



22<sup>nd</sup>  
Annual Report  
2015 - 2016



**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

No.	Name of Director	DIN / PAN	DESIGNATION
1.	DR. CHIMANBHAI KHODIDAS PATEL	00044241	CHAIRMAN & EXECUTIVE DIRECTOR
2.	MR. DHIRAJLAL KARSANDAS PATEL	00044350	MANAGING DIRECTOR
3	DR. DINESHKUMAR H. PATEL	02583348	EXECUTIVE DIRECTOR
4	MR. BHARATBHAI M. SHAH	00044460	NON EXECUTIVE INDEPENDENT DIRECTOR
5	MR. KETANBHAI C. PATEL	00064185	NON EXECUTIVE INDEPENDENT DIRECTOR
6	MR. THAKARSHIBHAI M. PATEL	00044557	NON EXECUTIVE INDEPENDENT DIRECTOR
7	MR. GHANSHYAMBHAI D. KEWADIA	00044526	NON EXECUTIVE INDEPENDENT DIRECTOR
8	MRS. ALPABEN ALPESHBHAI PATEL	06950180	WOMAN DIRECTOR
9	MR. SHAILESHKUMAR P. PATEL	07395238	ADDITIONAL INDEPENDENT DIRECTOR
10	MR. ANKUR D PATEL	07395218	ADDITIONAL EXECUTIVE DIRECTOR

➤ **COMPANY SECRETARY (KMP)**

**Mr. MAHESHKUMAR KANTILAL SHAH**  
Email- [legal@vikramthermo.com](mailto:legal@vikramthermo.com)

➤ **CHIEF FINANCIAL OFFICER (KMP)**

**MR. MOTIBHAI DEVABHAI FOSI**  
Email- [finance@vikramthermo.com](mailto:finance@vikramthermo.com)

➤ **AUDITORS**

**B.A. RAJPARA & CO.**  
Chartered Accountants  
707, "Samruddhi",  
Nr. Sattar Taluka Society, Opp. Sakar III,  
Ashram Road, Ahmedabad – 380 014.

➤ **BANKERS**

**HDFC BANK LTD**  
Ground Floor, Shop No 7 & 8  
Zodiac Plaza, Commerce College  
Road Branch, Ahmedabad, Gujarat - 380009

➤ **SHARE TRANSFER AGENT:**

**BIGSHARE SERVICES PVT. LTD.**  
E-2/3, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri (E), Mumbai – 400 072.

➤ **FACTORY:**

**Unit-I**  
At Dhanot, Chhatral – Kadi Road, Tal. Kalol,  
Dist. Gandhinagar, Gujarat (INDIA)

**Unit-II**  
At Indrad, S. No. 322,  
Chhatral- Kadi Road, Tal. Kadi,  
Dist. Mehsana, Gujarat (INDIA)

**Application Lab**  
601, GIDC, Chhatral, Tal. Kalol,  
Dist. Gandhinagar, Gujarat (INDIA)

➤ **REGISTERED OFFICE:**

101, Classic Avenue, 1<sup>st</sup> Floor  
Opp. Sales India, Ashram Road,  
Ahmedabad – 380 009.  
Ph.: (079) 27543745 / 27542659

**CIN: L24296GJ1994PLC021524**

**Website: [www.vikramthermo.com](http://www.vikramthermo.com)**

**Email: [exports@vikramthermo.com](mailto:exports@vikramthermo.com)**

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## NOTICE

Notice is hereby given that 22<sup>nd</sup> Annual General Meeting of VIKRAM THERMO (INDIA) LIMITED will be held at THE GREEN PEARL Opp Satva Vikas School, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380059 on 27<sup>th</sup> September, 2016 at 9.00 A.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2016, including the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To Declare Dividend on equity shares.
3. To appoint a Director in place of Mrs. Alpaben A Patel, who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.
4. To Appoint Auditors of the company and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 139,142 and Audit and Auditors Rules 2014 (the rules), (including any statutory modifications or re-enactments thereof for the time being in force) M/s.B.A.Rajpara & Co., Chartered Accountants, (firm Registration No.108472W) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Companies Act, 2013 and rule 4 of the rules, be and are hereby appointed as statutory auditors of the company to hold office from the conclusion of this meeting till the conclusion of next annual general meeting at such remuneration as may be mutually agreed between the Board of Directors of the company and Auditor."

### SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary resolution:**  
**"RESOLVED THAT** pursuant to the provisions of the section 161 and other applicable provisions ,if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr. Shaileshkumar Patel**, who was appointed as an additional Director of the Company, be and is hereby appointed as a director of the company."
6. To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary resolution:**  
**"RESOLVED THAT** pursuant to provisions of section 196, 197, 203 and Schedule V and other applicable provisions (if any) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of Shareholders be and is hereby accorded to appoint **Mr. Dinesh H Patel** as Whole Time Director of the company to be treated as Key Managerial Personnel for the period of Five years w.e.f 1<sup>st</sup> April 2016 to 31<sup>st</sup> March, 2021 at remuneration of Rs. 1,80,000/- per month and Annual Bonus of Rs. 2.70 lakhs."
7. To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary resolution:**  
**"RESOLVED THAT** pursuant to provisions of section 161, 196, 197, 203 and Schedule V and other applicable provisions (if any) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 approval of Shareholders be and is hereby accorded to appoint **Mr. Ankur Patel** as Whole Time Director of the company to be treated as Key Managerial Personnel for the period of Five years at remuneration as may be mutually agreed by the Board of Directors."
8. To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution:**  
**"RESOLVED THAT** pursuant to provisions of section 196, 197, 203 and Schedule V and other applicable provisions (if any) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 approval of the members be and is hereby accorded to revise and increase the remuneration of **Mr. Ankur D. Patel**, Whole Time Director of the Company, to Rs. 1,80,000/- per month plus Annual Bonus Rs. 2.70 lakhs with effect from 1<sup>st</sup> April, 2016, for the remaining period of his tenure;
9. To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution:**  
**"RESOLVED THAT** pursuant to provisions of section 196, 197, 203 and Schedule V and other applicable provisions (if any) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 approval of the members be and is hereby accorded to revise and increase the remuneration of **Mr. Chimanbhai K. Patel**, Whole Time Director of the Company, to Rs. 1,00,000/- p.m with effect from 1<sup>st</sup> April, 2016, for the remaining period of his tenure;



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10. To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:  
“**RESOLVED** pursuant to provisions of section 196, 197, 203 and Schedule V and other applicable provisions (if any) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 approval of the members be and is hereby accorded to revise and increase the remuneration of **Mr. Dhirajlal K. Patel**, Managing Director of the Company, to Rs. 2,70,000/- per month with effect from 1<sup>st</sup> April, 2016, for the remaining period of his tenure;
11. To consider and if thought fit to pass with or without modification, the following resolution as a **special resolution**:  
“**RESOLVED THAT** in supersession of all the earlier resolutions passed at the previous General Meetings of the Company, the consent of the members of the Company, be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, to the Board of Directors to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company’s Bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the Paid-up Share Capital of the Company and its Free Reserves, i.e. reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 100 crores (Rupees Hundred crores).”
12. To consider and, if thought fit, to pass with or without modification(s), the following as **Special Resolution**;  
“**RESOLVED THAT** in supersession of all the earlier resolutions passed at the previous General Meetings of the Company, the consent of the members of the Company, be and is hereby accorded under provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 or any modification or re-enactment thereof, to mortgaging and/or charging by the Board of directors of the Company by way of equitable and/or legal mortgage on such immovable and movable properties of the Company, both present and future, to secure the various fund based/non-fund based credit facilities granted/to be granted to the Company and the interest at the agreed rate, costs, charges, expenses and all other moneys payable by the Company under the Deed(s) of Mortgage and other documents executed/to be executed by the Company, in such form and manner as may be acceptable.”

PLACE: AHMEDABAD  
DATE: 12-08-2016

BY THE ORDER OF THE BOARD OF DIRECTORS,  
FOR, VIKRAM THERMO (INDIA) LIMITED

MR. DHIRAJLAL K PATEL  
MANAGING DIRECTOR  
(DIN: 00044350)

### NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment is annexed hereto.
4. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
5. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on, **12<sup>TH</sup> AUGUST, 2016**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agents (in case of physical shareholding).



