

# Annual Report

FY 2014-15

PHOTOQUIP<sup>®</sup> INDIA LTD.

**BOARD OF DIRECTORS**

JAYANT P. SONI – Chairman and Managing Director  
DHAVAL J. SONI  
ANJU D. SONI  
MOHIB N. KHERICHA  
MOHAN M. JAYAKAR  
DR. VISHNU J. ACHARYA

**REGISTERED / CORPORATE  
OFFICE**

A-33, ROYAL INDUSTRIAL ESTATE  
NAIGAON CROSS ROAD  
WADALA, MUMBAI – 400 031.

**AUDITORS**

M/S. MAYANK SHAH & ASSOCIATES  
Chartered Accountants

**BANKERS**

APNA SAHAKARI BANK LTD.  
D. Sarfare Chowk Branch, Wadala.

**SHARE TRANSFER AGENT**

SHAREX DYNAMIC INDIA PVT. LTD.  
Unit-1, Luthra Industrial Premises  
Andheri-Kurla Road, Safed Pool  
Andheri (E), Mumbai – 400 072.

**DEPOSITORY NO.**

ISIN – INE 813B01016

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of **PHOTOQUIP INDIA LTD.** will be held on Monday 28<sup>th</sup> September, 2015 at 3:00 P.M. at the Registered Office of the Company at A-33 Royal Industrial Estate, Naigaon Cross Road, Wadala (E), Mumbai 400 031, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Dhaval J. Soni (DIN: 00751362), whose period of office is not liable to determination for retirement of directors by rotation under the erstwhile provisions of the Companies Act, 1956 but who, pursuant to provisions of Section 152 of the Companies Act, 2013, is liable to retire by rotation being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the appointment of M/s. Mayank Shah and Associates, Chartered Accountants, (Firm Registration No. 106109W), the Statutory Auditors, to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company to be held in the year 2016 on a remuneration of as may be determined by the Board of Directors.

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

### SPECIAL BUSINESS

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

Resolved that pursuant to the provisions of sections 149, 152 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Clause 49 of Listing Agreement including any modification or amendment thereof, Mrs. Anju D. Soni (DIN: 01006316), who was appointed as an additional director by the board of directors of the Company and who holds office up to the date of this annual general meeting and in respect of whom the company has received a notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Mrs. Anju Soni as candidate for the office of director of the company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013 and the Listing Agreement entered into with the Stock Exchanges, Mr. Mohib N. Khericha (DIN: 00010365), Director of the Company, who was liable to retire by rotation under the erstwhile provisions of the Companies Act, 1956 at the Annual General Meeting and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 4 (four) consecutive years from the date of this AGM till the date of the 27<sup>th</sup> AGM of the Company in the calendar year 2019.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013 and the Listing Agreement entered into with the Stock Exchanges, Mr. Mohan M. Jayakar (DIN: 00925962), Director of the Company, who was liable to retire by rotation under the erstwhile provisions of the Companies Act, 1956 at the Annual General Meeting and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 4 (four) consecutive years from the date of this AGM till the date of the 27<sup>th</sup> AGM of the Company in the calendar year 2019.”

- 7 To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013 and the Listing Agreement entered into with the Stock Exchanges, Dr. Vishnu J. Acharya (DIN: 01508749), Director of the Company, who was liable to retire by rotation under the erstwhile provisions of the Companies Act, 1956 at the Annual General Meeting and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 4 (four) consecutive years from the date of this AGM till the date of the 27<sup>th</sup> AGM of the Company in the calendar year 2019.”

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 152, 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification to the Ordinary resolution passed at the 22<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014, the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. Dhaval J. Soni (DIN: 00751362), Whole-time Director of the company, who was appointed as a non-retiring director in terms of the erstwhile provisions of the Companies Act, 1956 by making his office liable to retire by rotation and that the said retirement by rotation shall not be construed as break in terms of his appointment”.

**“RESOLVED FURTHER THAT** all other terms and conditions as mentioned in the ordinary resolution passed at the 22<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 in relation to the appointment of Mr. Dhaval J. Soni, the Whole Time Director of the Company shall remain unchanged.”

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

**Registered Office:**  
A-33, Royal Industrial Estate,  
Naigaon Cross Road,  
Wadala, Mumbai – 400031

**By Order of the Board**

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

**Jayant P. Soni**  
Chairman & Managing Director

## NOTES

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**

Proxies, in order to be effective, should be duly completed, stamped and signed and must be received at the registered office of the company 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. Proxy shall have no right to speak on any business item in the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 and Listing Agreement, in respect of Special Business at the meeting, is annexed hereto and forms a part of this notice.

A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 4 to 8, of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.

3. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be open for inspection by the members at the Registered Office of the Company between 11 A.M. to 1 P.M. on all working days, barring Saturdays and Sundays, prior to the date of the AGM.
4. Electronic copy of the Annual Report for 2014-15 alongwith Notice of the 23<sup>rd</sup> AGM is being sent to all the members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of it. The members who have not registered their e-mail addresses, physical copies of the Annual Report alongwith Notice of 23<sup>rd</sup> AGM are being sent to them in the permitted mode, inter alia indicating the process and manner of e-voting along with attendance slip and proxy form.
5. Members can opt for only one mode of voting i.e. either physical voting at the AGM or voting through electronic means. A member, who has voted through e-voting mechanism, is not debarred from participating in the general meeting physically. However, he shall not be allowed to vote in the meeting again and his earlier vote (cast through e-means) shall be treated as final.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Pursuant to the provisions of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

Corporate Email id – [info@photoquip.com](mailto:info@photoquip.com)

Compliance Officer – Mr. Vivek Divekar

Email id – [vivek.divekar@photoquip.com](mailto:vivek.divekar@photoquip.com)

The Annual Report, including the notice of the 23<sup>rd</sup> AGM, is available on the website of the Company [www.photoquip.com](http://www.photoquip.com)

9. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No. Further the members are requested to bring their

copies of the Annual Report to the AGM. As a measure of economy no copies will be distributed at the Meeting.

10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. (a) In accordance with the provision of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the following voting period:

Commencement of e-voting	:	9.00 am on 25 <sup>th</sup> September, 2015
End of e-voting	:	5.00 pm on 27 <sup>th</sup> September, 2015

E-voting shall not be allowed beyond 5.00 pm on 27<sup>th</sup> September, 2015. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is 21<sup>st</sup> September, 2015.

(b) Mrs. Heena N. Shah, Company Secretary in Whole Time Practice, has been appointed as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.

(c) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'. It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

12. 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 PAN to the Depository Participants with whom they maintain their DEMAT accounts. Members holding shares in physical form should submit their PAN to the Company.
13. The register of members and share transfer book of the Company will remain closed from 22<sup>nd</sup> September, 2015 to 28<sup>th</sup> September, 2015 (both days inclusive).
14. Instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 25<sup>th</sup> September, 2015 from 9 am and ends on 27<sup>th</sup> September, 2015 at 5 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Photoquip India Ltd. on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3, 4, 5, 6 and 7 of the accompanying Notice.

### **ITEM NO. 4**

Pursuant to recommendation made by the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 27<sup>th</sup> March, 2015 had appointed Mrs. Anju D. Soni as an Additional Director of the Company under Section 161 of the Companies Act 2013 (the 'Act'), who shall hold such office up to the date of the 23<sup>rd</sup> AGM of the Company.

The Company has received a notice under Section 160 of the Companies Act 2013, together with requisite deposit from a member of the Company proposing candidature of Mrs. Anju D. Soni for appointment as a Non-executive Director of the Company, liable to retire by rotation.

Appointment of Mrs. Anju D. Soni as a Non-executive Director will make the Company compliant of Section 149 of the said Act, requiring every Company to have a Woman Director.

The Board recommends the aforesaid resolution for approval by the Members. Brief resume of Mrs. Anju D. Soni is given in the notes appended to the notice of this meeting.

### **MEMORANDUM OF INTEREST**

Except Mr. Dhaval J. Soni and Mr. Jayant P. Soni who are her relatives and Directors of the Company, none of the other Directors or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, financial or otherwise, in this resolution.

This statement may be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges

### **ITEM NO. 5 to 7**

Pursuant to provisions of Section 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement it is proposed to appoint Mr. Mohib N. Khericha, Mr. Mohan M. Jayakar and Dr. Vishnu J. Acharya as Independent Directors of the Company for 4 (four) consecutive years up to the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company. The Company has received notices pursuant to Section 160 of the Companies Act, 2013 from shareholders proposing the appointment of aforesaid Independent Directors. Since the Company did not appoint the Independent Directors in the last Annual General Meeting, the statutory tenure of 5 years is proportionately reduced to 4 years.

In the opinion of the Board, the respective Independent Directors fulfil the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management. The Board of Directors recommends the appointment of Mr. Mohib N. Khericha, Mr. Mohan M. Jayakar and Dr. Vishnu J. Acharya as Independent Directors as set out in Item Nos. 5 to 7 for the approval of the shareholders at the ensuing AGM. Except for the respective Independent Directors of the Company and their relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is / are concerned or interested in the proposed Ordinary Resolutions set out in Item No. 5 to 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange(s).

The Board recommends the aforesaid Resolutions for approval by the Members.

### **ITEM NO. 8**

Mr. Dhaval J. Soni, Whole-time Director of the Company was re-appointed pursuant to provisions of Sections 198, 269, 309 & 310 read with Schedule xiii to the Companies Act, 1956, by the members in the

22<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 for a period of 3 years with effect from 1<sup>st</sup> April, 2014 and his period of office is not liable to determination by retirement of directors by rotation in terms of the erstwhile provisions of the Companies Act, 1956.

The provisions of Section 152 of the Companies Act, 2013 provide that not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation, where the term "total number of directors" does not include independent directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.

The Board of Directors of your Company at present consists of three (3) Non-independent Directors. In the light of the above referred provisions of the Companies Act, 2013, it is desirable that the period of office of executive directors be made liable to determination by retirement of directors by rotation. Accordingly, a resolution is placed for approval of the members to change the terms of Mr. Dhaval J. Soni from 'not liable to retirement by rotation' to 'director liable to retirement by rotation' and the said retirement by rotation shall not be construed as break in terms of his appointment.

The Board of Directors thus recommends the resolution concerning his period of office as an ordinary resolution for approval of the Members.

#### MEMORANDUM OF INTEREST

Except Mrs. Anju D. Soni and Mr. Jayant P. Soni, who are his relatives and Directors of the Company, none of the other Directors or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, financial or otherwise, in the aforesaid resolution.

The Board recommends the aforesaid Resolution for approval by the Members.

#### **Registered Office:**

A-33, Royal Industrial Estate,  
Naigaon Cross Road,  
Wadala, Mumbai – 400031

Place : Mumbai

Date : 30<sup>th</sup> May, 2015

#### **By Order of the Board**

**Jayant P. Soni**

Chairman & Managing Director

## ANNEXURE TO ITEMS 4 and 5 OF THE NOTICE

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	<b>Mrs. Anju D. Soni</b>	<b>Mr. Mohib N. Khericha</b>
Director Identification Number (DIN)	01006316	00010365
Date of Birth	11 <sup>th</sup> August, 1963	04 <sup>th</sup> August, 1952
Nationality	Indian	Indian
Date of First Appointment on Board	27 <sup>th</sup> March, 2015	24 <sup>th</sup> November, 1993
Qualification	Graduate. Gemologist	Fellow Chartered Accountant
Experience	25 years	35 years
Terms and conditions of appointment and remuneration	The terms and conditions of appointment of Mrs. Anju D. Soni shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours prior to the date of the AGM.	The terms and conditions of appointment of Mr. Mohib N. Khericha shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours prior to the date of the AGM.
Relationship with other Directors, Managers and KMP of the Company	Wife of Mr. Dhaval J. Soni Daughter-in-law of Mr. Jayant P. Soni	Nil
Shareholding in Photoquip India Limited as on 31 <sup>st</sup> March 2015	16,300 Equity shares	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<b>Public Limited Companies ;</b>  Nil  <b>Private Limited Companies :</b>  Director in –  Piri Systems Pvt. Ltd.	<b>Public Limited Companies :</b> Managing Director in – Chartered Capital and Investment Ltd.  Director in – Mazda Ltd. Kirloskar Power Build Gears Ltd. TD Power Systems Ltd.  <b>Private Limited Companies :</b>  Director in – Vijay Farms Pvt. Ltd. Ravindu Motors Pvt. Ltd. DF Power Systems Pvt. Ltd. Saphire Finman Services Pvt. Ltd. Vijay Jyothi Investment and agencies Pvt. Ltd. Abhiman Trading Company Pvt. Ltd. Sri Vijay Durga Investments and Agencies Pvt. Ltd. Vijay Kirti Investments and Agencies Pvt. Ltd. Vimraj Investments Private Limited Laburnum Chemicals Pvt. Ltd. Saphire Finman Services LLP.
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil	9

**ANNEXURE TO ITEMS 6 and 7 OF THE NOTICE**

Name of the Director	<b>Mr. Mohan M. Jayakar</b>	<b>Dr. Vishnu J. Acharya</b>
Director Identification Number (DIN)	00925962	01508749
Date of Birth	08 <sup>th</sup> October, 1951	10 <sup>th</sup> March, 1935
Nationality	Indian	Indian
Date of Appointment on Board	24 <sup>th</sup> November, 1993	27 <sup>th</sup> November, 2003
Qualification	B.A., L.L.B. Advocate and Solicitor, High Court, Mumbai and Advocate on Record of Supreme Court of India	Master of surgery, Fellowship of Institute of Cancer Surgeons
Experience	35 years	35 years
Terms and conditions of appointment and remuneration	The terms and conditions of appointment of Mr. Mohan M. Jayakar shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours prior to the date of the AGM.	The terms and conditions of appointment of Dr. Vishnu J. Acharya shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours prior to the date of the AGM.
Relationship with other Directors, Managers and KMP of the Company	Nil	Nil
Shareholding in Photoquip India Limited as on 31 <sup>st</sup> March 2015	9,900 Equity shares	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<p><b>Public Limited Companies :</b></p> <p>Director in -</p> <p>Talwalkars Better Value Fitness Ltd. Centerac Technologies Ltd. Everest Kanto Cylinder Ltd. Mysore Petro Chemicals Ltd.</p> <p><b>Private Limited Companies :</b></p> <p>Director in –</p> <p>Glide Car Rentals and Trading Pvt. Ltd. Macrocosm Infrastructure &amp; Power Pvt. Ltd. Sahaya Tours and Travels Pvt. Ltd.</p>	<p><b>Public Limited Companies :</b></p> <p>Nil</p> <p><b>Private Limited Companies :</b></p> <p>Nil</p>
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	5	1

**ANNEXURE TO ITEM 8 OF THE NOTICE**

Name of the Director	<b>Mr. Dhaval J. Soni</b>
Director Identification Number (DIN)	00751362
Date of Birth	13 <sup>th</sup> December, 1958
Nationality	Indian
Date of Appointment on Board	24 <sup>th</sup> July, 1992
Qualification	B. Sc.
Experience	25 years
Terms and conditions of appointment and remuneration	The terms and conditions of appointment of Mr. Dhaval J. Soni shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours prior to the date of the AGM.
Relationship with other Directors, Managers and KMP of the Company	Son of Mr. Jayant P. Soni Husband of Mrs. Anju D. Soni
Shareholding in Photoquip India Limited as on 31 <sup>st</sup> March 2015	5,31,400 Equity Shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<b>Public Limited Companies :</b>  Nil  <b>Private Limited Companies :</b>  Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	3

## **BOARD'S REPORT**

To

The Members

Your Directors have pleasure in presenting their 23<sup>rd</sup> Annual Report on the business and operations of the Company and the accounts for the financial year ended 31<sup>st</sup> March, 2015.

