), Independent Director of the Company, whose office is liable to determination to retire by rotation and in respect of whom the Company has received a notice in writing along with requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Praful Hande as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31<sup>st</sup> March, 2019, who shall not be liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sunil Shah (DIN: 06373648), Independent Director of the Company, who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Sunil Shah as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31<sup>st</sup> March, 2019, who shall not be liable to retire by rotation.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. S. Poddar & Co., Cost Accountants, Mumbai, the Cost Auditors appointed by the Board of Directors of the Company to conduct audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2015, be paid a remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) *plus* service tax and out-of-pocket expenses.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, consent of the members of the Company be and is hereby accorded to enter into a contract for purchase/ sale of goods and providing services, etc., with Matrix Enterprises, in which director of the Company is interested, for a period of 3 years w.e.f 1<sup>st</sup> April, 2015 for the values as follows:

Name of the Related Party	Approximate Value of Transaction (₹ In Lacs)		
	2015-16	2016-17	2017-18
Matrix Enterprises	100 Lacs	100 Lacs	100 Lacs

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution”.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association be and is hereby approved and adopted as new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted

by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from the Company's bankers in the ordinary course of its business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of ₹ 500 Crores (Rupees Five Hundred Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution from time to time."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, 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 be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged, shall not exceed the limit as approved under Section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution from time to time."

12. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, the revision in remuneration of Mr. Vishal Kampani, Managing Director from ₹ 80,000/- per month to ₹ 1,00,000/- per month inclusive of salary, perquisites, and allowances for remaining period of his tenure w.e.f. 1<sup>st</sup> July, 2014 to 10<sup>th</sup> April, 2017 be and is hereby approved.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Vishal Kampani as Managing Director of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may be required for the purpose of giving effect to this resolution."

13. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, the revision in remuneration of Mrs. Benu Kampani, Whole Time Director from ₹ 60,000/- per month to ₹ 80,000/- per month inclusive of salary, perquisites, and allowances for remaining period of her tenure w.e.f. 1<sup>st</sup> July, 2014 to 10<sup>th</sup> April, 2017 be and is hereby approved.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during the tenure of Mrs. Benu Kampani as Whole Time Director of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration to her as per the provisions of Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may be required for the purpose of giving effect to this resolution.”

**By order of the Board of Directors  
For Yuvraaj Hygiene Products Limited**

Place: Navi Mumbai  
Date: 13<sup>th</sup> August, 2014

**Vishal Kampani**  
Managing Director

**Registered Office:**

Plot No A-650, 1<sup>st</sup> Floor, TTC Industrial Estate,  
MIDC, Pawane Village, Mahape  
Navi Mumbai - 400705

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act on behalf of member or members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto and forms part of this Notice.
3. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
4. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice.
5. Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 24<sup>th</sup> September, 2014 to Saturday, 27<sup>th</sup> September, 2014.
6. The Register of Directors' Shareholdings maintained under Section 170 and Register of Contract or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
7. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandate to the Company / Registrar & Share Transfer Agents (RTA) quoting their Folio Number and Bank Account details along with self-attested document proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
8. Members are requested to forward all Share Transfers and other communications to the RTA of the Company and are further requested to always quote their Folio Number in all correspondences with the Company.

9. Members holding shares in identical order of names in one or more than one folio are requested to write to the Company / RTA enclosing their Original Share Certificates to enable the Company to consolidate their holdings in one folio to facilitate better services.
10. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the registered Office of the Company at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
12. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voting Card, etc, having photo identity) while attending the meeting.
13. The Equity Shares of the Company are listed at BSE Limited. The Company has paid listing fee to BSE Limited for the financial year 2014-15.
14. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents of the Company – M/s. CIL Securities Limited.
15. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
16. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

You are thus requested to kindly submit your e-mail ID and others details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post.

The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

**17. Voting through electronic means**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 19<sup>th</sup> Annual General Meeting to be held on Saturday, 27<sup>th</sup> September, 2014 at 12.30 p.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

**(A) Procedure/ Instructions for e-voting are as under:**

- (a) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (b) Now click on "Shareholders" to cast your votes.
- (c) Fill up the following details in the appropriate boxes:
  - (i) Now Enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (ii) Next enter the Image Verification as displayed and Click on Login.

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.

- (iii) If you are a first time user follow the steps given below:

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

- (d) After entering these details appropriately, click on "SUBMIT" TAB.

Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution 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.

- (e) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (f) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- (g) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- (h) Click on the EVSN for the YUVRAAJ HYGIENE PRODUCTS LIMITED on which you choose to vote.
- (i) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (j) Click on the "RESOLUTION FILE" Link if you wish to view the entire AGM Notice.
- (k) 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.

- (l) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- (n) 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.
- 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 / or 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.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Saturday, 27<sup>th</sup> September, 2014.

**(B) General:**

- (a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at [www.evotingindia.com](http://www.evotingindia.com) under 'HELP'.
- (b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (c) The e-voting period will commence on Wednesday, 17<sup>th</sup> September, 2014 (9.00 a.m.) and end on Friday, 19<sup>th</sup> September, 2014 (6.00 p.m.). During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Friday, 22<sup>nd</sup> August, 2014, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (d) The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 22<sup>nd</sup> August, 2014.
- (e) CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (f) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (g) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.hic.in](http://www.hic.in) and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
18. The Notice of the 19<sup>th</sup> Annual General Meeting and instructions for e-voting, along with the Attendance slip, Assent/Dissent Form and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.

In Pursuance of the Clause 49 (IV) (G) of the Listing Agreement, details of directors seeking re-appointment at the ensuing Annual General Meeting are as follows:

<b>Name of Director</b>	<b>Mr. Ankur Kampani</b>	<b>Mr. Rajeev Kharbanda</b>	<b>Mr. Praful Hande</b>	<b>Mr. Sunil Shah</b>
Date of Birth	4 <sup>th</sup> December, 1976	24 <sup>th</sup> September, 1971	7 <sup>th</sup> February, 1980	24 <sup>th</sup> August, 1972
Nationality	Indian	Indian	Indian	Indian
Date of appointment as director	6 <sup>th</sup> September, 2012	15 <sup>th</sup> July, 2010	15 <sup>th</sup> July, 2010	6 <sup>th</sup> September, 2012
Designation	Non Independent / Non –Executive Director	Chairman/ Independent /Non-Executive Director	Independent /Non-Executive Director	Independent /Non-Executive Director
Qualification	B.Com	Intermediate	Diploma in Software Engineering	B.Com and DBM
Experience/ Expertise	He is having experience over 16 years in importing Engineering Tools & Lifting tackles.	He has 12 years of experience in automobile dealing & property development.	He is a having vast experience over 13 years in Computer and Telecom Industry with specialization in networking.	He has over 19 years of experience in the field of Glass Fiber reinforced Polyester.
Shareholding in the Company (Equity Shares of ₹ 1/- each)	NIL	NIL	NIL	NIL
List of directorships held in other companies	NIL	NIL	NIL	NIL
List of Chairmanship of various Committee and Membership in public companies	NIL	NIL	NIL	NIL
Relationship with other directors of the Company	Brother of Mr. Vishal Kampani	Not Related	Not Related	Not Related

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****Item Nos. 4, 5, & 6:**

Mr. Rajeev Kharbanda, Mr. Praful Hande and Mr. Sunil Shah were appointed as Independent Directors of the Company on 15<sup>th</sup> July, 2010, 15<sup>th</sup> July, 2010 and 6<sup>th</sup> September, 2012 respectively. Their office is liable to retire by rotation at Annual General Meeting as per terms of their appointment.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013, which become effective from 1<sup>st</sup> April, 2014, an Independent Director of a Company can be appointed for a term of 5 consecutive years and shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr. Rajeev Kharbanda, Mr. Praful Hande and Mr. Sunil Shah as Independent Directors of the Company to hold office as such for a period up to 31<sup>st</sup> March, 2019, who shall not be liable to retire by rotation.

Mr. Rajeev Kharbanda, Mr. Praful Hande and Mr. Sunil Shah have given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notices along with requisite deposit under Section 160 of the Companies Act, 2013 proposing their candidature for the office of Independent Director.

In the opinion of the Board, Mr. Rajeev Kharbanda, Mr. Praful Hande and Mr. Sunil Shah, proposed to be appointed as Independent Directors, fulfill the conditions specified in the Act and the rules made thereunder and are independent of the management.

Brief Resume of the Independent Directors proposed to be appointed as stipulated under the Clause 49 of Listing Agreement with BSE Limited are given in the annexure to the Notice.

The Board recommends the Ordinary Resolutions as set out at item Nos. 4, 5 & 6 of the Notice for your approval.

Except, Mr. Rajeev Kharbanda, Mr. Praful Hande and Mr. Sunil Shah, none of the Directors, Key Managerial Personal of your Company or relatives of Directors / Key Managerial Personnel are concerned or interested in the said resolutions.

**Item No. 7:**

The Board, on the recommendation of the Audit Committee, appointed M/s. S. Poddar & Co., Cost Accountants, Mumbai, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2015 at the remuneration of ₹ 60,000/- (Rupees Sixty Five Thousand only) *plus* service tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors shall be ratified by the Members of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at item no.7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2015.

The Board recommends the Ordinary Resolution as set out in item no.7 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company and relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

**Item No. 8:**

The Company has entered into an agreement for purchase /sale of goods and availing services from M/s. Matrix Enterprises, a Proprietorship Firm in which Mr. Ankur Kampani, Director of the Company is interested.

The Company wants to extend this agreement for a further period of three years w.e.f. 1<sup>st</sup> April, 2015.

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and amended Clause 49 of Listing Agreement, approval of members by Special Resolution is required for all material party transaction(s).

The details regarding proposed transaction with the said party, as per the provisions of Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as follows:

a.	Name of Related Party	Matrix Enterprises
b.	Name of Director or KMP who is related	Mr. Ankur Kampani
c.	Nature of relationship	Director is Proprietor of the firm
d.	Nature of Contract	Purchase/ Sale of goods & availing Services
e.	Terms of Contract	1 <sup>st</sup> April, 2015 till 31 <sup>st</sup> March, 2018
f.	Monetary Value	1. 2015-16- ₹ 100 Lacs 2. 2016-17- ₹ 100 Lacs 3. 2017-18- ₹ 100 Lacs

The Board recommends the Special Resolution as set out at item no. 8 of the Notice for your approval.

Except Mr. Ankur Kampani and Mr. Vishal Kampani, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors / Key Managerial Personnel are concerned or interested in the said resolution.

**Item No. 9:**

The existing Article of Association (“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. With the enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors at its meeting held on 13<sup>th</sup> August, 2014 decided to incorporate/substitute/alter certain provisions as per the latest amendments of the Companies Act, 2013. As this would result in numerous changes in the existing AoA of the Company, it was decided to adopt a new set of AoA in place of and in exclusion to the existing AoA of the Company.

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 at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the Special Resolution as set out in item no. 9 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors / Key Managerial Personnel are concerned or interested in the said resolution.

**Item Nos. 10 & 11:**

In order to meet the future requirements of funds, which may arise on account of the plans / programs / business, the Company may require further loans / borrowings from time to time from financial institutions, banks and others entities. Further to secure such borrowings, the Company may be required to create a charge / mortgage/ hypothecation on all or any of the movable and immovable assets, both present and future as and when required from time to time.

In terms of the provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, the Company needs to take approval of members for increasing the borrowing powers and authority to create charge/ mortgage on the assets of the Company to secure the money(ies) borrowed from financial institutions, banks and others financial entities from time to time. Hence it is proposed to take your approval for a limit upto ₹ 500 crores.

The Board recommends the Special Resolutions as set out at item nos. 10 and 11 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors / Key Managerial Personnel are concerned or interested in the said resolutions.

