

# **53<sup>rd</sup> Annual Report**

**2013-2014**



***Neycer***

**INDIA LIMITED**

**Neycer** India Limited

## **NEYCER INDIA LIMITED**

### **BOARD OF DIRECTORS**

Mr. Krishna Prasad Tripuraneni  
Mr. Y. Mohan Prasad  
Mr. B. S. Shailendra  
Mr. Ramakrishnan Chittibabu  
Mr. Bachiam Ramasamy Naidu  
Mr. G. Krishnamoorthy

### **AUDIT COMMITTEE**

Mr. Krishna Prasad Tripuraneni  
Mr. Y. Mohan Prasad  
Mr. B. S. Shailendra

### **INVESTORS' GRIEVANCE COMMITTEE**

Mr. Krishna Prasad Tripuraneni, Chairman  
Mr. Y. Mohan Prasad

### **AUDITORS**

M/s. Suri & Co.  
Chartered Accountants,  
Chennai

### **LEGAL ADVISORS**

Mr. T. Raghavan, Chennai  
Mr. Murari, Chennai  
Mr. R. Sankar Raman

### **BANKERS**

BANK OF INDIA  
INDIAN OVERSEAS BANK

### **REGISTERED OFFICE**

33/24 A, RANJITH ROAD  
KOTTURPURAM,  
CHENNAI - 600 085



## **WORKS**

### **SANITARYWARE DIVISION**

Neycer India Limited  
Vadalur-607303  
Cuddalore District,  
Tamilnadu

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## **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the **53rd Annual General Meeting** of the Company will be held on Tuesday, 30<sup>th</sup> September, 2014 at 10.00 A.M, at its registered office at **33/24 A, Ranjith Road Kotturpuram, Chennai -600 085**, to transact the following business.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of profit & loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. B.S Shailendra (holding DIN 01066968), who opts to retire pursuant to Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To reappoint M/s. Suri & Co, Chartered Accountants (Firm Regn. No. 004283S), as statutory auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the fifty third consecutive AGM and to fix their remuneration and to pass the following resolution thereof.

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013, rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. Suri & Co., Chartered Accountants (Firm Registration No. 004283S) be and hereby appointed as auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of fifty sixth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors"

### **SPECIAL BUSINESS**

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

"RESOLVED that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Ramakrishnan Chittibabu, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14 Aug 2014 and who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ramakrishnan Chittibabu, as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company up to 13 Aug 2019, not liable to retire by rotation."

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

"RESOLVED that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Bachiam Ramasamy Naidu, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14 Aug 2014 and who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Bachiam Ramasamy Naidu, as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company up to 13 Aug 2019, not liable to retire by rotation."



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

"RESOLVED that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013, Mr. G. Krishnamoorthy, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14Aug 2014 and who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. G. Krishnamoorthy, as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company up to 13 Aug 2019, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Rules made there under and its related and applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors ('hereinafter referred to as the Board') of the Company for borrowing any sum or sums of money from time to time whether in Indian Rupees or foreign currency (including external Commercial Borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines if any in this respect) from any one or Company's bankers and or from anyone or more persons, firms, Bodies Corporate, Financial institutions, Banks or other acceptable source whether by way of advances, deposits, loans, debentures, bonds or other securities whether convertible into equity/ preference shares and or securities with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe for equity or preference shares to Bank(s), Financial or other institutions, Mutual Funds, Non resident Indians, Foreign Institutional Investors or any other person(s), Body(ies) Corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate paid up capital of the Company or free reserves, that is to say reserves not set apart for any specific purposes, provided such excess amount so borrowed by the Board shall not exceed the limit of Rs. 100 crores (Rupees One Hundred Crores only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowings aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient."

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects".

**By Order of the Board of Directors**

**For Neycer India Limited**

**Place: Chennai**

**Date: 14<sup>th</sup> August 2014**

**Sd/-**

**Y Mohan Prasad  
Director**



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 53rd Annual General Meeting of the company.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. With effect from 1<sup>st</sup> April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Profile of directors seeking re-appointment as stipulated in terms of Clause 49 of the listing agreement with the stock exchanges is provided in the report on corporate governance, which forms an integral part of this annual report.
5. **The Register of Members and Share Transfer books of the Company will remain closed from 27th September, 2014 to 30th September 2014 (both days inclusive).**
6. The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Business(s) is attached herewith.

**By Order of the Board of Directors**

**Place: Chennai**  
**Date: 14<sup>th</sup> August 2014**

**For Neycer India Limited**

**Sd/-**  
**Y Mohan Prasad**  
**Director**



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4 to 6**

**Mr. Ramakrishnan Chittibabu, Mr. Bachiam Ramasamy Naidu and Mr. G. Krishnamoorthy were appointed as an Additional Director by the Board with effect from 14 Aug 2014 and holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member of the Company along with requisite deposit proposing his candidature for the office of Director of the Company.**

Your Board is of the opinion that all of the Independent Directors fulfill the conditions specified in the Act for appointment as independent Directors of the Company. Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, the directors being eligible and offering themselves for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 13 Aug 2019 and shall not be liable to retire by rotation. A notice has been received from members proposing the above candidates for the office of Director of the Company **along with the Refundable Deposit of Rs.1,00,000/- each.**

**Based on the declaration received from the appointee directors and in the opinion of the Board,** the above directors, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. Copy of the draft letter for appointment of all the directors, as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Accordingly the Board has recommended for approval of the shareholders, under agenda item nos. 4 to 6 of the accompanying notice, the classification of the aforementioned Directors also as independent directors pursuant to Section 149 of the Companies Act, 2013 read with rules made thereunder.

Concerned Directors are interested in their respective resolutions being related to their own appointments. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions as set out in item No.s 4 to 6 of the accompanying notice. None of the Directors are related inter se to each other.

This explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange





**Details of Directors Seeking Appointment at the Annual General Meeting**

Particulars	Ramakrishnan Chittibabu	Bachiam Ramasamy Naidu	G. Krishnamoorthy
Date of Birth	22-03-1976	18-06-1970	15-06-1951
Date of Appointment	14-08-2014	14-08-2014	14-08-2014
Qualification	Msc., M.B.A.	B.Com.,	M.A., B.Ed.,
Expertise in specific functional areas	-	-	-
Directorships held in other companies (excluding foreign companies)	-	-	-
Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	-	-	-
Number of shares held in the Company	-	-	-
Inter se relationship with any Director	-	-	-

**Item No: 7**

Section 180 of the Companies Act, 2013 (notified as on September 12, 2013) mandates that the aforementioned powers of the Board shall be exercised only through Special Resolution passed in the meeting of shareholders as compared to the requirement of ordinary resolution under the previous Act. Further the Ministry of Corporate Affairs vide its circular no. 04 /2014 dated 25/03/2014 have stated that the resolution passed under section 293 of the Companies Act, 1956 , prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Act. Consequently, the Board recommends to the shareholders to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013, without altering the borrowing limits already approved by way of resolution passed earlier.

Accordingly, the proposed resolution is placed before the shareholders for their approval. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

**By Order of the Board of Directors**

**Place: Chennai**  
**Date: 14<sup>th</sup> August 2014**

**For Neycer India Limited**

Sd/-  
**Y Mohan Prasad**  
**Director**



## DIRECTOR'S REPORT

Dear Shareholders,

Your Directors are pleased to present the Fifty-Third Annual Report and Audited Financial Statements of your Company for the year ended March 31, 2014

### FINANCIAL HIGHLIGHTS:

PARAMETERS	(Rupees in Lakhs)	
	YEAR ENDED 31.03.2014	YEAR ENDED 31.03.2013
Gross revenue	2796.99	2722.18
Less: excise duty	256.30	263.04
Net revenue	2540.68	2459.14
Other Income	11.71	254.74
Income	2552.39	2713.88
Expenditure	2760.26	2841.38
Profit before taxation and extraordinary items	(207.87)	(127.50)
Less: Extraordinary items	-	-
Profit before taxation	(207.87)	(127.50)
Less provision for taxation	(99.59)	(34.59)
<b>Profit/Loss after taxation</b>	<b>(197.91)</b>	<b>(92.90)</b>

### REVIEW OF OPERATIONS:

During the year under review, the company's turnover has increased from Rs.2722 lakhs to Rs.2796 lakhs, thus registering an increase of Rs.74 lakhs.

### DIVIDEND:

In view of the accumulated losses, the Directors express their inability to declare dividend.

### IMPLEMENTATION OF REHABILITATION SCHEME SANCTIONED BY BIFR/PREFERENTIAL ISSUE/LISTING WITH BOMBAY STOCK EXCHANGE:

As reported EARLIER, THE REHABILITATION SCHEME OF YOUR Company approved by the Board for Industrial and Financial Reconstruction on 06<sup>th</sup> October 2008 has been implemented full in letter and spirit. Necessary steps for restructuring the share capital of the Company are being taken. The capital after restructuring shall be Rs.101519160. w.e.f.06.09.2013 During this current period, the Company had already effected the reduction of capital and further allotment.

The Company had submitted necessary documents to the BSE for effecting the above. However the effect of the same shall be reflected only after BSE's approval.

### BOARD OF DIRECTORS

Your Board pursuant to the provisions of clause 49 of the Listing Agreement entered into with the Stock Exchange has appointed Mr. **Ramakrishnan Chittibabu**, Mr. **Bachiam Ramasamy Naidu** and Mr. **G. Krishnamoorthy** as Independent Directors of the Company with effect from. They hold the





office upto the date of ensuing Annual General Meeting. The Company has received declarations from the appointee independent directors, that they meet the criteria of independence, as prescribed both under sub-section (6) of Section 149 of the Companies Act 2013 and under the said clause 49 and also received from the Members of the Company signifying their intention to propose the above appointees as a candidate for the office of Directors of the Company under Section 160(1) of the Companies Act, 2013.

Mr. B.S,Shailendra Director of the Company retires by rotation and being eligible, offers himself for reappointment, in accordance with the requirements of Companies Act, 2013.