### **Financial Summary of the Company**

Particulars	Rs. In Lacs	
	2014-15	2013-14
Gross Operating Income	10,114.18	9,142.20
Add: Other Income	37.62	50.77
Total Income	10,151.80	9,192.97
Profit Before Interest, Depreciation and Exceptional items	104.54	63.41
Less: Finance Charges	201.31	217.98
Less: Provision for Amortisation and Depreciation	187.37	168.80
Less: Exceptional items	157.97	Nil
Net Profit Before Tax	(442.11)	(323.37)
Less: Deferred Tax Liability / (Asset)	(168.20)	(62.42)
Less: Taxes of earlier years	22.39	9.14
Net Profit After Tax	(296.30)	(270.07)
Add: Balance of Profit brought forward	2,460.70	2,730.78
Balance available for appropriation	2,164.40	2,460.70
Less: Additional Depreciation (pursuant to revised schedule II of Companies Act, 2013 )	6.99	Nil
Surplus carried to Balance Sheet	2,157.39	2,460.70

The Company proposes to carry forward Rs. 2,157.39 lacs to Reserves and Surplus.

### **Operational Review**

During the year under review, your Company earned an income of Rs. 10,151.80 lacs as against Rs. 9,192.97 lacs in the previous year, an increase of 10.63% as compared to the previous year. The Company has incurred a Net Loss of Rs.296.30 lacs as against Net Loss of Rs. 270.07 lacs in the previous year.

The summarized key indicative figures are mentioned below. (Rs. In lacs)

Particulars	2014-15	2013-14
Sales / Other Receipts	10,114.18	9,142.20
Exports	4,466.94	4,893.30
Net Profit / (Loss)	(296.30)	(270.07)

During the year losses have also increased by Rs. 26.63 lacs due to unprecedented increase in Raw Material and Packing Material prices throughout the year; and also additionally due the high level of expenses of the General Lighting Division of the Company.

### **Dividend**

In the absence of profits your Company has not declared dividend for the year under review.

## **Internal Control Systems and its adequacy**

The Company has adequate internal financial controls with reference to financial statements. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

## **Business Risk Management**

Pursuant to Section 134(3)(n) of the Companies Act, 2013 & Clause 49 of the Listing Agreement, the Company has constituted a Business Risk Management Committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Board's report.

## **Whistle Blower Policy**

Pursuant to the provisions of Sections 177(9) and (10) of the Companies Act, 2013, a Whistle Blower for directors and employees to report genuine concerns has been established, which is embedded in its Code of Conduct. It serves as a guide for daily business interactions, reflecting your Company's standard for appropriate behavior and Corporate Values. The Code of Conduct has been uploaded on the website of the Company.

## **Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under Section 134(3)(m) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 are appended as **Annexure I**

## **Corporate Governance and Management Discussion and Analysis Report**

The Corporate Governance Report together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, is set out as **Annexure II & Annexure III** respectively, as stipulated in Clause 49 of the Listing Agreement.

## **Particulars of Employees**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the registered office of the Company during business hours on working days, barring Saturdays and Sundays, of the Company prior to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company.

## **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

## **Remuneration Policy**

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

## **Particulars of loans, guarantees or investments under Section 186**

The Company has not given any loans covered under the provisions of Section 186 of the Companies Act, 2013. The details of guarantees and investments made by Company are given in the notes to the financial statements.

### **Directors' Responsibility Statement**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
  - (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 profit and 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; and
  - (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.
  - (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.
- Guarantee

### **Directors and Key Managerial Personnel**

#### **Appointment:**

Pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association, Mrs. Anju D. Soni has been appointed as an Additional Director with effect from 27<sup>th</sup> March, 2015 and shall hold the office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing proposing Mrs. Anju D. Soni for appointment as Non-executive Director of the Company liable to retire by rotation.

#### **Resignation:**

Mr. Vimal J. Soni has resigned as a Whole-time Director of the Company with effect from 26<sup>th</sup> March, 2015. The Board of Directors places on record its appreciation for the contribution made by Mr. Vimal J. Soni during his long and fruitful association with the Company.

### **Declaration by Independent Director(s) and re- appointment**

Pursuant to Sections 149, 150 and 152 of the Companies Act 2013 read with the Companies (Appointment and Qualification of Director) Rules, 2014 along with Schedule IV of the Act (including any statutory modifications or re-enactment thereof for the time being in force), the independent directors can hold office for the term of 5 consecutive years on the Board of your Company. Since the existing Independent Directors of the Company satisfy the said requirements and they were not appointed in the last Annual General Meeting, it is proposed to appoint the following existing Independent Directors as Independent Directors for a proportionate term of four consecutive years from the date of this Annual General Meeting till the date of the 27<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

1. Mr. Mohib N. Khericha
2. Mr. Mohan M. Jayakar
3. Dr. Vishnu J. Acharya



These Independent Directors shall not be liable to retire by rotation. They have given the declaration pertaining to the criteria of independence as per Section 149 (6) of the Act. The Company has provided suitable training to independent directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and business model of the Company.

The independent directors shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

### **Meetings**

During the year under review, 6 (six) Board Meetings and 4 (four) Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

### **Extract of Annual Return**

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in **MGT 9** is a part of this Annual Report as **Annexure IV**.

### **Material Changes and Commitments**

Pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013, the members of the Company have approved the sale / lease / disposal of the General Lighting Division of the Company vide Special Resolution passed by Postal Ballot on 23<sup>rd</sup> December, 2014. The Company has entered in to a License Agreement with Corvi LED Pvt. Ltd. vide board resolution dated 13<sup>th</sup> April 2015, granting exclusive license to use the intellectual property rights of brand "Corvi" with effect from 14<sup>th</sup> April, 2015.

### **Particulars of contracts or arrangements with related parties:**

Particulars of every contract or arrangement entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC-2 as **Annexure V**.

### **Auditors**

M/s. Mayank Shah and Associates, Chartered Accountants, retire and are eligible for re-appointment from the conclusion of the forthcoming Annual General Meeting up to the conclusion of next Annual General Meeting. There are no qualifications or adverse remark in the Auditors Report.

### **Secretarial Audit Report**

In terms of Section 204 of the Act and Rules made there under, Mrs. Heena Shah, Practicing Company Secretary, has been appointed Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as **Annexure VI** to this report. The Secretarial Auditors report for the financial year 2014-15 does not contain any qualification, reservation or adverse remark.

### **General**

No disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review :

1. Details relating to deposits covered under Chapter V the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme
4. No significant or material orders were passed by the regulators or court or tribunals which impact the going concern status and Company's operation in future.

5. No material changes and commitments have occurred after the close of the financial year till the date of this report, which affect the financial position of the Company.
6. There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review, though the Company has adopted a policy for prevention of Sexual Harassment of Women at workplace, which is reviewed by Committee at regular intervals

### **Acknowledgements**

The Company wishes to place on record its sincere appreciation of all with whose help, co-operation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

**Mr. Jayant P. Soni**

Chairman and Managing Director

Place: Mumbai

Date: 30<sup>th</sup> May, 2015

## ANNEXURE INDEX

<b>Annexure</b>	<b>Content</b>
I	Conservation of energy, technology absorption and foreign exchange earnings and outgo
II	Corporate Governance Report
III	Management Discussion and Analysis Report
IV	Annual Return Extracts in MGT-9
V	AOC 2 – Related Party Transactions disclosure
VI	MR-3 Secretarial Audit Report

## Annexure I

### **a) Conservation of energy**

(i)	the steps taken or impact on conservation of energy	No new energy conservation measures were undertaken during the year under review.
(ii)	the steps taken by the Company for utilizing alternate sources of energy	The Company is not a major user of energy. However, the measures taken by the Company have resulted in savings in energy consumption
(iii)	the capital investment on energy conservation equipment's	Nil

### **(b) Technology absorption**

(i)	the efforts made towards technology absorption	Ongoing import substitution of various passive electronic components and sub-assemblies used in Digital Studio Flash Lights.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Considerable benefits have been derived by the Company from its Research and Development activities primarily by way of improvement in quality and cycle time.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Not applicable
	(a) the details of technology imported	Not applicable
	(b) the year of import;	Not applicable
	(c) whether the technology been fully absorbed	Not applicable
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not applicable
(iv)	the expenditure incurred on Research and Development	Rs. 12,33,063.

### **(c) Foreign Exchange earnings and Outgo**

During the year, the total foreign exchange outflow was Rs. 2,756.74 Lacs and the total Foreign Exchange inflow was Rs. 4,466.94 Lacs.

## Annexure II

### Corporate Governance Report for the year 2014-15

#### Company Philosophy:

We continue to believe that good corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. The Company is a listed Company on the Mumbai and Ahmedabad. The Company has complied with in all material respect with the features of corporate governance as specified in the Listing Agreement. The securities are being regularly traded at Bombay Stock Exchange.

#### Board of Directors:

The Board of Directors has a mix of Executive and Independent Non-executive Directors. The Board comprises of the Chairman & Managing Director, one Whole-time Director, one Additional Director and three Independent Non-executive Directors. Accordingly, the composition of the Board is in conformity with Clause 49 (II) (A) of the Listing Agreement.

Other relevant details of Directors:

Name of Director	Category	No. of Directorship(s) held in Indian public and private Limited Companies (Including Photoquip)	Committee(s) position (including Photoquip)	
			Member	Chairman
Mr. Jayant P. Soni	Chairman and Managing Director	1	Nil	Nil
Mr. Dhaval J. Soni	Whole-time Director	1	1	2
Mr. Vimal Soni *	Whole-time Director			
Mr. Mohib N. Khericha	Independent, Non-executive Director	15	5	4
Mr. Mohan M. Jayakar	Independent, Non-executive Director	8	4	1
Dr. Vishnu J. Acharya	Independent, Non-executive Director	1	1	Nil
Mrs. Anju D. Soni **	Additional Director	2	Nil	Nil

\* Resigned with effect from 26<sup>th</sup> March, 2015.

\*\* Appointed with effect from 27<sup>th</sup> March, 2015.

During the year 2014-15, six Board Meetings, were held on 30<sup>th</sup> May, 2014, 14<sup>th</sup> August, 2014, 13<sup>th</sup> September, 2014, 14<sup>th</sup> November, 2014, 13<sup>th</sup> February, 2015 and 20<sup>th</sup> March, 2015. The last Annual General Meeting of the Company was held on 30<sup>th</sup> September, 2014. The attendance details of each Director are given below:

Name of Director	No. of Board Meetings attended	Attendance at the AGM held on 30 <sup>th</sup> Sep, 2014
Mr. Jayant P. Soni	6	Yes
Mr. Dhaval J. Soni	6	No
Mr. Vimal J. Soni *	6	Yes
Mr. Mohib N. Khericha	6	No
Mr. Mohan M. Jayakar	6	No
Dr. Vishnu J. Acharya	6	No
Mrs. Anju D. Soni	1	NA

\* Resigned with effect from 26<sup>th</sup> March, 2015.

## **Committees of the Board of Directors**

The Board has constituted mandatory committees to review various aspects of business. Details of members of committee, meetings held, terms of reference etc. of each committees are as under :

### **(a) Audit Committee**

The Audit Committee continued working under Chairmanship of Mr. Mohib N. Khericha and Mr. Mohan M. Jayakar and Dr. Vishnu J. Acharya as co-members. During the year, the sub-committee met on four occasions with full attendance of all the members.

The composition of the Audit Committee as at 31<sup>st</sup> March, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Meetings held on			
		28 <sup>th</sup> April, 2014	23 <sup>rd</sup> July, 2014	27 <sup>th</sup> October, 2014	22 <sup>nd</sup> January, 2015
Mr. Mohib N. Khericha	Chairman	Yes	Yes	Yes	Yes
Mr. Mohan M. Jayakar	Member	Yes	Yes	Yes	Yes
Mr. Vishnu J. Acharya	Member	Yes	Yes	Yes	Yes

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

### **Financial Reporting and Related Processes**

The terms of reference of the Audit Committee include:

- To review any change in accounting policies and practices.
- To confirm whether major accounting entries are based on exercise of judgments by management.
- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- To recommend the appointment, remuneration and terms of appointment of auditors of the Company.
- To check whether there are any qualifications made in the draft Auditors' Report.
- To review whether there are any significant adjustments arising out of audit.
- To confirm whether the accounts are prepared on going concern basis.
- To confirm whether the accounts are prepared by applying applicable accounting standards.
- To review whether the financial statements comply with the Stock Exchange and Legal requirements.
- To check whether there are any related party transactions which may have potential conflict with interests of Company.
- To discuss with auditors on whether they have any post audit concerns.
- To check whether there are any defaults in payment to creditors and shareholders.
- To evaluate internal financial controls and risk management systems of the Company.
- To review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- To approve the appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the Finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Chief Internal Auditor to get their inputs on significant matters relating to their areas of audit.

## (b) Risk Management Committee -

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The composition of the Risk Management Committee as at 31<sup>st</sup> March, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Meetings held on			
		28 <sup>th</sup> April, 2014	23 <sup>rd</sup> July, 2014	27 <sup>th</sup> October, 2014	22 <sup>nd</sup> January, 2015
Mr. Dhaval J. Soni	Chairman	Yes	Yes	Yes	Yes
Mr. Mohib N. Khericha	Member	Yes	Yes	Yes	Yes
Mr. Mohan M. Jayakar	Member	Yes	Yes	Yes	Yes

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.

## (c) Stakeholders' Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The composition of the Stakeholders' Relationship Committee as at 31<sup>st</sup> Mar, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Meetings held on			
		28 <sup>th</sup> April, 2014	23 <sup>rd</sup> July, 2014	27 <sup>th</sup> October, 2014	22 <sup>nd</sup> January, 2015
Mr. Mohib N. Khericha	Chairman	Yes	Yes	Yes	Yes
Mr. Dhaval J. Soni	Member	Yes	Yes	Yes	Yes
Mr. Mohan M. Jayakar	Member	Yes	Yes	Yes	Yes

The terms of reference of the Committee are:

- transfer / transmission of shares / debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;

- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares and debentures

During the year 2014-15, shareholders complaints received through SCORES (online portal of SEBI for lodging complaints against listed companies) have been promptly attended to and action taken reports on these complaints as received from Transfer Agent have been submitted to the SEBI through SCORES.

During the year, 2 complaints were received from shareholders, out of which 2 complaints have been attended / resolved. As on 31<sup>st</sup> Mar, 2015, no investor grievance has remained unattended / pending for more than thirty days.

#### **(d) Independent Directors' Meeting**

During the year under review, pursuant to requirements of Schedule IV of the Companies Act 2013, a separate meeting of Independent Directors without the presence of executive directors was held on 20<sup>th</sup> March, 2015, inter alia, to discuss:

- evaluation of the performance of Non-independent Directors and the Board of Directors as a whole;
- evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive Directors;
- evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties;
- all independent Directors were present at the Meeting.

#### **(e) Nomination and Remuneration Committee**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee".

The composition of the Nomination and Remuneration Committee as at 31<sup>st</sup> March, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Meetings held on			
		28 <sup>th</sup> Apr, 2014	23 <sup>rd</sup> Jul, 2014	27 <sup>th</sup> Oct, 2014	22 <sup>nd</sup> Jan, 2015
Mr. Dhaval J. Soni	Chairman	Yes	Yes	Yes	Yes
Mr. Mohib N. Khericha	Member	Yes	Yes	Yes	Yes
Mr. Mohan M. Jayakar	Member	Yes	Yes	Yes	Yes

The terms of reference of the Committee inter alia, include the following:

- succession planning of the Board of Directors and Senior Management Employees;
- identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.



## Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

## Terms of Appointment & Remuneration of Directors

Remuneration paid to Directors (excluding contribution to Gratuity and Provision for Leave Encashment on Retirement) during the year ended 31<sup>st</sup> March, 2015 are given below:

Sr. No.	Name	Designation	Salary & Perquisites Rs.	Sitting fees Rs.	Commission Rs.	Total Rs.
1	Mr. Jayant P. Soni	Chairman & Managing Director	2,400,000	Nil	Nil	2,400,000
2	Mr. Dhaval J Soni	Whole-time Director	2,400,000	Nil	Nil	2,400,000
3	Mr. Vimal J. Soni *	Whole-time Director	2,400,000	Nil	Nil	2,400,000
4	Mr. Mohib N. Khericha	Independent Director	Nil	13,500	Nil	13,500
5	Mr. Mohan M. Jayakar	Independent Director	Nil	20,250	Nil	20,250
6	Dr. Vishnu J. Acharya	Independent Director	Nil	13,500	Nil	13,500

\* Resigned with effect from 26<sup>th</sup> March, 2015.

Note:

- The Salary and Perquisites include all fixed and variable elements of remuneration ie. salary, performance linked bonus and other allowances and benefits
- There were no other pecuniary relationships or transactions of non-executive directors vis a vis the Company. The Company has not issued any Stock Options to the Directors
- Pursuant to the limits approved by the Board, all Non-Executive Directors are paid Sitting fees of Rs. 2250 for attending such Board and Committee Meetings.
- Details of Service contract are given below :

Name	Date of Initial Appointment	Current Terms	From / To
Mr. Jayant P. Soni	1 <sup>st</sup> November, 1993	3 years	1 <sup>st</sup> April 2014 to 31 <sup>st</sup> March, 2017
Mr. Dhaval J. Soni	1 <sup>st</sup> August, 1994	3 years	1 <sup>st</sup> April 2014 to 31 <sup>st</sup> March, 2017

- For any termination of Service contract, the Company or the Non-Executive Director is required to give a notice of 3 months or pay 3 months salary in lieu thereof to the other party.

## **EXECUTIVE DIRECTORS:**

### **Managerial Remuneration**

Disclosure pursuant to Section 197(12) of Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided below:

There were 82 permanent employees on the roll's of the Company as on 31<sup>st</sup> March 2015 with median remuneration of Rs. 431,978.

Details of the ratio of the remuneration of each director to the median employee's remuneration of the Company for the year 2014-15 are given as below.

<b>Name of Director</b>	<b>Nature of Director ship</b>	<b>Median Ratio</b>
Mr. Jayant P. Soni	Chairman and Managing Director	5.56 : 1
Mr. Dhaval J. Soni	Whole-time Director	5.56 : 1
Mr. Vimal J. Soni *	Whole-time Director	5.56 : 1
Mr. Mohib N. Khericha	Independent Director	0.00 : 1
Mr. Mohan M. Jayakar	Independent Director	0.00 : 1
Dr. Vishnu J. Acharya	Independent Director	0.00 : 1

\* Resigned with effect from 26<sup>th</sup> March, 2015

### **Disclosures:**

#### (a) Related party transactions

There were no materially significant related party transactions having potential conflict with the interest of the Company at large during the financial year 2014-15. Related party disclosures are included in the notes forming part of the accounts as per Accounting Standard – 18 notified by the Companies (Accounting Standards) Rules, 2006.

#### (b) Disclosure requirement as per Listing Agreement on Corporate Governance –

The Company has broadly complied with all Statutory requirements of Listing Agreement with stock exchanges as well as regulations and guidelines prescribed by SEBI.

During the preceding 3 years, no penalty was imposed and / or stricture was made on it by any stock exchange or SEBI or any other statutory authority, on any matter related to capital markets or guidelines issued by Government.

#### (c) Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated 4<sup>th</sup> April, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

#### (d) Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on Microsoft Dynamics NAV platform and have a strong monitoring and reporting process resulting in financial discipline and accountability.

(e) CEO and MD / CFO Certification

The CEO and MD and the CFO have issued relevant certificates pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms a part of the Annual Report.

(f) Code of Conduct

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website [www.photoquip.com](http://www.photoquip.com).

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity at the work place in business practices and in dealing with stakeholders. The Code gives guidance, through examples, on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members, Senior Management personnel and designated employees have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

(g) Vigil Mechanism / Whistle Blower Policy

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. Pursuant thereto, the concerned person should make full disclosure of all facts and circumstances thereof to Managing Director of the Company. Also Officers and employees must first obtain approval from the Managing director before accepting a Directorship.

(h) Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary and Head Compliance is responsible for implementation of the Code.

(i) Means of Communication

i. Half yearly report sent to each shareholders registered address	No
ii. In which newspapers quarterly results were normally published	Financial Express, Mumbai Lakshadweep
iii. Any Website where results or official news are displayed	BSE Official Website, <a href="http://www.photoquip.com">www.photoquip.com</a>

**General Shareholder Information**

**A) Market Information**

**Listing on Stock Exchanges**

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name and Address of the Stock Exchanges	Stock Code/ Scrip Code	ISIN Number for NSDL/CDSL (Dematerialized share)
BSE Limited 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	526588	ISIN – INE 813B01016
Ahmedabad Stock Exchange 1 <sup>st</sup> floor, Kanchenu Complex, Panjarapole, Ambawadi, Opp Sahajanand College, Ahmedabad – 380 015	44881	ISIN – INE 813B01016

## B) Share Price on BSE vis-a-vis BSE Sensex April 2014 - March 2015

Month	BSE Sensex Close	Share Price			No. of shares traded during the month	Turnover Rs.
		High	Low	Close		
Apr 2014	22,417.80	37.50	30.85	34.85	22,226	7,48,367
May 2014	24,217.34	36.45	30.20	34.00	36,177	11,95,329
Jun 2014	25,413.78	33.85	25.20	28.80	2,27,866	62,97,016
Jul 2014	25,894.97	33.00	25.30	29.05	71,765	20,56,384
Aug 2014	26,638.11	34.70	25.30	34.00	36,840	11,34,535
Sep 2014	26,630.51	36.75	29.90	31.90	45,473	14,89,354
Oct 2014	27,865.83	37.90	30.35	32.95	16,647	5,37,775
Nov 2014	28,693.99	36.70	28.05	30.00	35,860	10,89,010
Dec 2014	27,499.42	34.50	26.00	31.75	39,758	11,88,551
Jan 2015	29,182.95	35.15	28.00	30.00	28,578	8,89,970
Feb 2015	29,361.50	32.90	25.85	28.20	26,837	7,95,074
Mar 2015	27,957.49	32.90	22.90	26.15	84,778	23,71,562

## C) Book Closure :

The register of members and share transfer books of the Company will remain closed from 22<sup>nd</sup> September 2015 to 28<sup>th</sup> September, 2015 (Both days inclusive)

## Share Transfer System and other related matters

### A) Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

### B) Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

### C) Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

### D) Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

Sr.	Nature of Queries/Compliant	Pending as	Received	Redressed	Pending as
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No.		on 1 <sup>st</sup> April , 2014	during the year	during the year	on 31 <sup>st</sup> March, 2015
1	Transfer/Transmission/Issue of Duplicate Share Certificate	Nil	2	2	Nil
2	De-materialisation/Re-materialisation of Shares	Nil	Nil	Nil	Nil
3	Complaints received from:				
	SEBI	Nil	Nil	Nil	Nil
	Stock Exchanges/NSDL/CDSL	Nil	Nil	Nil	Nil
	ROC/MCA/Others	Nil	Nil	Nil	Nil
4	Others	Nil	Nil	Nil	Nil
	Grand Total	Nil	2	2	Nil

#### E) Reconciliation of Share Capital Audit

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

#### Shareholding Pattern on the basis of ownership as on 31<sup>st</sup> March, 2015

Sr. No.	Category	No. of Shares	Total Shares	% to Share Holding
<b>A</b>	<b>Based in India (Promoter)</b>			
i.	Indian Ind/HUF and Relatives	26,71,990		55.66
ii.	Persons acting in concert	1,25,000	27,96,990	2.60
<b>B</b>	<b>Public Holding (Institutions)</b>			
i.	Mutual Funds	5,000		0.10
ii.	Venture Cap Fund	12,000		0.25
iii.	Foreign Ven. Cap. Inv.	1,300	18,300	0.03
<b>C.</b>	<b>Non Institutions</b>			
a.	Indian Corp Bodies / Trust / Partnership	68,187		1.42
b.	Individual Holding	Nil		0.00
i.	Upto Rs. 1/- lac	10,24,984		21.35
ii.	Above Rs. 1/- lac	7,27,913	18,21,084	15.16
<b>D.</b>	<b>Any Other Clearing Members</b>	1,64,426	1,64,426	3.42
	<b>TOTAL</b>	<b>48,00,800</b>	<b>48,00,800</b>	<b>100.00</b>

Dematerialization of shares and liquidity - **90.99%** of the paid-up capital has been dematerialized as on 31<sup>st</sup> March, 2015 and **9.01%** of the paid-up capital is in physical form.

The Company has not issued any GDRs / ADRs.

SEBI has directed that all issuer Companies shall obtain quarterly certificate regarding reconciliation of shares held in both depositories and in physical form. The said certificate is obtained from a practicing Company Secretary and submitted to the stock exchange within 30 days of the end of each quarter.

#### Statement showing Shareholding of more than 1% of the Capital as on March 31, 2015

Sr. No.	Name of the Shareholder	No. of	Percentage of
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		<b>Shares</b>	<b>Capital</b>
1.	Jayant Purshottam Soni	9,22,247	19.21
2.	Vimal Jayant Soni	6,54,277	13.63
3.	Dhaval Jayant Soni	5,31,400	11.07
4.	Tara Jayant Soni	5,27,395	10.99
5.	Piri Systems Pvt Ltd	1,25,000	2.60
6.	Rajesh Kumar Agrawal	1,09,166	2.27
7.	Sudha Ashok Ajmera	64,997	1.35
8.	Ashok Parmanand Ajmera	48,314	1.01
	<b>Total Public [1% and Above]</b>	<b>29,88,875</b>	<b>62.26</b>

### **Dematerialisation of Shares and Liquidity**

The break-up of equity shares held in Physical and Dematerialised form as on 31<sup>st</sup> March, 2015, is given below:

<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage</b>
Physical Segment	4,32,351	9.01
Demat Segment		
NSDL	37,96,310	79.07
CDSL	5,72,139	11.92
Total	48,00,800	100.00

### **General Body Meetings**

Particulars of last three Annual General Meetings held at registered office situated at A-33, Royal Industrial Estate, Naigaon Cross Road, Wadala (E) Mumbai- 400031.

<b>AGM</b>	<b>For the Year ended</b>	<b>Date</b>	<b>Time</b>
20 <sup>th</sup>	31 <sup>st</sup> March, 2012	29 <sup>th</sup> Sep, 2012	03:00 p.m.
21 <sup>st</sup>	31 <sup>st</sup> March, 2013	30 <sup>th</sup> Sep, 2013	09.30 a.m.
22 <sup>nd</sup>	31 <sup>st</sup> March, 2014	30 <sup>th</sup> Sep, 2014	11.00 a.m.

Meetings for approval of quarterly and annual financial results were held on the following dates

<b>Quarter</b>	<b>Date of Board Meeting</b>
1 <sup>st</sup> Quarter	30 <sup>th</sup> May 2014
2 <sup>nd</sup> Quarter	14 <sup>th</sup> Nov 2014
3 <sup>rd</sup> Quarter	13 <sup>th</sup> Feb 2015
4 <sup>th</sup> Quarter	30 <sup>th</sup> May 2015

### **Special Resolutions passed through postal ballot during 2014-15**

The shareholders of the Company have approved with requisite majority, the following Special Resolutions under the provisions of the Companies Act 2013

1. Authority to Board of Directors to transfer, sell, lease, assign, deliver or otherwise dispose off, General Lighting Division of the Company, upto a sum not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only).
2. Authority to Board of Directors to create charges, pledge, lease, mortgages and hypothecations, upto a sum not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only)
3. Authority to Board of Directors to borrow money upto a sum not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only)

4. Authority to Board of Directors to make loans, investments and give guarantees upto a sum not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only).
5. Alteration of Articles of Association of the Company

Postal Ballot notice dated 4<sup>th</sup> November, 2014 was served to all shareholders for voting as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014. Mrs. Heena Shah, Practicing Company Secretary was appointed as scrutinizer for conduct of postal ballot. The details of the voting are as under:

1. Authority to Board of Directors to transfer, sell, lease, assign, deliver or otherwise dispose off the General Lighting Division of the Company, upto a sum not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only).

**Type of Resolution passed – Special**

Promoter / Public	No. of Share held	No. of votes polled / E-voted	% of Votes Polled on Outstanding Shares	No. of Votes-in Favor	No .of Votes-Against	% of Votes in Favor On votes Polled	% of Votes Against On votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoters	27,92,110	20,71,745	74.20	20,71,745	0	100.00	0
Public	20,08,690	3,58,258	17.84	2,94,234	64,024	82.13	17.87
Total	48,00,800	24,30,003	92.04	23,65,979	64,024	97.37	2.63

**Note:** The above resolution was passed unanimously

2. Authority to Board of Directors to create charges, pledge, lease, mortgages and hypothecations, upto a sum not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only)

**Type of Resolution passed – Special**

Promoter / Public	No. of Share held	No. of votes polled / E-voted	% of Votes Polled on Outstanding Shares	No. of Votes-in Favor	No .of Votes-Against	% of Votes in Favor On votes Polled	% of Votes Against On votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoters	27,92,110	20,71,745	74.20	20,71,745	0	100.00	0
Public	20,08,690	3,58,258	17.84	3,58,258	0	100.00	0
Total	48,00,800	24,30,003	92.04	24,30,003	0	100.00	0

**Note:** The above resolution was passed unanimously

3. Authority to Board of Directors to borrow money upto a sum not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only)

**Type of Resolution passed – Special**

Promoter / Public	No. of Share held	No. of votes polled / E-voted	% of Votes Polled on Outstanding Shares	No. of Votes-in Favor	No. of Votes-Against	% of Votes in Favor On votes Polled	% of Votes Against On votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoters	27,92,110	20,71,745	74.20	20,71,745	0	100.00	0
Public	20,08,690	3,58,258	17.84	3,58,158	100	99.97	0.03
Total	48,00,800	24,30,003	92.04	24,29,903	100	99.99	0.01

**Note:** The above resolution was passed unanimously

4. Authority to Board of Directors to make loans, investments and give guarantees upto a sum not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only).

**Type of Resolution passed – Special**

Promoter / Public	No. of Share held	No. of votes polled / E-voted	% of Votes Polled on Outstanding Shares	No. of Votes-in Favor	No. of Votes-Against	% of Votes in Favor On votes Polled	% of Votes Against On votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoters	27,92,110	20,71,745	74.20	20,71,745	0	100.00	0
Public	20,08,690	3,58,258	17.84	3,58,058	200	99.94	0.05
Total	48,00,800	24,30,003	92.04	24,29,803	200	99.99	0.01

**Note:** The above resolution was passed unanimously

5. Alteration of Articles of Association of the Company

**Type of Resolution passed – Special**

Promoter / Public	No. of Share held	No. of votes polled / E-voted	% of Votes Polled on Outstanding Shares	No. of Votes-in Favor	No. of Votes-Against	% of Votes in Favor On votes Polled	% of Votes Against On votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoters	27,92,110	20,71,745	74.20	20,71,745	0	100.00	0
Public	20,08,690	3,58,258	17.84	3,58,158	100	99.97	0.03
Total	48,00,800	24,30,003	92.04	24,29,903	100	99.99	0.01

**Note:** The above resolution was passed unanimously

All the above special resolutions were passed with requisite majority on 23<sup>rd</sup> December, 2014



## E-Voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Ltd. (CDSL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the Company has sent assent / dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

## Financial Calendar - 2015:

Listing of Equity shares on stock exchanges.	Bombay Stock Exchange Ahmedabad Stock Exchange
BSE Stock Code	526588
ASE Stock Code	44881
Registrar and Transfer Agents	Sharex Dynamic India Pvt. Ltd.
<b>Financial Year – FY 2014-15</b>	1 <sup>st</sup> April 2014 to 31 <sup>st</sup> March 2015
Board Meeting for consideration of audited results for the financial year ended 31 <sup>st</sup> March, 2015	30 <sup>th</sup> May 2015
Posting of Annual Reports – FY 2014-15	3 <sup>rd</sup> September, 2015
Book Closure Date	22 <sup>nd</sup> September, 2015 to 28 <sup>th</sup> September, 2015
Last date for receipt of Proxy Forms	26 <sup>th</sup> September, 2015
AGM – FY 2014-15	28 <sup>th</sup> September, 2015, 03.00 p.m. A/33, Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400031
Dividend Payment Date	Not applicable

## Financial Calendar – 2016

<b>Financial year – 2015-16</b>	1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> March, 2016
Unaudited financial results for the first three quarters	Board meeting to be held within forty five days from the end of each quarter, Financial results will be intimated to stock exchanges within fifteen minutes of the conclusion of Board meeting.
Fourth quarter results / annual audited financial results for the year ending on 31 <sup>st</sup> March, 2016	Board meeting to be held on or before 30 <sup>th</sup> May, 2016. Financial results will be intimated to stock exchanges within fifteen minutes of the conclusion of Board meeting.
AGM – FY 2015-16	September 2016 (tentative)

## By Order of the Board

**Mr. Jayant P. Soni**  
Chairman and Managing Director

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

## CERTIFICATION BY CEO / CFO UNDER CLAUSE 49 V OF THE LISTING AGREEMENT

The Board of Directors,  
Photoquip India Ltd.