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7. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
8. a) Members holding shares in electronic form may please note that their bank details as may be furnished to the Company by respective Depositories will only be considered for remittance of dividend through NECS at RBI clearing centers or through Dividend Warrants. Beneficial holders holding Shares in demat form are requested to get in touch with their Depository Participants (D.P.) to update / correct their NECS/ECS details – Bank Code (9 digits) and Bank Account No. (12 to 16 digits) to avoid any rejections and also give instructions regarding change of address, if any, to their D.P. It is advisable to attach a photocopy of a cancelled cheque with your instructions to your D.P.  
b) The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Big share Services P. Ltd., E- 2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri ( East ), Mumbai 400072. Those holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately. Members holding shares in dematerialized form may note that bank details registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.  
c) Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nominations are requested to send their requests in Form SH-13 (which is available on the Company's website [www.vikramthermo.com](http://www.vikramthermo.com)) to the Registrar & Share Transfer Agent, at the address given above.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2016 to 27<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting and declaration of dividend for the F.Y 2015-16.
10. Dividend, if declared, will be paid to those members whose names appear in the Register of Members on 16<sup>th</sup> September, 2016.
11. Members are requested to quote Folio number in all their correspondences.
12. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.
13. The Members are advised to encash their dividend warrants within validity period. Thereafter, the payment of unencashed dividend warrants shall be made after receipt of final list of unclaimed dividend warrants and reconciliation of Dividend Account from Bank. The payment of unclaimed dividend will be made by DDs / Cheques payable at par upon furnishing Indemnity-cum-Request letter by the Member and verification by the Company.
14. Pursuant to Section 125 of the Companies Act, 2013 corresponding to Section 205A of the Companies Act, 1956, all unclaimed dividends up to the financial year 2007-08 have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Kindly note that once unclaimed and unpaid dividend is transferred to the Investor Education and Protection Fund, members will have to approach IEPF for such dividend.
15. With respect to payment of dividend, the Company provides the facility of ECS to all shareholders, holding shares in electronic and physical forms. Shareholders holding shares in the physical form who wish to avail ECS facility, may authorise the Company with their ECS mandate in the prescribed form which can be obtained from the Registrars and Transfer Agents, Bigshare Services P. Ltd., E- 2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri ( East ), MUMBAI 400072. The requests for payment of dividend through ECS for the year 2015-16 should be lodged with Bigshare Services P. Ltd. on or before 27-09-2016.
16. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2016 is uploaded on the Company's website [www.vikramthermo.com](http://www.vikramthermo.com) and may be accessed by the members.
17. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
18. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.



19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 46 of SEBI (Listing Agreement and Disclosure Requirement) Regulations 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. 16TH SEPTEMBER, 2016, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that
- the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and
  - Voting through electronic means shall commence from “20<sup>th</sup> September, 2016 (9.00am) and ends on 26<sup>th</sup> September, 2016 (5.00pm)”. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote in the Annual General Meeting.
20. The Member who transfers his / her shares before the Cut-off date i.e. **16TH SEPTEMBER, 2016**, is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
21. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **16TH SEPTEMBER, 2016**, may request to the Company on registered mail ID of the company to obtain the User ID & Password.
22. The Results of E-voting along with the Scrutinizer’s Report shall be declared and placed on the Company’s website and on the website of CDSL <https://www.evotingindia.co.in> on or before **6:00 P.M. on 27<sup>TH</sup> SEPTEMBER, 2016** and communicated to the BSE Limited where the shares of the Company are listed.

### **EXPLANATORY STATEMENT**

*(Pursuant to section 102 of the Companies Act, 2013)*

***As required by section 102 of the Companies Act, 2013 (The ‘Act’), the following explanatory statement sets out all material facts relating to the business mentioned under Item No.5 to 12 of the accompanying Notice:***

#### **ITEM NO- 5**

The Board of Directors of the Company, at its meeting held on 09<sup>th</sup> February, 2016 had appointed Mr. Shaileshkumar Patel, as an Additional Director of the Company. The Board is confident that with his extensive business knowledge, experience and expertise in the field of chemicals, he would definitely enhance the Board’s strength and dynamism. Since, the tenure of appointment of Mr. Shaileshkumar Patel as an Additional Director is going to expire at this Annual General Meeting, approval of members of the Company is being sought in order to confirm his directorship pursuant to Section 161 and other applicable provisions of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Shaileshkumar Patel is concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

#### **ITEM NO 6**

Mr. Dinesh H Patel is the Executive Director of the Company. He possesses wide expertise and knowledge in production and other chemical and polymer activities. Owing to his Continuous contributions in development of the company, the quality of production has enhanced and his skilled knowledge has benefitted the company immensely in various other fields too. Further the Board has appointed him as Whole time Director of the company for a period of five years w.e.f 1<sup>st</sup> April, 2016 till 31<sup>st</sup> March, 2021 at remuneration of Rs. 1,80,000/- p.m. plus Annual Bonus of Rs. 2.70 Lakhs . For his Appointment recommendation was received from Nomination and Remuneration Committee. Also his appointment was subject to the approval of shareholders on such terms and conditions as may be agreed by Board and Mr. Dinesh H Patel.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Dinesh H Patel is concerned or interested, financially or otherwise, in the resolution set out at Item No.6.

#### **ITEM NO 7**

Mr. Ankur D Patel was appointed as Whole time Director of the Company by the Board for five years w.e.f 9<sup>th</sup> February, 2016. Mr. Ankur Patel possesses great knowledge in various fields which are beneficial to the growth of the company. His active performance and participations in marketing and research activities has enhanced the rate of productivity. His appointment was subject to the approval of shareholders of the company on terms as stated in resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Dhirajlal K Patel and Mr. Ankur D Patel is concerned or interested, financially or otherwise, in the resolution set out at Item No.7.



### **ITEM NO 8**

Nomination and Remuneration Committee has recommended Board to encourage the contributions devoted by the Directors by the way of revising the terms of payment of remuneration to them for the financial year 2016-17. Further remuneration paid to other managerial personnel in peer companies, is quite more and hence it would be proper and reasonable to increase salary of Mr. Ankur D. Patel which will be compatible with the Peer companies. However, due to inadequacy of profit the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company. The proposal was made to pay the Managerial Remuneration including Salary of Rs. 1,80,000/- p.m. plus Annual Bonus of Rs. 2.70 Lakhs w.e.f. 1<sup>st</sup> April, 2016.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Dhirajlal K Patel and Mr. Ankur Patel is concerned or interested, financially or otherwise, in the resolution set out at Item No.8.

### **ITEM NO 9.**

Nomination and Remuneration Committee has recommended Board to encourage the contributions devoted by the Directors by the way of revising the terms of payment of remuneration to them for the financial year 2016-17. Further remuneration paid to other managerial personnel in peer companies, is quite more and hence it would be proper and reasonable to increase salary of Mr. Chimantbhai Patel which will be compatible with the Peer companies. However, due to inadequacy of profit the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company. The proposal was made to pay the Managerial Remuneration Salary of Rs. 1,00,000/- p.m. w.e.f. 1<sup>st</sup> April, 2016.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Chimantbhai Patel is concerned or interested, financially or otherwise, in the resolution set out at Item No.9.

### **ITEM NO 10**

Nomination and Remuneration Committee has recommended Board to encourage the contributions devoted by the Directors by the way of revising the terms of payment of remuneration to them for the financial year 2016-17. Further remuneration paid to other managerial personnel in peer companies, is quite more and hence it would be proper and reasonable to increase salary of Mr. Dhirajlal K. Patel which will be compatible with the Peer companies. However, due to inadequacy of profit the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company. The proposal was made to pay the Managerial Remuneration of Rs. 2,70,000/- p.m. w.e.f. 1<sup>st</sup> April, 2016.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Dhirajlal Patel and Mr. Ankur D Patel is concerned or interested, financially or otherwise, in the resolution set out at Item No.10.

### **ITEM NO. 11**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board can exercise certain powers only with the consent of members in general meeting by passing special resolution. In relation to the said provisions and in view of the expected growth in the business of the Company, the Board of Directors on behalf of the Company may borrow monies from various sources consequent to which the amount outstanding could exceed the earlier limit decided by the members/Directors earlier to this resolution but shall not at anytime exceed the limit of Rs. 100 crores. Further, under the Act, it is now required that such a resolution shall be passed by way of a special resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 11.

### **ITEM NO. 12**

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board can exercise certain powers only with the consent of members in general meeting by passing special resolution. Section 180(1)(a) provides that the Board of Directors of public limited company shall not, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

As the assistances from the institutions / banks provided / agreed to be provided to the Company have to be secured by the mortgage and charge of the assets of the Company, both present and future and the whole of the undertaking of the Company and the aforesaid institutions would like to retain a power to take over the management of the business and concern of the Company in certain events, it is necessary for the members to pass a resolution under Section 180 (1) (a) of the Companies Act, 2013.



**Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:**

➤ **MRS. ALPABEN A PATEL (DIN: 06950180) – WOMAN DIRECTOR:**

MRS. ALPABEN A PATEL (DIN: 06950180) is a woman Director of the Company, has experience in the issues related to finance and accounts and has degree of Masters of Commerce. MRS. ALPABEN PATEL is not a director in any other company and chairman / member of Board Committees of other companies.

Shareholding in the Company: **4460 (0.08%) equity shares.**

➤ **MR. SHAILESH P PATEL (DIN: 07395238)- ADDITIONAL DIRECTOR:**

MR. SHAILESH PATEL (DIN: 07395238) is an additional Director of the company and has degree of Bachelor of Engineering which specializes in Chemicals field. Mr. Shailesh P Patel is not a director in any other company and chairman / member of Board Committees of other companies.

Shareholding in the Company: **NIL.**

➤ **DR. DINESH H PATEL (DIN 02583348)- EXECUTIVE DIRECTOR-**

DR. DINESH H PATEL (DIN 02583348) is executive director of the company and has vast experience and knowledge in the field of production and has been continuously engaged in research and development of the company. Dr. Dinesh Patel holds degree of Master of Science and has done Ph. D. He is not a director in any other company and chairman / member of Board Committees of other companies.

Shareholding in the Company: **73109 (1.31%) equity shares.**

➤ **MR ANKUR D PATEL (DIN- 07395218)- ADDITIONAL EXECUTIVE DIRECTOR-**

MR ANKUR D PATEL (DIN 07395218) is an additional executive director of the company having Masters Degree in Polymers Science from USA and has vast experience and knowledge in the field of marketing and research and development of the company. He is not a director in any other company and chairman / member of Board Committees of other companies.

Shareholding in the Company: **117903 (2.11%) equity shares.**

**THE INSTRUCTIONS FOR E-VOTING:**

**SECTION A - E-VOTING PROCESS:**

- (i) The voting period begins on 20<sup>TH</sup> SEPTEMBER, 2016 FROM 9:00 A.M. TO 26<sup>TH</sup> SEPTEMBER, 2016 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16TH SEPTEMBER, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID.
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



## Vikram Thermo (India) Limited

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

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN i.e. "160809008" for the relevant Company Name i.e. **VIKRAM THERMO (INDIA) LIMITED** for voting on the relevant resolutions.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



**SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:**

- i. The E-Voting period commences on **20<sup>TH</sup> SEPTEMBER, 2016 (09:00 A.M.) and ends on 26<sup>TH</sup> SEPTEMBER, 2016 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Cut-off date** i.e. **16<sup>TH</sup> SEPTEMBER, 2016** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. M/s A SHAH & ASSOCIATES, Practising Company Secretary (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, on the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vikramthermo.com](http://www.vikramthermo.com) and on the website of CDSL <https://www.evotingindia.co.in> on or before **6:00 P.M. on 27<sup>TH</sup> SEPTEMBER, 2016** and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## DIRECTORS' REPORT

To,  
The MEMBERS,  
VIKRAM THERMO (INDIA) LTD

Your Directors have pleasure in presenting their 22<sup>nd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

### 1. **FINANCIAL SUMMARY OF THE COMPANY** (Standalone)

The Board's Report is to be prepared based on the stand alone financial statements of the company.

	(Rs. in Lakhs)	
<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Revenue for the year	3860.84	3756.06
Expenditure for the year excluding Depreciation and Amortization Exp.	3090.33	3198.76
<b>Profit before Depreciation and Amortization Exp.</b>	<b>770.51</b>	<b>557.3</b>
Less: Depreciation and Amortization Exp.	126.31	87.03
<b>Profit after Depreciation and Amortization Exp. But before Tax</b>	<b>644.2</b>	<b>470.27</b>
Less: provision for Tax	219.85	158.39
<b>Profit After Tax</b>	<b>424.34</b>	<b>311.87</b>
Add: Balance Brought forward	2145.17	1920.08
<b>Balance profit available for Appropriations</b>	<b>2569.51</b>	<b>2231.95</b>
<b>APPROPRIATIONS</b>		
Adjusted to Depreciation Fund	-	<b>6.39</b>
General Reserves	<b>30</b>	<b>30</b>
Proposed Dividend	<b>83.74</b>	<b>41.87</b>
Provision for Dividend Tax	<b>17.05</b>	<b>8.52</b>
Balance carried to Balance Sheet	<b>2438.72</b>	<b>2145.17</b>

### **OPERATIONS:**

Our approach to creating value and achieving profitable growth has clearly delivered the results during the current year 2015-16. Your company achieved net revenue of Rs. 3860.84 lakhs in fiscal year 2015-16 with a moderate growth. Net profit for the year has increased to Rs.424.34 lakhs, up 36.06% over the previous year.

What was encouraging was that this growth was achieved despite the difficult external environment across many of our markets with unprecedented geo-political challenge, currency volatility and sluggish demand. Both our Domestic Business and International Business has been reporting a steady volume driven growth during the current fiscal year as our brands reinforced their strong position across the categories and markets. Our company is hopeful to further improve the performance in the current fiscal year as well.

### 2. **DIVIDEND:**

Your Directors are pleased to recommend payment of Dividend @ 15% (Previous Year 7.5%) on the Paid up Equity Share Capital of the company. With a view to share the profits of the company with its shareholders, directors feel that recommendation of dividend is a way of appreciation to them. The dividend payout will result in total outflow of Rs.1,00,78,575/- (Previous Year Rs.50,39,288/-).

### 3. **LISTING AGREEMENT:**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective December 01, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from September 02, 2015. The Company entered into Listing Agreement with BSE Limited during February 2016.



**4. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions of Section 152 (6) of the Companies Act, 2013, MRS. ALPABEN PATEL Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for reappointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013 and under Regulation 16 b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

During the year, Mr. M. D. Fosi was appointed as the Company Secretary u/s 204 of the Companies Act, 2013. Subsequently he resigned as Company Secretary and in his place Mr. Maheshkumar K. Shah (Membership No.-ACS3015) was appointed as Company Secretary with effect from 27<sup>th</sup> May, 2015.

Mr. M D Fosi was appointed as Chief Financial Officer (CFO) with effect from 27<sup>th</sup> May, 2015.

Thereafter, Mr. Shaileshkumar Patel was appointed as Additional Director of the Company with effect from 09<sup>th</sup> February, 2016.

Also, MR. ANKUR PATEL has been appointed as Whole Time Director with effect from 09<sup>th</sup> February, 2016.

**5. MEETINGS:**

During the year, Five Board Meetings and Four Audit Committee Meetings were duly convened and held. The following are the dates on which the said Board Meetings held:

May 27, 2015, August 14, 2015, September 7, 2015 November 7, 2015 & February 09, 2016.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**6. COMMITTEES:**

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Risk Management Committee
- Performance evaluation Committee
- Corporate Social Responsibility Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

**7. EXTRACTS OF ANNUAL RETURN:**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2015 forms part of this Directors' Report as '**Annexure: I**'

**8. STATUTORY AUDITORS & AUDIT REPORT:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, **M/S. B A Rajpara & CO.**, Chartered Accountants, (Firm Registration No. 108427W), have been appointed as statutory auditors of the company at the Twenty First Annual General Meeting held on September 29, 2015 to hold office from the conclusion of Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company. Accordingly, appointment of Statutory Auditors is being sought from the members of the company at the ensuing AGM to be appointed as statutory auditor till the conclusion of next Annual General Meeting (AGM). In this regard, the Company has received a certificate from the current auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. The Auditors comments on your company's accounts for year ended March 31, 2016 are self explanatory in nature and do not require any explanation as per provisions of Section 134 (3) (f) of the Companies Act, 2013.

**9. INTERNAL FINANCIAL CONTROL**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

**10. SECRETARIAL AUDIT**

Pursuant to section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the company has appointed Mr. S. R. Sanghvi, Company Secretary in Whole time in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is enclosed as **Annexure –II** to the Directors Report.



**11. NOMINATION AND REMUNERATION POLICY:**

The Board has on the recommendation of Nomination and Remuneration / Compensation Committee framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as 'Annexure: III.

**12. TRANSFER OF UNPAID/UNCLAIMED AMOUNTS TO IEPF**

Pursuant to the provisions of Section 125 of Companies Act, 2013 the Unclaimed Dividend, Fixed Deposits and interest thereon which remained unpaid/unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013.