**FIXED DEPOSIT:**

Your Company did not invite or accept any fixed deposit pursuant to provisions of Section 58A of the Companies Act, 1956, during the year. As on date there is no deposit which has matured and pending for payment.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors' to the best of their knowledge and belief confirm that:

1. In the preparation of the Profit and Loss Account for the Financial Year ended March 31, 2014, and the Balance Sheet as at that date ("Annual Accounts"), the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the Directors' had 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;
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors had prepared the Annual Accounts for the Financial Year ended March 31, 2014 on a going concern basis.

**AUDITORS AND THEIR OBSERVATIONS**

The Auditors, M/s. **Suri & Co.**, Chartered Accountants, Chennai hold office up to the date of the ensuing Annual General Meeting and are eligible for re-appointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. **Suri & Co.**, that their appointment, if made, would be in conformity with the limits specified in the said section.

**DIRECTORS REPLY TO AUDITORS QUALIFICATIONS:**

The Auditor in his report vide Point no. XI has stated that the Company has defaulted in repayment of dues to Bank.

The Director would like to furnish their reply as under:

Since the Company is in the process of reviving their liquidity position and are of the hope that situation will improve in the upcoming years.



**Particulars as required under Section 217(1) (E) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988**

**A) Conservation of Energy**

Your Company continues to be committed to energy conservation in its manufacturing operations. All the kilns in the sanitary ware Division are being fired with natural gas thereby increasing fuel efficiency and reducing costs. The power was economically and optimally utilised during the year. As the power costs are mounting from the Electricity Board, your company is exploring the possibility of installing captive generation.

**B) Technology Absorption**

Your company is planning to adopt improved technology for better quality improvement, energy saving, material consumption and reduction of wastages.

**C) Research and Development**

The Company has a continuous ongoing R & D Program which during the period under review introduced various designs of sanitary wares. In addition to development of new products, the R & D Department also instituted a comprehensive policy on cost reduction and improved production efficiency in line with modern trends so as to differentiate the brand positioning of "Neycer" from other competitors brands.

Similarly, the composition of body & glaze are constant improvement so as to control cost without compromising on quality. The reuse of fired reject materials in the body not only reduces the body cost but also takes care of solid pollution.

**C) Foreign Exchange Earnings and Outgo**

Foreign Exchange earned during the year: Rs. Nil (PY Rs. Nil)

Foreign Exchange used during the year : Rs. Nil (PY Rs. Nil)

**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956**

None of the employees of the Company are in receipt of total remuneration exceeding the limits prescribed under Provisions of Section 217(2A) of the Companies Act, 1956. Hence no reporting is furnished under the heading.

The industrial relations at the sanitary ware division was by and large cordial and the labour agreement has been implemented in full.

**CORPORATE GOVERNANCE REPORT**

Your Company has been practicing the principles of good Corporate Governance. A detailed report on the Corporate Governance Code and practices of the Company along with a certificate from the Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement are annexed in a separate section in this Annual Report.



**NON MANDATORY CLAUSE:**

- a. **Chairman of the Board:** The Company maintains the office of the Chairman at its Corporate Office.
- b. The Board has duly constituted a Remuneration Committee under the Chairmanship of Mr.B.S.Shailendra, which determines the remuneration package for Executive Directors.
- c. **Shareholder Rights:** The quarterly financial results are usually published in the Trinity Mirror (English) and Makal Kural (Tamil).
- d. **Whistle Blower Policy:** Though whistle blower policy is not applicable to the company, the employees of the Company are given access to the Audit Committee to report any unethical behaviour.

During the Financial Year, there was no such incident that necessitated the Audit Committee to investigate according to the Whistle Blower Policy.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A detailed analysis of the Company's progress and future outlook is separately discussed in the Management Discussion and Analysis Report, is appended to and forms a part of the Annual Report.

**ACKNOWLEDGEMENTS**

Your Directors take this opportunity to express grateful appreciation for the valuable support and co-operation received from Financial Institutions, Bankers, Shareholders, Creditors, various departments of Governments and all other stakeholders. Your Directors also place on record the wholehearted commitments from the employees of the Company and their combined efforts to turn around the Company.

**For and on behalf of the Board**

**Place: Chennai**  
**Date: August 14, 2014**

**Krishna Prasad      Y. Mohan Prasad**  
**Whole time Director      Director**



## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY:

We at Neycer India Limited believe that Corporate Governance is a systematic process by which companies are directed and controlled to achieve long term corporate goals and enhance stakeholders' value. Your Company is committed to adopt best governance practices and envisages the attainment of the high level of transparency and accountability in the functioning of the Company and the conduct of its business.

Your Company needs to leverage resources to translate opportunities into reality; to infuse people with a vision, which sparks dynamism and entrepreneurship, creates a system of succession which combines stability with flexibility and continuity with change.

Above all else, corporate governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and a sense of justice. Achieving this balance depends upon how accountable and transparent companies are. Accountability improves decision making. Transparency helps to explain the rationale behind decisions, and thereby builds stakeholder confidence.

Your Company's Corporate Governance compliances are as follows:

### 2. BOARD OF DIRECTORS

#### a) Composition/Category of Directors/Attendance at Meetings/Directorships & Committee Memberships in other Companies as on March 31, 2014:

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. Consequent to the new allotment and further issue of shares and definition of Independent Directors have been modified in the new Companies Act, 2013, the Company is in the process of appointing Independent Director.

None of the Non-Executive Directors of the Company has any pecuniary relationship or transaction with the Company.

Details of composition of the Board, Shares held by Directors, Board / Annual General Meeting Attendance & Committee Memberships as on March 31, 2014 are provided herein below;

Name of the Director	Category	Designation	Date of appointment	As on 31 <sup>st</sup> March 2014		Attendance		*Number of other Director-	**Committee position of other Companies	
				No. of Shares held	% of Holding	Board Meeting	Last AGM		Member-ships	Chairman-ships
Mr. Krishna Prasad***	Promoter Executive Director	Director	30 <sup>th</sup> September 1989	Nil	Nil	4	Yes	Nil	Nil	Nil
Mr.Y.Mohan Prasad	Non-executive	Chairman	14 <sup>th</sup> February 2006	Nil	Nil	4	Yes	1	2	1
Mr.B.S.Shailendra	Non-executive	Director	15 <sup>th</sup> July 2006	Nil	Nil	4	Yes	2	2	1

\* This includes Directorship in public limited companies (including subsidiaries of public limited companies) and excludes Directorship in associations, private, foreign and Section 25 companies.

\*\* Represents Chairmanship / Membership of Audit Committee and Shareholders' / Investors' Grievance Committee, whether listed or not.



Four Board meetings were held during the year 2013-14. The dates on which the Board meetings were held were as follows:

- May 31, 2013
- August 14, 2013
- November 14, 2013
- February 14, 2014

### 3) Committees of the Board

#### a) AUDIT COMMITTEE

##### (i) Terms of reference:

The terms of reference of this Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreements as well as in Section 292A of the Companies Act, 1956 and inter-alia include the following:

- 1) Review of Company's financial reporting process
- 2) Reviewing the Company's financial and risk management policies
- 3) Review of quarterly, half-yearly and annual financial statements before submission to the Board.
- 4) Review with Internal Auditors on significant observations
- 5) Recommending appointment of Internal Auditor and fixation of fees
- 6) Review of adequacy of internal audit function and internal audit plan for the year
- 7) Review of adequacy of internal control system

##### (ii) Composition, name of members & Chairman, meetings held during the year and attendance at meetings:

The Audit Committee comprised of one Promoter executive director and two Non-Executive Directors. The Committee met four times during the Financial Year ended March 31, 2014 on **31<sup>st</sup> May 2013, 14<sup>th</sup> August 2013, 14<sup>th</sup> November 2013, 14<sup>th</sup> February 2014**. Required quorum was present at all meetings.

Name of the Director	Status in Committee	Number of committee meetings	
		Held	Attended
Mr. Krishna Prasad	Member	4	4
Mr Y. Mohan Prasad	Chairman	4	4
Mr B S Shailendra	Member	4	4

#### 4) REMUNERATION COMMITTEE:

The Company has constituted Remuneration Committee of the Board of Directors. None of the Directors draw any remuneration. The Sitting Fees of Rs.250/- per meeting for attending the Board and Committee Meetings which is within the permitted limits under the Companies Act, 1956 has also been waived by the directors. The actual travel and incidental expenses incurred for attending meetings are only reimbursed.

The details of the remuneration/sitting fees paid to the Directors during the financial year 01.04.2013 to 31.03.2014 are given below:



Names of Directors	Basic Salary (Rs.)	Perquisites / Allowances (Rs.)	Sitting Fees (Rs.)
Mr. Krishna Prasad	Nil	Nil	Nil
Mr Y Mohan Prasad	Nil	Nil	Nil
Mr B S Shailendra	Nil	Nil	Nil

## 5) SHAREHOLDERS / INVESTORS GRIEVANCE AND SHARE TRANSFER COMMITTEE

### Scope of the committee:

The Shareholders/ Investors' Grievances and Share Transfer Committee has been formulated to oversee, review and monitor all matters connected with transfer/ transmission/ transposition of shares, non-receipt of Annual Report issue of duplicate share certificates, consolidation, splitting, issue of share certificates in exchange of sub-divided / consolidated, this committee will also service the issues concerned with re-materialization/dematerialization of shares and overseeing the performance of Registrar & Transfer Agents and looking into the redressal of shareholders' complaints.

No meeting was held under this committee for the Financial Year ended 31<sup>st</sup> March 2014.

The composition of Shareholders/ Investors' Grievances and Share Transfer Committee as on March 31, 2014 during the financial year 2013-14 were as follows.

NAME OF DIRECTOR	STATUS IN COMMITTEE
Mr.B.S. Shailendar	Chairman
Mr.Krishna Prasad	Member
Mr.Y Mohan Prasad	Member

During the Financial Year 2013-2014, 4 complaints were received from shareholders and were replied / redressed to the satisfaction of the investors.

There are no complaints pending as on date of this report. There were no share transfers pending registration as at 31<sup>st</sup> March 2014.

Investors are requested to address their complaints if any to the below mentioned e-mail id: [investorsupport@neycer.in](mailto:investorsupport@neycer.in)

Mr. T. Mani is the Compliance Officer of the Company.

