



Yuvraaj[®] Hygiene Products Limited

Annual Report 2014-2015



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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
Mr. Ravindra Sharma	-	Chief Financial Officer (CFO) (w.e.f. 31 st March, 2015)

STATUTORY AUDITORS

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

SECRETARIAL AUDITORS

M/s. Manish Ghia & Associates
Company Secretaries, Mumbai

INTERNAL AUDITORS

Mr. Kintali T. Nageswar Rao
Chartered Accountants, Navi Mumbai

BANKERS

HDFC Bank Limited
Tamilnad Mercantile Bank Limited

REGISTERED OFFICE

Plot No. A-650, 1st 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, RaghavaRatna 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

Plot No. A-650, 1st Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape, Navi Mumbai 400 705

Tel: 022-27784491, Email: yhpl@hic.in, Website: www.hic.in

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the members of Yuvraaj Hygiene Products Limited will be held on Monday, 28th day of September, 2015 at 12.30 p.m. at Sagar Banquets, 1st Floor, Behind Hotel Navratna, Nirman Vyapar Kendra, Plot No. 10, Sector 17, Vashi, Navi Mumbai – 400703 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Benu Kampani, Whole-Time Director who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. P. P. Jayaraman & Co., Chartered Accountants, Mumbai (having FRN: 104139W) as approved by members at the 19th Annual General Meeting as Statutory Auditors of the Company to hold office from the conclusion of 19th Annual General Meeting upto the conclusion of 22nd Annual General Meeting and to fix their remuneration for the financial year ending 2016.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Company Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at the 19th Annual General Meeting held on 27th September, 2014, the appointment of 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 19th Annual General Meeting upto the conclusion of 22nd Annual General Meeting to be held for financial year ending 31st March, 2017, be and is hereby ratified and the Board of Directors of the Company be and is hereby authorized to fix the Auditor's remuneration payable for the financial year ending 31st March, 2016 in consultation with the auditors.”

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

**Place: Navi Mumbai
Date: 14th August, 2015**

**Vishal Kampani
Managing Director**

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. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING PROXY 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 as a proxy 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 shareholder.
2. 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.
3. Brief resume of the Director proposed to be re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice. The Company is in receipt of relevant disclosures/consents from the Director pertaining to her re-appointment.
4. Pursuant to Clause 16 of the Listing Agreement, Register of Members & Share Transfer Books of the Company will remain closed from Saturday, 26th September, 2015 to Monday, 28th September, 2015 (both days inclusive).
5. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting.
6. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/Registrar & Share Transfer Agents (RTA) quoting their Folio Number and Bank Account Details alongwith self-attested documentary proof. Members holding shares in the electronic form may update such details with their respective Depository Participants.
7. Members are requested to forward all Share Transfers and other communications to the RTA of the Company M/s. CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001 and are further requested to always quote their Folio Number in all correspondences with the Company.
8. 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 Share Certificates to enable the Company to consolidate their holdings in one folio to facilitate better services.
9. Members/Proxies are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
10. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
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 to enable the company to provide the information required at the meeting.
12. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
13. The Equity shares of the Company are listed at BSE Limited.
14. The Securities and Exchange Board of India (SEBI) 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 RTA of the Company – M/s. CIL Securities Limited.
15. Non-Resident Indian members are requested to inform the Company's RTA, 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, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
16. To comply with the provisions 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.

Members are thus requested to kindly submit their e-mail ID and other 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 their signatures as per record available with the RTA of the Company.

17. Route Map for the venue of the proposed AGM of the company, is appearing at the end of the Annual Report.

18. E-Voting process

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 20th Annual General Meeting to be held on Monday, 28th September, 2015. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 20th AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Monday, 21st September, 2015 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Monday, 21st September, 2015 only.

The e-voting facility is available at the link www.evotingindia.com

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

- (a) The remote e-voting period will commence on Friday, 25th September, 2015 (10.00 a.m.) and ends on Sunday, 27th September, 2015 (5.00 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) i.e. Monday, 21st September, 2015, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (b) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- (c) Now click on "Shareholders" to cast your votes.
- (d) 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.
 - (iii) If members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password is to be used.
 - (iv) If any member is a first time user follow the steps given below:

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



- (e) After entering these details appropriately, click on "SUBMIT" tab.
- (f) Members holding shares in Physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily 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 the password with any other person and take utmost care to keep the password confidential.
- (g) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (h) Members can also update their 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 same needs to be reset.
- (i) If members are holding shares in Demat form and had logged on to www.evotingindia.com and casted their vote earlier for EVSN of any company, then the existing login id and password are to be used.
- (j) Click on the EVSN for YUVRAAJ HYGIENE PRODUCTS LIMITED on which the members choose to vote.
- (k) On the voting page, members 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 the member assents to the Resolution and option NO implies that the member dissents to the Resolution.
- (l) Click on the 'Resolution File Link' if members wish to view the entire AGM Notice.
- (m) After selecting the resolution members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and accordingly modify their vote.
- (n) Once members 'CONFIRM' their vote on the resolution, they will not be allowed to modify their vote.
- (o) Members can also take out print of the voting done by them by clicking on "Click here to print" option on the Voting page.
- (p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) Note for Institutional Shareholders and Custodian:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Monday, 28th September, 2015.

(B) General:

- (a) In case of any queries regarding e-voting members may refer to the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com under 'HELP' section or write an email to helpdesk.evoting@cdslindia.com
- (b) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, 21st September, 2015.
- (c) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, 21st September, 2015, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

- (d) However, if members are already registered with CDSL for remote e-voting then they can use their existing user ID and password for casting the vote. If they forget their password, they can reset their password by using "Forgot User Details/Password" option available on www.evotingindia.co.in.
- (e) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (f) The facility of voting through polling papers shall also be made available at the venue of the 20th AGM for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
- (g) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (h) In case, shareholders cast there vote through both remote e-voting and voting through polling paper, then vote casted through remote e-voting shall be considered and vote cast through polling paper shall be treated as in valid.
- (i) M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (j) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (k) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

19. The Notice of the 20th 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 the courier.

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

Name of Director	Mrs. Benu Kampani
DIN	01265824
Date of Birth	13 th January, 1975
Nationality	Indian
Date of appointment as director	11 th April, 2012
Designation	Whole Time Director
Qualification	B.Com.
Experience/Expertise	She is having experience of over 14 years in business of Hygiene Products.
Shareholding in the Company (Equity Shares of Re. 1/- each)	431250 shares
List of directorships held in various other Companies	Bhagya Health Care Products Private Limited
List of Chairmanship of various Committee and Membership in Public Companies	NIL
Relationship with existing Directors of the company	Wife of Mr. Vishal Kampani

DIRECTORS' REPORT

To
The Members,
Yuvraaj Hygiene Products Limited

Your Directors present the Twentieth Annual Report and Financial Statements of the Company for the year ended 31st March, 2015.

1. FINANCIAL HIGHLIGHTS:

(₹ in Lacs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Total Revenue	1286.73	1640.62
Less : Total Expenses	1355.55	1610.81
Profit / (Loss) before tax	(68.82)	29.81
Less : Provision for Taxation		
- Income Tax	(3.70)	6.30
- Deferred Tax(Asset)/ Liability	(9.68)	0.89
Profit / (Loss) After tax	(55.44)	22.62
Balance of Profit/(Loss) as per last Balance Sheet	(134.72)	(157.34)
Balance of Profit/(Loss) carried to Balance Sheet	(190.17)	(134.72)

2. REVIEW OF OPERATIONS:

During the year under review, the Company earned total revenue of ₹ 1286.73 as against ₹ 1640.62 Lacs in the previous year. The Loss before tax was ₹ (68.82) as against Profit of ₹ 29.81 Lacs in the previous year. The Loss after tax was ₹ (55.44) as against profit of ₹ 22.62 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.

3. DIVIDEND:

In view of the accumulated losses, the Board of Directors do not recommend payment of dividend for the year under review.

4. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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, Mrs. Benu Kampani, Whole-Time Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

Your Board recommends the re-appointment of Mrs. Benu Kampani as Whole Time Director of the Company.

Brief resume of the Director proposed to be re-appointed as stipulated under Clause 49 of the Listing Agreement entered with the Stock Exchange is given in the Notice convening 20th Annual General Meeting.

The Company has received declaration 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 Exchange.

In accordance with the provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Ravindra Kumar Sharma was appointed as a Chief Financial Officer of the Company w.e.f. 31st March, 2015.

5. PUBLIC DEPOSIT:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

6. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as “Annexure I”

7. MEETINGS OF THE BOARD:

During the year under review, 8 (Eight) Board Meetings were convened and held, the details of which are given in the Report on Corporate Governance. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

8. ANNUAL PERFORMANCE AND BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria.

The Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company. The Board has devised questionnaire to evaluate the performances of each of Executive, Non-Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Ability to contribute to and monitor our corporate governance practices

9. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- c. the directors have 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 fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. COMMITTEES OF THE BOARD:

There are currently three Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance and forms part of this Annual Report.

11. COMPOSITION OF AUDIT COMMITTEE AND OTHER DISCLOSURES:

The Audit Committee is duly constituted as per the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The composition of the Audit Committee is given in Report on Corporate Governance as required under Clause 49 of the Listing Agreement, which is annexed to this report.

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process.

12. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In accordance with Section 177 of the Companies Act, 2013, the Company has adopted a Vigil mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any.

The Company had established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Code of Conduct and Ethics. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Vigil mechanism Policy is explained in the Report on Corporate Governance and also posted on the website of the Company. We affirm that during the financial year 2014-15, no employee or director was denied access to the Audit Committee.

13. REMUNERATION POLICY:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31st March, 2015, the Board consists of 6 members, two of whom are executive or whole-time directors, 3 are independent directors and 1 is non- executive director. The Board periodically evaluates the need for change in its composition and size. The details of Remuneration Policy is stated in the Report on Corporate Governance.

14. RISKS AND AREAS OF CONCERN:

The Company has laid down a well-defined Risk Management Policy to identify the risk, analyse and to undertake risk mitigation actions. The Board of Directors regularly undertakes the detailed exercise for identification and steps to control them through a well-defined procedure.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements provided in this Annual Report.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors and Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at www.hic.in None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable.

17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

18. STATUTORY AUDITORS:

M/s. P. P. Jayaraman & Co., Chartered Accountants, Mumbai (FRN:104139W), were appointed as Statutory Auditors of your Company at the last Annual General Meeting held on 27th September, 2014 for a term of 3 consecutive years to hold office from the conclusion of 19th AGM upto the Conclusion of 22nd AGM. As per provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

Your Directors recommend the ratification of appointment of M/s. P. P. Jayaraman & Co. as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2016.

19. AUDITORS' REMARKS:

With reference to the Qualified Audit Opinion given by the Statutory Auditors' in their report,

- a. In respect to Point 4a. in the Auditors Report regarding Amortisation of Goodwill, the Management of the Company is of the opinion that Goodwill has a life of 25 years and accordingly the Company has written off goodwill for 3 years and 3 months.
- b. In respect to Point 4b. in the Auditors Report regarding debit or credit balances, the Management is of the opinion this amounts are realizable and payable at the amount stated in the Company's amounts.