**13. BOARD EVALUATION:**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

The performance of the Board was evaluated by the Performance Evaluation Committee after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

**14. DEPOSITS:**

Your Company has not accepted any fixed deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013. Hence, the disclosures required as per Rule 8(5)(v)&(vi) of the Companies (Accounts) Rules, 2014, read with Section 73 to 76 of the Companies Act, 2013 are not applicable to your Company.

**15. CORPORATE GOVERNANCE:**

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with all our stakeholders.

A separate section on Corporate Governance Standards followed by your Company, as stipulated under Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 is enclosed as Annexure to this Report. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013.

A Certificate from **M/S. B.A RAJPARA & CO.**, Chartered Accountants, conforming compliance to the conditions of Corporate Governance as stipulated under Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this Report.

**16. GRATUITY**

The Company has already established a Group Gratuity Fund for the benefit of the employees of the company. The Group policy has been taken with Life Insurance Corporation of India (Pension and Gratuity Fund Scheme). During the year contribution amounting to Rs.10,00,000/- was made towards this fund. (Previous year Rs.1075546/-).

**17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All Related Party Transactions those were entered during the financial year were in ordinary course of the business of the company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the company.

All such Related Party Transactions are placed before the Audit Committee for approval.



## Vikram Thermo (India) Limited

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is has been uploaded on the website of the Company at [www.vikramthermo.com](http://www.vikramthermo.com) under investors / policy documents / Related Party Transaction Policy.

The particulars of every contract or arrangements entered into by the Company with related parties referred to the sub-section (1) of section 188 of the Companies Act, 2013, are disclosed in Form No. AOC-2 '**Annexure: IV**' the same forms part of this report, pursuant to Section 134 (3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

### 18. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

In terms of provisions of Section 134 (3) (g) of the Companies Act 2013, the Particulars of Loans, Guarantees or Investments under Section 186, is annexed hereto as '**Annexure: V**' and forms part of this Report.

### 19. **PARTICULARS OF EMPLOYEES REMUNERATION:**

- A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197, of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as '**Annexure: VI**' to the Directors' Report.
- B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as no employee is paid remuneration of Rs. 5 Lakhs Per month if employed for part of the year and Rs. 60 Lakhs Per Annum if employed for the whole year.

### 20. **BUSINESS RISK MANAGEMENT**

Pursuant to section 134(n) of the companies Act 2013 and Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in corporate governance report forming part of the Directors Report.

At present the company has not identified any element of risk which may threaten the existence of the company.

### 21. **ENERGY & TECHNOLOGY:**

#### (a) Conservation of energy:

(i)	the steps taken or impact on conservation of energy	The company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum savings of energy is achieved.
(ii)	the steps taken by the company for utilizing alternate sources of energy	No alternate source of energy is available at present. However, the company is exploring various alternatives in this direction.
(iii)	the capital investment on energy conservation equipment's	No Specific investment has been made in energy conservation areas.

- As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

#### (b) Technology absorption:

(i)	the efforts made towards technology absorption	Company's products are manufactured by using in house know how and no outside technology is being used for manufacturing activities. Therefore, no technology absorption is required.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A.
	(a) the details of technology imported	N.A.
	(b) the year of import;	N.A.
	(c) whether the technology been fully absorbed	N.A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	the expenditure incurred on Research and Development	Nil



The efforts are being made for energy conservation to new and innovative means. Further, the Company did not have any imported technology during the financial year.

**22. FOREIGN EXCHANGE EARNINGS / OUTGO:**

Particulars regarding the foreign exchange earnings and outgo during the year 15-16 is as Annexed hereto as “ANNEXURE VII”.

**23. VIGIL MECHANISM:**

Pursuant to the provisions of section 177 (9) & (10) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.vikramthermo.com](http://www.vikramthermo.com) under investors / policy documents / Vigil Mechanism Policy link.

**24. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the company which has been approved by the Board.

The CSR Policy can be accessed from the investors section on the company’s website at the link <http://www.vikramthermo.com>. This being the second year of implementation of the CSR Policy, The company is pleased to inform the members that an amount of Rs. 10,00,000 towards its CSR obligation for 2015-16 has been spent and it is committed to further spend appropriate amount towards its obligation of the current financial year during 2016-17 as well.

The Report on CSR activity is annexed as **Annexure VIII**

**25. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

**1. Disclosure under Section 22 of the Sexual Harassment Of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

**26. HUMAN RESOURCES DEVELOPMENT:**

Your Company treats its “Human Resources” as one of its most significant assets. The Company continues its focus on retention through employee engagement initiatives and provides a holistic environment where employees get opportunities to realize their potential. A number of programs that provide focused people attention are currently underway. Your Company’s thrust is on the promotion of talent internally through job rotation and job enlargement. The Company’s Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

**27. CHANGE IN NATURE OF THE BUSINESS:**

There has been no change in the nature of business of the company during the year under review.

**28. MANAGEMENT DISCUSSION AND ANALYSIS:**

As per corporate governance norms, a separate section on Management Discussion and Analysis outlining the business of the Company is set out in Annexure forming part of this Report.

**29. SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY:**

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company’s operation in future.

**30. STATEMENT OF DIRECTORS’ RESPONSIBILITY:**

Pursuant to requirement under Section 134 (3) (c) and Section 134(5) of the Companies Act, 2013 (Act), Directors, confirm that:

- (a) in the preparation of the annual accounts for the year ended on 31<sup>st</sup> March, 2016, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;



## Vikram Thermo (India) Limited

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- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2016 and of the profit of the company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and;
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **31. ACKNOWLEDGEMENT:**

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

**PLAKHSE: AHMEDABAD  
DATE: 12-08-2016**

**BY THE ORDER OF THE BOARD OF DIRECTORS,  
FOR, VIKRAM THERMO (INDIA) LIMITED**

**MR. DHIRAJLAL K PATEL  
MANAGING DIRECTOR  
(DIN: 00044350)**



## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2016

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Company (Management &amp; Administration) Rules, 2014]

## I REGISTRATION &amp; OTHER DETAILS:

i	CIN	L24296GJ1994PLCO21524
ii	Registration Date	11TH MARCH, 1994
iii	Name of the Company	VIKRAM THERMO (INDIA) LIMITED
iv	Category/Sub-category of the Company	Company Limited By Shares
v	Address of the Registered office & contact details	101, CLASSIC AVENUE, OPP. SALES INDIA, ASHRAM ROAD, AHMED.ABAD - 380009 PH.: (079) 27543745 / 27542659 Email : exports@vikramthermo.com
vi	Whether listed company	YES, LISTED WITH BSE LTD.
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PVT. LTD. E-2/3 ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKI NAKA, ANDHERI (E), MUMBAI - 400072 TEL : +91 22 28470652 / 40430200 FAX : +91 22 28475207 Email : info@bigshareonline.com Website : www.bigshareonline.com

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Other Chemical Products	202	100%

## III SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters/ Promoters Group</b>									
(1) Indian									
a) Individual/HUF	3359697	-	3359697	60.18	3339865	-	3339865	59.83	- 0.36
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):</b>	<b>3359697</b>	<b>-</b>	<b>3359697</b>	<b>60.18</b>	<b>3339865</b>	<b>-</b>	<b>3339865</b>	<b>59.83</b>	<b>- 0.36</b>
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total:(A) (2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) =(A)(1)+(A)(2)</b>	<b>3359697</b>	<b>-</b>	<b>3359697</b>	<b>60.18</b>	<b>3339865</b>	<b>-</b>	<b>3339865</b>	<b>59.83</b>	<b>- 0.36</b>



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	11500	11500	0.21	-	11500	11500	0.21	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
i-1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-
i-2) Trust	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	11500	11500	0.21	-	11500	11500	0.21	-
<b>2. Non Institutions</b>									
a) Bodies Corporate									
i) Indian	196773	6600	203373	3.64	198074	6600	204674	3.66	0.02
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1220605	202106	1422711	25.48	1209138	193806	1402944	25.13	-0.35
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	306423	-	306423	5.49	333957	-	333957	5.98	0.49
c) Others (specify)	-	-	-	-	-	-	-	-	-
NRI	200794	52900	253694	4.54	205870	50400	256270	4.59	0.05
Clearing Members	25172	-	25172	0.45	33360	-	33360	0.60	0.15
<b>Sub-total (B)(2):-</b>	<b>1949767</b>	<b>261606</b>	<b>2211373</b>	<b>39.61</b>	<b>1980399</b>	<b>250806</b>	<b>2231205</b>	<b>39.96</b>	<b>0.36</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1949767</b>	<b>273106</b>	<b>2211373</b>	<b>39.82</b>	<b>1980399</b>	<b>262306</b>	<b>2242705</b>	<b>40.17</b>	<b>0.36</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs (C)</b>									
<b>Grand Total (A+B+C)</b>	<b>5301864</b>	<b>280706</b>	<b>5582570</b>	<b>100</b>	<b>5320264</b>	<b>262306</b>	<b>5582570</b>	<b>100</b>	<b>-</b>