**Item Nos. 12 & 13:**

Mr. Vishal Kampani was appointed as Managing Director of the Company w.e.f 11<sup>th</sup> April, 2012. He is Commerce Graduate and having over 24 years of experience in business of hygiene products.

Mrs. Benu Kampani was appointed as Whole Time Director of the Company w.e.f 11<sup>th</sup> April, 2012. She is Commerce Graduate and having over 14 years of experience in business of hygiene products.

Upon recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 13<sup>th</sup> August, 2014, revised the remuneration from ₹ 80,000/- per month. to ₹ 1,00,000/- per month payable to Mr. Vishal Kampani, Managing Director and ₹ 60,000/- per month to ₹ 80,000/- per month to Mrs. Benu Kampani, Whole Time Director for a remaining period of their tenure w.e.f. 1<sup>st</sup> July, 2014 to 10<sup>th</sup> April, 2017, subject to the approval of the members of the Company.

The details as required under proviso (iv) to Clause B of Part II of Schedule V of the Act are given hereunder:

**I. GENERAL INFORMATION:**

1.	Nature of Industry	Hygiene and Cleaning Products
2.	Date of Commencement of Commercial Production	The Company is in existence and operational since 1994-95.
3.	Financial Performance during the year ended 31 <sup>st</sup> March, 2014	EPS (₹): ₹ 0.03 Return on Net worth: 3.92% Debt Equity ratio : 1:1
4.	Export performance and Net Foreign Exchange collaboration	Nil
5.	Foreign Investment or collaboration	Nil

**II. INFORMATION ABOUT THE APPOINTEE:**
**A. MR. VISHAL KAMPANI**

1.	Background	Mr. Vishal Kampani is Commerce Graduate and having over 24 years of experience in business of hygiene products.
2.	Past Remuneration	₹ 80,000/- per month since 1 <sup>st</sup> April, 2013, with the approval of the members.
3.	Recognition or awards	Under the guidance and leadership of Mr. Vishal Kampani, the business of the Company has flourished manifolds resulting in profitability.
4.	Job profile and his suitability	He is responsible for the day to day management and affairs of the Company. Taking into consideration his expertise, the responsibilities assigned to him by the Board of Directors are best suited.
5.	Remuneration proposed	₹ 1,00,000 /- per month.
6.	Comparative remuneration profile	Justified in comparison to remuneration paid in the Industry and the size of the Company.
7.	Pecuniary relationship	Mr. Vishal Kampani is a part of promoter group of the Company and is also a relative of Mrs. Benu Kampani, Whole Time Director and Mr. Ankur Kampani, Director of the Company.

**B. MRS. BENU KAMPANI**

1.	Background	Mrs. Benu Kampani is Commerce Graduate and having over 14 years of experience in business of hygiene products.
2.	Past Remuneration	₹ 60,000/- per month since 11 <sup>th</sup> April, 2012, with the approval of the members.
3.	Recognition or awards	Under the guidance and leadership of Mrs. Benu Kampani, the business of the Company has flourished manifolds resulting in profitability.
4.	Job profile and his suitability	She is responsible for the day to day management and affairs of the Company. Taking into consideration her expertise, the responsibilities assigned to her by the Board of Directors are best suited.
5.	Remuneration proposed	₹ 80,000 /- per month.
6.	Comparative remuneration profile	Justified in comparison to remuneration paid in the Industry and the size of the Company.
7.	Pecuniary relationship	Mrs. Benu Kampani is a part of promoter group of the Company and is also a relative of Mr. Vishal Kampani, Managing Director of the Company.

**III. OTHER INFORMATION:**

1.	Reason for loss or inadequate profits	The inadequate amount of profit was largely due to stiff competition in the hygiene and cleaning industry.
2.	Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms	The management has taken concrete steps to further improve the overall business volume and profitability. The Company intends to create a niche for itself in this sector and increase its business activities in coming years.

The Board recommends the Special Resolutions as set out at item nos. 12 & 13 of the Notice for your approval.

Except Mr. Vishal Kampani, Mrs. Benu Kampani and Mr. Ankur Kampani, none of the other Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel of the Company are concerned or interested in the said resolution.

**By order of the Board of Directors  
For Yuvraaj Hygiene Products Limited**

**Place: Navi Mumbai  
Date: 13<sup>th</sup> August, 2014**

**Vishal Kampani  
Managing Director**

**Registered Office:**

Plot No A-650, 1<sup>st</sup> Floor, TTC Industrial Estate,  
MIDC, Pawane Village, Mahape  
Navi Mumbai - 400705

## DIRECTORS' REPORT

**To**  
**The Members,**  
**Yuvraaj Hygiene Products Limited**

Your Directors have pleasure in presenting the Nineteenth Annual Report and Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014.

### FINANCIAL HIGHLIGHTS:

(₹ in Lacs)

Particulars	Year Ended 31.03.2014	Year Ended 31.03.2013
Total Revenue	1640.62	1246.27
Less : Total Expenses	1610.81	1152.82
Profit / (Loss) before tax	29.81	93.44
Less : Provision for Taxation		
- Income Tax	6.30	16.20
- Deferred Tax(Asset)/ Liability	0.89	7.43
Profit / (Loss) After tax	22.62	69.81
Balance of Profit/(Loss) as per last Balance Sheet	(157.34)	(227.15)
Balance of Profit/(Loss) carried to Balance Sheet	(134.72)	(157.34)

### REVIEW OF OPERATIONS:

During the year under review, the Company earned total revenue of ₹ 1640.62 Lacs as against ₹ 1246.27 Lacs in the previous year. The Profit before tax was ₹ 29.81 Lacs as against Profit of ₹ 93.44 Lacs in the previous year. The Profit after tax was ₹ 22.62 Lacs as against profit of ₹ 69.81 Lacs in the previous year.

Your Company is undertaking active efforts towards accelerating the growth speed and is optimistic about better performance in the future.

### DIVIDEND:

In order to conserve the financial resources for the future growth, the Board of Directors do not recommend any payment of Dividend for the year under review.

### DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Ankur Kampani, Director retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. Your Board recommend the Appointment of Mr. Ankur Kampani as Directors of the Company.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 which became effective from 1<sup>st</sup> April, 2014, an Independent Director of a Company can be appointed for a term of 5 consecutive years and shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr. Rajeev Kharbanda, Mr. Praful Hande and Mr. Sunil Shah, Independent Directors of the Company to hold office as such upto 31<sup>st</sup> March, 2019, who shall not be liable to retire by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-Section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered with the Stock Exchanges. Your Board recommends for their appointment as Independent Directors of the Company in terms of the provisions of the Companies Act, 2013.

### PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any public deposit within the meaning of Section 58A of the Companies Act, 1956.



**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956 the Board of Directors of the Company hereby confirms that:

- i. The applicable Accounting Standards have been followed and proper explanations relating to the material departures have been given wherever necessary;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on 31<sup>st</sup> March, 2014 and of the profit of the Company for that period;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- iv. The Directors have prepared the Annual Accounts on a going concern basis.

**AUDITORS:**

M/s. P.P. Jayaraman & Co., Chartered Accountants, Mumbai (FRN: 104139W) the Statutory Auditors of your Company hold office up to the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a letter from them regarding their willingness to act as Statutory Auditors of the Company. The Company has also received a certificate from them to the effect that their re- appointment, if made, would be in compliance with the conditions as prescribed under Section 139 of the Companies Act, 2013 and they satisfy the criteria as provided under Section 141 of the Act.

Your Directors recommend the re-appointment of M/s. P. P. Jayaraman & Co., Chartered Accountants, Mumbai (FRN: 104139W) as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting upto the conclusion of next Annual General Meeting of the Company and to audit Financial Statements for the financial year 2014-2015.

**AUDITORS' REMARKS:**

With reference to the Qualified Audit Opinion given by the Statutory Auditors' in their report, the Board of Directors would like to state that the Company has a policy not amortising the Goodwill, however to comply with the provisions of Accounting Standards, the Company will start amortising Goodwill from the financial year 2014-15.

**COST AUDITORS:**

Pursuant to the provisions of Section 233B of the Companies Act, 1956 and in terms of Circular No. 52/26/CAB-2010 dated 6<sup>th</sup> November, 2012 issued by the Ministry of Corporate Affairs, Cost Audit Branch, the Company, with the prior approval of the Central Government, has appointed M/s. S. Poddar & Co., Cost Accountants, Mumbai as Cost Auditors of the Company for audit of the cost accounting records of the financial year 2013-14.

As per the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company has appointed M/s. S. Poddar & Co., Cost Accountants, Mumbai as Cost Auditors of the Company to conduct the cost Audit for the financial year 2014-2015, on a remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) plus service tax and out of pocket expenses. The approval of the shareholders is sought for payment of remuneration to said Cost Auditors.

**CORPORATE GOVERNANCE REPORT:**

Pursuant to Clause 49 of the Listing Agreement entered into with the BSE Limited, the following have been made a part of the Annual Report and are attached to this report:

- Management Discussion and Analysis Report
- Corporate Governance Report
- Certificate regarding compliance of conditions of Corporate Governance

**INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has constituted an Internal Complaint Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, no complaint was made before the Committee.

**PARTICULARS OF EMPLOYEES:**

No employee was in receipt of remuneration exceeding the limits as prescribed under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended; hence no such particulars are furnished.

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

Information in terms of requirement of clause (e) of sub-Section (1) of Section 217 of the Companies Act, 1956 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, read along with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is as follows:

**(A) Conservation of Energy:**

The Company continues to implement prudent practices for saving electricity and other energy resources in day to day activities. However, considering the business activities carried out by the Company, your Directors have nothing to report with respect to Conservation of Energy.

**(B) Research and Development:**

The Company has not carried out any specific research activity and so no benefit has been derived from it.

**(C) Technology absorption, adoption and innovation:**

The Company continues to take prudential measures in respect of technology absorption, adoption and take innovative steps to use the scarce resources effectively.

**(D) Foreign Exchange Earning and Outgo :**

The Particulars of Foreign Exchange and Outgo for the year under review are as follows: (₹ in Lacs)

Particulars	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
Foreign Exchange earning	Nil	Nil
Foreign Exchange Outgo	208.44	426.40

**ACKNOWLEDGEMENT:**

Your Directors take this opportunity to place on record their warm appreciation and acknowledge with gratitude the assistance, co-operation and support extended to your Company by bankers, clients, employees as well as the investing community and look forward to their continued support.

**For and on Behalf of the Board of Directors**

**Place:** Navi Mumbai

**Vishal Kampani**

**Benu Kampani**

**Date:** 13<sup>th</sup> August, 2014

Managing Director

Whole Time Director

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The information, opinions and views expressed in this Section of the Annual Report contain certain forward looking statements which involve risks and uncertainties. The Management has put its best efforts to present this discussion/ analysis and believes these to be true to the best of its knowledge at the time of its preparation. The Management is not responsible to publicly update or revise any of these forward looking statements whether on the basis of new information, future events or otherwise. The Management shall not be liable for any loss which may arise as a result of any action taken on the basis of information, opinion or views contained herein. The reproduction, disclosure or use of the information contained herein without express prior written permission of the Company is strictly prohibited.

### **A. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The Company is engaged in the business of Hygiene and Cleaning Products and is one of the manufacturers and supplier with a nationwide presence. These products are manufactured using premium quality raw material and components that are coupled with modern methodologies and technology.

### **B. OPPORTUNITIES AND THREATS:**

Over the last few years, there has been a conscious shift of preference of the consumers, retailers and distributors towards branded & quality cleaning products. Though the household cleaning industry is scattered and highly unorganized, the shift of demand from the unorganized towards the organized sector is quite apparent and is likely to gain pace in the next few years.

### **C. SEGMENT WISE OR PRODUCT WISE PERFORMANCE:**

The Company is operating in single segment namely "Dealing in Household Cleaning Products". Hence segment reporting is not applicable.

### **D. OUTLOOK:**

Your Company has taken its best efforts to increase its presence across the country and is currently geared up to increase its market share by expanding the product range and its retail presence.