20. COST AUDITORS:

Pursuant to 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 audit of cost records for the financial year 2014-15, at a remuneration of ₹ 60,000/-. The Company had obtained the members' approval for payment of above remuneration to the Cost Auditor. However as per the provisions of Companies (Cost Records and Audit) Rules, 2014 notified on 30th June, 2014 as amended, the Company is not required to appoint Cost Auditors for the financial year 2014-15 onwards.

21. INTERNAL AUDITOR:

The Company has appointed Mr. Kintali T. Nageswar Rao, Chartered Accountants, Navi Mumbai as its Internal Auditor. The Internal Auditor has given his reports on quarterly basis to the Audit Committee.

Based on the report of internal audit, management undertakes corrective action in their respective areas and thereby strengthen the controls.

22. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Manish Ghia & Associates, Company Secretaries, Mumbai to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure II".

With respect to observations made by Secretarial Auditor regarding non-appointment of Company Secretary (CS), the Company is in process of appointing CS.

23. PARTICULARS OF THE EMPLOYEES AND REMUNERATION:

Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel Rules, 2014, details of the ratio of remuneration of each Director to the median employee's remuneration are appended to this report as "Annexure III".

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

Details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo is stated below:

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

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for the year under review are as follows:

A. Conservation of Energy

- a. Steps taken or impact on conservation of energy – The Operations of the Company do not consume energy intensively. However, Company continues to implement prudent practices for saving electricity and other

energy resources in day-to-day activities.

- b. Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- c. The capital investment on energy conservation equipment – Nil

B. Technology Absorption

- a. The efforts made towards technology absorption – The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable
- d. The expenditure incurred on Research and Development - Not Applicable

C. The Particulars of Foreign Exchange and Outgo for the year under review are as follows:

(₹ in Lacs)

Particulars	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Foreign exchange earning	Nil	Nil
Foreign exchange Outgo	240.08	208.44

25. STOCK EXCHANGE:

The Equity Shares of the Company are listed at BSE Limited. The Company has paid the Annual listing fees for the year 2015-16 to the said Stock Exchange.

26. REPORT ON CORPORATE GOVERNANCE :

Pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the BSE Limited, the following have been made a part of the Annual Report:

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

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

The Company has zero tolerance for sexual harassment at workplace and adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. There was no complaint on sexual harassment during the year under review.

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.

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

Place: Navi Mumbai

Date: 14th August, 2015

Vishal Kampani

Managing Director

Benu Kampani

Whole Time Director

**ANNEXURE I
EXTRACT OF ANNUAL RETURN
Form No. MGT-9**

(As on the Financial Year ended on 31st March, 2015)
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L74999MH1995PLC220253
Registration Date	25 th January, 1995
Name of the Company	Yuvraaj Hygiene Products Limited
Category / Sub-Category of the Company	Company Limited by Shares and Indian Non-Government Company
Address of the Registered office and contact details	Plot No A-650, 1 st Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape Navi Mumbai - 400705 Tel: 022 - 27784491 Email: yuvraj_industries@ymail.com Website: www.hic.in
Whether listed company	Yes, BSE Limited
Name, Address and Contact details of Registrar and Transfer Agent, if any	CIL Securities Limited 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad - 500001 Tel: 040 - 23202465/23203155 Fax: 040 - 23203028/ 66661267 Email: rta@cilsecurities.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1	Manufacture of tableware, kitchenware and other household articles and toilet articles of plastic, including manufacture of vacuum flasks and other vacuum vessels	22202	6.65%
2	Wholesale of other households goods, n.e.c. [Includes wholesale of household equipment and appliances, n.e.c; photographic equipment, games, toys and sports goods (also includes bicycles, cycle rickshaw, tonga & other non-mechanised vehicles); leather goods and travel accessories; cleaning materials etc.]	46499	93.35%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NOT APPLICABLE
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoter									
(1) Indian									
(a) Individual /HUF	43987500	0	43987500	65.93%	43987500	0	43987500	65.93%	0
(b) Central Govt.	0	0	0	0	0	0	0	0	0
(c) State Govts.	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	0	0	0	0	0	0	0	0	0
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Others	0	0	0	0	0	0	0	0	0
Sub-total (A)(1)	43987500	0	43987500	65.93%	43987500	0	43987500	65.93%	0

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
(2) Foreign									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b) Other - Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Others	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of promoters (A)	43987500	0	43987500	65.93%	43987500	0	43987500	65.93%	0
B. Public									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks / FI	0	0	0	0	0	0	0	0	0
(c) Central Govt.	0	0	0	0	0	0	0	0	0
(d) State Govts.	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
(a) Bodies Corp.	3506958	349800	3856758	5.78%	2951891	349800	3301691	4.95%	-0.0083
(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals	0	0	0	0	0	0	0	0	0
(i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	2146435	1383410	3529845	5.29%	2986465	1254810	4241275	6.36%	0.0107
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	14955590	335500	15291090	22.92%	14669174	457100	15126274	22.67%	-0.0025
(c) Others									
NRI's	23323	0	23323	0.04%	26790	0	26790	0.04%	0
Clearing Member	29890	0	29890	0.04%	34876	0	34876	0.05%	0.0001
Sub-total (B)(2)	20662196	2068710	22730906	34.07%	20669196	2061710	22730906	34.07%	0
Total Public Shareholding (B)	20662196	2068710	22730906	34.07%	20669196	2061710	22730906	34.07%	0
C. Shares held by custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	64656696	2061710	66718406	100.00%	64656696	2061710	66718406	100.00%	0

ii. Shareholding of Promoters and Promoters' Group:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	
1	Mr. Vishal Kampani	43556250	65.28	0	43556250	65.28	0	0
2	Mrs. Benu Kampani	431250	0.65	0	431250	0.65	0	0
	TOTAL	43987500	65.93	0	43987500	65.93	0	0

iii. Change in Promoters' Shareholding:

Sr. No.	Promoters' Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Vishal Kampani				
	a) At the beginning of the year	43556250	65.28		
	b) Changes during the year	No Changes during the year			
	c) At the end of the year			43556250	65.28
2.	Mrs. Benu Kampani				
	a) At the beginning of the year	431250	0.65		
	b) Changes during the year	No Changes during the year			
	c) At the end of the year			431250	0.65

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the top 10 shareholders		Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Umesh Chamdia					
	a) At the Beginning of the Year		10165000	15.24		
	b) Changes during the Year					
	Date	Reason				
	31.10.2014	Sale	325000	0.49	9840000	14.75
	07.11.2014	Sale	301000	0.45	9539000	14.30
	14.11.2014	Sale	424000	0.64	9115000	13.66
	c) At the end of the Year				9115000	13.66
2	Ms. Arwa Umesh					
	a) At the Beginning of the Year		3270000	4.9		
	b) Changes during the Year					
	Date	Reason				
	07.02.2015	Sale	20000	0.03	3250000	4.87
	20.03.2015	Sale	280000	0.42	2970000	4.45
	c) At the end of the Year				2970000	4.45
3	Sura Securities Private Limited					
	a) At the Beginning of the Year		2915040	4.37		
	b) Changes during the Year					
	Date	Reason				
	31.10.2014	Sale	325000	0.49	2590040	3.88
	07.11.2014	Sale	51840	0.08	2538200	3.80
	19.12.2014	Sale	24099	0.04	2514101	3.77
	26.12.2014	Sale	11501	0.02	2502600	3.75
	02.01.2015	Sale	65372	0.10	2437228	3.65
	09.01.2015	Sale	13351	0.02	2423877	3.63
	16.01.2015	Sale	49520	0.07	2374357	3.56
	23.01.2015	Sale	26489	0.04	2347868	3.52
	31.03.2015	Sale	15000	0.02	2332868	3.50
	c) At the end of the Year				2332868	3.50

Sr. No.	For each of the top 10 shareholders		Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4	Mr. Sanjay Singhania					
	a) At the Beginning of the Year		0	0		
	b) Changes during the Year					
	Date	Reason				
	07.11.2014	Purchase	59536	0.09	59536	0.09
	14.11.2014	Purchase	470470	0.71	530006	0.79
	21.11.2014	Purchase	239516	0.36	769522	1.15
	28.11.2014	Purchase	599291	0.90	1368813	2.05
	05.12.2014	Purchase	7387	0.01	1376200	2.06
	c) At the end of the Year				1376200	2.06
5	Ms. Falguni Chokshi					
	a) At the Beginning of the Year		577875	0.87		
	b) Changes during the Year		No changes during the year			
	c) At the end of the Year				577875	0.87
6	Ms. Sujatha Chowdary					
	a) At the Beginning of the Year		182000	0.27		
	b) Changes during the Year					
	Date	Reason				
	13.06.2014	Sale	2000	0.00	180000	0.27
	20.06.2014	Sale	7000	0.01	173000	0.26
	30.06.2014	Sale	3000	0.00	170000	0.25
	12.12.2014	Purchase	7000	0.01	177000	0.27
	19.12.2014	Purchase	5000	0.01	182000	0.27
	31.12.2014	Purchase	1150	0.00	183150	0.27
	09.01.2015	Sale	150	0.00	183000	0.27
	16.01.2015	Sale	1000	0.00	182000	0.27
	31.03.2015	Sale	82000	0.12	100000	0.15
	c) At the end of the Year				100000	0.15
7	Mr. Anjaneyulu Reddy Jonnala					
	a) At the Beginning of the Year		300000	0.45		
	b) Changes during the Year		No changes during the year			
	c) At the end of the Year				300000	0.45
8	Lemon Vincom Private Limited					
	a) At the Beginning of the Year		250000	0.37		
	b) Changes during the Year		No changes during the year			
	Date	Reason				
	14.11.2014	Sale	52500	0.08	197500	0.30
	21.11.2014	Sale	44201	0.07	153299	0.23
	05.12.2014	Sale	24600	0.04	128699	0.19
	12.12.2014	Sale	5000	0.01	123699	0.19
	19.12.2014	Sale	1448	0.00	122251	0.18
	02.01.2015	Sale	5000	0.01	117251	0.18
	09.01.2015	Sale	27000	0.04	90251	0.14
	16.01.2015	Sale	7099	0.01	83152	0.12
	06.02.2015	Sale	7209	0.01	75943	0.11
	13.02.2015	Sale	14950	0.02	60993	0.09
	20.02.2015	Sale	11069	0.02	49924	0.07
	27.02.2015	Sale	8025	0.01	41899	0.06
	c) At the end of the Year				41899	0.06