## 6) Details of General Body Meetings:

### i) The last three Annual General Meetings were held as under

Financial Year	Date	Time	Venue
2012-2013	September 30, 2013	10.00 A.M	At Registered Office 33/23A Ranjith Road, Kotturpuram, Chennai 600 085
2011-2012	September 28, 2012	10.00 A.M	At Registered Office 33/23A Ranjith Road, Kotturpuram Chennai 600 085
2010 2011	September 29, 2011	10.00 A.M	At Registered Office 33/23A Ranjith Road, Kotturpuram Chennai 600 085

### (ii) Special Resolutions passed at the Annual General Meetings held during last three financial years:

No Special Resolutions were passed at the Annual General Meeting held during the last three financial years.

**(iii) Postal Ballot:**

During the Financial year, there were no ordinary or Special Resolution passed by the Members through Postal Ballot.

**(iv) Extraordinary General Meeting during the last three years:**

No Extra Ordinary General Meeting was held during last three financial years.

**7. DISCLOSURES****i. Accounting Treatment:**

The Company followed the guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements. During the financial year, no differential accounting treatment was followed.

**ii. Related Party Transactions:**

During the financial year 2013-14, there were no materially significant transactions entered into between the Company and its Promoters, Directors or the management, subsidiaries or relatives that may have potential conflict with the interests of the Company at large. Further, details of related party transactions form part of notes to the accounts of the Annual Report.

**iii. Strictures / Penalties**

No strictures / penalties were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

**iv. Proceeds from public issues, right issues, preferential issues:**

During the year 2013-14, the Company did not raise money from public issue and right issue. However, in order to give effect to the BIFR scheme, preferential issue had been made to the creditors as per the scheme.

**8. MEANS OF COMMUNICATION****a) Results:**

The Quarterly, Half yearly and Annual results are submitted to the Stock Exchange(s) in accordance with Listing Agreement. Further the quarterly / half yearly / annual results in the prescribed format along with press release are published within 48 hours in daily newspapers i.e. Trinity Mirror (English) and Makkal Kural (vernacular newspaper).

All vital information of the performance of the Company including Financial Results, Annual Reports of last three years and Shareholding Pattern have been posted on the Company's website [www.neycer.in](http://www.neycer.in).

**b) Official News Releases:**

No financial presentations are made to Institutional Investors/analysts.

**9. GENERAL SHAREHOLDER INFORMATION****a) 53<sup>rd</sup> Annual General Meeting:**

Date : 30<sup>th</sup> September 2014

Time : 10.00 A.M

Venue: No.33/24A, Ranjit Road, Kotturpuram, Chennai-600 085

**b) Financial Year:**

The financial year covers the period from April 1<sup>st</sup>, 2013 to March 31<sup>st</sup>, 2014.



**c) Book Closure Date:**

27<sup>th</sup> September 2014 to 30<sup>th</sup> September 2014 (Both days inclusive)

**d) Dividend Payment Date:**

No dividend has been recommended by the Board of Directors of the Company.

**e) Listing on Stock Exchanges:**

The Stock Exchanges at which the equity shares of the Company are listed and the respective stock codes are:

Bombay Stock Exchange Ltd. (BSE): 502255

Madras Stock Exchange of Ltd. (MSE): NEYCER

ISIN of Company's equity shares having face value of Rs. 10 each is INE 275N0103. The Company has paid till date, appropriate listing fee to both the stock exchanges where the Company's Equity Shares are listed.

The 89,30,000 equity shares issued pursuant to the BIFR Scheme are in the process of being listed in the Bombay Stock Exchange.

**f) Tentative Financial Calendar:**

1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015

Results for the quarter ending June 30, 2014	Within 45 days from the end of the quarter
Results for the quarter ending September 30, 2014	Within 45 days from the end of the quarter
Results for the quarter ending December 31, 2014	Within 45 days from the end of the quarter
Results for the quarter ending March 31, 2015	Audited Results within 60 days from the end of the quarter
Annual General Meeting	September 2014

**g) Contact Information****Registered Office:**

No.33/24A, Ranjit Road,  
Kotturpuram, Chennai-600 085  
email: [hsilinvestors@hindware.co.in](mailto:hsilinvestors@hindware.co.in)

**Plant Location:**

Vadalur 607 303, Cuddalore District, Tamil Nadu

**h) Registrar and Transfer Agent:**

M/s. Cameo Corporate Services Limited is Company's Registrar and Share Transfer Agent (RTA) for its equity shares. The contact details of RTA are:

M/s. Cameo Corporate Services Limited,  
Subramanian Building, No.1 Club House Road,  
Chennai- 600 002

Telephone: 91-44-2846 0390, Fax: 91-44-28460129,  
E-mail: [cameo@cameoindia.net](mailto:cameo@cameoindia.net)


**i) Share Transfer System:**

Share transfers which are received in physical form are processed and the share certificates returned within a period of 30 days from the date of receipt, subject to the documents being valid and complete in all respects. The dematerialised shares are transferred directly to the beneficiaries by the depositories.

**10. MARKET PRICE MOVEMENT**

Since shares are not traded till March 2014, the same are not provided.

**11. DISTRIBUTION OF SHAREHOLDING as on 31st March 2014**

Category	No of Holders	% of Holders	Shares in Rs.	% of Shares
10 5000	648	96.0000	358710	0.3533
5001-10000	8	1.1851	56060	0.0552
10001 20000	2	0.2962	33740	0.0332
20001 -30000	1	0.1481	21000	0.0206
30001 -40000	0	0.0000	0	0.0000
40001 -50000	0	0.0000	0	0.0000
50001 -100000	5	0.7407	379270	0.3735
100001 - And Above	11	1.6296	100670380	99.1639
<b>TOTAL</b>	<b>675</b>	<b>100.00</b>	<b>101519160</b>	<b>100.00</b>

**12. SHAREHOLDING PATTERN AS ON 31.03.2014.**

Subject to the approval of the Bombay Stock Exchange, the shareholding pattern (post allotment) will be as under:

Category	No. of Shares Held	Percentage of Share holding
<b>A.PROMOTER HOLDING</b>		
1. Promoters		
Indian Promoters	7352960	72.429
Foreign Promoters	NIL	
2. Persons acting in concert	NIL	
Sub-Total	7352960	72.429
<b>B.Non-Promoters Holding</b>		
3. Institutional Investors	NIL	NIL
a. Mutual Funds and UTI	NIL	NIL
b. Banks, financial Institutions, Insurance Companies (central/state Govt.Institutions/Non-government Institutions)	129169	1.2723
c. FIIs	NIL	NIL
Sub-Total	129169	1.2723
4. a. Body Corporates	2578641	25.4005
b. Indian Public	91146	0.8977
c. Clearing Member	NIL	NIL
d. Hindu Undivided Family	NIL	NIL
e. NRI	NIL	NIL
f. Non-Resident Indians	NIL	NIL
Sub-Total	2668798	25.401
Grand Total	10151916	100



**Ney Limited**



# **DEMATERIALISATION OF SHARES**

Detail of shares dematerialized cannot be furnished due to pendency of listing approval from the Bombay Stock Exchange.

The pre-reduction, post-reduction and post-allotment as at 31-03-2014 are given as under:

PARTICULAR	NAME OF THE SHAREHOLDER	PRE REDUCTION		POST REDUCTION		POST ALLOTMENT	
		No.of shares	% of shares	No.of shares	% of shares	No.of shares	% of shares
PROMOTER GROUP	1-SPARTEK CERAMICS INDIA LIMITED	764800		152960		152960	
	2-SRIVEN REALTORS PRIVATE LIMITED					6000000	
	3-SRIVEN VENTURES-MOHAN PRASAD					400000	
	4-SPARTEK CERAMICS INDIA LIMITED	4000000		800000		800000	
	<b>TOTAL</b>	<b>4764800</b>	<b>77.9890%</b>	<b>952960</b>	<b>77.9890%</b>	<b>7352960</b>	<b>72.49</b>
PUBLIC HOLDING MORE THAN 5%	1-CDS PROJECTS LIMITED	-				1330000	
	2-SPARTA HOLDING LIMITED	-				1200000	
	<b>TOTAL</b>		<b>0%</b>	<b>-</b>	<b>0%</b>	<b>2530000</b>	<b>24.922</b>
PUBLIC HOLDING MORE THAN 1% OTHER PUBLIC HOLDINGS	LIC			113735		113735	
	INSURANCE COMPANIES -2	645845		15434		15434	
	BODIES CORPORATE-11 INDIVIDUALS	243206		48641		48641	
	UPTO 1 LAKH-653	219304 236425		54541		54541	
	INDIVIDUALS ABOVE 1 LAKH-2	13344780		36605		36605	
<b>TOTAL</b>			<b>22.0110%</b>	<b>268956</b>	<b>22.0110%</b>	<b>268956</b>	<b>2.649</b>
	<b>TOTAL NUMBER OF SHARES LISTED/TO BE LISTED IN THE STOCK EXCHANGE</b>	<b>6109580</b>	<b>100%</b>	<b>1221916</b>	<b>100%</b>	<b>10151916</b>	<b>100%</b>

**15. Outstanding GDR / ADRs / Warrants or any Convertible Instrument, as on 31<sup>st</sup> March 2014 :**

As on date, the Company has not issued GDRs, ADRs, or any other Convertible Instruments which are pending for conversion

**16. Compliance with Clause 49**

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. The Company has also adopted the non-mandatory requirement of Clause 49 to the extent of Remuneration Committee which has been discussed in the earlier section of this Report.

**17. CODE OF CONDUCT**

The Board of Directors of the Company has framed a Code of Conduct the applicable to all Directors and the Senior Management Personnel of your Company. The said Code of Conduct has also been posted on the website of the Company. The Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct for the year 2013-14. A declaration signed by the Directors of the Company to this effect is enclosed at the end of this report.

**18. CEO / CFO CERTIFICATION**

A certificate as stipulated in clause 49(v) of the Listing Agreement duly signed by the Compliance Officer, on financial statements of the Company is enclosed to this report.

**19. CERTIFICATION BY AUDITORS**

As required under Clause 49 of the Listing Agreement, the Statutory Auditors of the Company, M/s Suri & Co., have verified the compliances of the Corporate Governance and the Company has obtained a Certificate affirming the compliance from them and the same is annexed to this Report and forms a part of the Annual Report.