**B) Shareholding of Promoter:**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2015 i.e. on the basis of SHP of March 31, 2015)			Shareholding at the end of the year (as on March 31, 2016 i.e. on the basis of SHP of March 31, 2016)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	AMBALAL K. PATEL	31000	0.5553	-	31100	0.5571	-	0.0018
2	AMBALAL KARSANDAS PATEL	279000	4.9977	-	279000	4.9977	-	-
3	DHIRAJBHAI KARSANBHAI PATEL	279039	4.9984	-	279039	4.9984	-	-
4	CHIMANBHAI KHODIDAS PATEL	42500	0.7613	-	42500	0.7613	-	-
5	NIMISH CHIMANBHAI PATEL	42500	0.7613	-	42500	0.7613	-	-
6	DHIRAJBHAI K. PATEL - HUF	36900	0.6610	-	58469	1.0473	-	0.3863
7	HARJIVANBHAI K PATEL	149757	2.6826	-	2.6826	2.6826	-	-
8	GHANSHYAMBHAI KARSANDAS PATEL	264831	4.7439	-	264831	4.7439	-	-
9	GHANSHYAMBHAI KARSANDAS PATEL	29680	0.5317	-	29680	0.5317	-	-



## Vikram Thermo (India) Limited

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2015 i.e. on the basis of SHP of March 31, 2015)			Shareholding at the end of the year (as on March 31, 2016 i.e. on the basis of SHP of March 31, 2016)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
10	MAHENDRABHAI G PATEL	238262	4.268	-	238312	4.2689	-	0.0009
11	HARJIVANBHAI K PATEL	149757	2.6826	-	149757	2.6826	-	-
12	VIMLABEN DHIRAJBHAI PATEL	202258	3.623	-	202258	3.623	-	-
13	KANCHANBEN GHANSHYAMBHAI PATEL	175765	3.1485	-	197385	3.5357	-	0.3872
14	DINESH HARJIVANBHAI PATEL	71692	1.2842	-	73109	1.3096	-	0.0254
15	KANTABEN HARJIVANBHAI PATEL	233345	4.1799	-	233345	4.1799	-	-
16	JAYMIN CHIMANBHAI PATEL	43000	0.7703	-	43000	0.7703	-	-
17	SHAILESH AMBALAL PATEL	111000	1.9883	-	111000	1.9883	-	-
18	ANKUR DHIRAJBHAI PATEL	80077	1.4344	-	80077	1.4344	-	-
19	PATEL ALPESH AMBALAL	103960	1.8622	-	104000	1.8629	-	0.0007
20	VIKALP DHIRAJLAL PATEL	127115	2.277	-	127115	2.277	-	-
21	BIJALBEN DINESHKUMAR PATEL	40504	0.7255	-	40504	0.7255	-	-
22	INDUBEN C PATEL	42900	0.7685	-	42900	0.7685	-	-
23	MANISHA C PATEL	22900	0.4102	-	22900	0.4102	-	-
24	KUNDANBEN AMBALAL PATEL	251000	4.4961	-	272600	4.8831	-	0.3870

### C) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No.	Name of the Promoter	Date	Reason (if any increase / (decrease) during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	AMBALAL K. PATEL	01/04/2015	At the beginning of the year	31000	0.5553	31000	0.5553
		12/02/2016	Increase in shareholding due to acquisition	100	0.0018	31100	0.5571
		31/03/2016	At the end of the year	-	-	31100	0.5571
2.	DHIRAJBHAI K. PATEL - HUF	01/04/2015	At the beginning of the year	36900	0.661	36900	0.661
		24/04/2015	Increase in shareholding due to acquisition	21569	0.3863	58469	1.0473
		31/03/2016	At the end of the year	-	-	58469	1.0473
3.	DINESH HARJIVANBHAI PATEL	01/04/2015	At the beginning of the year	71692	1.2842	71692	1.2842
		11/09/2015	Increase in shareholding due to acquisition	1417	0.0254	73109	1.3096
		31/03/2016	At the end of the year	-	-	73109	1.3096
4.	PATEL ALPESH AMBALAL	01/04/2015	At the beginning of the year	103960	1.8622	103960	1.8622
		05/02/2016	Increase in shareholding due to acquisition	40	0.0007	104000	1.8629
		31/03/2016	At the end of the year	-	-	104000	1.8629
5.	KARSHANBHAI JETHIDAS PATEL	01/04/2015	At the beginning of the year	107847	1.9319	107847	1.9319
		24/04/2015	Decrease in shareholding due to transfer	(86277)	1.5454	21570	0.3865
		01/05/2015	Decrease in shareholding due to transfer	(21570)	0.3865	-	-
		31/03/2016	At the end of the year	-	-	-	-
6.	HARJIVANBHAI K PATEL	01/04/2015	At the beginning of the year	251039	4.4968	251039	4.4968
		24/04/2015	Increase in shareholding due to acquisition	21569	0.3864	272608	4.8832
		31/03/2016	At the end of the year	-	-	272608	4.8832
7.	KANCHANBEN GHANSHYAMBHAI PATEL	01/04/2015	At the beginning of the year	175765	3.1485	175765	3.1485
		24/04/2015	Increase in shareholding due to acquisition	21570	0.3865	197385	3.5348
		31/03/2016	At the end of the year	-	-	197385	3.5348
8.	KUNDANBEN AMBALAL PATEL	01/04/2015	At the beginning of the year	251000	4.4961	251000	4.4961
		24/04/2015	Increase in shareholding due to acquisition	21569	0.3865	272569	4.8825
		05/02/2016	Increase in shareholding due to acquisition	31	0.0006	272600	4.8831
		31/03/2016	At the end of the year	-	-	272600	4.8831

NOTE: There is 'No Change' in the shareholding of the Promoters other than mentioned above.



## Vikram Thermo (India) Limited

### D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholder	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	REKHABEN MAHENDRABHAI PATEL	1/4/2015	At the beginning of the year	61974	1.11	61974	1.11
		31/3/2016	At the end of the year	---	---	61974	1.11
2.	GAURI MOHAN	1/4/2015	At the beginning of the year	53000	0.95	53000	0.95
		31/3/2016	At the end of the year	---	---	53000	0.95
3.	RITA CHHAWCHHARIA	1/4/2015	At the beginning of the year	45354	0.81	45354	0.81
		10/07/2015	Decrease in shareholding due to transfer	(45354)	0.81	---	---
		31/3/2016	At the end of the year	---	---	---	---
4.	VIBHOR MANAGEMENT PRIVATE LIMITED	1/4/2015	At the beginning of the year	---	---	---	---
		17/07/2015	Increase in shareholding due to acquisition	45000	0.81	45000	0.81
		31/3/2016	At the end of the year	---	---	45000	0.81
5.	KISHOR HARILAL KAMDAR	1/4/2015	At the beginning of the year	40000	0.72	40000	0.72
		31/3/2016	At the end of the year	---	---	40000	0.72
6.	ARISTOCRAT EQUITIES PVT LTD	1/4/2015	At the beginning of the year	39158	0.70	39158	0.70
		31/3/2016	At the end of the year	---	---	39158	0.70
7.	RAJIV GARG	1/4/2015	At the beginning of the year	---	---	---	---
		12/02/2016	Increase in shareholding due to acquisition	32000	0.57	32000	0.57
		11/03/2016	Increase in shareholding due to acquisition	25	0.00	32025	0.57
		18/03/2016	Increase in shareholding due to acquisition	1358	0.03	33383	0.60
		25/03/2016	Increase in shareholding due to acquisition	117	0.00	33500	0.60
		31/03/2016	Increase in shareholding due to acquisition	2328	0.04	35828	0.64
8.	LKP FINANCE LIMITED	1/4/2015	At the beginning of the year	24494	0.44	24494	0.44
		18/09/2015	Increase in shareholding due to acquisition	7859	0.14	32353	0.58
		31/3/2016	At the end of the year	---	---	32353	0.58
9.	INDIANIVESH SECURITIES PRIVATE LIMITED	1/4/2015	At the beginning of the year	26955	0.48	26955	0.48
		29/09/2015	Increase in shareholding due to acquisition	15000	0.27	41955	0.75
		30/09/2015	Decrease in shareholding due to transfer	(15000)	0.27	26955	0.48
		09/10/2015	Increase in shareholding due to acquisition	45	0.00	27000	0.48
		31/3/2016	At the end of the year	---	---	27000	0.48
10.	VENU KUMAR KONERU	1/4/2015	At the beginning of the year	25000	0.45	25000	0.45
		31/3/2016	At the end of the year	---	---	25000	0.45