Sr. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9	Mr. Ajay Kumar Kayan				
	a) At the Beginning of the Year	200000	0.30		
	b) Changes during the Year	No changes during the year			
	c) At the end of the Year			200000	0.30
10	Mr. Saikrishna Chowdary Chappadi				
	a) At the Beginning of the Year	151200	0.23		
	b) Changes during the Year				
	Date	Reason			
	18.04.2014	Sale	1200	0.00	150000
	25.04.2014	Purchase	1200	0.00	151200
	02.05.2014	Sale	16200	0.02	135000
	09.05.2014	Sale	25000	0.04	110000
	16.05.2014	Sale	10000	0.01	100000
	30.05.2014	Sale	1160	0.00	98840
	06.06.2014	Sale	2840	0.00	96000
	13.06.2014	Sale	2000	0.00	94000
	20.06.2014	Sale	10000	0.01	84000
	04.07.2014	Sale	8400	0.01	75600
	08.08.2014	Sale	20600	0.03	55000
	22.08.2014	Sale	55000	0.08	0
	c) At the end of the Year			0	0.00
11	SMC Share Brokers Limited				
	a) At the Beginning of the Year				
	b) Changes during the Year	114212	0.17		
	Date	Reason			
	29.08.2014	Sale	36457	0.05	77755
	c) At the end of the Year			77755	0.12
12	Mr. Mustafa Hussaini Sayed				
	a) At the Beginning of the Year	30099	0.05		
	b) Changes during the Year				
	Date	Reason			
	20.03.2015	Purchase	100000	0.15	130099
	c) At the end of the Year			130099	0.19
13	Mr. Vivek Dalmia				
	a) At the Beginning of the Year	0	0.00		
	b) Changes during the Year				
	Date	Reason			
	31.03.2015	Purchase	121600	0.00	
	c) At the end of the Year			121600	0.00
14	Mr. J. Anjaneyulu Reddy				
	a) At the Beginning of the Year	113600	0.17		
	b) Changes during the Year	No changes during the year			
	c) At the end of the Year			113600	0.17

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	For each of the Directors and KMPs	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Vishal Kampani	43556250	65.28	43556250	65.28
2.	Mrs. Benu Kampani	431250	0.65	431250	0.65
3.	Mr. Praful Hande	0	0	0	0
4.	Mr. Rajeev Kharbanda	0	0	0	0
5.	Mr. Ankur Sudhir Kampani	0	0	0	0
6.	Mr. Sunil Jitendra Shah	0	0	0	0
7.	Mr. Ravindrakumar Sharma	0	0	0	0

VI. INDEBTEDNESS:

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

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	22447101.00*	1318.37	70000.00	22518419.37
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	22447101.00	1318.37	70000.00	22518419.37
Changes in indebtedness during the financial year				
- Addition	0	3563560.85	0	3563560.85
- Reduction	519548.00	2886359.85	0	3405907.85
Net Change	519548.00	677201	0	5872749
Indebtedness at the end of the financial year				
i) Principal Amount	17251553.00*	678519.37	70000.00	18000072.37
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due		0	0	0
Total (i+ii+iii)	17251553.00	678519.37	70000.00	18000072.37

* Since the interest amount on loans is not ascertainable, the same is not reflected in above table.

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
i. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		MD	WTD	
		Mr. Vishal Kampani	Mrs. Benu Kampani	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1140000	900000	2040000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		MD	WTD	
		Mr. Vishal Kampani	Mrs. Benu Kampani	
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
5	Others, please specify	0	0	0
	Total	1140000	900000	2040000
	Ceiling as per the Act	As per the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Act.		

ii. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Non-Executive Directors				Total Amount
		Independent Directors			Non Independent	
		Rajeev Kharbanda	Praful Hande	Sunil Shah	Ankur Kampani	
1	Sitting Fees	0	0	0	0	0
2	Commission - as % of profit - others, specify...	0	0	0	0	0
3	Others, please specify	0	0	0	0	0
	Total	0	0	0	0	0
	Ceiling as per the Act	As per the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Act.				

iii. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		*CFO Mr. Ravindrakumar Sharma (w.e.f. 31.03.2015)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	316639	316639
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
5	Others, please specify		
6	House Rent Allowance	0	0
7	Conveyance	0	0
8	Medical	0	0
	Total	316639	316639

*Mr. Ravindrakumar Sharma was designated as CFO w.e.f. 31st March, 2015. Hence the salary is reflected for the year 2014-2015.

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

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

Place: Navi Mumbai
Date: 14th August, 2015

Vishal Kampani Benu Kampani
Managing Director Whole Time Director

ANNEXURE-II
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE 9 OF THE COMPANIES

(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

To,
The Members,
Yuvraaj Hygiene Products Limited
Mumbai

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

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the company during the audit period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the company during the audit period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not applicable to the company during the audit period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the company during the audit period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the company during the audit period**); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the company during the audit period**);

(vi) As informed and certified by the management, there are no laws that are specifically applicable to the company based on their sector/industry.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (**Not applicable as Secretarial Standards were not notified during the audit period**)

(ii) The Listing Agreement entered into by the Company with BSE Ltd., Mumbai.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned above except that *as required under Section 203 of the Act, the company is yet to appoint a Company Secretary.*

We further report that

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

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

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

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

We further report that during the audit period:

1. the company has passed special resolution under section 180(1)(c) of the Act at the 19th Annual General Meeting held on 27th September, 2014 enabling borrow of funds in excess of its aggregate of paid up share capital and free reserves and up to a maximum limit of ₹ 500 crores; and
2. the company has passed special resolution under section 180(1)(a) of the Act at the 19th Annual General Meeting held on 27th September, 2014 for creation of mortgage/ charge on the movable and immovable assets of the company up to the overall borrowing limit approved under section 180(1)(c) of the Act.

For **Manish Ghia & Associates**
Company Secretaries

Manish L. Ghia
Partner

Place : Mumbai

Date: 11th August, 2015

M. No. FCS 6252, C.P. No. 3531

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

'Annexure A'

To,
The Members,
Yuvraaj Hygiene Products Limited
Mumbai

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

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

For **Manish Ghia & Associates**
Company Secretaries

Manish L. Ghia
Partner

Place : Mumbai
Date: 11th August, 2015

M. No. FCS 6252, C.P. No. 3531

Annexure III
Details of the ratio of remuneration of each Director to the median employee's remuneration

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :-		
Sr. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees	
1	Mr. Vishal Kampani	8.80 : 1	
2	Mrs. Benu Kampani	6.95 : 1	
(ii)	The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the financial year		
Sr. no.	Name of the Directors, KMP	% Increase over last F.Y.	
1	Mr. Vishal Kampani	18.75	
2	Mrs. Benu Kampani	25	
3	Mr. Ravi kumar Sharma	11.10	
(iii)	The percentage increase in the median remuneration of employees in the financial year	113.41	
(iv)	The number of permanent employees on the rolls of the Company	13	
(v)	The explanation on the relationship between average increase in remuneration and company performance	The increase in remuneration is based on the performance of the Company and the individual performance of the employees.	
(vi)	Comparison of the remuneration of the KMP against the performance of the Company	The increase in remuneration of the KMPs is based on their individual performance. There has been increase in remuneration of Executive Directors, due to additional responsibilities taken by them for the business prospectus of the Company.	
(vii)	Variation in the market capitalization of the company, price earnings ratio as at the close date of the current financial year and previous financial year and the percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year		
Sr. no.	Particulars	As on 31st March, 2015	As on 31st March, 2014
1	Market Capitalization	524,406,671	178,805,328
2	Price Earning ratio	-98.25	89.33
3	Market quotation of shares	The Company's stock price as at 31 st March, 2015 has decreased by 21.4% to ₹ 7.86/- over the last public offer i.e. IPO in 1995 at a price of ₹ 10/- per share.	
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in the Managerial remuneration is 26.04% as compare to other employees which is 40.07%.	
(ix)	The key parameters for any variable component of remuneration availed by the directors	N.A.	
(x)	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	N.A.	

We hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.

Place: Navi Mumbai
Date: 14th August, 2015

Vishal Kampani
Managing Director

Rajeev Kharbanda
Chairman of Nomination
and Remuneration Committee

MANAGEMENT DISCUSSION AND ANALYSIS

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 Section 134 of the Companies Act, 2013 and accounting principals generally accepted in india, including Accounting Standards. 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. Satisfactions of Employees are the ongoing concern/highlights of the management. The Company continues to focus on human resource development. During the year, company had thirteen permanent 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, maximum 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 code of self-discipline developed to ensure that the company abides by the ethical standards. The Company believes in maintaining good 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 with wide and vast experience in the industry and related sectors for providing strategic guidance and direction to the Company. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the company and has been vested with the requisite powers, authorities and duties.

i. COMPOSITION:

The Board comprises such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. As on 31st March, 2015, the Board of Directors consists of 6 (Six) Directors out of which four are Non-Executive Directors including a Woman Director. Moreover, three of the Non-Executive Directors are Independent Directors. The Chairman of the Board is an Independent 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. PROCEDURE ADOPTED BY THE BOARD:

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/ periodically/ half yearly results of the Company, review of the reports of the Audit Committee and compliances with their recommendations, suggestions, re-viewing compliance with all relevant legislations and regulations, statutory or listing requirements etc.

iii. ATTENDANCE AT BOARD MEETINGS AND PREVIOUS ANNUAL GENERAL MEETING:

During the year 2014-15, the Board of Directors met 8 (Eight) times i.e. on 21st May, 2014, 30th May, 2014, 25th July 2014, 6th August, 2014, 13th August, 2014, 14th November, 2014, 13th February, 2015 and 31st March, 2015.

As stipulated, the gap between two Board meetings did not exceed one hundred and twenty days.

The composition of the Board and the particulars of attendance of the Directors at the Board Meetings during the financial year 2014-15 and at the previous AGM are as follows:

Name of Director	Designation/ Category	No. of Board meetings held	Attendance in Board Meetings during 2014-15	Attendance in the previous AGM	No. of other directorships (Excluding position in the Company)	No. of Committee membership and chairmanship in other Companies (Excluding position in the Company)	
						Membership	Chairmanship
Mr. Rajeev Kharbanda	Chairman/ Independent Director	8	6	Yes	-	-	-
Mr. Vishal Kampani	Managing Director/ Promoter	8	8	Yes	-	-	-
Mrs. Benu Kampani	Whole Time Director/ Promoter	8	5	No	1	-	-
Mr. Ankur Kampani	Non-Executive Director	8	4	Yes	-	-	-
Mr. Praful Hande	Independent Director	8	7	No	-	-	-
Mr. Sunil Shah	Independent Director	8	7	Yes	-	-	-

1. In accordance with Clause 49 of the Listing Agreement, Membership/Chairmanships of only the Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies are considered.
2. The directorship held by directors as mentioned above do not include Directorship in private limited companies, foreign companies and Companies incorporated under Section 8 of Companies Act, 2013.

Relationship between Directors:

None of the Directors except the below are related to each other:

1. Mr. Vishal Kampani and his brother Mr. Ankur Kampani are related to each other
2. Mr. Vishal Kampani and his spouse Mrs. Benu Kampani are related to each other

iv. SEPARATE MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 13th February, 2015 to review the performance of Non-independent Directors, the Board as whole, the Chairman of the Company and to discuss matters related to the quality, quantity and timeliness of flow of information between the Company management and the Board.