### **E. RISKS AND CONCERNS:**

A slowdown in economic growth could cause the business to suffer as the Company's performance is highly dependent on economic prospects of country which in turn leads to development, production and rise in the per capita income of the country.

As the Company operates in the household domestic goods which is associated with the high consumable products which directly leads to increase in cost of productions and cost of inventory it is always a matter of concern to the Company, but through the effective inventory management system, the risk has been reduced to the minimal.

**F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company is having adequate Internal Control Systems Commensurate to the nature and level of operations of the Company. The Company takes adequate measures to undertake internal audit at regular intervals to review the Compliance of various policies and guidelines and to ensure reliability and credentials of all records and financial statement of the Company.

**G. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

The Financial Statements are prepared in accordance with Indian Accepted Accounting Policies and Standards and the provisions of the read with Companies Act, 1956 read with Companies Act, 2013 The results of the operations are discussed in the Directors' Report

**H. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:**

The Company regards its Human Resources as one of its most valuable assets. It reviews its policies proactively. It ensures that they create a work environment that encourages initiative, provides challenges and opportunities and appreciate the potentials of the employees. Satisfaction of Employees are the ongoing concern/highlights of the management. The Company continues to focus on human resource development. During the year, Company had adequate number of employees.

**I. CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be "forward- looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY:

The Company's philosophy of Corporate Governance emphasizes on maintaining the highest level of accountability, highest standards of transparency in all its dealings, timely disclosures and dissemination of price sensitive information and matters of interests to its stakeholders, ensuring absolute compliance with all applicable laws and regulations and conducting business ethically. Corporate Governance is a voluntary code of self-discipline developed to ensure that the Company abides by the ethical standards. The Company believes in maintaining highest standard of quality and ethical conduct.

A report on the implementation of the Code of Corporate Governance as per Clause 49 of the Listing Agreement is given below:

### 2. BOARD OF DIRECTORS:

The Board of Directors of the Company represents directors having rich knowledge and experience in the industry and related sectors for providing strategic guidance and direction to the Company.

#### i. COMPOSITION:

As on 31<sup>st</sup> March, 2014, the Board of Directors consisted of six Directors out of which four were Non-Executive Directors. Moreover three of the Non-Executive Directors are Independent Directors. The Chairman of the Board is Independent/Non- Executive Director. The Composition of the Board of Directors is in compliance with the requirements of Clause 49 of the Listing Agreement.

Necessary disclosures have been made by Directors stating that they do not hold membership in more than 10 Committees or act as a Chairman in more than 5 Committees in terms of Clause 49 of the Listing Agreement.

#### ii. BOARD PROCEDURE:

The agenda is prepared in consultation with the Chairman and/or Managing Director of the Board and the Chairman of the other Committees. The agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents, are circulated well in advance of the meeting.

Matters discussed at Board meeting generally relates to Company's performance, quarterly /half yearly results of the Company, review of the reports of the Audit Committee and compliances with their recommendations, suggestions, non-compliance of any regulatory, statutory or listing requirements, etc.

#### iii. ATTENDANCE AT BOARD MEETINGS:

During the year 2013-14, the Board of Directors met 8 (eight) times on 28<sup>th</sup> May, 2013, 12<sup>th</sup> August, 2013, 24<sup>th</sup> September 2013, 21<sup>st</sup> October, 2013, 12<sup>th</sup> November, 2013, 9<sup>th</sup> December, 2013, 6<sup>th</sup> February, 2014 and 11<sup>th</sup> February, 2014. As stipulated, the gap between two board meetings did not exceed more than 4 months.

The composition of the Board and the particulars of attendance of the Directors at the Board Meetings held during the financial year 2013-14 and at last AGM are as follows:

Name of Director	Position / Category	No. of Board meetings held	Attendance in Board Meetings during 2013-14	Attendance in last AGM	No. of other directorships	No. of Committee membership and chairmanship in other Companies	
						Membership	Chairmanship
Mr. Rajeev Kharbanda	Chairman/ Independent/ Non-Executive Director	8	8	Yes	-	-	-
Mr. Vishal Kampani (Managing Director)	Executive Director/ Promoter	8	7	Yes	-	-	-

Mrs. Benu Kampani (Whole Time Director)	Executive Director/ Promoter	8	8	No	-	-	-
Mr. Praful Hande	Independent / Non-Executive Director	8	5	No	-	-	-
Mr. Ankur Kampani	Non Independent / Non-Executive Director	8	6	Yes	-	-	-
Mr. Sunil Shah	Independent / Non-Executive Director	8	6	Yes	-	-	-

### 3. AUDIT COMMITTEE:

The Broad terms and reference of Audit Committee are to review the Financial Statements before submission to Board, to insure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

During the year 2013-14, the members of the Audit Committee met 4 (four) times on 28<sup>th</sup> May 2013, 12<sup>th</sup> August 2013, 12<sup>th</sup> November 2013 and 11<sup>th</sup> February 2014. The terms of reference of Audit Committee are in conformity with the requirements specified in Clause 49 of the Listing Agreement with Stock Exchange and also comply with the requirements of Section 292A of the Companies Act, 1956. The gap between two Audit Committee Meetings was not more than four months, in compliance with Listing Agreement.

The composition and attendance of the members at the Audit Committee meetings held during the financial year 2013-14 are as follows:

Name	Designation	Number of Meetings held	Meetings Attended
Mr. Rajeev Kharbanda	Chairman	4	4
Mr. Praful Hande	Member	4	4
Mr. Vishal Kampani	Member	4	3

The Compliance officer acts as the Secretary to the Committee.

### 4. REMUNERATION COMMITTEE (Now known as Nomination and Remuneration Committee):

The Board of Directors of the Company at its Meeting held on 30<sup>th</sup> May, 2014, had re-christened the Remuneration Committee as the Nomination and Remuneration Committee, to comply with the provisions of Section 178 of the Companies Act, 2013 (the Act) and the Companies (Meetings of Board and its Powers) Rules, 2014 (the Rules).

The broad terms of reference of the Nomination & Remuneration Committee are to recommend the Company's policy on remuneration packages for the Managing Director / Executive Directors, reviewing the structures, design and implementation of remuneration policy in respect of key management personnel.

During the year 2013-14, the Nomination and Remuneration Committee met once on 28<sup>th</sup> May, 2013. The composition and attendance of the members at the Nomination and Remuneration Committee meeting held during the financial year 2013 -14 are as follows:

Name	Designation	Meeting Attended
Mr. Rajeev Kharbanda	Chairman	Yes
Mr. Praful Hande	Member	Yes
Mr. Sunil Shah	Member	Yes

No sitting fee is paid to the Non – Executive/Independent Directors during the financial year and they do not hold any shares in the Company.

**Details of remuneration paid and No. of Equity shares held by the Directors during the year ended 31<sup>st</sup> March, 2014**

Name	Category	Salary	Perquisites or Allowances	Stock Option	Sitting Fees	No. of shares held
Mr. Rajeev Kharbanda	Chairman / Independent Director	-	-	-	-	-
Mr. Vishal Kampani (Managing Director)	Executive Director/ Promoter	9,60,000	-	-	-	4,35,56,250
Mrs. Benu Kampani (Whole Time Director)	Executive Director/ Promoter	7,20,000	-	-	-	4,31,250
Mr. Praful Hande	Independent Director	-	-	-	-	-
Mr. Ankur Kampani	Non- Independent / Non-Executive Director	-	-	-	-	-
Mr. Sunil Shah	Independent Director	-	-	-	-	-

The Compliance officer acts as the Secretary to the Committee.

**5. INVESTORS GRIEVANCE & SHARE TRANSFER COMMITTEE (Now known as Stakeholders Relationship Committee):**

The Board of Directors of the Company at its Meeting held on 30<sup>th</sup> May, 2014, had re-christened the Investors Grievance & Share Transfer Committee as the Stakeholders Relationship Committee, to comply with the provisions of Section 178 of the Companies Act, 2013 (the Act) and the Companies (Meetings of Board and its Powers) Rules, 2014 (the Rules).

During the year 2013-14, the Stakeholders Relationship Committee met 4 (four) times on 28<sup>th</sup> May, 2013, 12<sup>th</sup> August, 2013, 12<sup>th</sup> November, 2013 and 11<sup>th</sup> February, 2014. The Constitution and attendance of the members at the Stakeholders Relationship Committee meeting held during the financial year 2013 -14 are as follows:

Name	Designation	Number of Meetings held	Meetings Attended
Mr. Rajeev Kharbanda	Chairman	4	4
Mr. Praful Hande	Member	4	4
Mr. Vishal Kampani	Member	4	3

The scope of the Committee includes the following:

- To deal with matters relating to share transfers/transmissions.
- To review the system of dealing with and responding to correspondence from shareholders.
- To review and deal with complaints and responses to letters received from Stock Exchange, SEBI and Department of Company Affairs.

**Status of Investors' Complaint:**

Opening	Received during the year	Resolved during the year	Pending
0	0	0	0

There were no share transfers pending for registration for more than 15 days as on 31<sup>st</sup> March, 2014.

The Compliance officer acts as the Secretary to the Committee. His address and contact details are given below:

**Name of Compliance Officer:**

Mr. Ravindra Sharma is Compliance officer of the Company.

Address: Plot No A-650, 1<sup>st</sup> Floor,  
TTC Industrial Estate,  
MIDC, Pawane Village, Mahape  
Navi Mumbai - 400705

Phone: 022-27784491

Email: yhpl@hic.in

## 6. GENERAL BODY MEETINGS:

i. Location, date and time, where last three Annual General Meetings were held:

Financial Year	2012-13	2011-12	2010-11
Date and Time	27 <sup>th</sup> September, 2013 at 12.30 P.M	28 <sup>th</sup> December, 2012 at 12.30 P.M	25 <sup>th</sup> November, 2011 at 12.30 P.M
Venue	Sagar Banquets 1 <sup>st</sup> Floor, Behind Hotel Navratna, Nirman vyapar Kendra, Plot No 10, Sector 17, Vashi Navi Mumbai- 400703.	Sagar Banquets 1 <sup>st</sup> Floor, Behind Hotel Navratna, Nirman vyapar Kendra, Plot No 10, Sector 17, Vashi Navi Mumbai- 400703.	Sagar Banquets 1 <sup>st</sup> Floor, Behind Hotel Navratna, Nirman vyapar Kendra, Plot No 10, Sector 17, Vashi Navi Mumbai- 400703.

ii. Details of Special Resolutions passed in the last three AGMs:

AGM held on	Special Resolution passed
27 <sup>th</sup> September, 2013	No Special Resolution was passed.
28 <sup>th</sup> December, 2012	No Special Resolution was passed.
25 <sup>th</sup> November, 2011	Adoption of new set of Articles of Association of Company in place of existing Articles of Association of Company

iii. During the year under review, no resolution was passed by means of Postal Ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal ballot.

## 7. DISCLOSURES:

### i. RELATED PARTY TRANSACTIONS:

Transactions with related parties are disclosed in the accounts at Note No. 28(L) of Notes to Financial Statements in the Annual Report.

### ii. DISCLOSURE OF ACCOUNTING TREATMENT:

In the preparation of the Financial Statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.

### iii. DISCLOSURE OF RISK MANAGEMENT:

The Company has initiated the risk assessment and minimization procedure.

### iv. COMPLIANCE BY THE COMPANY:

The Company has complied with the requirements of the Stock Exchange, Securities and Exchange Board of India (SEBI) and other statutory authorities on all matters relating to capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other Statutory Authorities. The Company has paid the listing fees for the year 2014-15 to BSE Limited.

### v. WHISTLE BLOWER POLICY:

The Company has no formal Whistle Blower Policy, however it takes cognizance of complaint made and suggestions given by the employees and whenever necessary, suitable corrective steps are taken for it. We affirm that, during the financial year 2013-14, no employee was denied access to the Audit Committee.