**DECLARATION UNDER COMPLIANCE WITH CODE OF CONDUCT**

In accordance with sub clause 1(D) of Clause 49 of the Listing Agreement with the Stock Exchanges, we hereby confirm that all the Directors and the Senior Management Personnel have affirmed compliance with their respective code of conduct as applicable to them, for the year ended on 31<sup>st</sup> March 2014.

Place: Chennai

Date :14<sup>th</sup> August 2014

For and on behalf of the Board

Sd/-

**Krishna Prasad**  
Whole time Director

Sd/-

**B.S.Shailendra**  
Director

Sd/-

**Y.Mohan Prasad**  
Director



**CEO / CFO Certification**

To,  
The Board of Directors,  
Neycer India Limited  
Chennai

I, T. Mani, Chief Financial Officer of Neycer India Limited to the best of my knowledge and belief hereby certify that:

1. I have reviewed the balance sheet and profit and loss account and all its schedules and notes on accounts, as well as the cash flow statements for the year ended, 31st March 2014.
2. Based on my knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make statements made, in light of the circumstances under which such statement were made, not misleading with respect to the statements made.
3. Based on my knowledge and information, the financial statements, and other financial information included in this report, present in all material respect, a true and fair view of affairs of the company, the financial condition, results, of operation and cash flows of the company as of, and for, the period presented in this report, and are in compliance with the existing accounting standards and/ or applicable laws and regulations.
4. To the best of my knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the code of conduct of the company.
5. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which I am aware and the steps have been taken or propose to take to rectify these deficiencies.
6. I have disclosed based on my most recent evaluation, wherever applicable, to the company's auditors and the Audit Committee of the Company's Board of Directors (and persons performing the equivalent functions)
  - a. Significant changes in internal controls over financial reporting during the year, if any, and that the same have been disclosed in the notes of financial statements.
  - b. All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
  - c. Instances of significant fraud of which have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal controls systems over financial reporting.

**For Neycer India Limited**

**Place: Chennai**  
**Date: 14<sup>th</sup> August 2014**

**T. Mani**  
**Chief Financial Officer**



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To  
The Members of Neycer India Limited

We have examined the compliance of conditions of Corporate Governance by Neycer India Limited, for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange(s).

1. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the guidance note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India, we state that, there were no investor grievances remaining pending for more than 30 days as per the records maintained by the Company as at 31st March, 2014.

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

**Place: Chennai.**  
**Date: 14<sup>th</sup> August 2014**

**For SURI & CO.,**  
**Chartered Accountants**

**Regn No.:004283S**  
**Sd/-**  
**R. MAHESH**  
**Partner**  
**Membership No: 02477**



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NEYCER INDIA LIMITED.**

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

We have audited the accompanying financial statements of Neycer India Limited, which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Management is responsible for the preparation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements; whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, subject to non provision of interest on the Term Loan and Funded Interest Term Loan from bank amounting to Rs. 6.96 crores and interest of Rs. 3.02 crores on Loan from Body Corporate referred to in Note No. 28 of Notes to Financial Statements, resulting in the LOSS for the year understated by Rs. 9.98 crores, the said financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the LOSS for the year ended on that date and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.





**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion proper books of amount as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
  - e. On the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
  - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**Place : Chennai**  
**Date : 29-05-2014**

**For Suri & Co.,**

**Firm Regn Number: 004283S**

**R.Mahesh**  
**Partner**  
**CHARTERED ACCOUNTANTS**  
**Membership No : 024775**



**ANNEXURE TO INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
NEYCER INDIA LIMITED**

- I).
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
  - b) Physical verification of major items of these assets has been conducted by the management during the financial year and as explained to us, no material discrepancies were noticed on such verification.
  - c) The Company has not disposed of substantial part of fixed assets.
- II).
  - a) Physical verification of Inventory has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
  - b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) The company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification as compared to the book records.
- III).
  - a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties, covered in the Register maintained under Section 301 of the Companies Act, 1956.
  - b) The Company has not taken any loans, secured or unsecured from companies, firms or other parties, covered in the Register maintained under Section 301 of the Companies Act, 1956.
- IV). The Company has adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- V).
  - a) The transactions that need to be entered in the register maintained under section 301 of the Act have been so entered.
  - b) According to the information and explanations furnished to us these transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- VI). The Company has not accepted any deposits from the public within the meaning of Section 58A, 58AA or any other relevant provisions of the Act and the Rules framed there under.
- VII). The Company has an internal audit system commensurate with the size and the nature of its business.
- VIII). We have broadly reviewed the books and records maintained by the company pursuant to the Rules made by the Central Government, under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have however not made a detailed examination of the records with a view to determine whether they are accurate or complete.



- IX). a) The Company is depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Investors' Education and Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Excise Duty, Customs Duty, Cess and other statutory dues with the appropriate authorities belatedly and there are outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable. The extent of the outstanding are as under:

Nature of the dues	Amount Due (Rs.)
Central Sales Tax	24,55,758

- b) There are disputed dues of tax which have not been deposited and the amount involved and the forum where disputes are pending are as under:

Name of the Statute	Nature of Dues	Amount Disputed (Rs.)	Amount paid (Rs.)	Forum where dispute is pending
TamilNadu General Sales Tax Act	Sales Tax	93,20,618	Nil	Deputy Commercial Tax Officer
TNGST Act	Sales Tax	3,44,15,091	Nil	Appellate Assistant Commissioner (CT)
CST Act	CST	50,56,861	Nil	Appellate Assistant Commissioner (CT)
TN VAT	VAT	57,93,862	Nil	Honourable High Court of Madras
ESI Act	ESI	6,47,330	1,61,890	ESI Labour Court

- X). The Company has accumulated losses exceeding fifty per cent of its net worth and has not incurred cash loss in the current financial year or in the immediately preceding financial year.
- XI). In our opinion and according to the information and explanations given to us, the company has defaulted in repayment of dues to banks. The default in respect of principal amount of loan was Rs. 2,35,42,000 and that of interest was Rs.3,03,57,030 as detailed in Note No.4 of the Notes to financial statements.
- XII). The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII). The Company is not engaged in the business of nidhi / mutual benefit fund / society and hence the question regarding application of special statute does not arise.
- XIV). The Company is not dealing or trading in shares, securities, debentures and other investments.
- XV). The Company has not given any guarantee for loans taken by others from banks or financial institutions.



- XVI). The Company has applied the term loan for the purpose for which the same was obtained.
- XVII). According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that the company has not used funds raised on short-term basis for long term investment.
- XVIII). The Company has made preferential allotment of equity shares to parties and companies covered in the register maintained under section 301 of the Act during the year. The allotment so made pursuant to BIFR order dated 6.10.2008 at par is not prejudicial to the interest of the company.
- XIX). The Company has not issued any debentures.
- XX). The Company has not raised any money by public issues during the year.
- XXI). According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

**Place : Chennai**  
**Date : 29-05-2014**

**For Suri & Co.,**

**Firm Regn Number: 004283S**

**R.Mahesh**  
**Partner**

**CHARTERED ACCOUNTANTS**



**NEYCER INDIA LIMITED**  
**BALANCE SHEET AS AT 31.03.2014**

	Note No.	31.03.2014 Rs.	31.03.2013 Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	2	10 16 69 160	6 12 45 800
(b) Reserves and surplus	3	(10 38 56 542)	(13 29 42 161)
		<b>( 21 87 382)</b>	<b>(7 16 96 361)</b>
<b>(2) Share application money pending allotment</b>		-	6 00 00 000
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	10 50 04 385	13 57 99 817
(b) Other Long term liabilities	5	1 03 71 294	1 01 21 294
(c) Long-term provisions	6	2 24 53 751	2 42 84 356
		<b>13 78 29 430</b>	<b>17 02 05 467</b>
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	7	7 11 88 808	7 72 46 720
(b) Trade payables		4 24 54 641	5 59 93 566
(c) Other current liabilities	8	9 78 86 577	7 57 62 260
(d) Short-term provisions	9	1 55 85 339	1 28 14 108
		<b>22 71 15 365</b>	<b>22 18 16 655</b>
		<b>36 27 57 413</b>	<b>38 03 25 760</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed assets			
(i) Tangible assets	10	17 41 64 093	18 58 38 123
(ii) Capital work-in-progress		-	28 13 191
		17 41 64 093	18 86 51 314
(b) Non-current investments	11	1 50 000	1 50 000
(c) Deferred tax assets (net)	12	4 64 34 994	4 54 39 091
(d) Long term loans and advances	13	15 52 979	20 83 421
		<b>22 23 02 066</b>	<b>23 63 23 826</b>
<b>(2) Current Assets</b>			
(a) Inventories	14	7 44 39 953	7 51 89 831
(b) Trade receivables	15	3 87 97 339	4 24 97 417
(c) Cash and cash equivalents	16	25 25 864	21 53 318
(d) Short-term loans and advances	17	2 46 92 191	2 41 61 368
		<b>14 04 55 347</b>	<b>14 40 01 934</b>
		<b>36 27 57 413</b>	<b>38 03 25 760</b>

See accompanying notes to financial statements

Vide our report of even date attached

For **Suri & Co**

Chartered Accountant

Firm Regn. No:004283S

**R.Mahesh**

Partner

Membership No: 024775

**B.S.Shailendra**

Director

**Y.Mohan Prasad**

Director

Place: Chennai

Date: 29-05-2014



**NEYCER INDIA LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2014**

	Note No.	31.03.2014 Rs.	31.03.2013 Rs.
<b>I. Revenue from Operations</b>	18	27 96 99 081	27 22 17 636
Sales and Other Operating Income		2 56 30 651	2 63 03 530
Less: Excise Duty		25 40 68 430	24 59 14 106
	19	11 71 158	2 54 74 313
<b>II. Other Income</b>		25 52 39 588	27 13 88 419
<b>III. Total Revenue (I+II)</b>			
<b>IV. EXPENSES</b>		3 10 22 491	3 50 00 455
Cost of materials consumed		3 24 34 350	2 01 46 518
Purchases of stock-in-trade			
Changes in inventories of finished goods,	20	25 95 259	1 79 07 855
work in progress and stock-in-trade	21	6 84 59 170	7 50 98 805
Employee benefits expense	22	2 21 52 837	2 57 21 606
Finance Costs	10	1 76 97 057	1 44 66 306
Depreciation and amortization expense	23	10 16 65 348	9 57 96 844
Other expenses		27 60 26 512	28 41 38 389
Total Expenses			
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		(2 07 86 924)	(1 27 49 970)
<b>VI. Exceptional Items</b>		-	-
<b>VII. Profit before extraordinary items and tax (V-VI)</b>		(2 07 86 924)	(1 27 49 970)
<b>VIII. Extraordinary Items</b>		-	-
<b>IX. Profit before Tax (VII-VIII)</b>		(2 07 86 924)	(1 27 49 970)
<b>X. Tax Expense:</b>		-	-
Current Tax		(9 95 903)	(34 59 024)
Deferred Tax		(1 97 91 021)	(92 90 946)
<b>XI. Profit/(loss) for the period (IX-X)</b>			
<b>XII. Earnings per equity share of face value</b>		(2.34)	(1.52)
<b>Rs. 10 each Basic and diluted</b>			