We have reviewed the financial statements and the cash flow statement of Photoquip India Ltd. for the year ended 31<sup>st</sup> March, 2015 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Mr. Jayant P. Soni**  
Chairman and Managing Director

**Mr. Dhaval J. Soni**  
Whole-time Director and CFO

Place: Mumbai  
Date : 30<sup>th</sup> May, 2015

## COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March, 2015.

### By Order of the Board

**Mr. Jayant P. Soni**

Chairman and Managing Director

Place: Mumbai

Date : 30<sup>th</sup> May, 2015

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### DECLARATION BY MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To  
The Members  
Photoquip India Ltd.

I hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with their respective codes for the financial year ended 31st March, 2015.

### By Order of the Board

**Mr. Jayant P. Soni**

Chairman and Managing Director

Place: Mumbai

Date : 30<sup>th</sup> May, 2015

## Annexure III

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### ❖ FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

#### ❖ INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is engaged in Photographic and Allied Products industry. The Company manufactures, exports and trades in Digital Studio Flashlights and Photographic Accessories and similar products. It is an OEM for Elinchrom SA, a Company based in Switzerland and a renowned named in the global photographic industry. It is a distributor for Elinchrom SA in India since 1986. The Company, over the decades, has been understanding and catering to the needs of the photographic fraternity and has dedicatedly ensured that every photo studio is equipped with the best equipment that meets the most stringent requirements.

The strong fundamental character of Indian economy indicating the increase in production activities act as fuel for the growth of the Company.

#### ❖ BUSINESS OVERVIEW

The financial highlights of FY 2014-15 are given below: -

Particulars	Rs. In Lacs
Sales for the year 2014-15	10,114.18
Add: Other Income	37.62
Gross Operating Income	10,151.80
Provision for Taxation	Nil
Deferred Tax Liability / (Asset)	(168.20)
Taxes of Earlier years	22.39
Profit after tax	(296.30)
Paid-up equity Share Capital as on 31 <sup>st</sup> Mar 2015	480.08

#### ❖ MARKETING

The Company is setting up a good marketing team to boost its turnover.

#### ❖ SWOT ANALYSIS

##### a) STRENGTHS

Our strengths are our experience and our presence in this field since last 2 decades, adaptation to modern technology & a competent and committed workforce, who have extensive experience in the industry. Their skills, industry knowledge and operating experience provide significant competitive advantages to the Company.

##### b) OPPORTUNITIES

The photographic market is rapidly maturing in India and therein lies an opportunity for the Company to capitalize. The Company has strong Research and Development base and uses cutting edge technology in development of digital studio flash lights and other products.

The Company participates in various exhibitions and workshops and is in the process of tapping the right opportunities to expand its client base.

##### c) THREATS / WEAKNESSES

The Company is a distributor for Elinchrom SA. Its majority of exports sale are made to a single buyer. The constant fluctuations in foreign exchange and global recession are the threats that the Company encounters frequently.

#### ❖ **INTERNAL CONTROL**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

#### ❖ **SEGMENT WISE REPORTING**

During the year under review, Company has two segments ie.

1. Digital Studio Lights and Photographic accessories
2. General Lighting – In view of stiff competition and non-viability of continuing the business, the Company is looking forward to sell / lease / dispose off this segment. With effect from 14th April, 2015 the Company has granted licence to Corvi LED Pvt. Ltd. to use the intellectual property rights of the brand "corvi".

#### ❖ **OUTLOOK**

Effective initiatives have been adopted by your Company for technological advances in the areas of business which has resulted in reduction in cost of production and improvement in quality of products.

#### ❖ **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The Company organizes various developmental programs for its employees relating to improvement of behavioral / managerial and core competencies. These programs help employees to keep them updated with the latest developments and changes happening in the filed of operations, technology, HR, finance etc.

#### ❖ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The Company is aggressively pursuing its marketing strategy of increasing the market share which is reflecting in enhanced sales volume during FY 2015.

The Sales during the financial year 2014-15 have increased to Rs. 101.14 crore as compared to Rs. 91.42 crores in the previous year on account of increase in sales in trading activity.

#### ❖ **RISKS AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

#### ❖ **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" 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 global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

## Annexure IV

### FORM NO. MGT- 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31<sup>st</sup> March, 2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management and Administration) Rules, 2014.

#### I. Registration and Other Details:

1.	CIN	L74940MH1992PLC067864
2.	Registration Date	July 24, 1992
3.	Name of the Company	Photoquip India Ltd.
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office and contact details	A/33, Royal Industrial Estate, Naigaon, Cross Road, Wadala, Mumbai – 400 031. Phone : 022- 61474000
6.	Whether listed Company	Listed Company
7.	Name, Address and contact details of the Registrar and Transfer Agent, if any.	Sharex Dynamic India Private Ltd. Unit -1, Luthra Industrial Premises, Safed Pool, Andheri-Kurla Road, Andheri (E), Mumbai – 400 072.  Phone: 2851 5606, 2851 5644, Fax : 2851 2885.

#### 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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Digital Studio Flash Lights and Photographic Accessories	31505 & 33208	67.12%
2	General LED Lighting	31509	32.88%

#### **VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)** Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	2653085	0	2653085	55.263	267990	0	267990	55.657	0.394



i) Others (specify)									
<b>Sub-total (B)(1):-</b>	12000	6300	18300	0.381	12000	6300	18300	0.381	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	35723	11900	47623	0.992	53287	11900	68187	1.42	0.428
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	777515	330351	1107866	23.077	700833	324151	1024984	21.35	-1.727
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	658688	0	685688	14.283	727913	0	727913	15.162	0.879
c) Others (specify)									
Non Resident Indians	45608	95200	140808	2.933	44200	90000	134200	2.795	-0.138
Overseas Corporate Bodies	22400	0	22400	0.467	22400	0	22400	0.467	0
Foreign Nationals									
Clearing Members	30	0	30	0.001	7826	0	78260	0.163	0.162
Trusts									
Foreign Bodies - D R									
<b>Sub-total (B)(2):-</b>	1566964	437451	2004415	41.753	1559459	426051	1985510	41.357	-0.396
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1578964	443751	2022715	42.134	1571459	432351	2003810	41.738	-0.396



<b>C. Shares held by Custodian for GDRs and ADRs</b>									0
<b>Grand Total (A+B+C)</b>	43570 49	4437 51	48008 00	100.00	43684 49	432351	4800 800	100.00	0

B) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	Jayant Purshottam Soni	9,03,342	18.816	Nil	9,22,247	19.21	Nil	0.394
2	Vimal Jayant Soni	6,54,277	13.628	Nil	6,54,277	13.628	Nil	Nil
3	Dhaval Jayant Soni	5,31,400	11.069	Nil	5,31,400	11.069	Nil	Nil
4	Tara Jayant Soni	5,27,395	10.986	Nil	5,27,395	10.986	Nil	Nil
5	Piri Systems Pvt Ltd	1,25,000	2.604	Nil	1,25,000	2.604	Nil	Nil
6	Anju Dhaval Soni	16,300	0.34	Nil	16,300	0.34	Nil	Nil
7	Pulin Dhaval Soni	8,400	0.175	Nil	8,400	0.175	Nil	Nil
8	Jenita Dhaval Soni	6,000	0.125	Nil	6,000	0.125	Nil	Nil
9	Kruti Harshvardhan Suthar	5,971	0.124	Nil	5,971	0.124	Nil	Nil

C) Change in Promoters' Shareholding

Sr. No.	Particulars	Date	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.	<b>Jayant P. Soni</b>					
	At the beginning of the year	01.04.2014	9,03,342	18.816	9,03,342	18.816

	Transfer	13.06.2014	14,025	0.293	9,17,367	19.109
	Transfer	20.03.2015	250	0.005	9,17,617	19.114
	Transfer	27.03.2015	4,630	0.096	9,22,247	19.210
	At the end of the year	31.03.2015	-	-	9,22,247	19.210

**D) 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	Date	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.	<b>Luthria Girish Ghanshamdas</b>					
	At the beginning of the year	01.04.2014	42,300	0.881		
	At the end of the year	31.03.2015	-	-	42,300	0.881
2.	<b>Sanjay B. Shah</b>					
	At the beginning of the year	01.04.2014	45,417	0.946		
	At the end of the year	31.03.2015	-	-	45,417	0.946
3.	<b>Raj Kumar Lohia</b>					
	At the beginning of the year	01.04.2014	14,882	0.310	14,882	0.310
	Transfer	13.06.2014	18,739	0.390	33,621	0.700
	Transfer	11.07.2014	8,796	0.183	42,417	0.884
	At the end of the year	31.03.2015	-	-	42,417	0.884
4.	<b>Sudha Ashok Ajmera</b>					
	At the beginning of the year	01.04.2014	69,913	1.456	69,913	1.456
	Transfer	25.04.2014	978	0.020	70,891	1.477
	Transfer	23.05.2014	-500	-0.010	70,391	1.466
	Transfer	30.05.2014	500	0.010	70,891	1.477
	Transfer	13.06.2014	1,500	0.031	72,391	1.508
	Transfer	31.10.2014	346	0.007	72,737	1.515
	Transfer	07.11.2014	154	0.003	72,891	1.518
	Transfer	27.03.2015	-1,815	0.038	71,076	1.481
	At the end of the year	31.03.2015	-	-	71,076	1.481
5.	<b>Ashok Paramanand Ajmera</b>					
	At the beginning of the year	01.04.2014	45,087	0.939	45,087	0.939
	Transfer	09.05.2014	5	0.000	45,092	0.939
	Transfer	16.05.2014	663	0.014	45,755	0.953
	Transfer	23.05.2014	168	0.003	45,923	0.957
	Transfer	30.05.2014	450	0.009	46,373	0.966
	Transfer	13.06.2014	1,000	0.021	47,373	0.987
	Transfer	24.10.2014	310	0.006	47,683	0.993
	Transfer	31.10.2014	150	0.003	47,833	0.996
	Transfer	05.12.2014	1,000	0.021	48,833	1.017
	Transfer	27.03.2015	-519	-0.011	48,314	1.006

	At the end of the year	31.03.2015	-	-	48,314	1.006
<b>6.</b>	<b>Rajesh Kumar Agrawal</b>					
	At the beginning of the year	01.04.2014	55,100	1.148	55,100	1.148
	Transfer	04.04.2014	75	0.002	55,175	1.149
	Transfer	11.04.2014	2	0.000	55,177	1.149
	Transfer	25.04.2014	52	0.001	55,229	1.15
	Transfer	05.05.2014	1,850	0.039	57,079	1.189
	Transfer	09.05.2014	721	0.015	57,800	1.204
	Transfer	16.05.2014	12	0.000	57,812	1.204
	Transfer	23.05.2014	190	0.004	58,002	1.208
	Transfer	30.05.2014	1,504	0.031	59,506	1.24
	Transfer	06.06.2014	2,274	0.047	61,780	1.287
	Transfer	13.06.2014	1,000	0.021	62,780	1.308
	Transfer	20.06.2014	1,000	0.021	63,780	1.329
	Transfer	30.06.2014	1	0.000	63,781	1.329
	Transfer	25.07.2014	19	0.000	63,800	1.329
	Transfer	01.08.2014	5	0.000	63,805	1.329
	Transfer	22.08.2014	-495	-0.010	63,310	1.319
	Transfer	29.08.2014	-501	-0.010	62,809	1.308
	Transfer	05.09.2014	71	0.001	62,880	1.31
	Transfer	12.09.2014	20	0.000	62,900	1.31
	Transfer	19.09.2014	-400	-0.008	62,500	1.302
	Transfer	10.10.2014	681	0.014	63,181	1.316
	Transfer	17.10.2014	4	0.000	63,185	1.316
	Transfer	31.10.2014	38	0.001	63,223	1.317
	Transfer	07.11.2014	701	0.015	63,924	1.332
	Transfer	14.11.2014	111	0.002	64,035	1.334
	Transfer	28.11.2014	390	0.008	64,425	1.342
	Transfer	05.12.2014	51	0.001	64,476	1.343
	Transfer	12.12.2014	10,204	0.213	74,680	1.556
	Transfer	19.12.2014	2,651	0.055	77,331	1.611
	Transfer	31.12.2014	2,432	0.051	79,763	1.661
	Transfer	09.01.2015	2	0.000	79,765	1.661
	Transfer	16.01.2015	6	0.000	79,771	1.662
	Transfer	23.01.2015	1,929	0.040	81,700	1.702
	Transfer	20.02.2015	1,556	0.032	83,256	1.734
	Transfer	06.03.2015	-425	-0.009	82,831	1.725
	Transfer	13.03.2015	1,034	0.022	83,865	1.747
	Transfer	20.03.2015	1	0.000	83,866	1.747
	Transfer	27.03.2015	101	0.002	83,967	1.749
	Transfer	31.03.2015	25,199	0.525	1,09,166	2.274
	At the end of the year	31.03.2015	-	-	1,09,166	2.274
<b>7.</b>	<b>Javed Sajjadmehdi Saiyed</b>					
	At the beginning of the year	01.04.2014	32,412	0.675		
	At the end of the year	31.03.2015	-	-	32,412	0.675
<b>8.</b>	<b>Haresh Chamanlal Soni</b>					
	At the beginning of the year	01.04.2014	56,783	1.183	56,783	1.183
	Transfer	04.04.2015	-200	-0.004	56,583	1.179

	Transfer	25.04.2015	-500	-0.010	56,083	1.168
	Transfer	02.05.2015	-500	-0.010	55,583	1.158
	Transfer	16.05.2015	-2,100	-0.044	53,583	1.114
	Transfer	23.05.2015	-3,483	-0.073	50,000	1.041
	Transfer	30.06.2015	-1,000	-0.021	49,000	1.021
	Transfer	29.08.2015	-2,000	-0.042	47,000	0.979
	Transfer	19.09.2015	-650	-0.014	46,350	0.965
	Transfer	27.09.2015	-1,000	-0.021	45,350	0.945
	Transfer	24.10.2015	-1,350	-0.028	44,000	0.917
	Transfer	19.12.2015	-30	-0.001	43,970	0.916
	Transfer	09.01.2015	-261	-0.005	43,709	0.910
	Transfer	23.01.2015	-2,000	-0.042	41,709	0.869
	Transfer	30.01.2015	-1	-0.000	41,708	0.869
	Transfer	27.02.2015	-225	-0.005	41,483	0.864
	Transfer	13.03.2015	-500	-0.010	40,983	0.854
	Transfer	27.03.2015	-1,000	-0.021	39,983	0.833
	At the end of the year	31.03.2015	-	-	39,983	0.833
9.	<b>Dheeraj Kumar Lohia</b>					
	At the beginning of the year	01.04.2014	775	0.016	775	0.016
	Transfer	20.06.2014	18,812	0.392	19,587	0.408
	Transfer	18.07.2014	2,100	0.044	21,687	0.452
	Transfer	25.07.2014	6,163	0.128	27,850	0.58
	Transfer	01.08.2014	12,494	0.260	40,344	0.84
	Transfer	08.08.2014	446	0.009	40,790	0.85
	At the end of the year	31.03.2015	-	-	40,790	0.85
10.	<b>Bainabi Pramanik</b>					
	At the beginning of the year	01.04.2014	34,112	0.711	34,112	0.711
	At the end of the year	31.03.2015	-	-	34,112	0.711

E) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	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.	<b>Mohan Motiram Jayakar</b>					
	At the beginning of the year	01.04.2014	9,900	0.206		
	Transfer		Nil	Nil		
	At the end of the year				9,900	0.206
2.	<b>Dr. Vishnu Jadavji Acharya</b>					
	At the beginning of the year	01.04.2014	12,694	0.264		
	Transfer	24.07.2014	-12,694	-0.264		
	At the end of the year				Nil	Nil

3	<b>Vishnu Jadavji Acharya (HUF)</b>					
	At the beginning of the year	01.04.2014	4,900	0.102		
	Transfer	07.07.2014	-4,900	-0.102		
	At the end of the year	31.03.2015			Nil	Nil
4	<b>Snehalata Vishnudatt Acharya</b>					
	At the beginning of the year	01.04.2014	10,000	0.208		
	Transfer	07.07.2014	-10,000	-0.208		
	At the end of the year	31.03.2015			Nil	Nil

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year		Nil	Nil	
i) Principal Amount	6,17,89,861	Nil	Nil	6,17,89,861
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	6,17,89,861	Nil	Nil	6,17,89,861
Change in Indebtedness during the financial year				
- Addition	18,10,891	Nil	Nil	18,10,891
- Reduction	(1,30,37,761)	Nil	Nil	(1,30,37,761)
Net Change	(1,12,26,870)	Nil	Nil	(1,12,26,870)
Indebtedness at the end of the financial year		Nil	Nil	
i) Principal Amount	5,05,62,992	Nil	Nil	5,05,62,992
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	5,05,62,992	Nil	Nil	5,05,62,992

**G. Remuneration of Directors and Key Managerial Personnel**

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

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Jayant P. Soni	Dhaval J. Soni	Vimal J. Soni *	
					Rs.
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	24,00,000	24,00,000	24,00,000	72,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil

2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	24,00,000	24,00,000	24,00,000	72,00,000
	Ceiling as per the Act	42,00,000	42,00,000	42,00,000	1,26,00,000

\* Resigned with effect from 26<sup>th</sup> March, 2015.

#### B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount Rs.
		Mohib N. Khericha	Mohan M Jayakar	Dr. Vishnu J Acharya	
1	Independent Directors				
	Fee for attending board committee meetings	13,500	20,250	13,500	47,250
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	13,500	20,250	13,500	47,250
2	Other Non-Executive Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	13,500	20,250	13,500	47,250
	Overall Ceiling as per the Act	100,000	100,000	100,000	300,000

**B. Remuneration to Key Managerial Personnel other than Managing Director / Manager / Whole-time Director – The Company does not have any other Key Managerial Personnel other than mentioned above. Hence no information is provided.**

#### XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil

Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

## Annexure V

### **FORM NO. AOC -2 – Disclosure of particulars of contracts / agreements with Related parties** **(Pursuant to clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party and nature of relationship	Piri Systems Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	Leave and License agreement for use of office premises
c)	Duration of the contracts / arrangements / transaction	1 <sup>st</sup> March 2009 to 28 <sup>th</sup> February, 2019
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Monthly lease rentals of Rs. 21,000
e)	Justification for entering into such contracts or arrangements or transactions'	Business purpose
f)	Date of approval by the Board	21 <sup>st</sup> January, 2009
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	30 <sup>th</sup> September, 2009

#### 2. Details of contracts or arrangements or transactions at Arm's length basis.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party and nature of relationship	Corvi LED Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	Licensing agreement for use of intellectual property rights of the brand "corvi"
c)	Duration of the contracts/ arrangements/ transaction	Ongoing, unless mutually terminated, in writing, by either party
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Exclusive use of the intellectual property rights of the brand "corvi". Royalty @ 1% on sales per month, subject to a minimum of Rs. 2,00,000/- per month
e)	Date of approval by the Board	13 <sup>th</sup> April, 2015
f)	Amount paid as advances, if any	Not applicable



## Annexure VI

### Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

The Members

Photoquip India Ltd.  
A-33, Royal Industrial Estate  
Naigaon Cross Road  
Wadala, Mumbai – 400 031

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Photoquip India Ltd. (hereinafter called the Company) CIN L74940MH1992PLC067864. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper broad-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> 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 and Overseas Direct Investment;
- (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; - (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);
  - (i) Other applicable Laws, namely,
    - a. Income Tax Act, 1961
    - b. Wealth Tax Act, 1948
    - c. Service Tax Act, 1994
    - d. Customs Act, 1962
    - e. The Indian Stamp Act, 1889
    - f. The Industrial and Labour Laws consisting of –

- i. Contract Labour (Regulation and Abolition) Act, 1970
- ii. The Minimum Wages Act, 1948
- iii. Payment of Wages Act, 1936
- iv. Payment of Gratuity Act, 1972
- v. Employees Provident Fund and Misc. Provisions Act, 1952
- vi. Shop and Establishment Act, as applicable
- vii. Sexual Harassment of Women at work places (Prevention and Redressal) Act, 2013

Based on the representation received from the Company, I further report that there are no specific laws applicable to the Company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India - (Not notified hence not applicable to the Company during the audit period);

(ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange and Ahmedabad Stock Exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Independent Directors.

Subject to the approval of the Members in the General Meeting, the Board of Directors of the Company has approved for variation of terms of appointment of Mr. Dhaval J. Soni from non-retiring Director to Director liable to retire by rotation, to satisfy the conditions of Section 152 of the Companies Act 2013.

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be, while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period the company has proposed to dispose off or sell the General Lighting Division of the Company pursuant to Section 180 of the Companies Act 2013.

Place : Mumbai  
Date : 19<sup>th</sup> May, 2015

Sd/-  
CS Heena Shah  
ACS No.:17872  
C P No.: 7918

**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  
Photoquip India Ltd.  
A-33, Royal Industrial Estate  
Naigaon Cross Road  
Wadala, Mumbai – 400 031

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

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

Place : Mumbai  
Date : 19<sup>th</sup> May, 2015

Sd/-  
CS Heena Shah  
ACS No.:17872  
C P No.: 7918

**MAYANK SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**706/708 MAHAKANT  
OPP.V.S.HOSPITAL,  
ELLIS BRIDGE,  
AHMEDABAD – 380 006**

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF PHOTOQUIP INDIA LTD.**

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

We have audited the accompanying financial statements of **PHOTOQUIP INDIA LTD.** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters 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 the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions 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; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give 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 an 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 Directors, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its loss and its cash flows for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those 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) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2015 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.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The company has disclosed the impact of pending litigations as at 31st March, 2015 on its financial position in its financial statements – Refer Note 29 to the Financial Statements.
    - ii. The company did not have any long term contracts including derivative contracts for

- which there were any material foreseeable losses under the applicable law or accounting standards.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For MayankShah & Associates  
Chartered Accountants  
Firm Registration No: 106109W

Ahmedabad  
May 30, 2015

F.S. SHAH  
Partner  
Membership No. 133589

**Annexure to the Independent Auditors' Report**

**(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date)**

- (i) (a)The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets;
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventories,
- (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.

- (b) In our opinion and according to information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business;
- (c) In our opinion and according to information and explanation given to us, the Company has maintained proper records of inventory. The discrepancies noticed on verification between physical stocks and book records were not material;
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Therefore, Provision of Clause (iii) (b) of the said order is not applicable to the Company. However company had granted the interest free unsecured deposits for leased premises taken by Company of Rs.68,71,156/- and advances of Rs.12,61,618/- for Capital Assets to concern in which Directors are interested.
- (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 with regard to sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- (v) The Company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Act and rules framed there under.
- (vi) In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and material statutory dues wherever applicable have generally been regularly deposited during the year by the Company with the appropriate authorities. Further, According to the information and explanations given to us, no such undisputed amounts payable were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, details of dues towards Income Tax, and Sales Tax including Value Added Tax which have not been deposited by the Company on account of disputes are as follows:

<b>Statement of Disputed Dues</b>				
<b>Name of the Statute</b>	<b>Nature of the Dues</b>	<b>Amount (in Rs)</b>	<b>Period to which amount relates</b>	<b>Forum where dispute is pending</b>

Bombay Sales Tax Act, 1959	Sales Tax	3,49,620	A.Y. 2002-03	Assistant Commissioner of Sales Tax, Mumbai
	Sales Tax	10,75,138	A.Y. 2001-02	Assistant Commissioner of Sales Tax, Mumbai
	Sales Tax	7,85,185	A.Y. 2000-01	Assistant Commissioner of Sales Tax, Mumbai
Income Tax Act, 1961.	Income Tax	49,00,228	A.Y. 2006-07	Commissioner of Income Tax (Appeals)

According to the information and explanations given to us, there are no dues of wealth tax, Excise Duty, Service Tax, Customs Duty and Cess which have not been deposited with the appropriate authorities on account of any dispute.

- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (viii) The Company does not have any accumulated loss at the end of the financial year. It has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a bank or financial institutions. Further, in our opinion and according to information and explanations given to us, the Company did not have any outstanding debenture holders during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
- (xi) In our opinion and according to the information and explanations given to us, the term loans taken by the Company has 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 out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For **Mayank Shah & Associates**  
Chartered Accountants  
Firm Registration No: 106109W

Ahmedabad  
May 30, 2015

**F.S. SHAH**  
Partner  
Membership No. 133589



**PHOTOQUIP INDIA LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2015**

Amount (In Rs.)

PARTICULARS	NOTES	As at 31st March,2015	As at 31st March,2014
<b>EQUITY AND LIABILITIES</b>			
<b>1 Shareholder's funds</b>			
Share Capital	2	48,008,000	48,008,000
Reserves & Surplus	3	215,739,412	246,069,543
		<b>263,747,412</b>	<b>294,077,543</b>
<b>2 Non-current liabilities</b>			
Long term Borrowings	4	30,059,720	47,578,173
		<b>30,059,720</b>	<b>47,578,173</b>
<b>3 Current liabilities</b>			
Short-term Borrowings	5	78,975,297	48,832,550
Trade Payables	6	128,716,716	113,897,461
Other Current Liabilities	7	21,619,144	15,495,226
Short-term Provisions	8	11,774,910	10,290,659
		<b>241,086,067</b>	<b>188,515,897</b>
<b>TOTAL</b>		<b>534,893,198</b>	<b>530,171,613</b>
<b>ASSETS</b>			
<b>1 Non-current Assets</b>			
Fixed Assets	9		
Tangible Assets		122,955,126	116,373,506
Intangible Assets		19,378,510	14,661,182
Capital Work in Progress		2,737,671	326,960
		<b>145,071,307</b>	<b>131,361,648</b>
Non-current Investments	10	286,300	286,300
Deferred Tax Assets (Net)	11	20,116,586	2,983,450
Long-term Loans and Advances	12	119,252,858	110,322,784
Other Non Current Assets	13	27,791,318	34,392,641
		<b>167,447,061</b>	<b>147,985,175</b>
<b>2 Current Assets</b>			
Inventories	14	101,577,120	79,064,800
Trade Receivables	15	26,924,810	42,123,789
Cash and Bank Balances	16	16,709,343	26,413,180
Short-term Loans and Advances	17	74,680,533	103,223,020
Other Current Assets	18	2,483,025	-
		<b>222,374,830</b>	<b>250,824,790</b>
<b>TOTAL</b>		<b>534,893,198</b>	<b>530,171,613</b>
Significant Accounting Polices	1		
The notes are an integral part of the financial statements			

As per our report of even date attached

**For MAYANK SHAH & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
Firm Registration No. 106109W

**(F.S.SHAH)**  
**PARTNER**  
**Membership No. 133589**

**Mumbai**  
**30th May, 2015**

**For AND ON BEHALF OF THE BOARD**

**Jayant P. Soni**  
Chairman & Managing Director  
**DIN : 00249057**

**Dhaval J. Soni**  
Whole-time Director & CFO  
**DIN : 00751362**

**Mumbai**  
**30th May, 2015**

**PHOTOQUIP INDIA LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st MARCH 2015**

Amount (In Rs.)

PARTICULARS	NOTES	Year 2014-15	Year 2013-14
<b>INCOME</b>			
Revenue from Operations	19	1,011,418,421	914,219,654
Other Income	20	3,761,662	5,077,050
<b>Total Revenue</b>		<b>1,015,180,084</b>	<b>919,296,703</b>
<b>EXPENDITURE</b>			
Cost of Material Consumed	21	364,005,258	380,139,414
Purchase of Stock in Trade	22	505,773,169	361,008,160
Changes in Inventories	23	(26,528,182)	4,854,740
Employee Benefit Expenses	24	64,186,158	56,905,290
Finance Costs	25	20,131,250	21,798,158
Depreciation and Amortisation Expense	26	18,736,641	16,880,444
Other Expenses	27	128,884,308	110,047,305
<b>Total Expenses</b>		<b>1,075,188,602</b>	<b>951,633,511</b>
<b>Profit/(Loss) Before Tax and Exceptional Items</b>		<b>(60,008,518)</b>	<b>(32,336,808)</b>
Less : Exceptional Items	28	15,797,130	-
<b>Profit/(Loss) Before Tax</b>		<b>(44,211,388)</b>	<b>(32,336,808)</b>
<b>Tax Expenses</b>			
Current Tax		-	-
Deferred Tax		(16,820,314)	(6,242,289)
Tax in respect of Earlier Years		2,239,511	914,037
		<b>(14,580,803)</b>	<b>(5,328,252)</b>
<b>Profit / (Loss) for the year</b>		<b>(29,630,586)</b>	<b>(27,008,556)</b>
Basic & Diluted Earning per Share after tax & before Exceptional Items of face value of Rs. 10 each(in Rs.)		(9.46)	(5.63)
Basic & Diluted Earning per Share after tax & after Exceptional Items of face value of Rs. 10 each(in Rs.)		(6.17)	(5.63)
Significant Accounting Policies	1		
The notes are an integral part of the financial statements			

As per our report of even date attached

**For MAYANK SHAH & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No. 106109W**

**(F.S.SHAH)**  
**PARTNER**  
**Membership No. 133589**

**For AND ON BEHALF OF THE BOARD**

**Jayant P. Soni**  
Chairman & Managing Director  
**DIN : 00249057**

**Dhaval J. Soni**  
Whole-time Director & CFO  
**DIN : 00751362**

**Mumbai**  
**30th May, 2015**

**Mumbai**  
**30th May, 2015**

**PHOTOQUIP INDIA LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015**

Amount (Rs.)