**vi. CODE OF CONDUCT AND PRACTICING COMPANY SECRETARY CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE:**

The Board of Directors has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. All Board member shave affirmed their compliance with the Code of Conduct. A declaration by the Managing Director of the Company affirming the compliance of the same during the financial year ended on 31<sup>st</sup> March, 2014 by the members of the Board and Senior Management Personnel as applicable to them, is also annexed separately in this Annual Report.

**vii. REVIEW OF DIRECTORS' RESPONSIBILITY STATEMENT:**

The Board in its report has confirmed that the annual accounts for the year ended 31<sup>st</sup> March, 2014 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

**viii. CEO CERTIFICATION:**

In terms of the requirements of Clause 49(V) of the Listing Agreement, the Managing Director has submitted necessary certificate to the Board stating the particulars specified under the said clause.

**8. MEANS OF COMMUNICATION:**
**i. PUBLICATION OF QUARTERLY RESULTS:**

The Quarterly/Half yearly and Annual Financial results are duly published in "Business Standard" and "Mahanayak" in compliance with the Listing Agreement. All material information about the Company is promptly sent to the Stock Exchange and the Company regularly updates about its financial as well as other organizational developments.

**ii. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report is part of Annual Report and annexed separately.

**iii. PRESENTATIONS/PRESS RELEASE:**

The Company has not made any presentations to institutional investors or to the analysts and has not given any press release during the year under review.

**9. GENERAL SHAREHOLDERS' INFORMATION:**
**i. ANNUAL GENERAL MEETING :**

Date and Time : Saturday, 27<sup>th</sup> day of September, 2014 at 12.30 P.M.

Venue : Sagar Banquets, 1<sup>st</sup> Floor, Behind Hotel Navratna, Nirman Vyapar Kendra, Plot No.10, Sector 17, Vashi, Navi Mumbai -400703

**ii. DATE OF BOOK CLOSURE : Wednesday, 24<sup>th</sup> September, 2014 to Saturday, 27<sup>th</sup> September, 2014 (Both days inclusive)**
**iii. DIVIDENT PAYMENT : N.A.**
**FINANCIAL CALENDAR 2014-15:**

Event	Due Date
Result for the quarter ended 30 <sup>th</sup> June, 2014	On 13 <sup>th</sup> August, 2014
Result for the quarter ending 30 <sup>th</sup> September, 2014	By 14 <sup>th</sup> November, 2014
Result for the quarter ending 31 <sup>st</sup> December, 2014	By 14 <sup>th</sup> February, 2015
Audited Result for the quarter and year ending 31 <sup>st</sup> March, 2015	By 30 <sup>th</sup> May, 2015 (Audited)

**iv. LISTING ON STOCK EXCHANGE :** The shares of the Company are listed on BSE Limited and Listing Fees is paid for the financial year 2014-15.

**v. STOCK CODE & ISIN**

**Scrip Id** : YUVRAAJHPL

**Scrip Code** : 531663

**ISIN** : INE139D01020 with NSDL and CDSL

**CUSTODIAL FEES** : The Company has paid Custodial Fees for the year 2014-15 to NSDL and CDSL on the basis of the number of beneficial accounts maintained by them as on 31<sup>st</sup> March, 2014.

**vi. MARKET PRICE DATA** : The monthly High/ low quotations of shares traded on the BSE Limited during each month in the financial year are as follows:

Period	Share price of the Company on BSE ( in ₹)*		BSE Sensex (Points)	
	High	Low	High	Low
April-13	4.38	3.07	19,622.68	18,144.22
May-13	3.01	2.10	20,443.62	19,451.26
June-13	2.06	1.53	19,860.19	18,467.16
July-13	2.58	1.47	20,351.06	19,126.82
August-13	2.40	1.89	19,569.20	17,448.71
September-13	3.50	2.00	20,739.69	18,166.17
October-13	3.50	2.14	21,205.44	19,264.72
November-13	2.82	2.10	21,321.53	20,137.67
December-13	2.69	1.64	21,483.74	20,568.70
January-14	3.35	2.66	21,409.66	20,343.78
February-14	2.60	2.20	21,140.51	19,963.12
March-14	3.41	2.08	22,467.21	20,920.98

\*Source: [www.bseindia.com](http://www.bseindia.com)

**vii. REGISTRAR AND SHARE** : **CIL Securities Limited**

**TRANSFER AGENTS**

Unit: Yuvraaj Hygiene Products Limited.

214, Raghava Ratna Towers Chirag Ali Lane, Abids, Hyderabad – 500 001

Tel: 040 - 23202465 / 23203155

Fax: 040 - 23203028 / 66661267

Email: [rta@cilsecurities.com](mailto:rta@cilsecurities.com)

**viii. SHARE TRANSFER SYSTEM** : All shares sent or transferred in physical form are registered by the Registrar and Share Transfer Agent (RTA) within 15 days of the lodgment, if documents, are found in order. Shares under objection are returned within two weeks. All requests for dematerialization of shares processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

**ix. DISTRIBUTION SCHEDULE : As on 31<sup>st</sup> March, 2014:**

Shares		No. of share holders	% of share holders	Amount (in ₹)	% Held
From	Upto				
1	- 5000	1473	90.98	1251549	1.88
5001	- 10000	56	3.46	451838	0.68
10001	- 20000	32	1.98	497292	0.74
20001	- 30000	13	0.80	329443	0.49
30001	- 40000	8	0.49	288652	0.43
40001	- 50000	6	0.37	283583	0.42
50001	- 100000	13	0.80	1058207	1.59
100001	& above	18	1.11	62557842	93.76
<b>Total</b>		<b>1619</b>	<b>100</b>	<b>66718406</b>	<b>100</b>

**x. SHAREHOLDING PATTERN : As on 31<sup>st</sup> March, 2014:**

Categories	No. of Shareholders	No. of Shares	% of shareholding
Promoters	2	43987500	65.93
Financial Institution/Banks	-	-	-
FII's	-	-	-
Non- Resident Indians	4	23323	0.04
Clearing Members	6	29890	0.04
Bodies Corporate	60	3856758	5.78
Indian Public	1546	18820935	28.21
<b>Total</b>	<b>1618</b>	<b>66718406</b>	<b>100.00</b>

**xi. DEMATERIALISATION OF SHARES :** Out of the total paid up share capital of the Company, 96.90% aggregating to 6,46,49,696 equity shares was held in dematerialized form as on 31<sup>st</sup> March 2014.

**xii. CONVERTIBLE INSTRUMENTS :** As of date, the Company does not have any outstanding convertible instruments, which are likely to have an impact on the equity shares of the Company.

**xiii. ADDRESS FOR INVESTOR :** **Yuvraaj Hygiene Products Limited**

**CORRESPONDENCE**

Plot No A-650, 1<sup>st</sup> Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape, Navi Mumbai- 400705.

Tel: 022-27784491

Email: yhpl@hic.in

Website: www.hic.in

**xvi. Plant Location :** Plot No A-650, 1<sup>st</sup> Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape, Navi Mumbai- 400705.

**DECLARATION ON CODE OF CONDUCT**

To,  
The Members of  
**Yuvraaj Hygiene Products Limited**

I, Vishal Kampani, Managing Director of the Company declare that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct during the year ended 31<sup>st</sup> March, 2014.

For **Yuvraaj Hygiene Products Limited**

Place: Navi Mumbai  
Date: 13<sup>th</sup> August, 2014

**Vishal Kampani**  
Managing Director

**CERTIFICATE FROM PRACTICING COMPANY SECRETARY FOR COMPLIANCE UNDER  
CLAUSE 49 OF THE LISTING AGREEMENT**

To  
The Members  
**Yuvraaj Hygiene Products Limited**

We have examined the Compliance of conditions of Corporate Governance by **Yuvraaj Hygiene Products Limited ("the Company")**, for the financial year ended on 31<sup>st</sup> March, 2014, as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. 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 above mentioned Listing Agreement.

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

For **Manish Ghia & Associates**  
*Companies Secretaries*

Place: Mumbai  
Date: 13<sup>th</sup> August, 2014

**CS Manish L. Ghia**  
Partner  
M. No. 6252 C.P. No. 3531

## **INDEPENDENT AUDITORS' REPORT**

TO THE MEMBERS OF

**YUVRAAJ HYGIENE PRODUCTS LIMITED**

### **REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of Yuvraaj Hygiene Products Limited (the Company) which comprises of Balance Sheet as at March 31, 2014 and also the Statement of Profit and Loss account and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Management is responsible for the preparation of these 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 Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and General Circular 08/2014 dated April 4, 2014 with respect to the Financial Statement and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal controls 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.

### **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedure selected depends on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

### **Basis for our Qualified audit Opinion.**

The Company has followed the policy of not amortising goodwill which is not in accordance with the Accounting Standards referred to in sub Section (3C) of Section 211 of the Companies Act, 1956. As a result (based on the management estimation of 25 years useful life of goodwill) the net profit for the year and good will amounts are overstated by ₹10.35 lacs each and the Reserves and Surplus negative balance is understated by similar amount.

### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matter described in the Basis for Qualified Opinion paragraph*, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- In the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
2. As required by Section 227(3) of the Act, we report that:
  - We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - In our opinion, proper books of accounts, as required by law have been kept by the Company, so far as it appears from our examination of the books.
  - The Balance Sheet, the Statement of Profit and Loss and the Cash flow statement dealt with by this report are in agreement with the books of account.
  - In our opinion, the Balance Sheet the Statement of Profit and Loss and the Cash Flow Statement comply with the accounting standards notified under the Act read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013
  - On the basis of written representations received from the directors as on March 31, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms, of Section 274(1)(g) of the Act.

**For P. P. Jayaraman & Co.,**  
Chartered Accountants  
FRN-104139W

**P. P. Jayaraman**  
Proprietor  
MRN-41354

Place : Thane  
Date: 30<sup>th</sup> May, 2014

**Annexure to Independent Auditors' Report**

(Referred to in paragraph 1 under the Heading of "report on other legal and regulatory requirement" of our report of even date)

1. Having regard to the nature of the Company's' business/activities during the year, clause (xiii) of paragraph 4 of the Order is not applicable to the Company.
2. In respects of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets have been physically verified by the management at all locations at reasonable intervals. No material discrepancies between book records and the physical inventories have been noticed on such verification.
  - (c) No fixed assets have been disposed off during the year; therefore the same has not affected the going concern status of the Company.
3. In respect of the Company inventories:
  - (c) The inventories have been physically verified during the year at reasonable intervals by the Management.
  - (d) In our opinion and according to the information and explanation 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.
  - (e) The Company is maintaining proper records of inventories. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
4. In respect of the loans:
  - (a) The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the Register maintained under Section 301 of the Act, except unsecured loans from directors and relatives. The maximum amount involved in the current year amounted to ₹ 42.32 lakhs and Balance due as the year end is ₹0.01 lakhs.
  - (b) In our opinion, the rate of interest and other terms and conditions on which such loans and advances are made are not prima facie prejudicial to the interest of the company.
5. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control system.
6. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Act,:
  - (a) Based on audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the registers maintained under Section 301 of Companies Act, 1956 have been so entered.
  - (b) According to information and explanation given to us, the transactions of sales made in pursuance of contracts or arrangements entered in the registers maintained under Section 301, during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
7. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and as such the question of compliances of Section 58, 58AA and other relevant provisions of act do not arise.
8. The Company has an internal audit system but scope of the same needs to be widened.
9. On the basis of records produced, we are of the opinion that prima facie cost records and accounts prescribed by the Central Government under Section 209(i)(d) of the Companies Act, 1956 in respect of products of the Company covered under the rules under said Section have been maintained. However we are neither required to carry out nor have carried out any detailed examination of such accounts and records.
10. In respect of statutory dues,
  - (a) According to information and explanation given to us, the Company has been regular in depositing with appropriate authorities undisputed statutory dues, including Income Tax, Sales Tax, Customs Duty, Cess and other statutory dues to the extent applicable to it. The dues in relation to Wealth Tax, Service Tax, Excise Duty, Provident fund Act, Investor Education and Protection fund Act are not applicable to the company in this regard. There have been

delays in respect of Profession Tax and Income Tax deducted at source.