See accompanying notes to financial statements

Vide our report of even date attache  
For **Suri & Co**  
Chartered Accountant  
Firm Regn. No:004283S  
**R.Mahesh**  
Partner  
Membership No: 024775

**B.S.Shailendra**  
Director

**Y.Mohan Prasad**  
Director

Place: Chennai  
Date: 29-05-2014



**NEYCER INDIA LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2014**

	<b>31.03.2014</b> <b>Rs.</b>	<b>31.03.2013</b> <b>Rs.</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit / (Loss) Before tax	( 2 07 86 924)	( 1 27 49 970)
Add: Depreciation	1 76 97 057	1 44 66 306
Provision for Gratuity	77 52 828	1 23 65 059
Provision for Bad & Doubtful debts	89 87 787	-
Interest and finance charges	2 21 52 837	2 57 21 606
Less: Interest received	( 3 44 184)	( 3 40 078)
	<b>3 54 59 401</b>	<b>3 94 62 923</b>
Adjustment for changes in working capital		
(Increase)/ Decrease in inventories	7 49 878	1 62 55 997
(Increase)/ Decrease in sundry debtors	( 52 87 709)	35 42 288
(Increase) /Decrease in loans and advances	( 381)	( 70 37 151)
Increase/ (Decrease) in current liabilities	3 66 569	( 33 34 604)
Increase/ (Decrease) in Provisions	( 39 99 011)	( 75 02 009)
(A)	<b>2 72 88 747</b>	<b>4 13 87 444</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Acquisition of fixed assets	( 60 23 028)	( 30 59 008)
(B)	<b>( 60 23 028)</b>	<b>( 30 59 008)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Availment /(Repayment) of Secured loans	( 91 12 125)	( 1 36 32 041)
Availment /(Repayment) of Unsecured loans	2 50 000	4 45 000
Interest received	1 98 796	3 40 078
Interest and Finance Charges paid	( 1 23 75 231)	( 2 57 21 606)
(C)	<b>( 2 10 38 560)</b>	<b>( 3 85 68 568)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>2 27 158</b>	<b>( 2 40 131)</b>
Cash and cash equivalents as at beginning of the year	2 22 586	4 62 717
Cash and cash equivalents as at end of the year	4 49 744	2 22 586

See accompanying notes to financial statements

Vide our report of even date attached

For **Suri & Co**

Chartered Accountant

Firm Regn. No:004283S

**R.Mahesh**

Partner

Membership No: 024775

**B.S.Shailendra**  
Director

**Y.Mohan Prasad**  
Director

Place: Chennai  
Date: 29-05-2014





**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014**

**1. SIGNIFICANT ACCOUNTING POLICIES:**

**a) BASIS OF ACCOUNTING:**

The accompanying financial statements have been prepared on the assumption that the company is a going concern and in accordance with the historical cost convention, generally accepted accounting principles and the Accounting Standards under the Companies Accounting Standards Rules, 2006

**b) FIXED ASSETS AND CAPITAL WORK IN PROGRESS:**

Fixed Assets are stated at historical cost less accumulated depreciation. Cost of the fixed asset is inclusive of freight, installation, duties and other incidental expenses but excludes taxes and duties that are recoverable subsequently from the taxing authorities.

Capital work in progress comprise of cost of fixed assets that are not ready for their intended use as at the balance sheet date.

**c) DEPRECIATION:**

Buildings, Plant and Machinery and electrical installations are depreciated on Straight Line Method and other assets on Written Down Value basis at the rates prescribed in Schedule XIV to the Companies Act, 1956.

**d) INVESTMENTS:**

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

**e) INVENTORIES:**

Inventories are valued at lower of cost and net realizable value. Cost is determined based on monthly weighted average. Cost includes taxes, duties and other incidental expenses but excludes taxes and duties that are recoverable subsequently from the taxing authorities.

**f) FOREIGN CURRENCY TRANSACTIONS:**

The foreign currency transactions are accounted for at the exchange rates prevailing on the date of transactions. The fluctuation variation in respect of foreign currency transactions remaining unsettled as at the end of the year are translated at the rates prevailing on the last day of the year. Foreign exchange differences are recognized in the profit and loss statement to the period in which they arise.

**g) INCOME AND EXPENDITURE RECOGNITION:**

Income is recognized and expenditure is accounted for on their accrual. Revenue from sale is recognized on transfer of significant risk and reward. Sales are inclusive of excise duty and net of sales returns and trade discounts.

**h) INTANGIBLE ASSET:**

Intangible assets are recognized only if there is any Future Economic Benefit. Research expenses are charged to revenue.



**i) EMPLOYEE COST:**

Short term employee benefits, in respect of leave salary, leave travel allowance and reimbursement of medical expenses, the liability has been fully provided on undiscounted basis, in accordance with the schemes in force.

The contribution to provident fund ( Defined Contribution Plan ) as per the provisions of the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 is recognized and charged to revenue.

The company's liability towards retirement benefits, in the form of gratuity, and other retirement benefits(Defined Benefit Plans) is worked out on actuarial basis at the end of the year and is provided.

**j) BORROWING COST:**

Borrowing costs that are attributable to the qualifying assets are capitalized till the date of commissioning, as part of the cost of such assets. All other borrowing costs are charged to revenue.

**k) TAXES ON INCOME**

- i) Taxes on income are accrued in the same period as the revenue and expenses to which they relate and are reckoned as Current tax and Deferred tax.
- ii) Current Taxes are measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.
- iii) Deferred tax on account of Tax effect on the accumulated timing differences that arises between the Accounting income and Taxable income is measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.
- iv) Deferred Tax Asset is recognized on reasonable certainty that sufficient future taxable income will be available.

**l) IMPAIRMENT OF ASSETS:**

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine the extent of recognition of provision for of impairment loss, if any, required or the reversal, if any, required of impairment loss recognized in previous periods. Where the carrying amount of an asset exceeds its recoverable amount, such excess is recognized as impairment loss and charged to revenue.



**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

(A) Authorised, Issued, Subscribed, Paid-up share capital and par value per share

	<b>31.03.2014</b> Rs.	<b>31.03.2013</b> Rs.
<b>2. SHARE CAPITAL</b>		
Authorised:		
2,97,00,000 Equity Shares of Rs.10/- each	29 70 00 000	29 70 00 000
3,00,000 Cumulative Redeemable Preference Shares of Rs.10/- each	30 00 000	30 00 000
<b>Issued:</b> 61,66,315 Equity shares of Rs.10/- each	6 16 63 150	6 16 63 150
<b>Less:</b> (49,33,052) Reduction of Capital pursuant to BIFR Order dt. 6-10-2008	(4 93 30 520)	--
<b>Add:</b> 89,30,000 Fresh Issue of Capital pursuant to BIFR Order dt. 6-10-2008	8 93 00 000	--
<u>1,01,63,263</u>	10 16 32 630	
15,000 9.5% Cumulative Redeemable Preference Shares of Rs.10/- each	1 50 000	1 50 000
<b>Subscribed and</b>		
<b>Paid-up:</b> 61,09,580 Equity shares of Rs. 10/- each	6 10 95 800	6 10 95 800
<b>Less:</b> (48,87,664) Reduction of Capital pursuant to BIFR Order dt. 6-10-2008	(4 88 76 640)	--
<b>Add:</b> 89,30,000 Fresh Issue of Capital pursuant to BIFR Order dt. 6-10-2008	8 93 00 000	--
<u>1,01,51,916</u>	10 15 19 160	
15,000 9.5% Cumulative Redeemable Preference Shares of Rs.10/- each	1 50 000	1 50 000
<b>Total</b>	<b>10 16 69 160</b>	<b>6 12 45 800</b>



**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

	<b>31.03.2014</b> <b>Rs.</b>	<b>31.03.2013</b> <b>Rs.</b>
<b>3. RESERVES AND SURPLUS</b>		
1. Capital Reserve As per last Balance Sheet	32 468	32 468
2. Central Subsidy As per last Balance Sheet	25 00 000	25 00 000
3. Share Premium Account As per last Balance Sheet	74 400	74 400
4. General Reserve As per last Balance Sheet	2 53 61 450	2 53 61 450
5. Surplus/(Deficit) in Profit and Loss Statement As per last Balance Sheet	(16 09 10 479)	(15 16 19 534)
Less: Reduction of capital pursuant to BIFR order dated 6.10.2008 adjusted.	4 88 76 640	--
Add: Profit/(Loss) for the year	(1 97 91 021) (13 18 24 860)	( 92 90 945) (16 09 10 479)
	<b>(10 38 56 542)</b>	<b>(13 29 42 161)</b>