DIRECTORS FAMILIARIZATION PROGRAMME:

The Board of Directors is responsible for overall supervision of the Company. To achieve this, Board undertakes periodic review of various matters including business performance, risk management etc. In order to enable the directors to understand the company procedures and business models, the Company undertakes necessary induction programme for new Directors and ongoing training for existing Directors.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of Director's induction and familiarization are available on the Company's website at www.hic.in.

v. CODE OF CONDUCT AND PRACTICING COMPANY SECRETARY'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE:

The Board of Directors has laid down a Code of Conduct. The Code is a guide for professional conduct for Board of Directors (including independent directors) and senior management. The Board of Directors and senior management shall uphold ethical standards of integrity and probity and exercise their responsibilities in a *bona fide* manner in the interest of the Company. The Code covers features such as Company's commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance of laws and regulations etc. All the Board members and senior management personnel have confirmed compliance with the code. A declaration by Mr. Vishal Kampani, Managing Director of the Company affirming the compliance of the same in respect of the financial year ended on 31st March, 2015 by the members of the Board and Senior Management Personnel, as applicable to them, is also annexed to this Annual Report.

A Certificate from Practicing Company Secretary on compliance with conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement by the Company is also annexed to this report.

vi. VIGIL MECHANISM POLICY/ WHISTLE BLOWER MECHANISM:

The Company has adopted a Vigil Mechanism Policy for receiving and redressing the complaints of the employees with respect to fraud, misconduct or any unethical behavior. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and direct access to the Chairman of the Audit Committee is also available in exceptional cases. The Company provides a platform to all the employee, vendors and customers to report any suspected or confirmed incident of fraud, misconduct, unethical behavior etc. through any of the following reporting protocols:

Written communication to

Mr. Ankur Kampani
Director
Yuvraaj Hygiene Products Limited
Plot No A-650, 1st Floor, TTC Industrial Estate,
MIDC, Pawane Village, Mahape Navi Mumbai - 400705
E-mail : yuvraj_industries@ymail.com
Phone No.: 022-27784491

We affirm that during the financial year 2014-15, no employee or director was denied access to the Audit Committee. The Whistle Blower Policy is available on the website of the Company viz., www.hic.in.

3. AUDIT COMMITTEE:

The Board has constituted a well-qualified Audit Committee as per the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Audit Committee comprises of Mr. Rajeev Kharbanda, Mr. Praful Hande and Mr. Vishal Kampani. Mr. Rajeev Kharbanda is the Chairman of the Committee. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

During the year 2014-15, the members of the Audit Committee met 5(Five) times on 30th May 2014, 13th August 2014, 14th November 2014, 13th February, 2015 and 31st March, 2015. 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 during the financial year 2014-15 are as follows:

Name of Director	Designation	Number of Meeting held	Meetings attended
Mr. Rajeev Kharbanda	Chairman	5	5
Mr. Praful Hande	Member	5	5
Mr. Vishal Kampani	Member	5	5

The Compliance officer acts as the Secretary to the Committee.

The Broad terms of reference of Audit Committee are as follows:

- i. Review the Financial Statements before submission to the Board;
- ii. To insure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes;
- iii. Review of policies and framework related to risk management, internal control and governance processes;
- iv. Recommendation for appointment, remuneration and terms of appointment of auditors;
- v. Matter to be included in the Director's Responsibility Statement;
- vi. Changes, if any, in the accounting policies;
- vii. Major accounting estimates and significant adjustments in financial statement;
- viii. Compliance with listing and other legal requirements concerning financial statements;
- ix. Interaction with statutory and internal auditors
- x. Recommendation for appointment, remuneration and terms of appointment of auditors.

4. NOMINATION AND REMUNERATION COMMITTEE:

In terms of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee. The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Nomination & Remuneration Committee comprises of Mr. Rajeev Kharbanda, Mr. Praful Hande and Mr. Sunil Shah. Mr. Rajeev Kharbanda is the Chairman of the Committee.

During the year 2014-15, the members of Nomination and Remuneration Committee met 4 (Four) Times on 30th May, 2014, 13th August, 2014, 14th November, 2014 and 31st March, 2015.

The composition and attendance of the members at the Nomination and Remuneration Committee Meeting during the financial year 2014 -15 are as follows:

Name of Director	Designation	Number of Meeting held	Meetings attended
Mr. Rajeev Kharbanda	Chairman	4	4
Mr. Praful Hande	Member	4	4
Mr. Sunil Shah	Member	4	4

Terms of reference of the Nomination & Remuneration Committee:

The Committee is empowered to–

- Determine/recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors/Independent Directors on the Board and as Key Managerial Personnel (KMPs).
- Formulate a policy relating to remuneration for the Directors, Members of the Committee and also the Senior Management Employees.

The Company follows a comprehensive policy for selection, recommendation, appointment of Directors and other senior managerial employees and also on the remuneration, and such other related provisions as applicable.

Selection:

- Any person to be appointed as a Director on the Board of Directors of the Company or as KMP or Senior Management Personnel, including Independent Directors, shall possess appropriate skills, experience and knowledge in one or more fields of sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.
- Any person to be appointed as a Director on the Board of Directors of the Company shall possess the relevant experience and shall be able to provide policy directions to the Company, including directions on good corporate governance.
- While appointing any person as Chief Executive Officer, Managing Director or a Whole-time director of the Company, his / her educational qualification, work experience, industry experience, etc. shall be considered.

Remuneration of Executive Directors:

- At the time of appointment or re-appointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Managing Director within the overall limits prescribed under the Companies Act.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- In determining the remuneration the Nomination & Remuneration Committee shall consider the following:
 1. The relationship of remuneration and performance benchmarks is clear;
 2. Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
 3. Responsibility of the Executive Directors and the industry benchmarks and the current trends;
 4. The Company's performance vis-à-vis the annual budget achievement and individual performance.

Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

Remuneration of Senior Management Employees:

In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Committee Members) the Nomination & Remuneration Committee shall consider the following:

1. The relationship of remuneration and performance benchmark is clear;
2. The fixed pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
3. The components of remuneration includes salaries, perquisites and retirement benefits;
4. The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.

Details of Remuneration paid and No. of Equity shares held by the Directors during the year ended 31st March, 2015:

Name	Designation/ Category	Salary (in Rupees)	Perquisites or Allowances (in Rupees)	Stock Option	Sitting Fees (in Rupees)	No. of shares held
Mr. Rajeev Kharbanda	Chairman/Independent Director	-	-	-	-	-
Mr. Vishal Kampani	Managing Director/Promoter	11,40,000	-	-	-	435,56,250
Mrs. Benu Kampani	Whole Time Director/Promoter	9,00,000	-	-	-	4,31,250
Mr. PrafulHande	Independent Director	-	-	-	-	-
Mr. AnkurKampani	Non- Executive Director	-	-	-	-	-
Mr. Sunil Shah	Independent Director	-	-	-	-	-

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

The Compliance officer acts as the Secretary to the Committee.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading. The Stakeholders Relationship Committee comprises of Mr. Rajeev Kharbanda, Mr. Praful Hande and Mr. Vishal Kampani. Mr. Rajeev Kharbanda is the Chairman of the Committee.

During the year 2014-15, the members of Stakeholders Relationship Committee met 4 (Four) times 30th May, 2014, 13th August, 2014, 14th November, 2014 and 13th February, 2015.

The constitution and attendance of the members at the Stakeholders Relationship Committee Meeting held during the financial year 2014 -15 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	4

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:

The following is the status of the compliants received from the Investors, during the FY 2014-2015.

Opening at the beginning of the year	Received during the year	Resolved during the year	Pending at the end of the year
NIL	NIL	NIL	NIL

There were no share transfers pending for registration for more than 15 days as on 31st March, 2015.

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 the Compliance officer of the Company.

Address: Plot No A-650, 1st 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	2013-14	2012-13	2011-12
AGM	19 th AGM	18 th AGM	17 th AGM
DATE AND TIME	27 th September, 2014 at 12.30 P.M	27 th September, 2013 at 12.30 P.M	28 th December, 2012 at 12.30 P.M
VENUE	Sagar Banquets 1 st Floor, Behind Hotel Navratna, Nirman Vyapar Kendra, Plot No 10, Sector 17, Vashi Navi Mumbai- 400703.	Sagar Banquets 1 st Floor, Behind Hotel Navratna, Nirman vyapar Kendra, Plot No 10, Sector 17, Vashi Navi Mumbai- 400703.	Sagar Banquets 1 st 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 th September, 2014	<ol style="list-style-type: none"> Adoption of new set of Articles of Association of Company in place of existing Articles of Association of the Company. Increase in borrowing powers of Company under Section 180(1)(c) of the Companies Act, 2013 Authorized the Board of Directors of the Company under Section 180(1)(a) of the Companies Act, 2013 to mortgage and/or create charge on the immovable/movable properties of the Company. Revision in remuneration of Mr. Vishal Kampani, Managing Director of the Company for his remaining period w.e.f. 1st July, 2014 to 10th April, 2017. Revision in remuneration of Mrs. Benu Kampani, Whole Time Director of the Company for his remaining period w.e.f. 1st July, 2014 to 10th April, 2017.
27 th September, 2013	No Special Resolution was passed.
28 th December, 2012	No Special Resolution was passed.

- 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:**

There were no materially significant related party transactions, pecuniary transactions or relationship between the Company and its Directors during the financial year ended 31st March, 2015 that may have potential conflict with the interest of the Company at large. The transactions with the related parties, as per the requirements of the Accounting Standard (AS) 18, are disclosed in the Notes on Accounts, forming part of the Annual Report. The policy on dealing with Related Party Transaction is available on Company's website at www.hic.in.

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 laid down procedure to inform Board members about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Audit Committee and the Board.

iv. **COMPLIANCE RELATED TO CAPITAL MARKET:**

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. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other Statutory Authorities.

v. CEO/CFO CERTIFICATION:

In terms of the requirements of Clause 49(IX) of the Listing Agreement, Mr. Vishal Kampani, Managing Director and Mr. Ravindra Sharma, Chief Financial Officer of the Company have submitted necessary certificate to the Board stating the particulars specified under the said clause.

vi. DETAILS OF COMPLIANCE WITH MANDATORY AND NON- MANDATORY REQUIREMENTS UNDER CLAUSE 49 OF LISTING AGREEMENT:

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement.

The Company has adopted the following non-mandatory requirements of the Clause 49 of the Listing Agreement:

- Non-Executive Chairman’s Office: Chairman’s Office is separate from that of the Managing Director.
- Reporting of Internal Auditor: The Internal Auditor directly reports to the Audit Committee.