We have been informed that there are no undisputed statutory dues as at the year- end outstanding for a period of more than six months from the date on which they became payable, except the income tax dues for the year ended 31-3-2013 ( AY 2013-14 ) of ₹10,00,000/- (Rupees Ten Lacs only) ( including interest till the date of filing of the return for the above year).

- (b) There is no disputed due on account of income tax, wealth tax, customs duty and cess. Dues on account of Sales Tax disputed, where such disputes are pending are mentioned below

Sr No	Name of the Statute	Nature of the Dues	Amount in ₹	Period to which the amount relates	Forum where the dispute is pending
1	Central Sales Tax Act 1956	Sales Tax and interest	250,664	FY 2005-06,	Deputy Commissioner of Sales Tax(Appeals)
2	Central Sales Tax Act 1956	Sales Tax and interest	880,877	FY 2008-09	Deputy Commissioner of Sales Tax(Appeals)

11. The Company has accumulated losses at the end of the financial year. The Company has neither incurred cash loss during the financial year covered by our audit nor during the immediately preceding financial year.
12. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to Financial Institutions and banks. Further in our opinion and according to information and explanations given to us, the Company did not have any amount outstanding to debenture holders or non-financial banking institutions.
13. In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
14. In our opinion and according to the information and explanations given to us, the Company is not dealing in shares, securities, debentures. Therefore the provisions of clause 4 (xiv) of the Order are not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions. Hence the provisions of the clause 4(xv) are not applicable to the company
16. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which it was obtained.
17. In our opinion and according to the information and explanations given to us, and on an overall examination of the balance sheet of the Company, we report that funds raised on short-term basis have been prima facie not been used during the year for long-term investment.
18. According to the information and explanations given to us, during the year covered by our audit, the Company has not made preferential allotment of equity shares to parties and companies covered in the register maintained under Section 301 of the Act.
19. According to the information and explanations given to us, during the year covered by our report, the Company has not issued any secured debentures.
20. During the year covered by our report, the Company has not raised any money by way of public issue.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

**For P. P. Jayaraman & Co.,**  
Chartered Accountants  
FRN-104139W

**P. P. Jayaraman**  
Proprietor  
MRN-41354

Place : Thane  
Date: 30<sup>th</sup> May, 2014



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2014**

(Amount in ₹)

Particulars	Notes	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	3	69,218,406.00	69,218,406.00
Reserves and Surplus	4	(11,472,226.83)	(13,734,089.17)
<b>Non-Current Liabilities</b>			
Long-term Borrowings	5	21,316,387.37	22,664,857.22
Other Long-term Liabilities		471,000.00	673,000.00
Deferred Tax Liability (Net)	6	1,088,533.31	999,795.31
<b>Current Liabilities</b>			
Short Term Borrowings	7	35,981,185.36	30,059,311.96
Trade Payables	8	23,888,075.66	26,117,233.26
Other Current Liabilities	8	3,806,629.49	2,511,437.40
Short Term Provision		1,522,990.00	1,620,000.00
<b>TOTAL</b>		<b>145,820,980.36</b>	<b>140,129,951.98</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	9	39,992,397.73	38,527,447.82
Intangible Assets	9	25,967,955.00	25,977,435.00
Long-term Loans and Advances	10	16,093,116.12	19,610,373.18
Non-Current Investments	11	1,231,765.93	1,353,097.93
<b>Current Assets</b>			
Inventories	12	32,580,741.79	26,381,575.69
Trade Receivables	13	28,550,014.05	27,630,395.97
Short-term Loans and Advances	14	234,252.00	273,948.00
Cash and Bank Balances	15	1,170,737.74	375,678.39
<b>TOTAL</b>		<b>145,820,980.36</b>	<b>140,129,951.98</b>
Corporate Information	1		
Significant Accounting Policies	2		
Notes on Financial Statements	1 to 27		

As per our report of even date

**For P. P. Jayaraman & Co.,**

Chartered Accountants

FRN-104139W

**P. P. Jayaraman**

Proprietor

MRN-41354

Place : Thane

 Date: 30<sup>th</sup> May, 2014

**For and on behalf of the Board of Directors**
**Rajeev Kharbanda**

Chairman

**Vishal Kampani**

Managing Director

**Benu Kampani**

Whole Time Director

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2014**

(Amount in ₹)

Particulars	Notes	For the Year Ended 31 <sup>st</sup> March, 2014	For the Year Ended 31 <sup>st</sup> March, 2013
<b>Incomes</b>			
Revenue from operations		164,061,734.36	124,579,715.90
Other Income	16	-	46,912.96
<b>Total revenue (I)</b>	<b>16</b>	<b>164,061,734.36</b>	<b>124,626,628.86</b>
<b>Expenses</b>			
Consumption of Materials/Traded Goods		114,362,864.14	97,877,324.70
Changes in Inventories	17	2,200,407.23	(5,129,278.63)
Employee benefit expenses	18	3,006,323.00	2,460,959.50
Other expenses	19	26,199,293.26	20,141,037.09
<b>Total (II)</b>	<b>20</b>	<b>145,768,887.63</b>	<b>115,350,042.66</b>
<b>Earnings before interest, tax, depreciation and amortization (EBITDA) (III) = (I - II)</b>		<b>18,292,846.73</b>	<b>9,276,586.20</b>
Depreciation and amortization expenses		6,565,296.90	2,150,436.48
Finance Costs	21	8,746,949.49	2,851,066.43
<b>Total (IV)</b>	<b>22</b>	<b>15,312,246.39</b>	<b>5,001,502.91</b>
<b>Profit before extraordinary items &amp; tax (V=III-IV)</b>		<b>2,980,600.34</b>	<b>4,275,083.29</b>
Extraordinary items		-	(5,069,230.00)
<b>Profit before tax</b>	<b>23</b>	<b>2,980,600.34</b>	<b>9,344,313.29</b>
<b>Tax expenses</b>		<b>718,738.00</b>	<b>2,363,435.00</b>
<b>Profit/(Loss) for the year</b>	<b>24</b>	<b>2,261,862.34</b>	<b>6,980,878.29</b>
<b>Earnings per equity share(nominal value of share ₹1)</b>			
Basic and Diluted (in ₹)	25	0.03	0.10
Significant Accounting Policies	2		
Notes on Financial Statements	1 to 27		

As per our report of even date

**For P. P. Jayaraman & Co.,**  
 Chartered Accountants  
 FRN-104139W

**P. P. Jayaraman**  
 Proprietor  
 MRN-41354

 Place : Thane  
 Date: 30<sup>th</sup> May, 2014

**For and on behalf of the Board of Directors**
**Rajeev Kharbanda**  
 Chairman

**Vishal Kampani**  
 Managing Director

**Benu Kampani**  
 Whole Time Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(Amount in ₹)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2014	For the Year Ended 31 <sup>st</sup> March, 2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit as per Statement of Profit and Loss	<b>2,261,862.34</b>	<b>6,980,878.29</b>
<b>Add : Non-Operating Expenses</b>		
Depreciation other than preliminary exps	6,443,964.90	2,150,436.48
Taxes Added back	630,000.00	743,435.00
Defered Tax Liability	88,738.00	-
<b>Operating Profit before working capital changes</b>	<b>9,424,565.24</b>	<b>9,874,749.77</b>
<b>Add/Less:- Working Capital Changes</b>		
(Increase)/Decrease in Inventories	(6,199,166.10)	(10,763,317.73)
(Increase)/Decrease in Receivables	(919,618.08)	(19,196,233.44)
(Increase)/Decrease in Other CA's-Current	-	(120,000.00)
Increase/(Decrease) in Short term borrowings	-	23,310,301.43
Trade and Other Payables	(933,965.51)	11,924,168.16
<b>Cash Generated from Operations</b>	<b>1,371,815.55</b>	<b>15,029,668.19</b>
Taxes Paid (net)	(727,010.00)	-
<b>Net cash (used in) operating activities (A)</b>	<b>644,805.55</b>	<b>15,029,668.19</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITY :</b>		
Assets Acquired during the year	(7,899,434.81)	(30,155,828.02)
Movement in Loans and Advances	3,556,953.06	(4,129,504.35)
Preliminary Expenses	121,332.00	248,812.00
<b>Net cash (used in) investing activities (B)</b>	<b>(4,221,149.75)</b>	<b>(34,036,520.37)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITY :</b>		
Proceeds from Long Term Borrowings	-	18,701,860.96
Repayment of Long Term Borrowings	(1,550,469.85)	
Short term borrowings (net)	5,921,873.40	
<b>Net cash flow from/ (used in) financing activities (C)</b>	<b>4,371,403.55</b>	<b>18,701,860.96</b>
<b>Net Increase/(Decrease) in cash and cash equivalents</b>	<b>795,059.35</b>	<b>(304,991.22)</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>375,678.39</b>	<b>680,669.61</b>
<b>Closing Balances of Cash &amp; Cash Equivalents (Refer Note No. 15)</b>	<b>1,170,737.74</b>	<b>375,678.39</b>
<b>Components of cash &amp; cash equivalents</b>		
Cash on Hand	1,147,543.67	325,895.37
With banks-on current account	23,194.07	49,783.02
	<b>1,170,737.74</b>	<b>375,678.39</b>

As per our report of even date

**For P. P. Jayaraman & Co.,**  
 Chartered Accountants  
 FRN-104139W

**P. P. Jayaraman**  
 Proprietor  
 MRN-41354

Place : Thane

 Date: 30<sup>th</sup> May, 2014

**For and on behalf of the Board of Directors**
**Rajeev Kharbanda**  
 Chairman

**Vishal Kampani**  
 Managing Director

**Benu Kampani**  
 Whole Time Director

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

### 1. Corporate information

Yuvraaj Hygiene Products Limited 'The Company' is a public Company in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on BSE Ltd. Company has its registered office at Navi Mumbai. Company is engaged in the manufacturing and dealing in scrub pads, scrubber & other household cleaning related items.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of accounting and preparation of Financial Statements:

- i) The Financial Statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these Financial Statements to comply in all material respects with the Accounting Standards notified under the *Companies (Accounting Standards) Rules, 2006, (as amended)* and the relevant provisions of the Companies Act, 1956. The Financial Statements have been prepared on an accrual basis and under the historical cost convention.
- ii) The accounting policies adopted in the preparation of Financial Statements are consistent with those of previous year.

#### 2.2 Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Examples of such estimates are provision for income tax.

#### 2.3 Tangible Assets

Tangible assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure related to an item of other tangible assets is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

#### 2.4 Depreciation on Tangible Assets

Depreciation, on fixed assets is calculated on written –down value basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule XIV to the Companies Act, 1956, whichever is higher. The Company has used the following rates to provide depreciation on its fixed assets.

	Rates (WDV)
Plant and equipment	13.91%
Furniture and fixtures	18.10%
Vehicles	25.89%
Computer and printers	40.00%

#### 2.5 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. All other intangible assets are assessed for impairment whenever there is an indication that the

intangible asset may be impaired. A summary of amortization policies applied to the Company's intangible assets is as below:

	Rates (WDV)
Brands/trademarks	Amortized over 10 yrs period
Goodwill	0%

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with **AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies**.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

## 2.6 Impairment of Tangible and Intangible Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount and determines accounting policies taking into consideration AS-28 Impairment of assets issued by ICAI.

## 2.7 Leases

Where the lessors effectively retain substantially all the risks and benefits of ownership of the leased item the lease is classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

## 2.8 Borrowing costs

Borrowing cost includes interest, ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

## 2.9 Government Grants and Subsidies

During the year, no grants and subsidies has been received from the Government. Grants and subsidies from the government if received are recognized, when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Where the Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost, it is recognized at a nominal value.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

## 2.10 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. Current investments are carried in the Financial Statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

### **2.11 Inventories**

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis.