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

Sr. No.	Name of the Director and Key Managerial Personnel	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	DHIRAJBHAI KARSANBHAI PATEL (MANAGING DIRECTOR)	1/4/2015	At the beginning of the year	279039	4.9984	279039	4.9984
		31/3/2016	At the end of the year	-	-	279039	4.9984
2.	CHIMABHAI KHODABHAI PATEL (WTD)	1/4/2015	At the beginning of the year	42500	0.7613	42500	0.7613
		31/3/2016	At the end of the year	-	-	42500	0.7613
3.	BHARATBHAI MANUBHAI SHAH (DIRECTOR)	1/4/2015	At the beginning of the year	-	-	-	-
		31/3/2016	At the end of the year	-	-	-	-
4.	KETAN CHIMANBHAI PATEL (DIRECTOR)	1/4/2015	At the beginning of the year	-	-	-	-
		31/3/2016	At the end of the year	-	-	-	-
5.	THAKARSHIBHAI MAGANLAL PATEL (DIRECTOR)	1/4/2015	At the beginning of the year	-	-	-	-
		31/3/2016	At the end of the year	-	-	-	-
6.	GHANSHYAMBHAI DUNGARBHAI KEWADIA (DIRECTOR)	1/4/2015	At the beginning of the year	-	-	-	-
		31/3/2016	At the end of the year	-	-	-	-
7.	DINESH HARJIVANBHAI PATEL (DIRECTOR)	1/4/2015	At the beginning of the year	71692	1.2842	71692	1.2842
		31/3/2016	At the end of the year	-	-	73109	1.3096
8.	SHAILESHKUMAR PRAHLADBHAI PATEL (DIRECTOR)	1/4/2015	At the beginning of the year	-	-	-	-
		31/3/2016	At the end of the year	-	-	-	-
9.	ALPABEN ALPESHBHAI PATEL (DIRECTOR)	1/4/2015	At the beginning of the year	-	-	-	-
		31/3/2016	At the end of the year	-	-	-	-
10.	ANKUR DHIRAJLAL PATEL (DIRECTOR)	1/4/2015	At the beginning of the year	117903	2.112	117903	2.112
		31/3/2016	At the end of the year	-	-	117903	2.112



## Vikram Thermo (India) Limited

### F) INDEBTEDNESS:

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

Particulars	Secured Loans excluding deposits (Cash Credit)	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year:</b>				
i) Principal Amount	35526578	2147743	0	37674321
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>35526578</b>	<b>2147743</b>	<b>0</b>	<b>37674321</b>
<b>Change in Indebtedness during the financial year:</b>				
* Addition	256601577	1328000	0	257929577
* (Reduction)	(288437543)	1351029	0	(289788752)
<b>Net Change</b>	<b>(31835966)</b>	<b>(23209)</b>	<b>0</b>	<b>(31859175)</b>
<b>Indebtedness at the end of the financial year:</b>				
i) Principal Amount	3690612	2124534	0	5815146
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>3690612</b>	<b>2124534</b>	<b>0</b>	<b>5815146</b>

### IX. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Mr. Dhirajlal k Patel (MD)	Mr. ANKUR D PATEL(WTD)	Mr. DINESH H PATEL(WTD)	Mr. Chimanbhai Patel(WTD)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs 27,00,000	Rs. 2,58,000	Rs. 20,25,000	Rs. 9,60,000	Rs. 59,43,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Rs. 28800	N.A.	Rs. 28,800	Rs. 21600	Rs.79,200
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.	N.A.	N.A.
4	Commission - as % of profit - others, specify...	Rs.4,80,000	N.A.	N.A.	N.A.	Rs.480000
5	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total (A)</b>	<b>Rs. 32,08,800</b>	<b>Rs. 2,58,000</b>	<b>Rs. 20,53,800</b>	<b>Rs. 9,81,160</b>	<b>Rs 65,02,200</b>
					<b>Ceiling as per the Act</b>	<b>Rs. 42,43,365 /-</b>

#### B. Remuneration to other directors:

##### 1. Independent Director

Sr. No.	Particulars of Remuneration	Name of Director					Total Amt
		MR. BHARATBH AI SHAH	MR. KETAN PATEL	MR. THAKARSHI BHAI PATEL	MR. GHANSHYAMBH AI KEWADIA	MR. SHAIKESHKUMAR PATEL	
	-Fee for attending Board / Committee meetings (in Rs.)	Rs.20,000	Rs. 10,000	Rs.20,000	Rs.20,000	Nil	Rs. 70,000
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	<b>TOTAL (B1)</b>	<b>Rs. 20,000</b>	<b>Rs. 10,000</b>	<b>Rs.20,000</b>	<b>Rs.20,000</b>	<b>Nil</b>	<b>Rs. 70,000</b>



**2. Other Non-Executive Directors**

Sr. No.	Particulars of Remuneration	Name of Director	Total Amt
		NA	NA
	-Fee for attending Board / Committee meetings (in Rs.)	-	-
	- Commission	-	-
	- Others, please specify	-	-
	<b>TOTAL (B2)</b>	-	-
	<b>TOTAL B = B(1) + B(2)</b>		-
	<b>TOTAL MANAGERIAL REMUNERATION</b>		-
	<b>OVERALL CEILING AS PER ACT</b>		Rs. 4,24,336 /-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel		
		Maheshkumar Kantil Shah (Company Secretary)	MR. M D FOSI - CFO	Total
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 63,403	Rs. 12,21,261	Rs. 12,84,664
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	N.A	NIL
2	Stock Option	N.A	N.A	NIL
3	Sweat Equity	N.A	N.A	NIL
4	Commission	N.A	N.A	NIL
	- as % of profit	N.A	N.A	NIL
	others, specify...	N.A	N.A	NIL
5	Others, please specify	N.A	N.A	NIL
	<b>Total</b>	<b>Rs. 63,403</b>	<b>Rs. 12,21,261</b>	<b>Rs. 12,84,664</b>

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

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



**MR-3**  
**SECRETARIAL AUDIT REPORT**

*[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

To,  
The Members,  
VIKRAM THERMO (INDIA) LIMITED

I have conducted the secretarial audit of the compliance of Applicable statutory provisions and the adherence to good corporate practices by **VIKRAM THERMO (INDIA) LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>ST</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by VIKRAM THERMO (INDIA) LIMITED for the financial year ended on 31<sup>ST</sup> MARCH, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - C. The Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009;
  - D. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - E. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - F. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - G. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
6. Other Laws generally applicable are as follows:
  - a) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
  - b) Employees State Insurance Act, 1948
  - c) Equal Remuneration Act, 1976
  - d) Factories Act, 1948
  - e) Payment of Wages Act, 1936
  - f) Minimum Wages Act, 1948
  - g) Payment of Bonus Act, 1965
  - h) Payment of Gratuity Act, 1972



## Vikram Thermo (India) Limited

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- i) Maternity Benefits Act, 1964
- j) Industrial Disputes Act, 1947
- k) Employees Compensation Act, 1923
- l) Apprentices Act, 1961
- m) Environment Protection Act, 1986 and other environmental laws
- n) The Hazardous Wastes (Management, Handling And Transboundary Movement) Rules, 2008
- o) Indian Contract Act, 1872
- p) Negotiable Instruments Act, 1881
- q) Indian Stamp Act, 1999
- r) Income Tax Act, 1961 and Indirect Tax Laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE LIMITED Stock Exchange(s), if applicable;

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

### **I further report that -**

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

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

All the decisions at Board Meetings and Committee Meetings are carried through and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations

Place-Ahmedabad  
Date: 18-07-2016

Name of Company Secretary in practice / Firm:

Shantilal Sanghavi  
FCS No . : 3021  
C.P NO. : 1052



## NOMINATION AND REMUNERATION POLICY

### INTRODUCTION:

**Part D of Schedule II of SEBI (Listing obligations and disclosure requirements) Regulation, 2015 provides that:**

*“The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board, a policy, relating to the remuneration for the directors, key managerial personnel and other employees.”*

**Section 178(2) & (3) of the Companies Act, 2013 provides that:**

*“The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and shall carry out evaluation of every director’s performance.”*

Therefore, to ensure compliance with the aforesaid Act, and Regulations, the Nomination and Remuneration Committee (the ‘Committee’) the Board of directors of ‘Vikram Thermo (India) Limited’ (the ‘Company’) has formulated a Nomination and Remuneration Policy (the ‘Policy’).