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. The results are also available on Company’s website www.hic.in. All material information about the Company is promptly sent to the Stock Exchange and the Company regularly updates on its website about the financial as well as other organizational developments.

ii. MANAGEMENT DISCUSSION AND ANALYSIS:

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

iii. PRESENTATIONS/PRESS RELEASE:

The Company has not made any presentations/press release 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 : Monday, 28th day of September, 2015 at 12.30 P.M.

Venue : Sagar Banquets, 1st Floor, Behind Hotel Navratna, Nirman Vyapar

Kendra, Plot No.10, Sector 17, Vashi, Navi Mumbai -400703.

ii. DATE OF BOOK CLOSURE: Saturday, 26th September, 2015 to Monday, 28th September, 2015 (Both days inclusive)

iii. FINANCIAL CALENDAR 2015-16:

Event	Due Date
Results for the quarter ended 30 th June, 2015	On 14 th August, 2015
Results for the quarter ending 30 th September, 2015	By 14 th November, 2015
Results for the quarter ending 31 st December, 2015	By 13 th February, 2016
Audited Results for the quarter and year ending 31 st March, 2016	By 30 th May, 2016

iv. CUT-OFF DATE FOR REMOTE E-VOTING:

The remote e-voting/ voting rights of the shareholders /beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date: Monday, 21st September, 2015.

v. LISTING ON STOCK EXCHANGE:

The shares of the Company are listed on BSE Limited and Listing Fees is paid for the financial year 2015-16.

vi. STOCK CODE & ISIN :

Scrip Name : YUVRAAJHPL

Scrip Code : 531663

ISIN : INE139D01020 with NSDL and CDSL

vii. 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 Rs.)*		BSE Sensex (Points)	
	High	Low	High	Low
April-14	3.65	2.65	22,939.31	22,197.51
May-14	4.96	3.65	25,375.63	22,277.04
June-14	6.27	4.61	25,725.12	24,270.20
July-14	6.63	5.24	26,300.17	24,892.00
August-14	7.72	6.21	26,674.38	25,232.82
September-14	8.80	5.81	27,354.99	26,220.49
October-14	7.50	5.30	27,894.32	25,910.77
November-14	8.38	5.76	28,822.37	27,739.56
December-14	7.64	5.35	28,809.64	26,469.42
January-15	7.86	5.65	29,844.16	26,776.12
February-15	11.66	5.82	29,560.32	28,044.49
March-15	10.97	6.50	30,024.74	27,248.45

*Source: www.bseindia.com

viii. REGISTRAR AND SHARE TRANSFER AGENT:
CIL Securities Limited

Unit: Yuvraaj Hygiene Products Ltd.

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

Tel: 040-23202465/23203155

Fax: 040-23203028/66661267

Email: rta@cilsecurities.com

ix. 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 are given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

x. DISTRIBUTION SCHEDULE: AS ON 31ST MARCH, 2015:

Shares		No. of share holders	% of share holders	Amount (in Rs.)	% Held
From	Upto				
0-5000		1850	90.64	1477509	10.52
5001-10000		81	3.67	656076	4.67
10001-20000		46	2.25	717940	5.11
20001-30000		16	0.78	401747	2.86
30001-40000		8	0.39	279004	1.99
40001-50000		9	0.44	411080	2.93
50001-100000		15	0.73	1215408	8.65
100001 and Above		16	0.78	8888392	63.28
Total		2041	100	14047156	100

xi. SHAREHOLDING PATTERN: AS ON 31ST MARCH, 2015:

Categories	No. of Shareholders	No. of Shares	% of shareholding
Promoters	2	43987500	65.93
Financial Institution/Banks	-	-	-
FII's	-	-	-
Non- Resident Indians	7	26790	0.04
Clearing Members	14	34876	0.05
Bodies Corporate	89	3301691	4.95
Indian Public	1930	19367549	29.03
Total	1618	66718406	100.00

xii. 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 31st March 2015.

xiii. 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.

xiv. PLANT LOCATION:

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

xv. ADDRESS FOR INVESTORS' CORRESPONDENCE:

Yuvraaj Hygiene Products Limited
 Plot No A-650, 1st Floor, TTC Industrial Estate,
 MIDC, Pawane Village, Mahape
 Navi Mumbai- 400705.
 Tel: 022-27784491
 Email: yhpl@hic.in Website: www.hic.in

DECLARATION ON CODE OF CONDUCT

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 31st March, 2015.

For Yuvraaj Hygiene Products Limited

Place: Navi Mumbai
Date: 14th August, 2015

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 31st March, 2015, 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: 14th August, 2015

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

INDEPENDENT AUDITORS' REPORT

TO

THE MEMBERS OF

YUVRAAJ HYGIENE PRODUCTS LIMITED

1. REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **Yuvraaj Hygiene Products Limited** (the 'Company') which comprises of Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

2. MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the 'Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provision of the Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. AUDITOR'S RESPONSIBILITY

- a) Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with Standards on Auditing specified under Section 143(10) of the Act. 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.
- b) 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place and adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's management, and Board of Directors, as well as evaluating the overall presentation of the financial statements.
- c) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

4. BASIS FOR QUALIFIED OPINION

- a. As per **Management's estimate Goodwill** has a life of 25 years and accordingly the Company has written off goodwill for 3 years and 3 months in this year's Statement of Profit and loss amounting to ₹ 33.65 lacs, which in our opinion is not in accordance with Accounting Standard prescribed u/s 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014. Had Goodwill been written off on a systematic basis (SLM) over a maximum period of 5 years, the Loss would have been understated by ₹ 134.59 lacs and the Reserves and Surplus negative balance would have understated by similar amount.

b. **We also draw attention to Note no. 25M** to the financial statements relating to Debit or credit balances on whatever account are subject to confirmation from parties / authorities concerned, the impact on financials thereof cannot be ascertained.

5. **QUALIFIED OPINION**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter in paragraph 4a and possible effects of matters in paragraph 4b described in 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, of the state of affairs of the Company as at 31st March, 2015 its loss and its cash flows for the year ended on that date.

6. **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

As required by the Companies (Auditor's Report) Order, 2015 (the 'Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said order. As required by Section 143(3) of the Act, we further report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) Except for the possible effects of the matter described in the Basis of Qualified Opinion paragraph above, 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.
- c) 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.
- d) Except for the possible effects of the matter described in the Basis of Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the applicable Accounting standards specified under the 133 of the Act read with the Rule 7 of the Companies (Accounts) Rules 2014.
- e) On the basis of written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms, of Section 164(2) of the Act; and
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - ▶ The Company has disclosed the impact of pending litigations as at 31st March, 2015 on its financial position in its financial statements. (Refer note 23 of the Financial Statements);
 - ▶ The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise; and
 - ▶ There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For P.P.Jayaraman & Co.

Chartered Accountants

Firm Registration No. 104139W

P.P.Jayaraman

Proprietor

Membership No. 041354

Place: Thane

Date: 30th May, 2015

Annexure to referred to in paragraph 6 of our report of even date to the members of YUVRAAJ HYGIENE PRODUCTS LIMITED on the accounts of the company for the year ended 31st March, 2015

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that;

- i. 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. However the maintenance needs to be improved.
 - (b) As explained to us, fixed assets have been physically verified by the management at all locations at reasonable intervals. As informed to us no material discrepancies were noticed on such verification.
- ii. In respect of the Company inventories:
 - (a) The inventories have been physically verified during the year at reasonable intervals by the Management.
 - (b) As explained to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) 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.
- iii. The Company has not granted any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under Section 189 of the Act, except unsecured loans from directors and relatives amounting to Rs ₹ 6.79 lakhs
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and the sale of goods. Further on the basis of our examination of the books and records of the Company and according to the information or explanations given to us, no major weakness has not been noticed or reported.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 during the period covered by audit.
- vi. 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 148(1) of the Act, 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.
- vii. In respect of statutory dues,
 - (a) According to information and explanation given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Income Tax, Sales Tax, Customs Duty, Cess and other statutory dues as applicable, with the appropriate authorities in India; 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 they become payable, except balances dues of income tax self assessment tax of ₹ 449,510/ for AY 2013-14 (including interest till the date of filing the return for the above year).
 - (b) According to information and explanation given to us and based on the records of the company examined by us, the particulars of dues of sales tax including value added tax, as at 31st March, 2015 which have not been deposited on account of any dispute, are as follows:-

Name of the Statute	Nature of the Dues	Amount in ₹	Period to which the amount relates (FY)	Forum where the dispute is pending
Central Sales Tax Act, 1956	Sales Tax and Interest	250,664	2005-06	Deputy Commissioner of Sales Tax(Appeals) CBD Belapur, Navi Mumbai
Central Sales Tax Act, 1956	Sales Tax and Interest	880,877	2008-09	Deputy Commissioner of Sales Tax(Appeals) CBD Belapur, Navi Mumbai
Central Sales Tax Act, 1956	Sales Tax and Interest	600,360	2009-10	Deputy Commissioner of Sales Tax(Appeals) CBD Belapur, Navi Mumbai

Name of the Statute	Nature of the Dues	Amount in ₹	Period to which the amount relates (FY)	Forum where the dispute is pending
Central Sales Tax Act, 1956	Sales Tax and Interest	3203,613	2010-11	Deputy Commissioner of Sales Tax(Appeals) CBD Belapur, Navi Mumbai
Central Sales Tax Act, 1956	Sales Tax and Interest	380,924	2010-11	Deputy Commissioner of Sales Tax(Appeals) CBD Belapur, Navi Mumbai
		5,316,438		

- (c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise
- viii. The accumulated losses of the company at the end of the financial year are less than fifty percent of its net worth. The Company has incurred cash loss during the financial year covered by our audit but not during the immediately preceding financial year.
- ix. According to information and explanation given to us and based on the records of the company examined by us, the Company has not defaulted in repayment of dues to Financial Institutions and banks and has not issued any debentures.
- x. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.
- xi. 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.
- xii. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For P.P.Jayaraman & Co.
Chartered Accountants
Firm Registration No. 104139W

P.P.Jayaraman
Proprietor
Membership No. 041354

Place: Thane
Date: 30th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015
(Amount in ₹)

PARTICULARS	NOTES	As at 31 st March, 2015	As at 31 st March, 2014
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	3	69,218,406.00	69,218,406.00
Reserves and Surplus	4	(17,016,722.66)	(11,472,226.83)
Non-Current Liabilities			
Long-term Borrowings	5	17,032,462.37	21,316,387.37
Other Long-term Liabilities	5	70,000.00	471,000.00
Deferred Tax Liability (Net)	6	120,422.52	1,088,533.31
Current Liabilities			
Short Term Borrowings	5	42,629,339.97	35,981,185.36
Current Maturities of Long term borrowings	5	897,610.00	1,132,032.00
Trade Payables	7	9,695,740.60	23,888,075.66
Other Current Liabilities	7	2,766,400.20	2,051,672.49
Short Term Provision	7	-	1,522,990.00
TOTAL		125,413,659.00	145,198,055.36
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	8	31,857,464.45	39,992,397.73
Intangible Assets	8	22,604,982.00	25,967,955.00
Non-Current Investments	10	1,046,693.93	1,231,765.93
Long-term Loans and Advances	9	3,426,031.66	15,585,191.12
Deferred Tax Assets (Net)	6	-	-
Current Assets			
Inventories	11	51,165,723.69	32,580,741.79
Trade Receivables	12	14,443,864.17	28,550,014.05
Short-term Loans and Advances	9	106,757.16	119,252.00
Cash and Bank Balances	13	762,141.94	1,170,737.74
TOTAL		125,413,659.00	145,198,055.36
Contingent Liabilities	23	-	-
Corporate Information	1	-	-
Significant Accounting Policies	2		
Notes on Financial Statements	1 to 25		