Work-in-progress, if any and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty, if any and is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### **2.12 Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

**Sale of goods:**-Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. The Company does not collect any excise duty. Hence there are no accounting policies for excise.

**Income from services:**-As the Company is not in servicing, no accounting policies are implemented in this regard.

**Interest:** - Interest income if any, is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the Statement of Profit and Loss.

**Dividends:**-Dividend income if any is recognized when the Company's right to receive dividend is established by the reporting date.

### **2.13 Statutory and other taxes**

Excise duty/Service tax is not applicable to the Company. Sales tax/Value Added tax paid is set-off against the collection and in case of payment of earlier years; the same is debited to Profit and Loss account.

### **2.14 Foreign Currency Translation**

#### **a. Foreign Currency Transactions and Balances**

##### **Initial Recognition**

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

##### **Conversion**

Foreign Currency Monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### **b. Exchange Differences**

The Company accounts for exchange differences arising on translation/settlement of foreign currency monetary items are recognized as income or as expenses in the period in which they arise, as they are normal in course of operation business. The Company does not hold any investment in a non-integral foreign operation or otherwise, hence no accounting policies are implemented for as such.

**c. Forward Exchange Contracts entered into to hedge foreign currency risk of an existing asset/liability**

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/income over the life of the contract. Exchange differences on such contracts, are recognized in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

**2.15 Retirement and other employee benefits for ESOP**

The Company at present does not have any retirement benefit for the employees concerned and the staff costs are accounted as period costs.

**2.16 Income Taxes**

Tax expense comprises **current** and **deferred** tax. **Current income-tax** is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax is recognized directly in the Statement of Profit and Loss.

**Deferred income taxes** reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

**Deferred tax liabilities** are recognized for all taxable timing differences. **Deferred tax assets** are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

**Minimum Alternate Tax (MAT)** paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the **Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961**, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

**2.17 Segment Reporting**

**a. Identification of Segments**

At present the Company deals only in single segment of household cleaning items, hence the Company's operating businesses are organized and managed accordingly and no further segment identification is done and no such accounting policies in respect to disclosures of the same.

**b. Segment Accounting Policies**

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole.

**2.18 Earnings Per Share**

**Basic Earnings Per Share** are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares *if any*, are treated as a fraction of equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating **Diluted Earnings Per Share**, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**2.19 Provisions**

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

**2.20 Contingent Liabilities and Assets**

A Contingent Liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements.

A Contingent Assets, usually arises from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefit to the enterprises. As per the consideration of prudence, in view of the uncertainties attached to the future events, profits are not anticipated because their anticipation and recognition may result in recognition of that income that may never be realized because the asset is contingent and not certain. The same will be recognized only when the realization of same is virtually certain. In respect of insurance claim receipts during the year, the same are within the consideration of contingent assets, and had been treated as extraordinary items, as principle of virtual certainty has been established

**2.21 Cash and Cash Equivalents**

Cash and Cash Equivalents for the purposes of Cash Flow Statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less, if any.

**2.22 Measurement of EBITDA**

As permitted by the *Guidance Note on the Revised Schedule VI to the Companies Act, 1956*, the Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(Amount in ₹)

	Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>3</b>	<b>SHARE CAPITAL</b>		
	<b>Authorised Shares (Nos.)</b>	70,000,000.00	70,000,000.00
	70,000,000 (31/03/2014 : 70,000,000) equity share of ₹ 1 each	<b>70,000,000.00</b>	<b>70,000,000.00</b>
	<b>Issued, Subscribed and fully paid up shares (Nos.)</b>		
	66,718,406 (31/03/2014 : 66,718,406) equity share of ₹ 1/-each	66,718,406.00	66,718,406.00
	Add : Share forfeited	2,500,000.00	2,500,000.00
	<b>Total Issued, Subscribed &amp; Paid up Capital</b>	<b>69,218,406.00</b>	<b>69,218,406.00</b>

**a Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**
**Equity Shares**

At the beginning of the period

Issued during the period-{Takeover during the preceding period}

**Outstanding at the end of the period**

	Nos.	₹	Nos.	₹
At the beginning of the period	66,718,406	66,718,406.00	66,718,406	66,718,406.00
Issued during the period-{Takeover during the preceding period}	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>66,718,406</b>	<b>66,718,406.00</b>	<b>66,718,406</b>	<b>66,718,406.00</b>

**b (i) Rights and preferences attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 1 per share. Every shareholders is entitles to such rights as to attend the meeting of the shareholders, to receive dividends distributed and also has a right in the residual interest of the assets of the Company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act, 1956

**(ii) There are no restrictions attached to equity shares.**
**c Shares held by holding/ultimate holding and/or their subsidiaries/associates**

None of the Equity Shares are held by the Holding/ultimate holding Company and/or their subsidiaries/associates

**d Details of shareholders holding more than 5% shares in the Company**

Name of the Shareholder(s)	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	Nos.	(%)	Nos.	(%)
Vishal Kampani	43,556,250	65.28%	43,556,250	65.28%
Umesh Chamadia	4,288,407	6.43%	4,288,407	6.43%

	Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>4</b>	<b>RESERVES AND SURPLUS</b>		
	<b>Capital Subsidy</b>		
	Balance b/f.	2,000,000.00	2,000,000.00
	Additions/Withdrawal during the year	-	-
	<b>Closing Balance</b>	<b>2,000,000.00</b>	<b>2,000,000.00</b>
	<b>Surplus/Deficit</b>		
	Balance b/f.	(15,734,089.17)	(22,714,967.46)
	Transferred from Profit & Loss account	2,261,862.34	6,980,878.29
	Less: Adjustment toward Application Money	-	-
	<b>Closing Balance</b>	<b>(13,472,226.83)</b>	<b>(15,734,089.17)</b>
	<b>Total Reserves and Surplus</b>	<b>(11,472,226.83)</b>	<b>(13,734,089.17)</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(Amount in ₹)

	Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>5</b>	<b>LONG TERM BORROWINGS - NON-CURRENT PORTION</b>		
<b>a</b>	Term loans - Indian rupee loan from bank ( <b>Secured</b> )	21,315,069.00	20,962,723.00
<b>b</b>	Loan from related parties ( <b>Unsecured</b> )	1,318.37	1,702,134.22
		<b>21,316,387.37</b>	<b>22,664,857.22</b>
<b>5</b>	Other Long term Liabilities-Trade Deposits (unsecured)	471,000.00	673,000.00
<b>5</b>	<b>LONG TERM BORROWINGS - CURRENT MATURITIES</b>		
	Term loans - Indian rupee loan from bank ( <b>secured</b> )	1,132,032.00	780,890.00
	Other Loan and advances, if any	-	-
		<b>1,132,032.00</b>	<b>780,890.00</b>
<b>a</b>	Indian rupee loan from bank was taken during the year These term loans are secured by tangible asset of Company and by way of pari-passu charge on the movable plant and machinery and other movables, both present and future. Further the loan are guaranteed by the directors' personal guarantee		
<b>b</b>	The long term portion of term loans are shown under long term borrowings and the current maturities of the long-term borrowing, if any are shown under the current liabilities as per the disclosure requirements		
<b>6</b>	<b>DEFERED TAX LIABILITIES</b>		
	Depreciation	1,088,533.31	999,795.31
	Others, if any	-	-
		<b>1,088,533.31</b>	<b>999,795.31</b>
<b>7</b>	<b>SHORT TERM BORROWINGS</b>		
	Cash credit from banks (secured)	34,864,960.36	30,059,311.96
	Working Capital from NBFC	1,116,225.00	-
		<b>35,981,185.36</b>	<b>30,059,311.96</b>
	Cash credit from banks is secured against inventories and trade receivables by way of hypothecation and further secured by the directors' personal guarantee The cash credit is repayable on demand . Working Capital Loan is further secured against inventories and trade receivables by way of hypothecation. The Security of Inventories and Receivables lies pari-passu in agreed proportions to both Bank and NBFC.		
<b>8</b>	<b>TRADE PAYABLES</b>	23,888,075.66	26,117,233.26
	The Information in respect of due to suppliers under the Micro, Small & Medium Enterprises have not been furnished as the necessary information is not in possession of the Company.		
<b>8</b>	<b>OTHER CURRENT LIABILITIES</b>	3,806,629.49	2,511,437.40
<b>8</b>	<b>SHORT-TERM PROVISIONS</b>	1,522,990.00	1,620,000.00

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(Amount in ₹)

**NOTE 9 FIXED ASSETS - TANGIBLE**

Sr. No.	PARTICULARS	RATE	GROSS BLOCK			DEPRECIATION			NET BALANCE		
			At 1 <sup>st</sup> April 2013	Additions	Deductions	At 31 <sup>st</sup> March 2014	For the year	Deductions	At 31 <sup>st</sup> March 2014	At 31 <sup>st</sup> March 2014	At 31 <sup>st</sup> March 2013
I	Plant and Machinery	13.91%	37,756,336.53	4,950,252.02	-	42,706,588.55	5,349,768.73	-	7,323,461.59	35,383,126.96	35,782,643.67
II	Furniture & Fixtures	18.10%	875,782.89	2,624,519.79	-	3,500,302.68	451,043.04	-	510,255.18	2,990,047.50	816,570.75
III	Vehicles	25.89%	3,123,273.28	-	-	3,123,273.28	429,766.07	-	1,893,069.99	1,230,203.29	1,659,969.36
IV	Computers., etc	40.00%	454,570.60	324,663.00	-	779,233.60	203,907.06	-	390,213.62	389,019.98	268,264.04
	<b>CURRENT YEAR</b>		<b>42,209,963.30</b>	<b>7,899,434.81</b>	<b>-</b>	<b>50,109,398.11</b>	<b>6,434,484.90</b>	<b>-</b>	<b>10,117,000.38</b>	<b>39,992,397.73</b>	<b>38,527,447.82</b>
	<b>PREVIOUS YEAR</b>		<b>12,057,735.28</b>	<b>30,152,228.02</b>	<b>-</b>	<b>42,209,963.30</b>	<b>2,150,436.48</b>	<b>-</b>	<b>3,682,515.48</b>	<b>38,527,447.82</b>	<b>10,525,656.28</b>

**NOTE 9 FIXED ASSETS - INTANGIBLE**

Sr. No.	PARTICULARS	RATE	GROSS BLOCK			AMORTIZATION			NET BALANCE		
			At 1 <sup>st</sup> April 2013	Additions	Deductions	At 31 <sup>st</sup> March 2014	For the year	Deductions	At 31 <sup>st</sup> March 2014	At 31 <sup>st</sup> March 2014	At 31 <sup>st</sup> March 2013
I	Goodwill	0.00%	25,882,635.00	-	-	25,882,635.00	-	-	-	25,882,635.00	25,882,635.00
II	Brands/trademarks	10.00%	94,800.00	-	-	94,800.00	9,480.00	-	9,480.00	85,320.00	94,800.00
	<b>CURRENT YEAR</b>		<b>25,977,435.00</b>	<b>-</b>	<b>-</b>	<b>25,977,435.00</b>	<b>9,480.00</b>	<b>-</b>	<b>9,480.00</b>	<b>25,967,955.00</b>	<b>25,977,435.00</b>
	<b>PREVIOUS YEAR</b>		<b>25,973,835.00</b>	<b>3,600.00</b>	<b>-</b>	<b>25,977,435.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>25,977,435.00</b>	<b>25,973,835.00</b>
	<b>CURRENT YEAR</b>		<b>68,187,398.30</b>	<b>7,899,434.81</b>	<b>-</b>	<b>76,086,833.11</b>	<b>6,443,964.90</b>	<b>-</b>	<b>10,126,480.38</b>	<b>65,960,352.73</b>	<b>64,504,882.82</b>
	<b>PREVIOUS YEAR</b>		<b>38,031,570.28</b>	<b>30,155,828.02</b>	<b>-</b>	<b>68,187,398.30</b>	<b>2,150,436.48</b>	<b>-</b>	<b>3,682,515.48</b>	<b>64,504,882.82</b>	<b>36,499,491.28</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(Amount in ₹)

	Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>10</b>	<b>LONG TERM LOANS &amp; ADVANCES</b>		
a	Capital advances-(unsecured)	12,812,258.70	17,897,159.00
b	Security Deposits-(unsecured)	423,235.00	614,235.00
c	Other Loan and advances-(unsecured)	2,857,622.42	1,098,979.18
		<b>16,093,116.12</b>	<b>19,610,373.18</b>
<b>11</b>	<b>NON-CURRENT INVESTMENTS</b>		
	Preliminary Expenses	1,353,097.93	1,601,909.93
	Less : Written off during the year	(121,332.00)	(248,812.00)
		<b>1,231,765.93</b>	<b>1,353,097.93</b>
<b>12</b>	<b>INVENTORIES (As taken, valued at lower of cost and net realizable value and certified by the management)</b>		
	Finished Goods	7,957,040.98	10,157,448.21
	Raw Materials	11,372,742.44	14,830,052.22
	Packing Materials	13,250,958.37	1,394,075.26
		<b>32,580,741.79</b>	<b>26,381,575.69</b>
<b>13</b>	<b>TRADE RECEIVABLES</b>		
	Unsecured, considered good unless stated otherwise		
i	Outstanding for period exceeding 6 months from date they are due for the payment		
	Unsecured, considered good	215,285.58	4,324,578.43
		<b>215,285.58</b>	<b>4,324,578.43</b>
	Provision for doubtful receivables		
		(A)	<b>215,285.58</b>
ii	Other receivables ( Less than six months )		
	Unsecured, considered good	28,334,728.47	23,305,817.54
		(B)	<b>28,334,728.47</b>
	<b>Total (A + B)</b>	<b>28,550,014.05</b>	<b>27,630,395.97</b>
<b>14</b>	<b>SHORT TERM LOANS &amp; ADVANCES</b>		
	Other Loans and advances (unsecured)	234,252.00	273,948.00
		<b>234,252.00</b>	<b>273,948.00</b>
<b>15</b>	<b>CASH AND BANK BALANCES</b>		
a	Cash on Hand	1,147,543.67	325,895.37
b	Balances with banks in Current A/cs	23,194.07	49,783.02
	<b>Aggregates Total</b>	<b>1,170,737.74</b>	<b>375,678.39</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(Amount in ₹)

	Particulars	For the year ended 31 <sup>st</sup> March, 2014	For the year ended 31 <sup>st</sup> March, 2013
<b>16</b>	<b>REVENUE FROM OPERATIONS</b>		
<b>a</b>	<b>Sales of products</b>		
	Finished Goods	164,061,734.36	124,579,715.90
	<b>Total</b>	<b>164,061,734.36</b>	<b>124,579,715.90</b>
	<b>Particulars of Sales</b> -The particulars includes sale of scrubbers, scrub pads, mops and other household related items		
<b>b</b>	<b>Other Income</b>		
	Interest on FD	-	16,052.00
	Creditors written back	-	30,860.96
		-	<b>46,912.96</b>
<b>17</b>	<b>CONSUMPTION OF MATERIALS</b>		
<b>a</b>	<b>Raw Materials</b>		
	Opening Stock	14,830,052.22	10,061,361.49
	Purchases during the year	72,847,225.30	60,603,008.14
	Closing Stock	(11,372,742.44)	(14,830,052.22)
		76,304,535.08	55,834,317.41
	Add : Components	<b>5,201,113.50</b>	<b>4,906,860.00</b>
	<b>Total-A</b>	<b>81,505,648.58</b>	<b>60,741,177.41</b>
<b>b</b>	<b>Packing materials</b>		
	Opening Stock	1,394,075.26	528,726.89
	Purchases during the year	23,299,961.40	20,345,650.76
	Closing Stock	(13,250,958.37)	(1,394,075.26)
	<b>Total-B</b>	<b>11,443,078.29</b>	<b>19,480,302.39</b>
<b>c</b>	<b>Purchased of Traded Goods</b>	<b>Total-C</b>	<b>21,414,137.27</b>
	<b>GRAND TOTAL -A+B+C</b>	<b>114,362,864.14</b>	<b>97,877,324.70</b>
<b>18</b>	<b>(INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS</b>		
	Inventories of Finished Goods at the end of the year	7,957,040.98	10,157,448.21
	Inventories of Finished Goods at the beginning of the year	(10,157,448.21)	(5,028,169.58)
	<b>Total</b>	<b>(2,200,407.23)</b>	<b>5,129,278.63</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**
**(Amount in ₹)**

<b>19</b>	<b>EMPLOYEE BENEFIT EXPENSES</b>		
	Salaries Including Director Remuneration	2,697,960.00	1,963,306.00
	Staff Welfare Expenses	308,363.00	497,653.50
	<b>Total</b>	<b>3,006,323.00</b>	<b>2,460,959.50</b>

**A** In respect of Employees no retirement benefits are provided by the Company .

	Particulars	For the year ended 31 <sup>st</sup> March, 2014	For the year ended 31 <sup>st</sup> March, 2013
<b>20</b>	<b>OTHER EXPENSES</b>		
	Advertising and sales promotion	11,884,188.98	8,354,900.87
	Brokerage, commission and discounts	1,519,359.92	709,856.15
	Rates and Taxes	204,619.00	154,150.00
	Freight and forwarding charges	8,053,121.73	4,638,262.51
	Electricity Expense-office	26,670.00	62,200.00
	Rent	1,167,405.00	1,568,711.00
	Water Charges	120,871.00	267,569.00
	Repairs to building {including Maintenance}	133,729.00	301,029.45
	Repairs to Machinery	617,645.95	331,968.08
	Communication expenses	277,220.93	175,891.45
	Tours & Travelling Expenses	168,647.00	1,619,187.38
	Payment to Auditors- Audit fees	157,304.00	204,799.00
	Preliminary Expenses	-	248,812.00
	Miscellaneous Expenses	1,868,510.75	1,503,700.20
	<b>Total</b>	<b>26,199,293.26</b>	<b>20,141,037.09</b>

**a** As per general instructions for preparation of Statement of Profit and Loss, in respect of Separate disclosures of Items to Higher Amount in Excess of 1% of the revenue from operations or ₹ 1,00,000 the details are classified as above.

**b** As per general instructions for preparation of Statement of Profit and Loss, in respect of Expenditures incurred on Payments made to the Auditors, the details are classified as above.

<b>21</b>	<b>DEPRECIATION AND AMORTIZATION EXPENSE</b>		
	Depreciation on tangible assets	6,434,484.90	2,150,436.48
	Amortization on intangible assets	9,480.00	-
	Amortization of Preliminary Expenses	121,332.00	-
	<b>Total</b>	<b>6,565,296.90</b>	<b>2,150,436.48</b>
	Note: Form this year onwards preliminary expenses will be included under amortisation. For earlier year it was included in other expenses		

<b>22</b>	<b>FINANCE COSTS</b>		
	Interest Expenses	8,300,904.00	2,086,150.16
	Other borrowing costs-Bank & Other Charges	269,185.50	697,150.24
	Applicable net gain/loss on foreign currency transaction and translation	176,859.99	67,766.03
	<b>Total</b>	<b>8,746,949.49</b>	<b>2,851,066.43</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(Amount in ₹)

<b>23</b>	<b>EXTRA-ORDINARY ITEMS</b>		
	Loss of Assets due to Fire		
	Receipt of Insurance Claim -	-	(5,069,230.00)
	<b>Total</b>	-	<b>(5,069,230.00)</b>

<b>24</b>	<b>TAX EXPENSES</b>		
	Current Tax Expenses-Mat	630,000.00	1,620,000.00
	Add/Less : Excess / (Short) Provision for earlier year	-	-
	Deferred Tax Expenses	88,738.00	743,435.00
		<b>718,738.00</b>	<b>2,363,435.00</b>

	Particulars	For the year ended 31 <sup>st</sup> March, 2014	For the year ended 31 <sup>st</sup> March, 2013
<b>25</b>	<b>BASIC &amp; DILUTED EPS</b>		
	Profit/(Loss) Computation for basis earnings per share of ₹ 1 each	-	-
<b>A.</b>	Net Profit as per Profit & loss available to Equity Shareholders	2,261,862.34	6,980,878.29
<b>B.</b>	Weighted average number of Equity shares for EPS computation	66,718,406	66,718,406
<b>C.</b>	Basic & Diluted EPS (weighted average)	0.03	0.10

<b>26</b>	<b>CONTINGENT LIABILITIES</b>
	There are no contingent liabilities against the Company as on 31.03.2014

**27** The Company has a single segment namely " household cleaning products ". Therefore the Company business does not fall under different segments as defined by AS-17-"Segment Reporting" issued by ICAI

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(Amount in ₹)

**28 Additional information pursuant to the provisions of Schedule VI to the companies Act, 1956 (wherever applicable)**
**A Prior Period Items - Not Applicable**
**B Quantitative Data's in respect of Trading Companies- The Items had been regrouped/rearranged due to Cost audit conducted during the earlier financial year ended 31.03.2013. There is no change in cumulative quantitative total**

Class of Goods	Units	Opening Stock Quantity	Purchase Quantity	Sales Quantity	Closing Stock Quantity	Closing Stock Value ₹
Manufacturing Items	Pcs	2,277	345,916	336,284	11,909	374,460.47
Trading Items	Kgs	21,828	74,940	92,795	3,972	7,582,580.51
	Mtr	-	16,649	-	16,649	
	Pcs	473,403	29,728,082	29,792,379	409,106	
Raw Materials	Dozen	12	-	-	12	11,372,742.44
	Kgs	20,491	107,394	109,957	17,929	
	Mtr	-	143,417	121,195	22,222	
	Pcs	1,100,452	5,396,832	5,271,410	1,225,874	
	Pkt	6,158	7,419	-	13,577	
Packing Materials	Carton	32	2,293	-	2,325	13,250,958.37
	Kgs	25,902	52,210	43,691	34,421	
	Pcs	3,602,713	6,168,766	6,042,775	3,728,704	
	Pkt	5,076	20	20	5,076	
			<b>5,258,344</b>	<b>42,043,937</b>	<b>41,810,506</b>	

**C Transfer to reserves for Contingency, Specific Liability, etc., - Not Applicable**
**D Transfer from reserves for Contingency, Specific Liability, etc., - Not Applicable**
**E Transfer to provisions for Contingency, Specific Liability, etc., - Not Applicable**
**F Transfer from provisions for Contingency, Specific Liability, etc., - Not Applicable**
**G Dividend from Subsidiary companies - Not Applicable, as no holding-subsidiary relationship exists**
**H Provisions for losses of subsidiary companies - Not Applicable, as no holding-subsidiary relationship exists**
**I Import of goods**

	₹		₹		
	2013 - 14		2012 - 13		
<b>a. Value of Imports calculated on CIF basis:</b>					
(i) Raw materials		30,902,722.73		33,881,305.62	
(i) Components, and spare parts		-		-	
(ii) Capital goods		-		22,296,182.00	
<b>b. Expenditure in foreign currencies</b>					
(i) Travelling Expenses		-		390,622.00	
(ii) Other Expenses		-		-	
<b>c. Value of imported and indigenous components, spare parts consumed</b>					
		2013-14		2012-13	
<b>Materials &amp; Components</b>		%	₹	%	₹
(i) Imported into India		27.02	30,902,722.73	34.62	33,881,305.62
(ii) Indigenous		72.98	83,460,141.41	65.38	63,996,019.08
		<b>100.00</b>	<b>114,362,864.14</b>	<b>100.00</b>	<b>97,877,324.70</b>
Stores & Spares		-	NIL	-	NIL