**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

	<b>31.03.2014</b> <b>Rs.</b>	<b>31.03.2013</b> <b>Rs.</b>
<b>4. LONG TERM BORROWINGS</b>		
<b>(A) TERM LOANS</b>		
From Banks - Secured		
(i) Term Loan Terms of Repayment: Repayable in 33 equal monthly installments of Rs.6.76 lakhs from April 2015 to December 2017  Period and Amount of continuing default - Current maturities of long term debt given in Note No.8 includes principal amount of Rs. 1,01,05,000/- for the period Dec. 2012 to Mar. 2014 and interest of Rs. 1,04,87,478/- from Jan 2012 to Mar 2014.	2 23 08 000	3 04 20 000
(ii) Term Loan Terms of Repayment: Repayable in 33 equal monthly installments of Rs.8.11 lakhs from April 2015 to December 2017  Period and Amount of continuing default - Current maturities of long term debt given in Note No.8 includes principal amount of Rs. 1,33,05,000/- for the period Dec. 2012 to Mar.2014 and interest of Rs. 1,09,51,237/- from Apr 2012 to Mar 2014.  Unprovided interest of Rs. 88,55,440/- for the period Nov 2010 to Mar 2012.	2 67 63 000	3 64 95 000
(iii) Working Capital Term Loan Terms of Repayment: Repayable in 33 equal monthly installments of Rs.1.32 lakhs from April 2015 to December 2017  Period and Amount of default - Current maturities of long term debt given in Note No.8 includes principal amount of Rs. 1,32,000/- for Mar.2014 and interest of Rs. 62,875 for Mar 2014.	43 56 000	59 40 000
(iv) Hire Purchase loan (Secured by vehicles purchased under hire purchase scheme) Terms of Repayment: Repayable in Monthly installments till January 2019 Period and Amount of continuing default - NIL	35 77 385	4 44 817



**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

	31.03.2014 Rs.	31.03.2013 Rs.
<b>From Others - Secured</b>		
Body Corporate	4 80 00 000	6 00 00 000
<b>Terms of Repayment:</b> To commence after repayment of borrowings from banks. Period and Amount of continuing default - NIL		
<b>Note:</b> Term loans from Banks and Body Corporate are secured by a First charge on the fixed assets and movables of the company, present and future, subject to prior charge created in favour of company's bankers, of stock of raw materials, finished goods, stores etc and shall rank pari passu among themselves. Term Loans from Banks are guaranteed by Whole-time Director and Spartek Ceramics India Limited.		
<b>(B) OTHER LOANS AND ADVANCES</b>		
Interest Free Excise Loan	-	25 00 000
Period and Amount of continuing default - Six equal annual installments of Rs.25 Lakhs each from 2009-10 to 2014-15 included in Current Maturities of long term debt given in Note No.8		
	10 50 04 385	13 57 99 817
<b>5. OTHER LONG TERM LIABILITIES</b>		
Trade Deposits	1 03 27 000	1 00 72 000
Deposit from Contractors	44 294	49 294
	1 03 71 294	1 01 21 294
<b>6. LONG-TERM PROVISIONS</b>		
Provision for Gratuity	2 13 46 521	2 25 44 620
Provision for Leave Salary	11 07 230	17 39 736
	2 24 53 751	2 42 84 356



**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

	31.03.2014 Rs.	31.03.2013 Rs.
<b>7. SHORT-TERM BORROWINGS</b>		
<b>(A) OTHER LOANS AND ADVANCES</b>		
<b>Cash Credit Account - Secured</b>	7 11 88 808	7 72 46 720
(Secured by hypothecation of stores & spares, raw materials, stock-in-process, finished goods and book debts and Second charge on the fixed assets of the company and guaranteed by Whole-time Director and Spartek Ceramics India Limited.)		
Period and Amount of default - NIL		
	<b>7 11 88 808</b>	<b>7 72 46 720</b>
<b>8. OTHER CURRENT LIABILITIES</b>		
Current maturities of long-term debt		
Term Loan	4 29 66 000	2 98 00 000
Hire Purchase loan	8 20 631	7 45 412
Interest Free Excise Loan	1 50 00 000	1 25 00 000
Interest accrued and due on borrowings	2 15 01 590	1 17 23 984
Advance from Customers	70 69 527	50 17 167
Other Payables		
Excise Duty Payable	54 97 218	70 54 894
Sales Tax Payable	45 06 825	85 30 466
TDS Payable	3 52 919	1 90 230
TCS Payable	323	20 623
Others	1 71 544	1 79 484
	<b>9 78 86 577</b>	<b>7 57 62 260</b>
<b>9. SHORT-TERM PROVISIONS</b>		
Provision for employee benefits	1 45 18 534	1 17 47 303
Provision for Fringe Benefit Tax	10 66 805	10 66 805
	<b>1 55 85 339</b>	<b>1 28 14 108</b>



**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

**10. TANGIBLE ASSETS**  
**FIXED ASSETS**

S. No	DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 1.4.2013	Additions	Deletions	As at 31.3.2014	As at 1.4.2013	For the year	With-drawn	As at 31.3.2014	As at 31.3.2014	As at 31.3.2013
1	Land	5 27 255	-	-	5 27 255	-	-	-	-	5 27 255	5 27 255
2	Buildings	1 20 26 489	-	-	1 20 26 489	1 09 61 100	1 01 026	-	1 10 62 126	9 64 363	10 65 389
3	Plant & Machinery	27 13 42 482	5 79 225	-	27 19 21 707	8 96 30 820	1 66 40 106	-	10 62 70 926	16 56 50 781	18 17 11 663
4	Furniture & Fittings	14 89 202	1 61 150	-	16 50 352	13 26 268	34 391	-	13 60 659	2 89 693	1 62 934
5	Vehicles	58 51 738	52 82 653	-	1 11 34 391	35 02 596	9 15 452	-	44 18 048	67 16 343	23 49 142
6	Research & Development:										
	A. Buildings	3 25 535	-	-	3 25 535	3 25 534		-	3 25 534	1	1
	B. Plant & Machinery	33 65 974	-	-	33 65 974	33 44 236	6 082		33 50 318	15 656	21 738
	C. Electrical Installation	80 481	-	-	80 481	80 480	-	-	80 480	1	1
	TOTAL	29 50 09 156	60 23 028	-	30 10 32 184	10 91 71 034	1 76 97 057	-	12 68 68 091	17 41 64 093	18 58 38 123
	Previous Year	29 19 50 148	30 59 008	-	29 50 09 156	9 47 04 728	1 44 66 306	-	10 91 71 034	18 58 38 123	19 72 45 420





**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

	31.03.2014 Rs.	31.03.2013 Rs.
<b>11. NON-CURRENT INVESTMENTS</b>		
Investments in Neycer Employees co-operative society	1 50 000	1 50 000
	1 50 000	1 50 000
<b>12. DEFERRED TAX ASSET / (LIABILITIES)</b>		
Related to Fixed assets	(2 03 29 219)	(2 01 05 506)
On account of Unabsorbed Depreciation	6 67 64 213	6 55 44 597
	4 64 34 994	4 54 39 091
<b>13. LONG - TERM LOANS AND ADVANCES</b>		
Security Deposits		
Unsecured, Considered good	15 52 979	20 83 421
	15 52 979	20 83 421
<b>14. INVENTORIES</b>		
(Valued at lower of Cost and Net Realisable Value)		
Raw Materials	38 07 306	53 44 552
Work-in-progress	9 90 949	12 27 904
Finished Goods	4 99 16 658	5 45 93 300
Stock-in-trade	63 73 381	40 55 043
Stores and spares	1 33 51 659	99 69 032
	7 44 39 953	7 51 89 831
<b>15. TRADE RECEIVABLES</b>		
Secured - Considered good		
(a) Exceeding six months	21 32 473	13 85 077
(b) Other debts	9 11 528	13 72 253
<b>Unsecured</b>		
(a) Exceeding six months-Considered good	1 37 78 852	3 21 18 884
(b) Considered doubtful	4 69 60 886	3 79 73 099
Less: Provision for Doubtful Debts	(4 69 60 886)	(3 79 73 099)
(c) Other debts-Considered good	2 19 74 486	76 21 203
	3 87 97 339	4 24 97 417



**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

	<b>31.03.2014</b> <b>Rs.</b>	<b>31.03.2013</b> <b>Rs.</b>
<b>16. CASH AND CASH EQUIVALENTS</b>		
(A) Balances with banks		
In Current Accounts	3 53 735	2 03 272
Cash on hand	96 009	19 314
	4 49 744	2 22 586
(B) Margin money deposit for LC/Guarantee	20 76 120	19 30 732
	<b>25 25 864</b>	<b>21 53 318</b>
<b>17. SHORT-TERM LOANS AND ADVANCES</b>		
Tax payments pending Adjustments (Net)	8 08 979	7 80 736
Service Tax credit receivable	10 168	49 741
Advance to Suppliers	1 50 85 922	1 48 43 012
Other Advances:		
Unsecured -Considered good	87 87 122	84 87 879
Unsecured -Considered doubtful	14 51 537	14 51 537
Less: Allowance for bad and doubtful advances	( 14 51 537)	( 14 51 537)
	<b>2 46 92 191</b>	<b>2 41 61 368</b>



**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

	31.03.2014 Rs.	31.03.2013 Rs.
<b>18. REVENUE FROM OPERATIONS</b>		
(i) Sale of Products		
Sale of Manufactured goods	23 44 31 194	23 93 09 911
Sale of Trading goods	4 48 36 521	3 17 74 198
(ii) Other Operating Revenue		
Scrap Sales	4 31 366	11 33 527
	27 96 99 081	27 22 17 636
<b>19. OTHER INCOME</b>		
Interest Income	3 44 184	3 40 078
Miscellaneous Income	3 64 969	87 380
Gain on foreign currency transactions	62 617	-
Provision no longer required written back:		
For Bonus	3 09 300	-
For Leave Salary actuarially valued	90 088	-
Insurance claim received	-	2 50 46 855
	11 71 158	2 54 74 313
<b>20. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE</b>		
Opening Stock :		
Finished Stock including Merchandise fitting	5 86 48 343	7 33 07 656
Add : Work-in-Progress	12 27 904	44 76 446
	5 98 76 247	7 77 84 102
Closing Stock :		
Finished Stock including Merchandise fitting	5 62 90 039	5 86 48 343
Add : Work-in-Progress	9 90 949	12 27 904
	5 72 80 988	5 98 76 247
	25 95 259	1 79 07 855