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 : 30th May, 2015

For and on behalf of the Board of Director

Rajeev Kharbanda

Chairman

Ravindrakumar Sharma

Chief Financial Officer (CFO)

Place : Navi Mumbai

 Date : 30th May, 2015

Vishal Kampani

Managing Director

Benu Kampani

Whole Time Director

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

(Amount in ₹)

PARTICULARS	NOTES	For the Year Ended 31 st March, 2015	For the Year Ended 31 st March, 2014
INCOMES			
Revenue from operations	14	128,647,816.70	164,061,734.36
Other Income		24,731.32	-
Total Revenues (I)		128,672,548.02	164,061,734.36
EXPENSES			
Consumption of Materials/Traded Goods	15	104,286,811.28	114,362,864.14
Changes in Inventories	16	(13,717,958.74)	2,200,407.23
Employee benefit expenses	17	3,557,068.00	3,006,323.00
Other expenses	18	20,649,248.23	26,199,293.26
Total Expenses (II)		114,775,168.77	145,768,887.63
Earnings before interest, tax, depreciation and amortization (EBITDA) (III) = (I - II)		13,897,379.25	18,292,846.73
Depreciation and amortization expenses	19	11,755,700.34	6,565,296.90
Finance Costs	20	9,023,855.53	8,746,949.49
Total (IV)		20,779,555.87	15,312,246.39
Profit before Tax (V=III-IV)		(6,882,176.62)	2,980,600.34
Tax Expenses	21	(1,337,680.79)	718,738.00
Profit/(Loss) for the year		(5,544,495.83)	2,261,862.34
Earnings per equity share(nominal value of share ₹ 1)			
Basic and Diluted (in ₹)	22	(0.08)	0.03
Corporate Information	1		
Significant Accounting Policies	2		
Notes on Financial Statements	1 to 25		

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 : 30th May, 2015

For and on behalf of the Board of Director

Rajeev Kharbanda
 Chairman

Vishal Kampani
 Managing Director

Ravindrakumar Sharma
 Chief Financial Officer (CFO)

Benu Kampani
 Whole Time Director

 Place : Navi Mumbai
 Date : 30th May, 2015

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

(Amount in ₹)

PARTICULARS	For the Year Ended 31 st March, 2015	For the Year Ended 31 st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit as per Statement of Profit and Loss	(6,882,176.62)	2,980,600.34
Add : Non-Operating Expenses		
Depreciation and amortisation other than preliminary exps	11,570,628.34	6,443,964.90
Preliminary Expenses	185,072.00	121,332.00
Exchange Differences	29,749.66	176,859.99
Finance Charges	9,023,855.53	8,746,949.49
Less: Non Operating Income		
Profit on Disposal of Assets	(21,045.32)	-
Operating Profit before working capital changes	13,906,083.59	18,469,706.72
Add/Less:- Working Capital Changes		
(Increase)/Decrease in Inventories	(18,584,981.90)	(6,199,166.10)
(Increase)/Decrease in Receivables	14,106,149.88	(919,618.08)
(Increase)/Decrease in Other CA's-Current	12,494.84	-
Increase/(Decrease) in Short term borrowings	(234,422.00)	-
Trade and Other Payables	(13,420,884.01)	(1,110,825.50)
Cash Generated from Operations	(4,215,559.60)	10,240,097.04
Taxes Paid (net)	(1,153,420.00)	(727,010.00)
Net cash (used in) operating activities (A)	(5,368,979.60)	9,513,087.04
B. CASH FLOW FROM INVESTING ACTIVITY :		
Tangible Assets Acquired during the year	(334,176.74)	(7,899,434.81)
Tangible Assets Disposed of during the year	208,527.00	-
Intangible Assets Acquired during the year	(12,500.00)	-
Movement in Loans and Advances	12,159,159.46	3,556,953.06
Net cash (used in) investing activities (B)	12,021,009.72	(4,342,481.75)
C. CASH FLOW FROM FINANCING ACTIVITY :		
Proceeds from Long Term Borrowings	-	-
Repayment of Long Term Borrowings	(4,684,925.00)	(1,550,469.85)
Short term borrowings (net)	6,584,873.73	5,862,120.40
Finance Charges Paid	(8,960,574.65)	(8,687,196.49)
Net cash flow from/ (used in) financing activities (C)	(7,060,625.92)	(4,375,545.94)
Net Increase/(Decrease) in cash and cash equivalents	(408,595.80)	795,059.35
Opening Balance of Cash and Cash Equivalents	1,170,737.74	375,678.39
Closing Balances of Cash & Cash Equivalents (Refer Note No. 15)	762,141.94	1,170,737.74
Components of cash & cash equivalents		
Cash on Hand	737,067.77	1,147,543.67
With banks-on current account	25,074.17	23,194.07
	762,141.94	1,170,737.74

Note : Previous years figures are regrouped and re-arranged to make them comparable with current years figures.

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 : 30th May, 2015

For and on behalf of the Board of Director

Rajeev Kharbanda
 Chairman

Vishal Kampani
 Managing Director

Ravindrakumar Sharma
 Chief Financial Officer (CFO)

Benu Kampani
 Whole Time Director

Place : Navi Mumbai

 Date : 30th May, 2015

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**1. CORPORATE INFORMATION**

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

2. SIGNIFICANT ACCOUNTING POLICIES**2.1 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS :**

- i) These Financial Statements have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention on an accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply.
- ii) Consequently these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 (Companies (Accounting Standards) Rules, 2006, (as amended) and other relevant provisions of the Companies Act, 2013.

2.2 USE OF ESTIMATES :

The preparation of financial statements in conformity with Indian GAAP requires estimates and assumptions to be made that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialized.

2.3 FIXED ASSETS :**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 fixed asset are added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of fixed assets that have been retired from active use and held for disposal are stated at the lower of their net book value and net realizable value. Any expected loss, is recognised immediately in the Statement of Profit and Loss.

Losses arising from the retirement of and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangibles assets are amortized on a straight line basis over the estimated useful lives.

Gains or losses, if any arising from the retirement or disposal proceeds and the carrying amount of the asset are recognised as income or expense in the Statement of Profit and loss.

2.4 METHOD OF DEPRECIATION AND AMORTIZATION :

- i) Depreciation, on tangible assets is calculated on written-down value basis over the estimated useful lives of the assets.
- ii) Effective 1st April 2014, the Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of the Companies Act, 1956.
- iii) Cost of Goodwill and trademarks are amortized over the estimated useful lives of 25 and 10 years
- iv) Depreciation on additions to assets or on sale/discardment of assets is calculated pro rata from the month of such addition or upto the month of such sale/discardment, as the case may be.

2.5 LEASE :

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.

2.6 BORROWING COSTS :

Interest and other borrowing costs attributable to qualifying assets are capitalized. Other interest and borrowing costs are charged to revenue.

2.7 GOVERNMENT GRANTS :

During the year, no grants and subsidies has been received from the Government. Grants and subsidies from the government if any, received against specific fixed assets are adjusted to the cost of the assets and those in the nature of promoter's contribution are credited to Capital Reserve. Revenue Grants are recognized in the Profit and Loss account in accordance with the related scheme and in the period in which these are accrued.

2.8 INVESTMENTS :

Investments that are readily realizable and are 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. Current investments are carried at lower of cost or fair value. 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, such reduction being determined and made for each investment individually.

2.9 VALUATION OF INVENTORIES :

Inventories consist of Raw materials, components, stores and spares, Finished Goods. Raw materials, components, spares are stated at cost, while finished goods are 'at cost or net realizable value, whichever is lower'. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of raw materials, components and stores and spares is determined on a weighted average basis. Cost of finished goods includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

2.10 REVENUE RECOGNITION :

- i) Revenues/incomes and Costs/Expenditures are generally accounted on accrual, as they are earned or incurred.
- ii) Sale of Goods is recognised on transfer of significant risks and rewards of ownership which is generally on the dispatch of the goods and there is no uncertainty regarding the collectability of the amount.

2.11 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.

2.12 FOREIGN CURRENCY TRANSLATIONS :

- i) All transactions in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place
- ii) Monetary items in form of current assets and current liabilities in foreign currency, outstanding at the close of the year are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet.

2.13 EMPLOYEE BENEFITS :

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

2.14 TAXATION :

Income-tax expense comprises **current** and **deferred** tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying the tax rate and the tax laws that have been enacted or substantively enacted at the reporting date. 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 balance sheet date, the carrying amounts of deferred tax assets are reviewed to reassure realization. **Minimum alternate tax credit (MAT credit)** is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal tax during the specified period. Such asset is reviewed at each Balance Sheet date and the Carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.15 IMPAIRMENT OF ASSETS :

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

2.16 SEGMENT REPORTING :

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. 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.

2.17 EARNINGS PER SHARE :

Basic earnings per share is 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. The weighted average number of equity shares outstanding during the period is adjusted for events if any 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.

2.18 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS :

Provisions: Provisions are recognized when there is 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at best estimate of the expenditure required to settle the obligation at the balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liability are disclosed when there is a possible obligation arising from past events, the existence which will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimated of the amount cannot be made.

Contingent Assets: Contingent Assets are neither recognised nor disclosed in the financial statements.