PARTICULARS	Year 2014-15	Year 2013-14
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / (Loss) before Tax and after Exceptional Items	(44,211,388)	(32,336,808)
Adjustment for		
Depreciation and amortisation expense	18,736,641	16,880,444
Unrealised Foreign Exchange Loss / (Gain)	(6,777,523)	(4,599,814)
Interest & Other Borrowing Cost	20,131,250	21,798,158
(Profit)/Loss on Sale of Assets/Investment	351,124	824,749
Exceptional Items	(15,797,130)	-
Interest/Dividend received	(2,671,194)	(2,414,482)
<b>Operating profit before Working Capital Changes</b>	<b>(30,238,220)</b>	<b>152,247</b>
Adjustment for :		
(Increase) / Decrease in Trade Receivables	21,976,503	(8,069,912)
(Increase) / Decrease in Inventories	(22,512,320)	21,232,480
(Increase) / Decrease in Loans & Advances, other current / non-current assets	15,046,036	77,387,258
Increase / (Decrease) in Trade Payables & Other Current	15,087,374	13,100,454
<b>Cash generated from Operations</b>	<b>(640,627)</b>	<b>103,802,527</b>
Direct Taxes Paid (Net of Refund)	373,309	98,011
<b>Net Cash from Operating Activities (A)</b>	<b>(1,013,936)</b>	<b>103,704,516</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(28,992,264)	(45,879,687)
Sale of Fixed Assets	17,677,778	1,300,000
Interest/Dividend received	2,671,194	2,414,482
<b>Net Cash used in Investing Activities (B)</b>	<b>(8,643,292)</b>	<b>(42,165,205)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase / (Decrease) in Long Term Borrowings	(11,226,870)	(9,246,883)
Increase / (Decrease) in Short Term Borrowings	30,142,746	(43,629,260)
Interest & Other Borrowing Cost	(20,131,250)	(21,798,158)
<b>Net Cash received from Financing Activities (C)</b>	<b>(1,215,374)</b>	<b>(74,674,301)</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; EQUIVALENTS</b>	<b>(10,872,602)</b>	<b>(13,134,990)</b>
CASH & CASH EQUIVALENTS- OPENING BALANCE	21,614,295	34,749,285
CASH & CASH EQUIVALENTS- CLOSING BALANCE	<b>10,741,693</b>	<b>21,614,295</b>

As Per Our Report of even date attached

For and on behalf of the Board

**For Mayank Shah & Associates**

**Chartered Accountants**

(Firm Registration No. 106109W)

**Jayant P. Soni**

Chairman & Managing Director

**DIN : 00249057**

**(F.S. Shah)**

**Membership No. 133589**

**Dhaval J. Soni**

Whole-time Director & CFO

**DIN : 00751362**

**Mumbai**

**30th May, 2015**

**Mumbai**

**30th May, 2015**

**1. Significant Accounting Policies:****1.1 Basis of Preparation of Financial Statements****a) Basis of Accounting**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under historical cost convention on 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. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] of the Companies Act, 1956 and the other relevant provisions of the Companies Act, 2013.

**b) Use of Estimates**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any revisions to accounting estimates are recognised prospectively in current and future periods.

**c) Current / Non-Current Classification**

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between acquisition of assets for processing and their realization in cash and cash equivalents, The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

**1.2 Fixed Assets and Depreciation / Amortization****a) Tangible Fixed Assets**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II.

Depreciation on tangible fixed assets of the company is provided on Straight line method on pro-rata basis at rates and in manner specified in Schedule II of the Companies Act, 2013.

**b) Intangible Assets**

# PHOTOQUIP INDIA LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortization and accumulated impairment loss, if any.

Costs incurred on acquisition of intangible assets are capitalized and amortized on a straight-line basis over their technically assessed useful lives, as mentioned below:

Intangible Assets	Estimated Useful Lives (Years)
Trade Mark	5
Website	5

### c) Capital Work-in-Progress

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

### d) Impairment

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.

## 1.3 Investments

Investments are classified into current and long-term investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments.

Long-term investments are stated at cost. A provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is recognised in the Statement of Profit and Loss.

## 1.4 Inventories

a) Raw materials, finished goods, stock-in-trade, and stores and spares are carried at the lower of cost and net realizable value after providing for obsolescence, if any. The comparison of cost and net realizable value is made on an item-by item basis.

b) In determining the cost of raw materials, stock-in-trade, stores and spares, First-in-First-Out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

c) Cost of finished goods includes the cost of raw materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition.

## 1.5 Transactions in Foreign Currency:

# PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

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## a) Initial recognition:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the on the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss.

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

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

## c) Forward exchange contracts:

The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

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

## 1.6 Revenue Recognition

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer, the Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are recognised net of trade discounts, rebates, sales taxes and excise duties (on goods manufactured and outsourced).

Export Incentives are recognised when the right to receive credit as per the terms of Incentives is established in respect of the exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Dividend Income is recognised when the right to receive dividend is established.  
Interest income is recognised on the time proportion basis.

Other incomes are accounted on accrual basis.

## 1.7 Employee Benefits

### a) Short Term Employees Benefit

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, ex-gratia, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

### b) Post Employment Benefit

**Defined Contribution Plans:**

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

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A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme and Employees' State Insurance Corporation (ESIC) which are a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

### **Defined Benefit Plans:**

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance sheet date.

The Company recognizes all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognized in employee benefits expense in the Statement of Profit and Loss. The Company recognizes gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

The Company has funded its gratuity liability with Life Insurance Corporation of India (LIC) under the Employees Group Gratuity and Ass. Scheme.

### **Termination Benefits:**

Termination Benefits are charged to the Statement of Profit and Loss in the year of accrual.

### **Compensated Absences:**

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

## **1.8 Borrowing Cost**

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, are added to the cost of those assets, upto the date when the assets are ready for their intended use. All other borrowing costs are expensed in the period they occur.

## **1.9 Provisions and Contingencies**

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation or a present obligation that may, but probably will not, require an outflow of resources, or a present

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

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obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### 1.10 Taxes on Income

Income tax expenses comprise current and deferred taxes. Current tax is determined on income for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws and after considering credit for Minimum Alternate Tax (MAT) available under the said Act. MAT paid in accordance with the tax laws which gives future economic benefits in the form of adjustments to future tax liability, is considered as an asset if there is convincing evidence that the future economic benefit associated with it will flow to the Company resulting in payment of normal income tax.

Deferred tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that there is a reasonable certainty that there will be sufficient future taxable income will be available against which these can be realized. However if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realizability.

### 1.11 Segment Accounting

Segment accounting policies are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

- a) Segment revenue includes sales and other income directly identifiable with/allocable to the segment.
- b) Expenses that are directly identifiable with/ allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under "Un-allocable Corporate Expenditure".
- c) Income which relates to the Company as a whole and not allocable to segments is included in "Un-allocable Corporate Income".
- d) Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable Corporate Assets and Liabilities represent the assets and liabilities that relate to the Company as whole and not allocable to any segment.

### 1.12 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the year.



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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

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For the purpose of calculating diluted earning 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, if any.

### **1.13 Research and Development Expenditure**

Expenditure on Research and Development of revenue nature incurred by the Company are charged to Profit and Loss Account, while those of capital nature are treated as Fixed Assets.

### **1.14 Deferred Revenue Expenditure**

Expenditure Incurred on Promotion of new Products are shown as Deferred Revenue Expenditure. Deferred Revenue Expenditure has been amortized over a period of Five year.

### **1.15 Cash and Cash Equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

### **1.16 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**PHOTOQUIP INDIA LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2015**

Amount (In Rs.)

PARTICULARS	As at 31st March,2015	As at 31st March,2014
<b>2 Share Capital</b>		
<u>Authorized:</u>		
15,000,000 (P.Y. 15,000,000) Equity Shares of Rs.10/-each	150,000,000	150,000,000
<b>TOTAL RS.</b>	<b>150,000,000</b>	<b>150,000,000</b>
<u>Issued, Subscribed &amp; Fully Paid-up:</u>		
4,800,800 (P.Y. 4,800,800) Equity Shares of Rs. 10/- each	48,008,000	48,008,000
<b>TOTAL RS.</b>	<b>48,008,000</b>	<b>48,008,000</b>

**2.1 Reconciliation of the number of shares.**

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	No. of Shares	No. of Shares
<b>Equity Shares</b>		
At the beginning of the period	4,800,800	4,800,800
Issued during the period	-	-
Outstanding at the end of the period	4,800,800	4,800,800

**2.2 Rights, preferences and restrictions attached to Equity shares**

The company has one class of Equity shares having a par value of Rs. 10 per share. Each share holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.

**2.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:**

Name of Shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	% held	No. of Shares	% held
<b>Equity Shares</b>				
Mr. Jayant Purshottam Soni	922,247	19.21%	903,342	18.82%
Mr. Vimal Jayant Soni	654,277	13.63%	654,277	13.63%
Mr. Dhaval Jayant Soni	531,400	11.07%	531,400	11.07%
Mrs. Tara Jayant Soni	527,395	10.99%	527,395	10.99%

**PHOTOQUIP INDIA LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2015**

Amount (In Rs.)

PARTICULARS		As at 31st March,2015	As at 31st March,2014
<b>3</b>	<b>Reserves &amp; Surplus</b>		
a)	<b>Capital Reserves</b> At the commencement and at the end of the year	23,000,000	23,000,000
b)	<b>General Reserves</b> At the commencement and at the end of the year	13,395,462	13,395,462
c)	<b>Surplus in the Statement of Profit and Loss</b> At the commencement of the year	209,674,081	236,682,637
	Add / (Less) :Surplus / (deficit) during the year	(29,630,586)	(27,008,556)
	Add / (Less) :Additional Depreciation (Net of tax Rs. 3,12,822/-) pursuant to enactment of Schedule II of the Companies Act 2013 (Refer Note 9.1)	(699,546)	-
	At the end of the year	179,343,950	209,674,081
	<b>TOTAL RS.</b>	<b>215,739,412</b>	<b>246,069,543</b>
PARTICULARS		As at 31st March,2015	As at 31st March,2014
<b>4</b>	<b>Long-term borrowings</b>		
a)	<b>Secured Loan</b>		
	<b>Term Loans</b>		
	From Banks	30,059,720	47,578,173
	<b>TOTAL RS.</b>	<b>30,059,720</b>	<b>47,578,173</b>
	Current Maturities of Long Term Borrowings	*20,503,272	*14,211,688
	*Amount disclosed under other current liabilities (Refer Note 7)		
	<b>4.1 Nature of Security and terms of repayment for Long Term secured borrowings</b>		
4.1.1	Term Loan of Rs. 474.53 Lacs (P.Y. Rs. 596.60 Lac) is primarily secured by way of Equitable Mortgage of Property Situated at C.S No.10/116,Salt Pan Division, Antop Hill, Mumbai. And further Secured by Personal Guarantees of Promoter Directors of company repayable in 60 Monthly Installments starting From April,2013. Last Installment due in March,2018. Rate of Interest 13.5% p.a. (Last Year 13.5% p.a.) at year end.		
4.1.2	Term Loan of Rs. 12.98 Lacs (P.Y. Rs. 18.00 Lacs) is secured by Hypothecation of the specific Vehicle of the company repayable in 36 Monthly Installments starting From April,2014. Last Installment due in March,2017. Rate of Interest 10.5% p.a. at year end.		
4.1.3	Term Loan of Rs.18.10 Lacs (P.Y. Rs. Nil) is secured by Hypothecation of the specific Vehicle of the company repayable in 60 Monthly Installments starting From April, 2015. Last Installment due in February, 2020. Rate of Interest 10.50% p.a.		
4.2	Installments falling due in respect of all the above Loans upto 31/03/2015 have been grouped under "Current maturities of long-term debt".		

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2015**

Amount (In Rs.)

PARTICULARS	As at 31st March,2015	As at 31st March,2014
<b>5 Short-term Borrowings</b>		
<b>Secured</b>		
Cash Credit Facility	78,975,297	48,832,550
<b>TOTAL RS.</b>	<b>78,975,297</b>	<b>48,832,550</b>
5.1 Cash Credit facility is primarily secured by stock and book debts, present and future and further collaterally secured by sole charge on Gala Nos C-23 and A-33 located at Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai and property situated at 10/116, Salt Pan Division, Antop Hill, Mumbai. It is further collaterally secured by Personal Guarantees of Promotor Directors and secured by Lien marked Fixed Deposit of Rs.60,00,000 & Interest Accrued thereon.		

PARTICULARS	As at 31st March,2015	As at 31st March,2014
<b>6 Trade Payable</b>		
Trade Payables	128,716,716	113,897,461
<b>TOTAL RS.</b>	<b>128,716,716</b>	<b>113,897,461</b>
6.1 The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid payable if any under this Act have not been given.		
6.2 Trade Payables include Rs. 57,16,580/- (P.Y. 46,48,942/-) to related parties (Refer Note 33)		

PARTICULARS	As at 31st March,2015	As at 31st March,2014
<b>7 Other Current Liabilities</b>		
Current Maturities of Long Term Debt (Refer Note 4)	20,503,272	14,211,688
Statutory Liabilities (Note 7.1)	1,115,872	1,283,538
7.1 Statutory liabilities represent amounts payable towards TDS, Service Tax etc.		
<b>TOTAL RS.</b>	<b>21,619,144</b>	<b>15,495,226</b>

PARTICULARS	As at 31st March,2015	As at 31st March,2014
<b>8 Short-term Provisions</b>		
Provision for Employee Benefits (Refer Note 32)	10,726,444	10,290,659
Provision for Taxes (Net of Advance Tax & TDS)	1,048,466	-
<b>TOTAL RS.</b>	<b>11,774,910</b>	<b>10,290,659</b>

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2015**

**9 Fixed Assets**

Description	Gross Block				Depreciation/Amortisation					Net Block	
	As at 01.04.2014	Additions during the Year	Deductions during the Year	As at 31.03.2015	As at 01.04.2014	Adjustments (Refer Note below)	During the Year	Deduction / Adjustment	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>Tangible Assets</b>											
Land	45,039,530			45,039,530	-				-	45,039,530	45,039,530
Office Building	3,361,184	9,040,000	3,102,863	9,298,321	1,327,161		125,237	1,399,993	52,405	9,245,916	2,034,023
Factory Building	23,218,982	-		23,218,982	4,475,098		724,571		5,199,669	18,019,313	18,743,884
Machinery	4,307,389	6,971	-	4,314,360	1,674,587		256,731		1,931,318	2,383,042	2,632,802
Lab Tools/Equipment	492,272			492,272	433,068		17,295		450,363	41,909	59,204
Dies & Moulds	63,970,159	3,322,822	-	67,292,981	30,263,820		2,319,555		32,583,375	34,709,606	33,706,339
Electrical Fittings	760,365			760,365	397,005		125,407		522,412	237,953	363,360
Office Equipment	2,041,657	776,061	-	2,817,718	978,447	715,860	551,082		2,245,389	572,329	1,063,210
Air Conditioner	1,656,767			1,656,767	800,693		31,145		831,838	824,929	856,074
Computers	9,614,659	1,110,362	-	10,725,021	8,235,955	296,508	626,987		9,159,450	1,565,571	1,378,704
Typewriter	8,000			8,000	7,846		-		7,846	154	154
Sign Board	933,671			933,671	739,280		73,854		813,134	120,537	194,391
Furniture & Fixtures	7,453,276	293,333	-	7,746,609	4,680,116		493,815		5,173,931	2,572,678	2,773,160
Motor Car	10,496,243	2,334,315	1,791,806	11,038,752	2,967,572		1,712,425	1,262,904	3,417,093	7,621,659	7,528,671
<b>Total Tangible Assets</b>	<b>173,354,154</b>	<b>16,883,864</b>	<b>4,894,669</b>	<b>185,343,349</b>	<b>56,980,648</b>	<b>1,012,368</b>	<b>7,058,104</b>	<b>2,662,897</b>	<b>62,388,223</b>	<b>122,955,126</b>	<b>116,373,506</b>
Previous Year	138,267,486	3,457,896	611,816	141,113,566	44,689,346		5,478,550	216,567	49,951,330	91,162,236	93,578,140
<b>Intangible Assets</b>											
Trade Mark	8,350,353	1,373,656	-	9,724,009	2,725,799	-	1,800,255	-	4,526,054	5,197,955	5,624,554
Web Site	10,986,345	8,324,033	-	19,310,378	1,949,717	-	3,180,106	-	5,129,823	14,180,555	9,036,628
<b>Total Intangible Assets</b>	<b>19,336,698</b>	<b>9,697,689</b>	<b>-</b>	<b>29,034,387</b>	<b>4,675,516</b>	<b>-</b>	<b>4,980,361</b>	<b>-</b>	<b>9,655,877</b>	<b>19,378,510</b>	<b>14,661,182</b>
<b>Capital Work in Progress</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,737,671</b>	<b>326,960</b>
<b>Total Fixed Assets</b>	<b>192,690,852</b>	<b>26,581,553</b>	<b>4,894,669</b>	<b>214,377,736</b>	<b>61,656,164</b>	<b>1,012,368</b>	<b>12,038,465</b>	<b>2,662,897</b>	<b>71,031,732</b>	<b>145,071,307</b>	<b>131,361,648</b>
Previous Year	149,396,994	45,879,687	2,258,869	193,017,812	51,608,016	-	10,182,268	134,120	61,656,164	131,361,648	97,788,979

9.1 In accordance with the provisions of Schedule II of the Act, in case of fixed assets which have completed their useful life as at 1st April, 2014, the carrying value (Net of Residual Value) amounting to Rs. 6.99 lacs (net of deferred tax of Rs. 3.13 lacs) as a transitional provision has been recognised in the retained Earnings.