### 1. OBJECTIVE

The objective of this Policy is to formulate the criteria for determining qualifications, positive attributes and independence for the appointment of a Director (Executive/Non-Executive/Independent) and recommend to the Board policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

The policy reflects the Company’s objectives for good corporate governance as well as sustained long - term value creation for shareholders.

### 2. DEFINITIONS

‘**Company**’ means ‘Vikram Thermo (India) Limited’.

‘**Committee**’ means ‘Nomination and Remuneration Committee’ as constituted by board from time to time.

‘**Regulations**’ means ‘SEBI (Listing obligations and disclosure requirements) Regulation, 2015’

‘**Policy**’ means ‘this policy’.

‘**Key Managerial Personnel**’ means

- Chief Executive Officer or Managing Director or the Manager,
- Whole time director
- Chief financial Officer
- Company secretary
- And such other officer as may be prescribed under the Act from time to time.

‘**Senior Management Personnel**’ (SMP) means personnel of the Company who are members of the core management team, excluding Board of Directors and are one level below the Executive Director including Functional Head.

‘**Remuneration**’ means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income tax Act, 1961.

### 3. APPLICABILITY

The Nomination and Remuneration Policy applies to the appointment and remuneration of Directors, Key Managerial Personnel and Company’s Senior Management and other employees.

This Nomination & Remuneration Policy shall apply to all future employment agreements with members of Company’s Senior Management, Key Managerial Personnel and Board of Directors. This Policy shall be of guidance for the Nomination & Remuneration Committee and Board of Directors.

### 4. APPOINTMENT CRITERIA

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.



A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient /satisfactory for the concerned position.

A person to be appointed as a Director should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company and ability to contribute to the Company's growth.

### **APPOINTMENT OF EXECUTIVE DIRECTOR**

For the purpose of appointment of Executive Directors, the Committee shall identify persons of integrity who possess relevant experience, domain expertise and leadership qualities and also ensure that the incumbent fulfills such other criteria with regard to age and qualifications as laid down under Companies Act or other applicable laws.

### **APPOINTMENT OF NON EXECUTIVE DIRECTORS**

The Non Executive Directors shall be persons of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of finance, taxation, law, governance, marketing and general management.

### **APPOINTMENT OF INDEPENDENT DIRECTORS**

In the case of appointment of Independent Directors, the Committee satisfies itself with regard to the independent nature of the Director and considers the incumbent's qualification, expertise and experience in the respective field and diversity of the Board while recommending to the Board the candidature for appointment as Director so as to enable the Board to discharge its function and duties effectively.

The Nomination & Remuneration Committee shall decide whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors.

### **APPOINTMENT OF KMP/SENIOR MANAGEMENT/OTHER EMPLOYEES**

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working Environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.

## **5. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT**

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives/ Directors.

The appointment and remuneration of the Managerial Personnel shall be governed by Chapter XIII of the Companies Act, 2013 read with Schedule V and the Rules there under.

### **Reward Policies**

- **Attract and retain:** Remuneration packages are designed to attract high caliber executives in a competitive global market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.
- **Motivate and reward:** Remuneration is designed to motivate delivery of our key business strategies, create a strong performance orientated environment and reward achievement of meaningful targets over the short-and long-term.
- **The principal terms of non-monetary benefits:** The Executives will be entitled to customary non-monetary benefits such as company cars and company health care, telephone etc. In addition thereto in individual cases company housing and other benefits may also be offered.

### **Remuneration of Executive Directors**

- The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee and subsequently, the Board approves and adopts the same and wherever necessary forwards the same for the approval of the shareholders in the General Meetings of the Company.
- Executive remuneration is evaluated annually against performance and a benchmark of software companies, which in size and function are similar to the Company.

The Total monthly remuneration of Managing Director/Whole-time Director shall be comprised, inter alia, as follows:

- Basic Salary
- House Rent Allowance



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- Transport Allowance
- Conveyance Allowance
- Reimbursement of any out of pocket expenses incurred by the Directors in discharge of their functions/duties on behalf of the Company.

### **Annual Components:**

- Medical reimbursement
- Leave Travel Allowance

### **Remuneration of Non-Executive Directors**

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees. The Articles of Association of the Company have entrusted the Board of Directors of the Company to decide the remuneration payable to the Non-Executive Directors of the Company within the limits permissible under the Companies Act, 2013 and Rules there under for each meeting of the Board of Directors or Committee Meetings attended by them irrespective of the number of days for which such meeting may continue consecutively.

### **Payment of Sitting Fees**

The Directors may receive Sitting Fees for attending Board meeting as per the provisions of the Companies Act, 2013. The amount of Sitting Fees, as recommend by Nomination and Remuneration Committee and approved by Board of Directors, shall be subject to the limits as per Companies Act, 2013 and rules made there under and any other enactment for the time being in force.

### **Remuneration of KMP and Senior Management Personnel**

While determining the remuneration of Key Managerial Personnel and Senior Management, the following factors are analyzed by the Committee:

- The performance and contributions of Key Managerial Personnel and Senior Management to the growth of the Company, Relative position in the organization and length of service.
- Company's performance and past remuneration paid to KMP/Senior Management.
- Limits prescribed by any Acts, rules or regulations.

### **Remuneration of Other employees**

Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

The annual increments to the remuneration paid to the employees shall be determined based on the appraisal carried out by the HODs of various departments. Decision on Annual Increments shall be made on the basis of this appraisal

## **6. POLICY REVIEW**

The Nomination and Remuneration Committee shall review the Policy, from time to time, as and when any changes are to be incorporated in the Policy due to change in Act/Rules/Regulations or as may be felt appropriate by the Committee to ensure the effectiveness of the Policy. The Committee will discuss any revisions that may be required, and recommend any such revisions to the Board of Directors for their consideration and approval.

## **7. DISCLOSURE**

The policy will be uploaded on Company's website ([www.vikramthermo.com](http://www.vikramthermo.com)) for public information.

**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

Name(s) of the related party	Nature of contracts/ arrangements / transaction	Duration of the contracts/ arrangements / transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contract of arrangement of transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as require under first proviso to section 188
None*	N.A	N.A	N.A	N.A	N.A	N.A	N.A

\* During the financial year 2015-16, no contract or arrangement or transaction was entered into by the Company with related parties which is not at arm's length basis.

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

Name(s) of the related party	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1. Mr. Ambalal K. Patel	Payment of Remuneration	For the F.Y 2015-16	Rs. 789600	7-9-2015	N.A
2. Mr. Harjivanbhai K Patel	----Do----	----Do----	Rs.1390997	7-9-2015	N.A
3. Mr. Ghamshyambhai K Patel	----Do----	----Do----	Rs.1371600	7-9-2015	N.A
4. Mr. Vikalp D Patel	----Do----	----Do----	Rs.696600	7-9-2015	N.A
5. Mrs. Rachna V Patel	----Do----	----Do----	Rs.530625	7-9-2015	N.A
6. Mr. Jaimin C Patel	----Do----	----Do----	Rs.511125	7-9-2015	N.A
7. Mr. Ankur D. Patel	----Do----	----Do----	Rs.1795800	7-9-2015	N.A
8. Mr.Alpesh A. Patel	----Do----	----Do----	Rs.494100	7-9-2015	N.A

For and on behalf of the Board

(M.D FOSI)  
C.F.O

(D. K. PATEL)  
Managing Director

Place: Ahmedabad  
Date : 12-08-2016

(M.K SHAH)  
COMPANY SECRETARY

(Dr. C. K. PATEL)  
Chairman



(Pursuant to sub-section (2) of section 186 of the Act and Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014)

• **Details of Loans:**

Sr. No.	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if required)	Rate of Interest	Security
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

• **Details of Investments:**

Sr. No.	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

• **Details of Guarantee / Security Provided:**

Sr. No	Date of providing security/ guarantee	Details of recipient	Amount	Purpose for which the security/ guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



## Annexure: VI

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16:

Directors	Nature of Directorship	Ratio *
Shri Dhirajlal K. Patel	Managing Director	8.74 : 1
Shri Ankur D. Patel	Executive Director	4.94 : 1
Dr. C. K. Patel	Chairman & Executive Director	2.64 : 1
Dr. Dinesh Patel	Executive Director	4.94 : 1

\* Based on annualised salary

- (ii) The percentage increase in remuneration of each Director & Chief Financial Officer during the Financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of KMP	Designation	% increase/decrease
MR. DHIRAJLAL K. PATEL	MANAGING DIRECTOR	17.78
MR. ANKUR D PATEL	WHOLE TIME DIRECTOR (APPOINTED ON 09-02-2016)	0
DR. C.K PATEL	CHAIRMAN & WHOLE TIME DIRECTOR	0
DR. DINESH PATEL	EXECUTIVE DIRECTOR	0
MR. M.D FOSI	C.F.O	20
MR. MAHESHKUMAR K. SHAH	COMPANY SECRETARY* (APPOINTED IN 2015-16)	0

The remuneration of independent directors by way of sitting fees for attending Board meeting has been fixed at Rs.5000/- for each meeting and there is no increase in the sitting fees during F.Y 2015-16.