**J Dividend remittance to NRI** - Not applicable

**K Earnings in Foreign currencies (on accrual basis)**

Export of goods or services on FOB basis

**L Disclosure in accordance with Accounting Standard-18 Related Party Disclosures**

Names of Related Parties & Nature of Relationship

**1 Names of Related Parties/Key Management personnel**

Vishal Sudhir Kampani	Managing Director	Director
Benu Vishal Kampani	Whole Time Director	Director
Rajiv Hemant Kharbanda	Chairman and Ind Director	Director

<b>2 Transactions with Related Parties</b>	<b>2013-14</b>	<b>2013-12</b>
<b>a Loans (as part of Unsecured loans)</b>		
Opening Balance 01/04/2013 (2012)	1,702,134.22	1,127,444.26
Received during the year - 2013-14 (2012-13)	2,531,000.00	7,026,760.96
Paid during the year - 2013-14 (2012-13)	4,231,815.85	6,452,071.00
Closing Balance 31/03/2014 (2013)	1,318.37	1,702,134.22
<b>b Remuneration</b>		
Vishal Sudhir Kampani	960,000.00	480,000.00
Benu Vishal Kampani	720,000.00	720,000.00
<b>c Rent-Mrs Madhu Kapoor (a director relative)</b>	200,937.00	418,614.00
<b>d Purchases and Sales</b>		
Matrix Entps-Purchases (a prop concern of Director)	276,550.00	181,986.00
Matrix Entps-Sales (a prop concern of Director)	4,363,300.71	1,774,232.00

As per our report of even date

**For P. P. Jayaraman & Co.,**

Chartered Accountants

FRN-104139W

**For and on behalf of the Board of Directors**

**P. P. Jayaraman**

Proprietor

MRN-413541

**Rajeev Kharbanda**

Chairman

**Vishal Kampani**

Managing Director

**Benu Kampani**

Whole Time Director

Place : Thane

Date: 30<sup>th</sup> May, 2014



## Yuvraaj Hygiene Products Limited

CIN: L74999MH1995PLC220253

Regd Office: Plot No A-650, 1<sup>st</sup> Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape, Navi Mumbai – 400705  
Tel.:022-27784491, E-mail: yhpl@hic.in, Website: www.hic.in

### FOR KIND ATTENTION OF MEMBERS

Dear Members,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Folio No.	
Name of the Members	
Father's/Mother's/Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail Id	
PAN or CIN	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

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

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

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

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agents of the Company viz. "CIL Securities Limited, 214, Raghavaratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001."

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you,

For Yuvraaj Hygiene Products Limited

Vishal Kampani  
Managing Director

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CIN: L74999MH1995PLC220253

Regd Office: Plot No A-650, 1<sup>st</sup> Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape, Navi Mumbai – 400705  
Tel.: 022-27784491, E-mail: yhpl@hic.in, Website: www.hic.in

**ASSENT/DISSENT FORM FOR VOTING ON AGM RESOLUTIONS  
19<sup>TH</sup> ANNUAL GENERAL MEETING ON SATURDAY, 27<sup>TH</sup> SEPTEMBER, 2014**

1.	Name & Registered Address of Shareholder (IN BLOCK LETTER)	
2.	Name(s) of Joint holders, if any	
3.	Registered folio No./ DP ID No./Client ID No.* (*Applicable to investors holding shares in Dematerialized form)	
4.	Number of Share(s) held	
5.	I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 13 <sup>th</sup> August, 2014 by conveying my/our assent or dissent to the Resolutions by placing a tick (✓) mark at the appropriate box below.	

Item No.	Description of the Resolution	No. of share(s)	I/We assent to the resolution (FOR )	I/We dissent to the resolution (AGAINST)
1.	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2014 and the Reports of the Directors' and the Auditors.			
2.	Ordinary Resolution to appoint a Director in the place of Mr. Ankur Kampani, Director who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution to re-appoint M/s. P. P. Jayaraman & Co., Chartered Accountants, Mumbai(FRN: 104139W) as Statutory Auditors of the Company to hold office from the conclusion of 19 <sup>th</sup> Annual General Meeting upto the conclusion of 22 <sup>nd</sup> Annual General Meeting and to authorize the Board of Directors to fix their remuneration.			
4.	Ordinary Resolution for appointment Mr. Rajeev Kharbanda as an Independent Director of the Company to hold office as such upto 31 <sup>st</sup> March, 2019.			
5.	Ordinary Resolution for appointment Mr. Praful Hande as an Independent Director of the Company to hold office as such upto 31 <sup>st</sup> March, 2019.			

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6	Ordinary Resolution for appointment Mr. Sunil Shah as an Independent Director of the Company to hold office as such upto 31 <sup>st</sup> March, 2019.			
7	Ordinary Resolution for approval of remuneration payable to M/s. S. Poddar & Co., Cost Accountants, Mumbai the Cost Auditor of the Company for the financial year 2014-2015.			
8	Special Resolution for entering in to contract for purchase /sale of goods and providing service with related parties during the years 2015-16, 2016-17, 2017-18.			
9	Special Resolution for adoption of new set of Articles of Association of the Company.			
10	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for increase in borrowing powers of the Company up to ₹ 500 Crores.			
11	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorize Board of Directors of the Company to create mortgages /charges/hypothecation on all or any of the immovable and movable assets of the Company, both present and future upto an amount as approved by the shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013.			
12	Special Resolution for revision in the Remuneration of Mr. Vishal Kampani, Managing Director of the Company for remaining period of his tenure w.e.f 1 <sup>st</sup> July, 2014 to 10 <sup>th</sup> April, 2017.			
13	Special Resolution for revision in the Remuneration of Mrs. Benu Kampani, Whole Time Director of the Company for remaining period of her tenure w.e.f 1 <sup>st</sup> July, 2014 to 10 <sup>th</sup> April, 2017.			

Place :  
Date :

-----  
(Signature of the shareholder)

Notes : (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.  
(ii) Last date for receipt of Assent/Dissent Form : Friday, 19<sup>th</sup> September, 2014 (6.00 pm)  
(iii) Please read the instructions carefully before exercising your vote.



CIN: L74999MH1995PLC220253

Regd Office: Plot No A-650, 1<sup>st</sup> Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape, Navi Mumbai – 400705  
Tel.:022-27784491, E-mail: yhpl@hic.in, Website: www.hic.in

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## INSTRUCTIONS

### General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for Physical Assent / Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote casted through physical assent/dissent form shall be considered, subject to the assent/dissent from being found to be valid and vote cast through e-voting shall be treated as invalid.
2. The Notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 22<sup>nd</sup> August, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical assent / dissent form cannot be exercised by a proxy.

### Instructions for voting physically in Assent / Dissent Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Manish L. Ghia, Partner, M/s Manish Ghia and Associates, Company Secretaries, Mumbai and send the same at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 6.00 p.m. on Friday, 19<sup>th</sup> September, 2014. Any Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A Member may request for a Duplicate Assent / Dissent Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.

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**ATTENDANCE SLIP**

**19<sup>TH</sup> ANNUAL GENERAL MEETING ON SATURDAY, 27<sup>TH</sup> SEPTEMBER, 2014**

<b>Registered Folio/ DP ID &amp; Client ID</b>	
<b>Name and Address of the Shareholder(s)</b>	
<b>Joint Holder 1</b>	
<b>Joint Holder 2</b>	
<b>Number of shares held</b>	

I/we hereby record my/our presence at the 19<sup>th</sup> Annual General Meeting of the Company held at Sagar Banquets, 1<sup>st</sup> Floor, Behind Hotel Navratna , Nirman Vyapar Kendra, Plot No. 10, Sector 17, Vashi, Navi Mumbai – 400703 on Saturday, 27<sup>th</sup> September, 2014 at 12.30 p.m.

.....  
Member's/Proxy's name (in Block Letters)

.....  
Member's/Proxy's Signature

**Note:**

1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Please read the instructions for e-voting given along with Annual Report. The Voting period starts from Wednesday, 17<sup>th</sup> September, 2014 (9.00 a.m.) and ends on Friday, 19<sup>th</sup> September, 2014 (6.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.



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# Yuvraaj Hygiene Products Limited

CIN: L74999MH1995PLC220253

Regd Office: Plot No A-650, 1<sup>st</sup> Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape, Navi Mumbai – 400705  
Tel.:022-27784491, E-mail: yhpl@hic.in, Website: www.hic.in

## PROXY FORM

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

19<sup>TH</sup> ANNUAL GENERAL MEETING ON SATURDAY, 27<sup>TH</sup> SEPTEMBER, 2014

Name of the member (s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client Id/DP ID: .....

I/We being a member(s) of ..... Shares of the above named Company hereby appoint:

(1) Name .....

Address .....

Email Id:..... Signature..... or failing him;

(2) Name .....

Address .....

Email Id:..... Signature..... or failing him;

(3) 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 19<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 27<sup>th</sup> September, 2014 at 12.30 p.m. at Sagar Banquets, 1<sup>st</sup> Floor, Behind Hotel Navratna, nirman Vyapar Kendra, Plot No. 10, Sector 17, Vashi, Navi Mumbai – 400703 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Vote (Optional see Note 2) (Please mention no. of share)		
		For	Against	Abstain
	<b>Ordinary Business:</b>			
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2014 along with Reports of the Directors' and the Auditors' thereon.			
2	Ordinary Resolution for appointment of a director in place of Mr.Ankur Kampani who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ordinary Resolution for re-appoint M/s. P. P. Jayaraman & Co., Chartered Accountants, Mumbai(FRN: 104139W) as Statutory Auditors of the Company to hold office from the conclusion of 19 <sup>th</sup> Annual General Meeting upto the conclusion of 22 <sup>nd</sup> Annual General Meeting and to authorize the Board of Directors to fix their remuneration			

TEAR HERE

	<b>Special Business:</b>			
4	Ordinary Resolution for appointment of Mr. Rajeev Kharbanda as an Independent Director of the Company to hold office as such upto 31 <sup>st</sup> March, 2019.			
5	Ordinary Resolution for appointment of Mr. Praful Hande as an Independent Director of the Company to hold office as such upto 31 <sup>st</sup> March, 2019.			
6	Ordinary Resolution for appointment of Mr. Sunil Shah as an Independent Director of the Company to hold office as such upto 31 <sup>st</sup> March, 2019.			
7	Ordinary Resolution for approval of remuneration payable to M/s. S. Poddar & Co., Cost Accountants, Mumbai the Cost Auditor of the Company for the financial year 2014-2015.			
8	Special Resolution for entering in to contract for purchase /sale of goods and providing service with related parties during the years 2015-16, 2016-17, 2017-18.			
9	Special Resolution for adoption of new set of Articles of Association of the Company.			
10	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for increase in borrowing powers of the Company upto ₹ 500 Crores.			
11	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorize Board of Directors of the Company to create mortgages /charges/hypothecation on all or any of the immovable and movable assets of the Company, both present and future upto an amount as approved by the shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013.			
12	Special Resolution for revision in the Remuneration of Mr. Vishal Kampani, Managing Director of the Company for remaining period of his tenure w.e.f 1 <sup>st</sup> July, 2014 to 10 <sup>th</sup> April, 2017.			
13	Special Resolution for revision in the Remuneration of Mrs. Benu Kampani, Whole Time Director of the Company for remaining period of her tenure w.e.f 1 <sup>st</sup> July, 2014 to 10 <sup>th</sup> April, 2017.			

Signed this ..... day of ....., 2014

Signature of Shareholder .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp ₹ 0.15
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**Note:**

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.



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*If undelivered please return to:*

**Yuvraaj Hygiene Products Limited**

**Regd. Off:** Plot No. A -650, 1<sup>st</sup> Floor, TTC Industrial Estate,  
MIDC, Pawane Village, Mahape,  
Navi Mumbai – 400705.