**NEYCER INDIA LIMITED**
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

	31.03.2014 Rs.	31.03.2013 Rs.
<b>21. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, wages and bonus	5 10 94 498	5 28 15 882
Contribution to provident and other funds	53 45 443	55 02 276
Staff Welfare Expenses	42 66 401	44 15 588
Provision for Gratuity	77 52 828	1 16 49 909
Provision for Leave Salary	-	7 15 150
	<b>6 84 59 170</b>	<b>7 50 98 805</b>
<b>22. FINANCE COSTS</b>		
Interest Expense	2 09 71 796	2 49 66 878
Bank Charges	11 81 041	7 54 728
	<b>2 21 52 837</b>	<b>2 57 21 606</b>
<b>23. OTHER EXPENSES</b>		
Consumption of stores and spare parts	74 46 231	63 07 586
Power and fuel	4 45 10 950	4 50 84 582
Rent	16 91 967	16 55 236
Repairs to buildings	10 69 433	8 05 790
Repairs to machinery	1 04 11 006	77 12 284
Professional Charges	31 09 903	28 32 163
Insurance	3 46 007	3 55 163
Rates and Taxes	8 29 273	26 29 513
Freight and Forwarding	13 66 983	17 01 971
Postage and Telephone	12 04 837	12 55 365
Printing and Stationery	8 50 108	9 56 778
Travelling and conveyance	93 38 995	1 14 81 217
Provision for bad and doubtful debts	89 87 787	-
Payment to statutory auditors		
- For Audit	1 00 000	85 000
- For Certification	12 000	15 000
- Reimbursement of expenses	22 700	18 500
- For Service Tax	16 648	14 646
Selling Expenses	45 01 536	58 18 048
Advertisement and Publicity	19 37 145	8 37 889
Increase/ (-) Decrease in Excise Duty on Closing Stock	( 5 14 447)	6 81 129
Miscellaneous expenses	44 26 286	55 48 985
	<b>10 16 65 348</b>	<b>9 57 96 844</b>



**NEYCER INDIA LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

<b>24. Other Notes:</b> Claims against the Company not acknowledged as debts: Disputed award granted in arbitration proceedings for which steps are being taken to set aside the award	11 69 62 910	11 69 62 910
<b>25. Contingent liability in respect of:</b>		
a) Outstanding letter of credit issued by banks	56 75 905	86 44 157
b) Guarantees given by banks for export obligations	71 60 647	67 76 202
c) Arrears of dividend on cumulative preference shares	92 030	92 030
d) Tamil Nadu General Sales Tax demand disputed for the assessment year 1994-95 The demand raised by the Commercial Tax Officer in respect of financial transaction representing lease of machineries in erstwhile Tiles Division has been set-aside in appeal by the Appellate Assistant Commissioner and remanded back to the Assessing Authority for fresh consideration, which is pending before the Deputy Commercial Tax Officer. In view of the disputed nature of the demand, the same has not been provided for.	93 20 618	93 20 618
e) Tamil Nadu General Sales Tax demand disputed for the assessment year 2001-02 The demand has been raised by the Assistant Commissioner (Commercial Taxes). The Company has filed an appeal against the order in respect of alleged difference in reported turnover in erstwhile Tiles Division before the Appellate Assistant Commissioner (Commercial Taxes), which is pending. In view of the disputed nature of the demand, the same has not been provided for.	3 44 15 091	-
f) Central Sales Tax demand disputed for the assessment year 2001-02 The demand has been raised by the Assistant Commissioner (Commercial Taxes) for non- submission of 'C' form in respect of inter-state Sales and non-submission of export documents and Form-H in respect of export sales. The Company has filed an appeal against the order before the Appellate Assistant Commissioner(Commercial Taxes), which is pending. In view of the disputed nature of the demand, the same has not been provided for.	50 56 861	-



**NEYCER INDIA LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2014**

- g) Tamil Nadu Value Added Tax demand disputed for the assessment year 2011-12 57 93 862  
The demand has been raised by the Assistant Commissioner (Commercial Taxes), for non-reversal of VAT Input Tax Credit claimed by the Company relating to stock destroyed due to "Thane Cyclone". The Company has filed a writ petition before the Honourable High Court of Madras for quashing the proceedings. In view of the disputed nature of the demand, the same has not been provided for
- h) ESI demand disputed for the period May 2005 to March 2009 6 47 330  
In respect of the above period, demand has been raised by the Director (Revenue), Employees State Insurance Corporation, Chennai, for non-payment of contribution within the time limit prescribed. The Company has filed petition before ESI Labour Court for waiver of damages. In view of the disputed nature of the demand, the same has not been provided for.
26. The company has been declared sick industrial company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985. During the year, the company has implemented the order of BIFR dated 6.10.2008 in respect of reduction of paid up equity share capital and fresh issue of equity shares as detailed in Note no. 2.
27. According to the provisions of Sections 80A of The Companies Act, 1956, the 9.5% Cumulative Redeemable Preference Shares of the Company, ought to have been redeemed before 15th June 1993. Since the Company is a sick industrial Company within the meaning of the Sick Industrial Companies (Special Provisions ) Act , 1985, the company, based on legal opinion, had filed a petition before BIFR, seeking leave for redemption of the Preference Shares and the same is pending.
28. As in earlier years, the company has not recognized interest dues on loans from bank and body corporate and the arrears of interest payable to Bank aggregating to Rs.6.39 Crores subject to reconciliation has been converted by the bank during the year 2011-12 into Funded Interest Term Loan, of which Rs.8.75 Lakhs (paid and recognised upto year ended 31.03.2013 Rs. 23.25 lakhs) paid during the year has been recognised. In respect of Term Loan II, the company has not recognized interest dues from Nov.2010 to Mar.2012 amounting to Rs.88 55 440. The repayment of FITL in EMI terms scheduled to commence from January 2012 has not been made and the same will be recognized as and when the funded interest is serviced. The Company has not recognized interest dues on loans from Viz Projects, a body corporate upto 31-03-2013 to an extent of Rs. 2.49 Crores and for the year amounting to Rs. 53 Lakhs. The interest is for the period from 2009-10 with a right to recompense from the date of debt restructuring and the same will be recognized as and when it is serviced.
29. Excise duty liability on Finished Goods held in stock amounting to Rs.54,91,010/- has been provided for. However this will not have any bearing on the working results of the Company since the value of closing stock has been adjusted to the same extent.



30. **Managerial Remuneration:**  
No Remuneration has been provided during the year.
31. No provision for taxation is considered necessary as the taxable income for the year ended 31st March 2014 is negative. During the year the company has recognized deferred tax asset considering reasonable certainty of future taxable income on a conservative basis.
32. In the opinion of the management, current assets, loans & advances have value in realization to the extent they are stated in the accounts.
33. **EMPLOYEE BENEFITS:**

i) **DEFINED CONTRIBUTION PLANS:**

The company makes contribution towards employees provident fund, family pension fund, and employees state insurance scheme. Under the rules of these schemes the company is required to contribute a specified percentage of payroll cost. The company during the year recognized Rs. 49,28,283/- as expenses towards contributions to these plans.

ii) **DEFINED BENEFIT SCHEMES : (Unfunded)**

	(i) GRATUITY		(ii) EARNED LEAVE	
	31.03.14	31.03.13	31.03.14	31.03.13
(a) <b>Assumptions (Weighted Average)</b>				
Discount Rate	8.80%	8.05%	8.80%	8.05%
Salary escalation Rate	7.00%	6.00%	7.00%	6.00%
Attrition rate	5.00%	5.00%	5.00%	5.00%

	(i) GRATUITY		(ii) EARNED LEAVE	
	31.03.14	31.03.13	31.03.14	31.03.13

(b) Table showing changes in present value of obligations (Amounts in Rs.)

Present value of obligations as at beginning of year	2 86 17 102	1 69 67 103	19 93 058	12 77 908
Interest Cost	22 33 342	13 65 852	1 66 104	1 02 872
Current Service Cost	12 89 613	12 84 661	2 64 423	7 92 531
Past service cost (Non vested Benefits)	-	-	-	-
Past service cost (Vested Benefits)	-	-	-	-
Benefits Paid	( 64 76 245)	-	( 2 11 036)	-
Actuarial (Gain) / Loss on obligation	23 53 347	89 99 396	( 5 20 615)	( 1 80 253)
Present value of obligations as at end of year	2 80 17 159	2 86 17 102	16 91 934	19 93 058




**(c) Table showing changes in the fair value of plan assets**

Fair value of plan assets at beginning of year	-	-	-	-
Expected return on plan assets	-	-	-	-
Contributions	-	-	-	-
Benefits paid	-	-	-	-
Actuarial gain / (loss) on plan assets	-	-	-	-
Fair value of plan assets at the end of the period	-	-	-	-

**(d) Actual return on plan assets**

Expected return on plan assets	-	-	-	-
Actuarial Gain (Loss) on plan assets	-	-	-	-
Actual return on plan assets	-	-	-	-

**(e) Actuarial Gain / Loss recognized (Amounts in Rs.)**

Actuarial gain/ (loss) for the period- Obligation	( 23 53 347)	( 89 99 396)	5 20 615	1 80 253
Actuarial (gain)/ loss for the period - Plan assets	-	-	-	-
Total (gain)/ loss for the year	23 53 347	89 99 396	( 5 20 615)	( 1 80 253)
Actuarial (gain)/ loss recognized in the period.	23 53 347	89 99 396	( 5 20 615)	( 1 80 253)
Unrecognized Actuarial (gain) / loss at the end of the year	-	-	-	-

**(i) GRATUITY**
**(ii) EARNED LEAVE**

31.03.14	31.03.13	31.03.14	31.03.13
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**(f) Amounts recognized in the Balance Sheet (Amounts in Rs.)**

Present value of obligation	2 80 17 069	2 86 17 012	16 91 934	19 93 058
Fair value of plan assets	-	-	-	-
Difference	2 80 17 069	2 86 17 012	16 91 934	19 93 058
Unrecognized transitional liability	-	-	-	-
Unrecognized past service cost - non vested benefits	-	-	-	-
Liability recognized in the balance sheet	2 80 17 069	2 86 17 012	16 91 934	19 93 058



**(g) Amounts Recognized in statement of Profit & Loss (Amounts in Rs.)**

Current Service cost	12 89 613	12 84 661	2 64 423	7 92 531
Interest Cost	22 33 342	13 65 852	1 66 104	1 02 872
Expected return on plan assets	-	-	-	-
Net Actuarial (gain) / loss recognized in the year	23 53 347	89 99 396	( 5 20 615)	( 1 80 253)
Transitional liability recognized during the year	-	-	-	-
Past service cost(Non vested Benefits)	-	-	-	-
Past service cost(Vested Benefits)	-	-	-	-
Expenses Recognized in statement of Profit & Loss	58 76 302	1 16 49 909	( 90 088)	7 15 150