- Further, in case of assets acquired Prior to 1st April 2014, the carrying value of assets (net of residual value) is depreciated over the remaining useful life as determined effective 1st April, 2014.

- Depreciation and Amortization expenses for the year would have been higher by Rs. 27.62 lacs and the Profits would have been lower by that amount had the Company continued with the previous assessment of useful life of such assets.

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2015**

Amount (In Rs.)

PARTICULARS	As at 31st March 2015	As at 31st March 2014
<b>10 Non-current Investments</b>		
<b>Long Term Investment</b>		
<b>Trade Investment(Unquoted)</b>		
4,000 (P.Y. 4,000) Equity Shares of Apna Sahakari Bank Ltd. of Rs. 25/- Each Fully Paid Up	100,000	100,000
<b>Total Of Trade Investments</b>	<b>100,000</b>	<b>100,000</b>
<b>Other Non Current Investments (Quoted)</b>		
9,000 (P.Y. 9,000) Equity Shares of Chartered Capital Investment Ltd of Rs. 10/- Each Fully Paid Up	180,000	180,000
175 (P.Y. 175) Equity Shares of NHPC Ltd. of Rs. 10/- Each Fully Paid Up	6,300	6,300
<b>Total Of Other Non-Current Investments</b>	<b>186,300</b>	<b>186,300</b>
<b>TOTAL OF NON-CURRENT INVESTMENTS</b>	<b>286,300</b>	<b>286,300</b>
Aggregate of Quoted Investments:		
At Book value	186,300	186,300
At Market Price	387,783	353,443
Aggregate of Unquoted Investments:	100,000	100,000

PARTICULARS	As at 31st March 2015	As at 31st March 2014
<b>11 Deferred Tax Assets (Net)</b>		
<b>Deferred Tax Liability</b>		
Difference between book depreciation and tax depreciation	(10,606,943)	(8,913,734)
Deffered Revenue Expenses	(5,795,261)	(7,968,484)
<b>Deferred Tax Assets</b>		
Expenditure Covered by section 43B of the Income Tax Act, 1961	1,529,507	1,808,814
Carried Forward Loss/Unabsorbed Depreication	34,989,282	18,056,853
<b>TOTAL RS.</b>	<b>20,116,586</b>	<b>2,983,450</b>

PARTICULARS	As at 31st March 2015	As at 31st March 2014
<b>12 Long Term Loans and Advances</b>		
(Unsecured and considered Good)		
Capital Advances	39,366,069	31,845,178
Security Deposit	1,651,640	1,797,490
Advance Tax (Net of Provision)	-	817,736
Balance With Statutory Authorities	67,836,875	66,046,844
Staff Advances	765,500	-
Other Advances	9,632,774	9,815,537
<b>TOTAL Rs.</b>	<b>119,252,858</b>	<b>110,322,784</b>
12.1 Other advances include Rs. 81,32,774/- (P.Y. 81,32,774/-) to related parties (refer note 33)		

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2015

Amount (In Rs.)

PARTICULARS		As at 31st March 2015	As at 31st March 2014
<b>13</b>	<b>Other Non-Current Assets</b> (Unsecured and considered Good)		
	Deffered Revenue Expenditure	24,559,976	31,258,152
	Less : Transferred to Statement of Profit & Loss	6,698,176	6,698,176
		17,861,800	24,559,976
	MAT Credit Entitlement	2,404,465	2,404,465
	Bank Deposits		
	-Maturing after 12 months from the reporting date *	7,525,053	7,428,200
	<b>TOTAL Rs.</b>	<b>27,791,318</b>	<b>34,392,641</b>
	* Held as security against Cash Credit facilities		

PARTICULARS		As at 31st March 2015	As at 31st March 2014
<b>14</b>	<b>Inventories</b> (Valued at the lower of cost and net realisable value)		
	Raw Materials	35,850,962	39,866,824
	Stock In Trade	65,726,158	39,197,976
	<b>TOTAL Rs.</b>	<b>101,577,120</b>	<b>79,064,800</b>

PARTICULARS		As at 31st March 2015	As at 31st March 2014
<b>15</b>	<b>Trade Receivables</b> (Unsecured, considered good)		
	Trade receivables outstanding for a period exceeding six months from the due date for payment	2,272,487	705,009
	Trade receivables outstanding for a period less than six months from the due date for payment	24,652,323	41,418,780
	<b>TOTAL Rs.</b>	<b>26,924,810</b>	<b>42,123,789</b>
15.1	Trade Receivables are shown as net off advance received from customers in routine course of business.		

PARTICULARS		As at 31st March 2015	As at 31st March 2014
<b>16</b>	<b>Cash and Bank Balances</b>		
	<b>Cash and Cash Equivalent</b>		
	Cash on Hand	7,111,116	4,921,335
	Balance with Banks	3,630,577	16,692,960
		10,741,693	21,614,295
	<b>Other Bank Balances</b>		
	Term Deposits with original maturity of more than three months but less than twelve months	5,967,650	4,798,885
	<b>TOTAL Rs.</b>	<b>16,709,343</b>	<b>26,413,180</b>

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2015

Amount (In Rs.)

PARTICULARS		As at 31st March 2015	As at 31st March 2014
<b>17</b>	<b>Short Term Loans and Advances</b>		
	(Unsecured & considered good )		
	Advance Receivable in cash or kind		
	Advance to Suppliers For Goods	69,735,192	87,673,815
	Staff Advances	1,061,991	2,257,871
	Other Advances *	3,883,350	13,291,334
	*Other Advances includes prepaid expenses, interest receivable and insurance claim.		
	<b>TOTAL Rs.</b>	<b>74,680,533</b>	<b>103,223,020</b>

PARTICULARS		As at 31st March 2015	As at 31st March 2014
<b>18</b>	<b>Other Current Assets</b>		
	Export Incentive Receivable	2,483,025	-
	<b>TOTAL Rs.</b>	<b>2,483,025</b>	<b>-</b>

PARTICULARS		31st March 2015	31st March 2014
<b>19</b>	<b>Revenue from Operations</b>		
	Sale of Products	446,693,808	495,479,746
	Sale of Stock in Trade	560,728,845	424,889,520
	Other Operating Income	3,995,768	-
	<b>TOTAL Rs.</b>	<b>1,011,418,421</b>	<b>914,219,654</b>
<b>19.1</b>	<b>Details of Sales of Products</b>		
	Components & Photographic Accessories	124,736,601	147,412,764
	Digital Studio Flash Lights	308,879,797	341,917,370
	LED	13,077,410	-
	<b>TOTAL Rs.</b>	<b>446,693,808</b>	<b>489,330,134</b>
<b>19.2</b>	<b>Details of Sale of Stock In Trade</b>		
	Components & Photographic Accessories	69,281,454	81,923,796
	Digital Studio Flash Lights	171,959,047	156,484,483
	LED Lights	319,488,344	186,481,241
	<b>TOTAL Rs.</b>	<b>560,728,845</b>	<b>424,889,520</b>

PARTICULARS		31st March 2015	31st March 2014
<b>20</b>	<b>Other Income</b>		
	Dividend	15,053	15,105
	Interest Income	2,656,141	2,399,377
	Other Income	433,972	2,662,568
	Exchange Rate Difference (Net)	656,496	-
	<b>TOTAL Rs.</b>	<b>3,761,662</b>	<b>5,077,050</b>



**PHOTOQUIP INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2015**

Amount (In Rs.)

PARTICULARS		31st March 2015	31st March 2014		
<b>21</b>	<b>Cost of Materials Consumed</b>				
	Opening Stock	39,866,824	56,244,564		
	Add : Purchases during the year	359,989,396	363,761,674		
		399,856,220	420,006,238		
	Less : Closing Stock	35,850,962	39,866,824		
	<b>TOTAL Rs.</b>	<b>364,005,258</b>	<b>380,139,414</b>		
<b>21.1</b>	<b>Major Raw Material Consumed</b>				
	Electronic Sub-assemblies	172,209,328	193,079,409		
	Flash Tubes	25,949,796	38,146,027		
	Flash Capacitors	36,279	18,244,661		
	Other Electronic / Plastic Moulded Components	165,809,855	130,669,317		
	<b>TOTAL Rs.</b>	<b>364,005,258</b>	<b>380,139,414</b>		
<b>21.2</b>	<b>Composition of Raw Material Consumed</b>				
	<b>Particular</b>	<b>2014-15</b>		<b>2013-14</b>	
		<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>
	Imported	63.12	229,768,340	66.28	251,946,004
	Indigenous	36.88	134,236,918	33.72	128,193,410
	<b>TOTAL Rs.</b>	<b>100.00</b>	<b>364,005,258</b>	<b>100.00</b>	<b>380,139,414</b>

PARTICULARS		31st March 2015	31st March 2014		
<b>22</b>	<b>Purchase of Stock In Trade</b>				
	Purchase of Stock in Trade	505,773,169	361,008,160		
	<b>TOTAL Rs.</b>	<b>505,773,169</b>	<b>361,008,160</b>		
<b>22.1</b>	<b>Details of Purchase of Stock In Trade</b>				
	Digital Studio Flash Lights	137,873,702	131,938,660		
	LED Lights	276,315,870	186,847,145		
	Components & Photographic Accessories	91,583,597	42,222,356		
	<b>TOTAL Rs.</b>	<b>505,773,169</b>	<b>361,008,161</b>		
<b>22.2</b>	<b>Composition of Purchase of Stock In Trade</b>				
	<b>Raw Material</b>	<b>2014-15</b>		<b>2013-14</b>	
		<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>
	Imported	7.56	38,252,452	14.25	51,456,600
	Indigenous	92.44	467,520,717	85.75	309,551,561
	<b>TOTAL Rs.</b>	<b>100.00</b>	<b>505,773,169</b>	<b>100.00</b>	<b>361,008,161</b>

PARTICULARS		31st March 2015	31st March 2014
<b>23</b>	<b>Changes In Inventories Of Stock In Trade</b>		
	Inventories at the end of the year	65,726,158	39,197,976
	Total (A)	<b>65,726,158</b>	<b>39,197,976</b>
	Inventories at the beginning of the year	39,197,976	44,052,716
	Total (B)	<b>39,197,976</b>	<b>44,052,716</b>
	<b>TOTAL (B) - (A)</b>	<b>(26,528,182)</b>	<b>4,854,740</b>

PARTICULARS		31st March 2015	31st March 2014
<b>24</b>	<b>Employee Benefit Expenses</b>		
	Salaries, Wages and Bonus	58,265,726	52,629,864
	Contribution to Provident and other funds (Refer Note 32)	4,950,637	3,323,528
	Staff Welfare expenses	969,795	951,898
	<b>TOTAL Rs.</b>	<b>64,186,158</b>	<b>56,905,290</b>

**PHOTOQUIP INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2015**

Amount (In Rs.)

PARTICULARS		31st March 2015	31st March 2014
<b>25</b>	<b>Finance Cost</b>		
	Interest Expenses	17,388,586	18,078,370
	Other Borrowing Cost	2,742,664	3,719,788
	<b>TOTAL Rs.</b>	<b>20,131,250</b>	<b>21,798,158</b>

PARTICULARS		31st March 2015	31st March 2014
<b>26</b>	<b>Depreciation/Amortisation</b>		
	Depreciation on Tangible Assets	7,058,104	7,163,438
	Amortisation of Intangible Assets	4,980,361	3,018,830
	Amortisation of Deferred Revenue Exp.	6,698,176	6,698,176
	<b>TOTAL Rs.</b>	<b>18,736,641</b>	<b>16,880,444</b>

PARTICULARS		31st March 2015	31st March 2014
<b>27</b>	<b>Other Expenses</b>		
	<b>Manufacturing Expenses</b>		
	Designing & Development	297,911	2,750,499
	Loading & Unloading	49,463	393,162
	Electricity Expenses	396,802	592,247
	Repairs and Maintenance	2,732,420	2,922,484
	<b>Administrative &amp; General Expenses</b>		
	Legal & Professional fees (Note 27.1)	8,281,748	4,853,085
	Bad Debts	295,243	11,610,465
	Printing & Stationary	2,247,349	4,523,785
	Rent & Taxes	3,190,309	1,524,599
	Repair & Maintenance - Vehicles	811,354	1,461,505
	Insurance	2,594,991	2,303,017
	Telephone Charges	1,571,166	1,792,302
	Travelling exps.	8,950,758	8,828,756
	Loss on Sale of Investment/Assests	351,124	824,749
	Foreign exchange fluctuation	-	14,758,416
	R & D Expenses	1,233,063	1,789,831
	Miscellaneous Expenses	11,291,910	8,751,978
	<b>Selling &amp; Distribution Expenses</b>		
	Advertisement & Sales Promotion	56,290,612	23,503,067
	Freight Charges	11,594,554	9,653,150
	Packing Expenses	1,296,791	523,700
	Exhibition Expenses	15,406,740	6,686,508
	<b>TOTAL Rs.</b>	<b>128,884,308</b>	<b>110,047,305</b>
27.1	Includes Payment to Statutory Auditor's (inclusive of Service Tax) as below :		
	<b>Particulars</b>	<b>31st March 2015</b>	<b>31st March 2014</b>
	i) Audit Fees	308,990	308,990
	ii) Other Services	140,450	140,450

PARTICULARS		31st March 2015	31st March 2014
<b>28</b>	<b>Exceptional Items</b>		
	Profit on sale of office	15,797,130	-
	<b>TOTAL Rs.</b>	<b>15,797,130</b>	-

# PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

## 29. Contingent Liabilities and Commitments (to the extent not provided for) Amount (Rs.)

	2014-15	2013-14
<b>Contingent Liabilities</b>		
a) Disputed matters in appeals/contested in respect of:		
<b>I) Income Tax</b>	49,00,228	49,00,228
<b>II) Sales Tax</b>	22,09,943	22,09,943
Future cash outflows in respect of the above are determinable only on receipt of Judgments /decisions pending with various forums/authorities. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.		
b) Bonds/Undertakings given by the Company under Concessional duty/ exemption to Customs/Excise Authorities(Net of redemption applied for)	2,50,00,000	2,50,00,000

30. The Board of Directors of the Company, at their meeting held on 20/03/2015, looking at the current state of operations of LED Lighting Division have decided to discontinue the business of the said division and not to accept any fresh orders and to complete the backlog of the pending orders. The Board has also decided to look for the prospective buyers for the said division.

The Board of Directors, in the meeting held on 13/04/2015, have finalized and approved terms and conditions of the License Agreement with Corvi LED Pvt. Ltd. for granting it an exclusive license to use the Intellectual Property Rights of brand "Corvi" w.e.f. 14/04/2015.

Expenses Incurred on Promotion of New Products of LED division are shown as Deferred Revenue Expenditure and is written off proportionately over period of five year.