2.19 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

Note No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
3	SHARE CAPITAL		
	Authorised Shares (Nos.)	70,000,000.00	70,000,000.00
	70,000,000 (31/03/2014 : 70,000,000) equity share of ₹ 1 each	70,000,000.00	70,000,000.00
	Issued, Subscribed and fully paid up shares (Nos.)		
	66,718,406 (31/03/2014 : 66,718,406) equity share of ₹ 1/-each	66,718,406.00	66,718,406.00
Add : Share foreited	2,500,000.00	2,500,000.00	
	69,218,406.00	69,218,406.00	
	Total Issued, Subscribed & Paid up Capital	69,218,406.00	69,218,406.00

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

Equity Shares (As at 31st March, 2015)	Nos	Nos
At the beginning of the period	66,718,406	66,718,406
Issued during the period-{Takeover during the preceeding period}	-	-
Outstanding at the end of the period	66,718,406	66,718,406
Equity Shares (As at 31st March, 2014)	₹	₹
At the beginning of the period	66,718,406.00	66,718,406.00
Issued during the period-{Takeover during the preceeding period}	-	-
Outstanding at the end of the period	66,718,406.00	66,718,406.00

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 entitled 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

(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

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Name of the Shareholders	In Numbers	In Numbers
Vishal Kampani	43,556,250.00	43,556,250
Umesh Chamadia	9,115,000.00	10,165,000
	In %age	In %age
Vishal Kampani	65.28%	65.28%
Umesh Chamadia	13.66%	15.24%

Note No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
4	RESERVES AND SURPLUS		
	Capital Subsidy		
	Balance b/f.	2,000,000.00	2,000,000.00
	Additions/Withdrawal during the year	-	-
	Closing Balance	2,000,000.00	2,000,000.00
	Surplus/Deficit		
	Balance b/f.	(13,472,226.83)	(15,734,089.17)
Transferred from Profit & Loss account	(5,544,495.83)	2,261,862.34	
	(19,016,722.66)	(13,472,226.83)	
	(17,016,722.66)	(11,472,226.83)	
	Total Reserves and Surplus	(17,016,722.66)	(11,472,226.83)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

Note No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
5	LONG TERM BORROWINGS - NON-CURRENT PORTION		
a	Term loans - Indian rupee loan from bank (Secured)	16,353,943.00	21,315,069.00
b	Loan from related parties (Unsecured)	678,519.37	1,318.37
	Total	17,032,462.37	21,316,387.37
	(Long term borrowing Non Current portion, includes unconfirmed amount which are payable within one year)		
5	OTHER LONG TERM LIABILITIES-TRADE DEPOSITS (UNSECURED)	70,000.00	471,000.00
5	LONG TERM BORROWINGS - CURRENT MATURITIES		
	Term loans - Indian rupee loan from bank (secured)	897,610.00	1,132,032.00
	Other Loan and advances, if any	-	-
	Total	897,610.00	1,132,032.00
a	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	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		
5	SHORT TERM BORROWINGS		
	Cash credit from banks (secured)	42,068,721.97	34,864,960.36
	Working Capital from NBFC	560,618.00	1,116,225.00
	Total	42,629,339.97	35,981,185.36
	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.		
6	DEFERED TAX LIABILITIES		
	Depreciation	1,088,533.31	1,088,533.31
	Others, if any	-	-
	DEFERRED TAX ASSETS		
	Depreciation	968,110.79	
	Others, if any		
	Total	120,422.52	1,088,533.31
7	TRADE PAYABLES	9,695,740.60	23,888,075.66
	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		
7	OTHER CURRENT LIABILITIES	2,766,400.20	2,051,672.49
7	SHORT-TERM PROVISIONS	-	1,522,990.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

8. TANGIBLE ASSETS

SR	Particulars	GROSS BLOCK			DEPRECIATION			NET BALANCE				
		At 1 st April, 2014	Additions	Deductions	At 31 st March, 2015	At 1 st April, 2014	Retained Earnings	For the year	Deductions	At 31 st March, 2015	At 31 st March, 2014	
1	Plant and Machinery	41,414,857.11	320,300.00	(555,000.00)	41,180,157.11	7,134,767.57	-	6,350,322.65	(206,045.32)	13,279,044.90	27,901,112.21	34,280,089.54
2	Office Equipments	532,269.94	88,876.74	-	621,146.68	99,570.04	-	243,375.52	-	342,945.56	278,201.12	432,699.90
3	Others Equipments	679,470.00	-	-	679,470.00	79,030.80	-	161,562.20	-	240,593.00	438,877.00	600,439.20
4	Furniture & Fixtures	3,500,302.68	-	-	3,500,302.68	510,255.18	-	793,540.07	-	1,303,795.25	2,196,507.43	2,990,047.50
5	Vehicles	3,123,273.28	-	-	3,123,273.28	1,893,069.99	-	420,788.32	-	2,313,858.31	809,414.97	1,230,203.29
6	Invetor	79,991.50	-	-	79,991.50	10,093.18	-	30,051.87	-	40,145.05	39,846.45	69,898.32
7	Computers., etc	779,233.60	-	-	779,233.60	390,213.62	-	195,514.71	-	585,728.33	193,505.27	389,019.98
	CURRENT YEAR	50,109,398.11	409,176.74	(555,000.00)	49,963,574.85	10,117,000.38	-	8,195,155.34	(206,045.32)	18,106,110.40	31,857,464.45	39,992,397.73
	PREVIOUS YEAR	42,209,963.30	7,899,434.81	-	50,109,398.11	3,682,515.48	-	6,434,484.90	-	10,117,000.38	39,992,397.73	38,527,447.82

8 INTANGIBLE ASSETS

(Amount in ₹)

SR	PARTICULARS	GROSSBLOCK			AMORTIZATION			NET BALANCE				
		At 1 st April, 2014	Additions	Deductions	At 31 st March, 2015	At 1 st April, 2014	Retained Earnings	For the year	Deductions	At 31 st March, 2015	At 31 st March, 2014	
1	Goodwill	25,882,635.00	-	-	25,882,635.00	-	-	3,364,743.00	-	3,364,743.00	22,517,892.00	25,882,635.00
2	Brands/trademarks	94,800.00	12,500.00	-	107,300.00	9,480.00	-	10,730.00	-	20,210.00	87,090.00	85,320.00
	CURRENT YEAR	25,977,435.00	12,500.00	-	25,989,935.00	9,480.00	-	3,375,473.00	-	3,384,953.00	22,604,982.00	25,967,955.00
	PREVIOUS YEAR	25,977,435.00	-	-	25,977,435.00	-	-	9,480.00	-	9,480.00	25,967,955.00	25,977,435.00
	CURRENT YEAR	76,086,833.11	421,676.74	(555,000.00)	75,953,509.85	10,126,480.38	-	11,570,628.34	(206,045.32)	21,491,063.40	54,462,446.45	65,960,352.73
	PREVIOUS YEAR	68,187,398.30	7,899,434.81	-	76,086,833.11	3,682,515.48	-	6,443,964.90	-	10,126,480.38	65,960,352.73	64,504,882.82

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

Note No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
9	Long Term Loans & Advances		
a	Capital advances-(unsecured)	115,000.00	12,304,333.70
b	Security Deposits-(unsecured)	345,235.00	423,235.00
c	Other Loan and advances-(unsecured)	2,965,796.66	2,857,622.42
	Total	3,426,031.66	15,585,191.12
9	SHORT TERM LOANS & ADVANCES		
	Other Loans and advances (unsecured)	106,757.16	119,252.00
	Total	106,757.16	119,252.00
10	NON-CURRENT INVESTMENTS		
	Preliminary Expenses	1,231,765.93	1,353,097.93
	Less : Written off during the year	(185,072.00)	(121,332.00)
	Total	1,046,693.93	1,231,765.93
11	INVENTORIES (AS TAKEN, VALUED AT LOWER OF COST AND NET REALIZABLE VALUE AND CERTIFIED BY THE MANAGEMENT)		
	Finished Goods	21,674,999.72	7,957,040.98
	Raw Materials	14,283,066.35	11,372,742.44
	Packing Materials	15,207,657.62	13,250,958.37
	Total	51,165,723.69	32,580,741.79
12	TRADE RECEIVABLES		
	Unsecured, considered good unless stated otherwise		
i	Outstanding for period exceeding 6 months from date they are due for the payment		
	Unsecured, considered good	7,941,417.78	215,285.58
		7,941,417.78	215,285.58
	Provision for doubtful receivables		
	(A)	7,941,417.78	215,285.58
ii	Other receivables (Less than six months)		
	Unsecured, considered good	6,502,446.39	28,334,728.47
	(B)	6,502,446.39	28,334,728.47
	Total (A + B)	14,443,864.17	28,550,014.05
13	CASH AND BANK BALANCES		
a	Cash on Hand	737,067.77	1,147,543.67
b	Balances with banks in Current A/cs	25,074.17	23,194.07
	Total	762,141.94	1,170,737.74

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

Note No.	Particulars	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
14	REVENUE FROM OPERATIONS		
a	Sales of products		
	Finished Goods	128,647,816.70	164,061,734.36
	Total	128,647,816.70	164,061,734.36
b	Other Income		
	Expenses Reimbursement	3,686.00	-
	Gains on Assets Disposal	21,045.32	-
	Total	24,731.32	-
15	CONSUMPTION OF MATERIALS		
a	Raw Materials		
	Opening Stock	11,372,742.44	14,830,052.22
	Purchases during the year	51,005,130.50	72,847,225.30
	Closing Stock	(14,283,066.35)	(11,372,742.44)
		48,094,806.59	76,304,535.08
	Add : Components	4,384,260.00	5,201,113.50
	Total-A	52,479,066.59	81,505,648.58
b	Packing materials		
	Opening Stock	13,250,958.37	1,394,075.26
	Purchases during the year	15,008,170.19	23,299,961.40
	Closing Stock	(15,207,657.62)	(13,250,958.37)
	Total-B	13,051,470.94	11,443,078.29
15	Purchased of Traded Goods	Total-C	
		38,756,273.75	21,414,137.27
	GRAND TOTAL -A+B+C	104,286,811.28	114,362,864.14
16	(INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS		
	Inventories of Finished Goods at the end of the year	21,674,999.72	7,957,040.98
	Inventories of Finished Goods at the beginning of the year	(7,957,040.98)	(10,157,448.21)
	Total	13,717,958.74	(2,200,407.23)
17	EMPLOYEE BENEFIT EXPENSES		
	Salaries Including Director Remuneration	3,284,795.00	2,697,960.00
	Staff Welfare Expenses	272,273.00	308,363.00
	Total	3,557,068.00	3,006,323.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

Note No.	Particulars	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
18	OTHER EXPENSES		
	Advertising and sales promotion	8,569,195.56	11,884,188.98
	Brokerage, commission and discounts	907,593.32	1,519,359.92
	Rates and Taxes	36,929.06	204,619.00
	Freight and forwarding charges	6,538,875.93	8,053,121.73
	Electricity Expense-office	-	26,670.00
	Rent	1,013,184.00	1,167,405.00
	Repairs to building {including Maintenance}	234,377.00	254,600.00
	Repairs to Machinery	426,345.72	617,645.95
	Communication expenses	264,650.99	277,220.93
	Tours & Travelling Expenses	567,989.65	168,647.00
	Payment to Auditors- Audit fees	112,360.00	112,360.00
	Payment to Auditors- Vat Audit fees	44,944.00	44,944.00
	Miscellaneous Expenses	1,932,803.00	1,868,510.75
	Total	20,649,248.23	26,199,293.26
19	DEPRECIATION AND AMORTIZATION EXPENSE		
	Depreciation on tangible assets	8,195,155.34	6,434,484.90
	Amortization on intangible assets	3,375,473.00	9,480.00
	Amortization of Preliminary Expenses	185,072.00	121,332.00
	Total	11,755,700.34	6,565,296.90
20	FINANCE COSTS		
	Interest Expenses	8,584,998.00	8,300,904.00
	Other borrowing costs	515,740.44	269,185.50
	Applicable net loss/(gain) on foreign currency transactions	(76,882.91)	176,859.99
	Total	9,023,855.53	8,746,949.49
21	TAX EXPENSES		
	Current Tax Expenses	-	630,000.00
	(Excess)/Short provisions written back/provided for	(369,570.00)	
	Deferred Tax Expenses	(968,110.79)	88,738.00
	Total	(1,337,680.79)	718,738.00
22	BASIC & DILUTED EPS		
	Profit/(Loss) Computation for basis earnings per share of ₹ 1 each		
A.	Net Profit as per Profit & loss available to Equity Shareholders	(5,544,495.83)	2,261,862.34
B.	Weighted average number of Equity shares for EPS computation	66,718,406.00	66,718,406
C.	Basic & Diluted EPS (weighted average)	(0.08)	0.03
23	CONTINGENT LIABILITIES		
	Sales Tax Dues for FY 2005-06 to 2010-11 (C.Y.)	5,316,438.00	1,131,541.00
	Sales Tax Dues for FY 2005-06 to 2008-09 (P.Y.)		