**(h) Statement Showing Movement in amounts of obligations and value of plan assets**

**(i) GRATUITY (Amounts in Rs. )**

	2013-14	2012-13	2011-12	2010-11	2009-10
Defined benefit obligations	2 80 17 159	2 86 17 012	1 69 67 103	1 69 67 103	2 52 02 627
Plan assets	-	-	-	-	-
Surplus/(deficit)	( 280 17 159)	( 286 17 012)	( 169 67 103)	( 1 69 67 103)	( 2 52 02 627)
Experience adjustments on benefit obligations	23 53 347	89 99 396	1 10 69 868	1 10 69 868	25 83 386
Experience adjustments on plan assets	-	-	-	-	-

**(ii) EARNED LEAVE (Amounts in Rs.)**

	2013-14	2012-13	2011-12	2010-11	2009-10
Defined benefit obligations	16 91 344	19 93 058	12 77 908	27 32 361	23 46 477
Plan assets	-	-	-	-	-
Surplus/(deficit)	( 16 91 344)	( 19 93 058)	( 12 77 908)	( 27 32 361)	( 23 46 477)
Experience adjustments on benefit obligations	5 20 615	1 80 253	15 44 134	55 965	2 64 724
Experience adjustments on plan assets	-	-	-	-	-


**34. ADDITIONAL NOTES**

<b>a. Capacity &amp; Production</b>	<b>31-3-2014</b>		<b>31-3-2013</b>	
	<b>Tons</b>		<b>Tons</b>	
(i) Licensed Capacity				
Vitreous China Sanitary ware	10000		10000	
Ceramic Floor Tiles	25000		25000	
(ii) Installed Capacity				
(As Certified by the Management)				
Vitreous China Sanitary ware	8750		8750	
(iii) Actual Production				
Vitreous China Sanitary ware	3959		4324	
<b>b. Turnover</b>	<b>2013-14</b>		<b>2012-13</b>	
	<b>Qty in MT.</b>	<b>Value in Rs.</b>	<b>Qty in MT.</b>	<b>Value in Rs.</b>
i. Vitreous China Sanitary ware	3 970	20 88 00 543	4 147	21 30 06 381
ii. Traded items				
a) Merchandise Fittings	-	3 74 86 254	-	3 17 74 198
b) Sanitaryware (in pieces)	1432	73 50 267	-	-
		<u>25 36 37 064</u>		<u>24 47 80 579</u>
<b>c. Opening Stock &amp; Closing</b>				
Stock of Goods				
Opening Stock				
i. Vitreous China Sanitary ware	1319	5 45 93 900	1142	4 73 73 204
ii. Traded items				
a) Merchandise Fittings	-	40 55 043	-	31 62 617
b) Sanitaryware (in pieces)	-	-	-	-
		<u>5 86 48 943</u>		<u>5 05 35 821</u>
<b>Closing Stock</b>				
i. Vitreous China Sanitary ware	1308	5 48 52 841	1319	5 45 93 900
ii. Traded items				
a) Merchandise Fittings	-	54 34 917	-	40 55 043
b) Sanitaryware (in pieces)	309	9 38 464	-	-
		<u>6 12 26 222</u>		<u>5 86 48 943</u>



d. Purchase of Traded Goods	-	2 59 27 158	-	2 01 46 518
a) Merchandise Fittings	1741	65 07 192	-	-
b) Sanitaryware (in pieces)		<u>3 24 34 350</u>		<u>2 01 46 518</u>

2013-14

2012-13

	Qty in MT.	Value in Rs.	Qty in MT.	Value in Rs.
e. Raw Materials Consumed:				
Clay	3 561	1 33 53 329	4220	1 37 40 797
Quartz & Feldspar	1 770	55 53 365	1918	53 89 477
Zirconium Opacifier	58	62 93 326	61	95 14 056
Glazes, Fritz and Stains	3	23 74 444	4	30 59 757
Chemicals & Others	176	34 48 027	170	32 96 369
	<u>5 568</u>	<u>3 10 22 491</u>	<u>6373</u>	<u>3 50 00 455</u>
f. Value of Imports on CIF basis Raw Materials		-		-
g. Earnings In Foreign Exchange FOB value of Exports	22	22 18 705	-	-
h. Expenditure incurred in foreign currency: Travelling Expenses		1 50 763	-	1 33 816
i. Consumption of imported, indigenous Raw Materials Stores & Spares				

<u>Raw Materials:</u>	%	Rs.	%	Rs.
Imported	0.00	-	0.00	-
Indigenous	100.00	3 10 22 491	100.00	3 50 00 455
	<u>100.00</u>	<u>3 10 22 491</u>	<u>100</u>	<u>3 50 00 455</u>

<u>Stores &amp; Spares:</u>	%	Rs.	%	Rs.
Imported	3.59	2 67 012	-	-
Indigenous	96.41	71 79 219	100	63 07 586
	<u>100.00</u>	<u>74 46 231</u>	<u>100</u>	<u>63 07 586</u>

31-3-2014  
Rs.

31-3-2013  
Rs.

35. Contracts remaining to be executed on Capital Account and not provided for
36. Segment wise Revenue, results and Capital employed:  
The company operates only one segment viz. Sanitary Ware.



37. In the absence of information from the Company's Creditors with regard to submission of memorandum with the Specified Authority as required under the Micro, Small and Medium Enterprise Development Act, 2006 the Company is unable to furnish the information under the said Act and The Companies Act, 1956.

**38. Related Party Disclosure:**

I) Associate Companies:

- a) Holding Company : Sriven Realtors Private Limited( From 6-9-2013 on account of fresh issue of equity shares pursuant to BIFR order dt. 6-10-2008)
- b) Spartek Ceramics India Limited - ( Holding Company upto 5-9-2013)
- c) Stiles India Limited

II) Key Management personnel : Mr. Krishnaprasad Tripuraneni

S. No	Particulars	Associates	Key Management Personnel
		Rs.	Rs.
1	Purchases	-	-
2	Interest paid	-	-
3	Other services rendered	-	-
4	Sales	-	-
5	Remuneration	-	-
6	Sitting Fees paid to Directors	-	-

Vide our report of even date attached

**For Suri & Co.,**

Chartered Accountants

Firm Reg. No.: 004283S

**B.S.Shailendra**  
Director

**Y.Mohan Prasad**  
Director

**R.Mahesh**  
Partner  
Membership No: 024775

Place: Chennai  
Date: 29-05-2014



**NEYCER INDIA LIMITED**  
**REGISTERED OFFICE: New No. 33, Old No. 24-A, Ranjith Road,**  
**Kotturpuram, Chennai - 600 085**

**53<sup>rd</sup> Annual General Meeting Tuesday, 30<sup>th</sup> September, 2014 at 10.00 A.M.**

**ATTENDANCE SLIP**

Folio No./DP ID :Client ID No:  
 No. of Shares held:

I certify that I am a registered equity shareholder / Proxy for the registered equity shareholder of the Company. I hereby record my presence at the 53<sup>rd</sup> Annual General Meeting of the Company will be held at New No. 33, Old No. 24-A, Ranjith Road, Kotturpuram, Chennai - 600 085

.....  
 Name of the Member/Proxy in BLOCK LETTERS

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

Please fill this attendance slip and hand it over at the entrance of the hall.

-----  
**NEYCER INDIA LIMITED**  
**REGISTERED OFFICE: New No. 33, Old No. 24-A, Ranjith Road,**  
**Kotturpuram, Chennai - 600 085**

**53<sup>rd</sup> Annual General Meeting - Tuesday, 30<sup>th</sup> September, 2013 at 10.00 A.M.**

**PROXY FORM**

(Form No:MGT-11)

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

Name of the member(s):

Registered Address:

E-mail ID:

Folio/ DP ID - Client ID No.:

**I/We being the member(s), holding \_\_\_\_\_ shares of ----- Limited hereby appoint:**

- (1) **Name:** \_\_\_\_\_  
**Address:** \_\_\_\_\_  
**E-mail ID:** \_\_\_\_\_  
**Signature:** \_\_\_\_\_, **or failing him;**
- (2) **Name:** \_\_\_\_\_  
**Address:** \_\_\_\_\_  
**E-mail ID:** \_\_\_\_\_  
**Signature:** \_\_\_\_\_, **or failing him;**
- (3) **Name:** \_\_\_\_\_  
**Address:** \_\_\_\_\_  
**E-mail ID:** \_\_\_\_\_  
**Signature:** \_\_\_\_\_

**as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company, to be held on Tuesday, September,30, 2014 at 10 a.m. at and at any adjournment thereof, in respect of such resolutions as are indicated below:**



Resolution No.		ResolutionOptional*		
Ordinary Business:		For	Against	Abstain
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2014 together with the Report of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. B.S Shailendra. (DIN 01066968), who retires by rotation and, being eligible, offers himself for re-appointment			
3	Appointment of M/s. Suri & Co, Chartered Accountants as Statutory Auditors of the Company.			
Special Business:				
4	Appointment of Mr.----- as an independent Director of the Company.			
5	Appointment of Mr.----- as an independent Director of the Company.			
6	Appointment of Mr.----- as an independent Director of the Company.			
7	Authorisation to Board of Directors to borrow money under Section 180 (1)(c) of the Companies Act,2013			

**Note:**

- \*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or Abstain column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

**Affix Rs.1/-**

**Revenue**

**Stamp**

**Signed this** \_\_\_\_\_ **day of** \_\_\_\_\_ **2014**

**Signature of shareholder** \_\_\_\_\_

**Signature of Proxy holder** \_\_\_\_\_

Affix Rs.1/-  
Revenue  
Stamp

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 53<sup>rd</sup> Annual General Meeting.
- Please complete all details including details of member(s) in above box before submission.

Book-Post

To

If undelivered, please return to:

**NEYCER INDIA LIMITED**

33/24-A, RANJITH ROAD, KOTTURPURAM  
CHENNAI - 600 085