## 31. Foreign Currency Exposure

- a. Details of unhedged foreign currency exposure as on 31-03-2015.

Particulars	Currency	Amount in Rs.	
		Foreign Currency Value	Foreign Currency Value (In Rs.)
Debtors	USD	-	-
		(6,225)	(3,74,121)
Debtors	CHF	4,97,610	3,18,61,466
		(5,50,440)	(3,73,04,203)
Advance to Supplier of Goods	USD	3,65,832	2,28,97,718
		(3,53,278)	(2,12,31,953)
Advance to Supplier of Goods	EURO	-	-
		(11,250)	(9,28,986)
Advance to Supplier of Goods	JPY	6,85,440	3,57,183
		(-)	(-)
Creditors for Goods	CHF	31,543	20,19,667
		(5,224)	(3,54,069)
Creditors for Goods (Net)	USD	1,69,503	1,06,09,328
		(2,78,095)	(1,67,13,480)

## 32. Employees' Benefits

### a) Defined Benefit Plan

#### Gratuity:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Corporation of India in the form of qualifying insurance policy.

## PHOTOQUIP INDIA LIMITED.

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

The following table sets out the funded status of the gratuity plan and the amounts recognised in the company's financial statements based on actuarial valuations being carried out as at 31<sup>st</sup> March 2015.

	<b>As at31<sup>st</sup> March,2015</b>	<b>As at31<sup>st</sup> March,2014</b>
<b>Change in present value of obligations</b>		
Present value of obligations as at beginning of year	48,98,759	42,65,154
Interest cost	3,91,901	3,41,212
Current Service Cost	3,07,337	3,06,660
Benefits Paid	Nil	(2,41,120)
Actuarial (gain)/Loss on obligations	5,33,156	2,26,853
Present value of obligations as at end of year	61,31,153	48,98,759
<b>Change in the fair value of plan assets</b>	<b>As at31<sup>st</sup> March,2015</b>	<b>As at31<sup>st</sup> March,2014</b>
Fair value of plan assets at beginning of year	6,52,237	8,14,055
Expected return on plan assets	59,053	55,253
Employers Contributions	25,053	24,049
Benefits paid	Nil	(2,41,120)
Actuarial (gain)/Loss on plan assets	Nil	Nil
Fair value of plan assets at the end of year	7,36,343	6,52,237
<b>Net Gratuity Cost</b>	<b>As at31<sup>st</sup>March, 2015</b>	<b>As at31<sup>st</sup> March, 2014</b>
Current Service cost	3,07,337	3,06,660
Interest Cost	3,91,901	3,41,212
Expected return on plan assets	(59,053)	(55,253)
Net Actuarial (gain)/Loss recognised in the year	5,33,156	2,26,853
Net Gratuity Cost	11,73,341	8,19,472
<b>Actual Return on Plan Assets</b>	<b>As at31<sup>st</sup> March, 2015</b>	<b>As at31<sup>st</sup> March, 2014</b>
Expected return on plan assets	59,053	55,253
Actuarial Gain/(Loss)on plan assets	Nil	Nil
Actual return on plan assets	59,053	55,253
<b>Balance Sheet Reconciliation</b>	<b>As at31<sup>st</sup> March, 2015</b>	<b>As at31<sup>st</sup> March, 2014</b>
Net Liability/(Asset), beginning of the year	42,46,522	34,51,099
Gratuity Cost as above	11,73,341	8,19,472
Employers Contribution	(25,053)	(24,049)
Amount recognised in the Balance Sheet-Current	53,94,810	42,46,522
<b>Category of Assets</b>	<b>As at31<sup>st</sup> March, 2015</b>	<b>As at31<sup>st</sup> March, 2014</b>
Insurer Managed Funds (100%)	7,36,343	6,52,237
<b>Assumptions</b>	<b>As at31<sup>st</sup> March, 2015</b>	<b>As at31<sup>st</sup> March, 2014</b>

## PHOTOQUIP INDIA LIMITED.

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

Discount Rate	8%	8%
Salary Escalation	5%	5%

The estimated future salary increases take account of inflation, seniority, promotion and other retirement factors such as supply and demand in the employment markets.

#### Amount recognised in current year and previous four years

Particulars	As at 31 <sup>st</sup> March				
	2015	2014	2013	2012	2011
Defined Benefit Obligation	61,31,153	48,98,759	42,65,154	35,70,654	26,67,729
Fair Value of Plan Assets	7,36,343	6,52,237	8,14,055	11,36,530	10,47,031
(Surplus) / Deficit in the plan	53,94,810	42,46,522	34,51,099	24,34,124	16,20,698
Actuarial (gain) / loss on plan obligation	(5,33,156)	(2,26,853)	5,85,139	4,98,237	3,65,234
Actuarial (gain) / loss on plan assets	Nil	Nil	Nil	Nil	Nil

The expected contributions for Defined Benefit Plan for the next financial year will be in line with F.Y. 2014-15

#### a) Defined Contribution Plan

The company has recognized the following amount in profit and loss account which is included under contribution to funds.

Particulars	2014-15	2013-14
Employer's Contribution to Provident Fund	35,24,119	31,38,568
Employer's Contribution to E.S.I.C.	1,62,697	1,79,059

# PHOTOQUIP INDIA LIMITED.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

## 33. Related Party Disclosure

### a) Names of related parties and nature of relationship

#### I. Key Management Personnel and their relatives (KMP)

1. Mr. Jayant P. Soni	Chairman & Managing Director
2. Mr. Dhaval J. Soni	Whole Time Director
3. Mr. Vimal J. Soni	Whole Time Director (Resigned on 26/03/2015)
4. Mrs. Tara J. Soni	Relative of Director
5. Mr. Pulin D. Soni	Relative of Director
6. Mrs. Anju D. Soni	Additional Director

#### II. Enterprise under significant influence of key management personnel (Enterprise)

- (i) Piri Systems Pvt. Ltd.
- (ii) Vijay Studio System
- (iii) Photoquip

### b) Transactions with related parties

Related party disclosure	Relationship	For the year	
		31/03/2015	31/03/2014
<b>Remuneration (Including Perquisites)</b>			
Mr. Jayant P. Soni	KMP	24,00,000	24,54,719
Mr. Dhaval J. Soni	KMP	24,00,000	24,00,000
Mr. Vimal J. Soni	KMP	24,00,000	24,00,000
Mrs. Tara J. Soni	KMP	8,40,000	8,40,000
Mr. Pulin D. Soni	KMP	8,40,055	8,40,055
<b>Rent paid</b>			
Piri Systems Pvt. Ltd.	Enterprise	2,52,000	2,52,000
<b>Amounts Payable</b>			
Piri Systems Pvt. Ltd.	Enterprise	6,22,712	5,47,180
Mr. Pulin D. Soni	KMP	1,70,198	1,23,311
Mrs. Tara J. Soni	KMP	6,57,840	3,90,584
Mr. Dhaval J. Soni	KMP	8,23,772	5,95,105
Mr. Jayant P. Soni	KMP	30,12,229	24,34,134
Mr. Vimal J. Soni	KMP	4,29,829	5,58,628
<b>Amounts Receivable</b>			
Photoquip	Enterprise	35,35,774	35,35,774
Vijay Studio System	Enterprise	45,97,000	45,97,000

#### Notes:-

- (i) No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.

## PHOTOQUIP INDIA LIMITED.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

### 34. Segment Reporting:

#### a) Primary Segment

Amount in Rs.

(Figures for P.Y. are given in brackets)

	Digital Studio Lights and Photographic Accessories	LED Lights	Unallocated	Total
Revenue From Operations	69,19,30,077 (72,77,38,413)	31,94,88,344 (18,64,81,241)	- (-)	1,01,14,18,421 (91,42,19,654)
<b>Total Segment Revenue</b>	<b>69,19,30,077 (72,77,38,413)</b>	<b>31,94,88,344 (18,64,81,241)</b>	<b>- (-)</b>	<b>1,01,14,18,421 (91,42,19,654)</b>
<b>Results</b>				
Segment Result	-85,26,210 (2,94,58,549)	-3,51,12,721 (-4,50,74,249)	- (-)	-4,36,39,210 (-1,56,15,700)
<b>Operating Profit/(Loss)</b>	<b>-85,26,210 (2,94,58,549)</b>	<b>-3,51,12,721 (-4,50,74,249)</b>	<b>- (-)</b>	<b>-4,36,39,210 (-1,56,15,700)</b>
Less : Finance Cost	- (-)	- (-)	-2,01,31,250 (-2,17,98,158)	-2,01,31,250 (-2,17,98,158)
Add :Other Income	- (-)	- (-)	1,95,58,792 (50,77,050)	1,95,58,792 (50,77,050)
Less :Income Tax (including Deferred Tax)	- (-)	- (-)	1,45,80,803 (53,28,252)	1,45,80,803 (53,28,252)
<b>Net Profit/(Loss)</b>	<b>-85,26,210 (2,94,58,549)</b>	<b>-3,51,13,000 (-4,50,74,249)</b>	<b>-1,51,53,261 (-1,13,92,856)</b>	<b>-2,96,30,586 (-2,70,08,556)</b>
Segment Assets	37,80,92,894 (39,17,42,256)	6,22,72,729 (6,58,90,563)	9,45,27,576 (7,25,38,794)	53,48,93,198 (53,01,71,613)
Segment Liabilities	20,65,83,019 (18,72,32,359)	7,07,30,445 (4,75,78,173)	1,31,70,323 (12,83,538)	27,11,45,787 (23,60,94,070)
<b>Capital Expenditure</b>	1,68,83,864 (2,65,91,743)	96,97,689 (1,92,87,944)	- (-)	2,65,81,553 (4,58,79,687)
<b>Depreciation &amp; Amortization</b>	70,58,104 (70,14,908)	49,80,361 (31,67,360)	- (-)	1,20,38,465 (1,01,82,268)
<b>Non-Cash Expenditure (excluding Depreciation)</b>	- (-)	66,98,176 (66,98,176)	- (-)	66,98,176 (66,98,176)

#### Notes:

The Company has disclosed business segment as primary segment. Segments have been identified and reported taking into account the nature of the products the different risks and returns the organization structure and the internal reporting systems. The main business segments are (i) Digital Studio Lights and Photographic Accessories (ii) LED Lights.

## PHOTOQUIP INDIA LIMITED.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

### b) Secondary Segment (By Geographical segment)

In respect of secondary segment information the Company has identified its geographical segments as (i) India and (ii) Outside India. The secondary segment information has been disclosed accordingly:

	Amount (Rs.)	
Particulars	2014-15	2013-14
<b>a) Sales and Operating Income:-</b>		
Domestic Operation	56,07,28,845	42,48,89,520
External Operation	45,06,89,576	48,93,30,134
<b>Total</b>	<b>1,01,14,18,421</b>	<b>91,42,19,654</b>
<b>b) Carrying Amount of Segment Assets</b>		
Domestic Operation	47,97,76,831	47,07,06,471
External Operation	5,51,16,367	5,94,65,142
<b>Total</b>	<b>53,48,93,198</b>	<b>53,01,71,613</b>
<b>c) Segment Capital Expenditure</b>		
Domestic Operation	2,65,81,553	4,58,79,687
External Operation	-	-
<b>Total</b>	<b>2,65,81,553</b>	<b>4,58,79,687</b>

### 35. Earnings per Equity Share

	Amount (Rs.)	
	2014-15	2013-14
<b>Net (Loss) / Profit after Tax &amp; before Extraordinary Items</b>	<b>(4,54,27,716)</b>	<b>(2,70,08,556)</b>
Weighted average number of Equity Shares for basic and diluted EPS	48,00,800	48,00,800
<b>Basic and Diluted Earnings per Share</b>	<b>(9.46)</b>	<b>(5.63)</b>
<b>Net (Loss) / Profit after Tax &amp; after Extraordinary Items</b>	<b>(2,96,30,586)</b>	<b>(2,70,08,556)</b>
Weighted average number of Equity Shares for basic and diluted EPS	48,00,800	48,00,800
<b>Basic and Diluted Earnings per Share</b>	<b>(6.17)</b>	<b>(5.63)</b>
Nominal Value per Share	10	10

<b>36. Value Of Import CIF Basis</b>	<b>2014-15</b> Rs. 24,90,10,061	<b>2013-14</b> Rs. 29,93,69,987
<b>37. Earning In Foreign Currency</b> F.O.B. Value of Exports	Rs. 45,06,89,576	Rs. 48,93,30,134



# PHOTOQUIP INDIA LIMITED.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

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## 38. Expenditure in Foreign Currency

Travelling	Rs. 66,83,293	Rs. 55,71,535
Consultancy Charges	Rs. 9,69,998	Rs. 8,03,471

39. Previous year's figures have been rearranged and reclassified wherever necessary.

Signature to Notes 1 to 39

As Per Our Report of even date attached

**For Mayank Shah & Associates**  
**Chartered Accountants**  
**(Firm Registration No. 106109W)**

**For and on behalf of the Board**

**Jayant P. Soni**  
Chairman & Managing Director  
**DIN : 00249057**

**F.S. Shah**  
**Partner**  
**Membership No. 133589**

**Dhaval J. Soni**  
Whole Time Director & CFO  
**DIN : 00751362**

**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2015**

**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2015**

**Form No. MGT-11 - Proxy Form**

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I / We, being the member(s) holding \_\_\_\_\_ shares of Photoquip India Ltd. hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 23<sup>rd</sup> AGM of the company, to be held on the 28<sup>th</sup> September, 2015 at 3.00 pm at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
1.	Adoption of statement of Profit and Loss, Balance Sheet, report of Director and Auditors for the financial year ended 31 <sup>st</sup> March, 2015		
2	Re-appointment of Mr. Dhaval Soni as Whole Time Director liable to retire by rotation		
3.	Appointment of M/s. Mayank Shah & Associates, Chartered Accountants, as Statutory Auditors and authorizing the Board to fix their remuneration		
4.	Appointment of Mrs. Anju D. Soni as Non-executive Director, liable to retire by rotation		
5.	Appointment of Mr. Mohib N. Khericha as an Independent Non-executive Director for a period of 5 years starting 28 <sup>th</sup> September, 2015		
6.	Appointment of Mr. Mohan M. Jayakar as an Independent Non-executive Director for a period of 5 years starting 28 <sup>th</sup> September, 2015		
7.	Appointment of Dr. Vishnu J. Acharya as an Independent Non-executive Director for a period of 5 years starting 28 <sup>th</sup> September, 2015		
8	Variation of terms of appointment of Mr. Dhaval Soni as Whole Time Director, liable to retire by rotation.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affix Revenue Stamp of Appropriate Value
--

Signature of Shareholder      Signature of Proxy holder

Note:

- 1) This form of proxy, in order to be effective, should be duly completed, stamped and signed and deposited at the Registered Office of the Company 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company.

# PHOTOQUIP INDIA LIMITED

CIN NO. L74940MH1992PLC067864

A/33 Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031

[www.photoquip.com](http://www.photoquip.com), [info@photoquip.com](mailto:info@photoquip.com), Tel No. 022-61474000

## ATTENDANCE SLIP

### Annual General Meeting – 28<sup>th</sup> September 2015

DP ID – Client ID / Folio No.	
Name and Address of Sole Member	
Name of Joint Holder(s)	
No. of Shares held	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company at the A/33 Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031 at 3.00 p.m. on 28<sup>th</sup> September 2015.

-----  
Member / Proxy's Signature

----- cut here -----

## ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	(Pan / Seq. No.)

**NOTE:** Please read the complete instructions given under Note (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. Voting starts at 9 am on 25<sup>th</sup> September, 2015 and ends at 5 pm on 27<sup>th</sup> September, 2015. The voting module shall be disabled by CDSL for voting thereafter.

BOOK - POST

If undelivered please return to:

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Reg. Office: A-33 Royal Indl. Estate, Naigaon Cross Road, Wadala, Mumbai 400 031.