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

24 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.

25 Additional information pursuant to the provisions of Schedule III to the Companies Act, 2013 (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 31.03.2015. There is no change in cumulative quantitative total

Class of Goods	Units	Opening Stock (Quantity)	Purchase (Quantity)	Sales (Quantity)	Closing Stock (Quantity)	Closing Stock (Quantity)	Closing Stock Value(₹)
Manufacturing Items	Pcs	11,909	186,720	180,728	17,901	508,361.15	374,460.47
Trading Items	Kgs	3,972	80,310	69,302	14,980	21,166,638.57	7,582,580.51
	Mtr	16,649	-	16,649	-		
	Nos	-	60,926	27,795	33,131		
	Pcs	409,106	20,407,371	20,212,839	603,638		
Raw Materials	Dozen	12	-	-	12	14,283,066.35	11,372,742.44
	Kgs	17,918	54,142	44,882	27,178		
	Mtr	22,222	219	22,441	-		
	Nos	-	17,089	219	16,870		
	Pcs	1,225,885	3,808,578	3,886,134	1,148,329		
	Pkt	13,577	2,663	-	16,240		
Packing Materials	Carton	2,325	2,376	500	4,201	15,207,657.62	13,250,958.37
	Kgs	34,421	29,235	24,636	39,019		
	Nos	-	8,902	-	8,902		
	Pcs	3,727,202	5,172,939	5,293,488	3,606,653		
	Pkt	6,578	1,204	545	7,237		
Total		5,491,776	29,832,673	29,780,158	5,544,291	51,165,723.69	32,580,741.79

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

PARTICULARS	₹	₹
a. Value of Imports calculated on CIF basis:	2014 - 15	2013 - 14
(i) Raw materials	28,948,970.21	30,902,722.73
(i) Components, and spare parts	-	-
(ii) Capital goods	-	-
b. Expenditure in foreign currencies	2014-15	2013-14
(i) Travelling Expenses	-	390,622.00
(ii) Other Expenses	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

c. Value of imported and indigenous components, spare parts consumed				
	2014-15		2013-14	
Materials & Components	%	₹	%	₹
(i) Imported into India	27.76	28,948,970.21	26.57	30,902,722.73
(ii) Indigenous	72.24	75,337,841.07	73.43	85,413,893.93
	100.00	104,286,811.28	100.00	116,316,616.66
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

Mr. Vishal Sudhir Kampani	Managing Director
Mrs. Benu Vishal Kampani	Whole Time Director
Mr. Ankur Kampani	Director

2 Transactions with Related Parties	2014 - 15	2013 - 14
a Loans (as part of Unsecured loans)		
Opening Balance	1,318.37	1,702,134.22
Received during the year	3,563,560.85	2,531,000.00
Paid during the year	2,886,359.85	4,231,815.85
Closing Balance	678,519.37	1,318.37
b Remuneration		
Vishal Sudhir Kampani	1,140,000.00	960,000.00
Benu Vishal Kampani	900,000.00	720,000.00
c Rent-Mrs. Madhu Kapoor (a director relative)	210,984.00	200,937.00
d Purchases and Sales		
Matrix Entps-Purchases (a prop concern of Director)	32,025.00	144,959.00
Matrix Entps-Service Received (a prop concern of Director)	155,041.00	131,591.00
Matrix Entps-Sales (a prop concern of Director)	1,372,536.60	4,363,300.71

M Debit or credit balances on whatever account are subject to confirmation from parties / authorities concerned. However in the opinion of the Management, this amounts are realisable and payable at the amount stated in the Company's accounts.

As per our Report of even date

For and on behalf of the Board of Director

For P P Jayaraman & Co.

Chartered Accountants

FRN-104139W

P P Jayaraman

Proprietor

MRN-41354

Place : Thane

Date : 30th May, 2015

Rajeev Kharbanda

Chairman

Ravindrakumar Sharma

Chief Financial Officer (CFO)

Place : Navi Mumbai

Date : 30th May, 2015

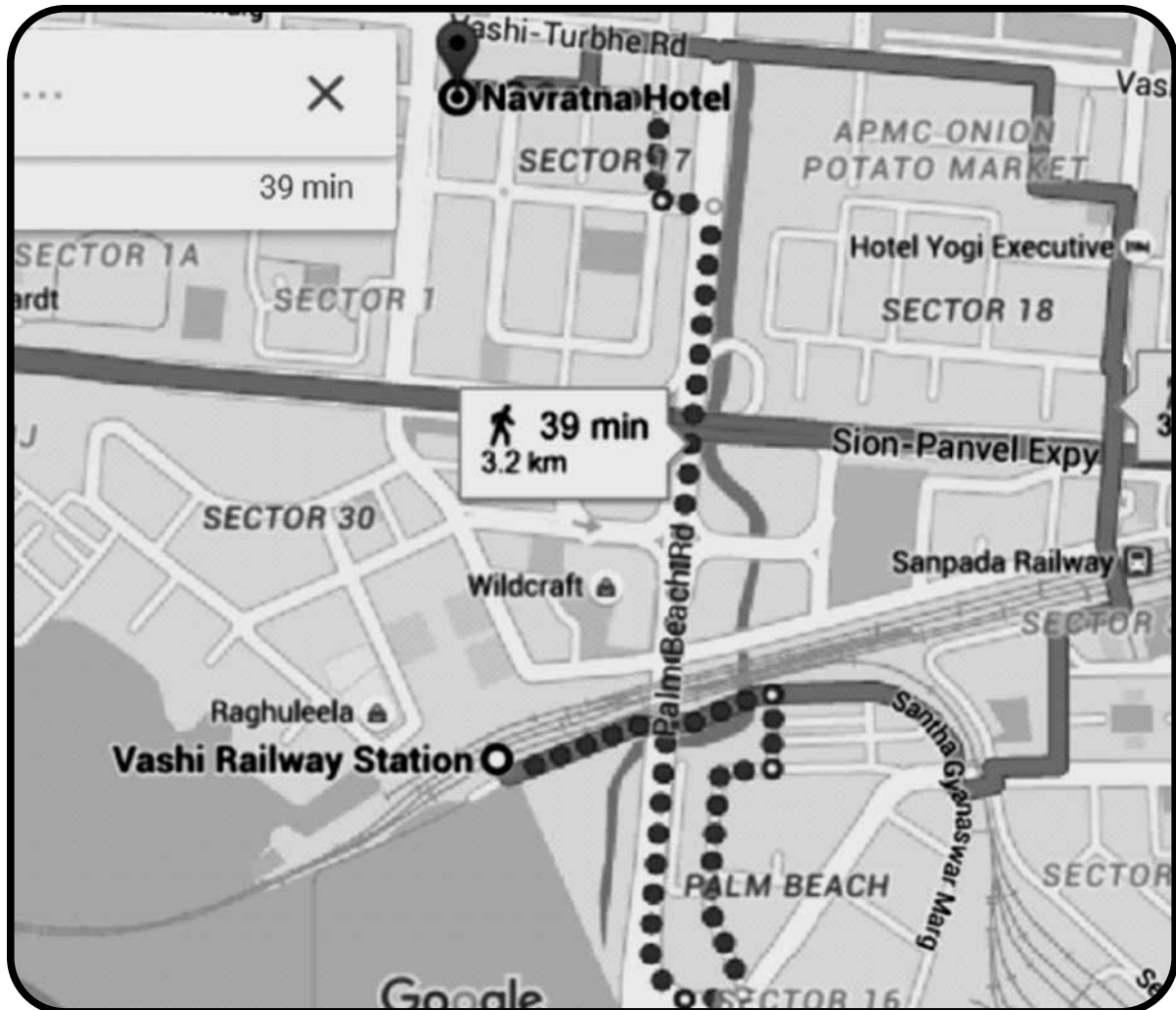
Vishal Kampani

Managing Director

Benu Kampani

Whole Time Director

ROUTE MAP (FOR AGM VENUE)





Yuvraaj Hygiene Products Limited

CIN: L74999MH1995PLC220253

Regd Office: Plot No A-650, 1st 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 additional details, as are 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:

Registered Folio No./DP ID & Client ID	
Name of the Member	
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 (In case of Body Corporate)	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Signature of the Member

Place: _____

Date: _____

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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Tel.:022-27784491, E-mail: yhpl@hic.in, Website: www.hic.in

ATTENDANCE SLIP

20TH ANNUAL GENERAL MEETING ON MONDAY, 28TH SEPTEMBER, 2015

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

I/we hereby record my/our presence at the 20th Annual General Meeting of the Company held at Sagar Banquets, 1st Floor, Behind Hotel Navratna, Nirman Vyapar Kendra, Plot No. 10, Sector 17, Vashi, Navi Mumbai – 400703 on Monday, 28th September, 2015 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 Annul Report. The Voting period starts from Friday, 25th September, 2015 (10.00 a.m.) and ends on Sunday, 27th September, 2015 (5.00 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, 1st 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

FORM NO. MGT. 11

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

20TH ANNUAL GENERAL MEETING ON MONDAY, 28TH SEPTEMBER, 2015

Name of the member (s):

Name(s) of the Joint holder, if any:

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 20th Annual General Meeting of the Company to be held on Monday, 28th September, 2015 at 12.30 p.m. at **Sagar Banquets, 1st 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
	Ordinary Business:			
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2015 along with Reports of the Directors' and of the Auditors'.			
2	Ordinary Resolution for appointment of a director in place of Mrs. Benu Kampani, Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ordinary Resolution for ratification of appointment of M/s. P. P. Jayaraman & Co., Chartered Accountants, Mumbai (having FRN: 104139W), Statutory Auditors and to fix their remuneration for the financial year ending 2016.			

Signed this day of, 2015

Signature of Shareholder Signature of Proxy holder(s)

Affix
Revenue
Stamp
₹ 0.15

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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Yuvraaj Hygiene Products Limited

Regd. Off : Plot No. A-650, 1st Floor, TTC Industrial Estate,
MIDC, Pawane Village, Mahape,
Navi Mumbai - 400 705