- (iii) The percentage increase in the median remuneration of employees (including whole time directors) in the financial year: 13.42%
- (iv) The number of permanent employees (including whole time directors) on the rolls of company: 111 as on 31-03-2016.
- (v) **The explanation on the relationship between average increase in remuneration and company performance:**  
The average increase in remuneration of the employees (including whole time directors) was 13.42%. The average increase in remuneration is closely linked to and is driven by achievement of the annual corporate goals and overall business, financial and operational performance of the company.
- (vi) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:**  
The aggregate salary of whole time directors and other KMPs increased by 15.54% in F.Y 2015-16 compared to F.Y 2014-15. The increased in remuneration was keeping in view, the performance and the recommendations of the nomination and remuneration committee.
- (vii) **Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:**

Particulars	As at 31 March, 2016	As at 31 March, 2015	Variation (%)
Closing Price on BSE INR	63.00	73.55	(-) 14.34%
Market Capitalisation INR crores	35.16	41.05	(-) 14.34%
PE Ratio	08.29	13.16	(-) 37.00%



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The closing price of the company's equity shares on BSE as of 31-03-2016 was Rs.63.00 which represents a 530.00% increase over the initial public issue price of Rs.10 per share.

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

The average remuneration of employees excluding the whole time Directors and managerial persons increased by 14.62% during the financial year 2015-16 as compared to the aggregate increase of 15.54% in the remuneration of the whole time directors and other key managerial persons.

**(ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:**

The remuneration of Shri Dhirajlal K. Patel M.D. increased by 17.78%, whereas the remuneration of Dr. C. K. Patel, Shri Dinesh H. Patel and Shri Ankur D. Patel remained constant. However the aggregate remuneration of all 4 whole time directors and other Key Managerial Personnel increased by 15.54% as explained in para (vi) above. The company secretary Mr. Maheshkumar K. Shah was appointed in 2015-16 and there is no change in his remuneration during F.Y 2015-16.

The aggregate remuneration paid to all whole time directors and the Key Managerial Personnel is 1.94% of the turnover of the company and 17.59% of the Net Profit of the company.

**(x) The key parameters for any variable component of remuneration availed by the directors:**

The variable component of remuneration of executive directors / whole time director comprises of annual performance bonus which is linked to the achievement of the corporate goals and individual targets.

**(xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

During the financial year 2015-16, no employee received remuneration in excess of highest paid director of the company.

**(xii) Affirmation that the remuneration is as per the remuneration policy of the company:**

The remuneration to the employees of the company (including whole time director and KMPs) is as per the Remuneration Policy of the Company.

### Annexure: VII

#### FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars regarding foreign exchange earnings and outgo during 2015-16 are as under.

<b>I. Foreign exchange Earnings</b>	
<b>Particulars</b>	<b>Amount (in Rs.)</b>
FOB Value of Exports During the Year 2015-16	1,77,81,883
<b>II. Foreign Exchange Outgo</b>	
<b>Particulars</b>	<b>Amount (in. Rs)</b>
Sales Commission	1,05,517
Sales Promotion	4,39,399
Travelling Expenses	92,877
Dividend Payment in Foreign Currency	1,88,986
<b>Total</b>	<b>8,26,779</b>

- The non-resident share holders also mandated to credit the dividend to their NRE account, which is not considered as payment of dividend in Foreign Currency.



**Details of amount spent on CSR activities during the financial year 2015-16** Annexure VIII

**Annual report on Corporate Social Responsibility (CSR) activities for the financial year 2015-16**

1	A Brief outline of the company's CSR policy including overview of the projects of programmes proposed to be under taken and a reference to the web link to the CSR policy projects of programmes and the composition of CSR committee	Refer Sections: (a) Corporate Social Responsibility in Directors Report (b) Disclosures : CSR committee in Corporate Governance Report attached to the Directors' Report
2	Average net profit of the company for the last three financial years	Rs.4,81,86,011/-
3	Prescribed CSR expenditure (2% of the amount mentioned in 2 above)	Rs.9,63,717/-
4	Details of CSR spent during the financial year :  <ul style="list-style-type: none"> <li>● Total amount to be spent for the financial year</li> <li>● Amount unspent, if any</li> <li>● Manner in which the amount spent during the financial year</li> </ul>	Rs.9,63,717/- Nil Details given below

**Details of amount spent on CSR activities during the financial year 2015-16**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR Project of activity identified	Sector in which the project is covered (clause no of schedule VII to the companies Act 2013 as amended)	Project or Programs (1) Local area of other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) Projects or Programs wise  (Rs. in Lakhs)	Amount spent on the projects or programs Sub Heads: (1)Direct expenditure on projects or programs (2) Sub-heads (Rs. in Lakhs)	Cumulative expenditure up to the reporting period  (Rs. In Lakhs)	Amount spent: Direct or through implementing agency:
1	Promoting Education	Promoting Education	Local area, Kadi, Dist- Mehsana	----- N.A ----- As CSR through implementing agency			<b>(a)</b> Rs.11,50,000 for 2014-15 <b>(b)</b> Rs.10,00,000 for 2015-16 <b>Total Rs.21,50,000</b>

**Responsibility Statement**

The Responsibility Statement of the Corporate Social Responsibility (CSR) committee of the Board of Directors of the Company is reproduced below :

“The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company”

Mr. Dhirajlal K. Patel  
Managing Director

Mr. Bharatbhai M. Shah  
Chairman, CSR Committee

Place : Ahmedabad  
Date : 12-08-2016



## REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances. The Corporate Governance philosophy is scripted as:

*"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."*

The company believes in sustainable corporate growth that emanates from the top leadership down through the organization to the various stakeholders which is reflected in its sound financial system, enhanced market reputation and improved efficiency.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

#### I. BOARD OF DIRECTORS:

##### A. BOARD OF DIRECTORS:

The names and category of Directors on the Board, their attendance at the Board meetings held during the year and also at the last Annual General Meeting, the number of Directorships held by them in other companies as on 31<sup>st</sup> March, 2016 are given below:

Name of Director	Category	No. of Board Meeting	Attend ed	Last AGM Attendance	No. of Directorship in other Public Limited Cos.
CHIMANBHAI KHODABHAI PATEL	Whole Time Director	5	4	YES	-
DHIRAJLAL KARSANDAS PATEL	Managing Director	5	5	YES	-
DINESHKUMAR HARJIVANBHAI PATEL	Whole Time Director	5	4	YES	-
BHARATBHAI MANUBHAI SHAH	Non Executive Independent Director	5	4	NO	-
KETAN CHIMANBHAI PATEL	Non Executive Independent Director	5	2	YES	-
THAKARSHIBHAI MAGANBHAI PATEL	Non Executive Independent Director	5	4	YES	-
GHANSHYAMBHAI DUNGARBHAI KEWADIA	Non Executive Independent Director	5	4	YES	-
ALPABEN ALPESHBHAI PATEL	Non Executive Independent Director	5	5	NO	-
**ANKUR DHIRAJLAL PATEL	Whole Time Director	5	1	NO	-
*SHAILESHKUMAR PRAHLADBHAI PATEL	Non Executive Independent Director	5	1	NO	-

\*Appointed as Non Executive Independent Director on 09/02/2016

\*\*Appointed as Whole Time Director on 09/02/2016

Five Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred Twenty Days. The dates on which the said meetings were held:

May 27, 2015, August 12, 2015, September 07, 2015, November 07, 2015 and February 09, 2016.

The necessary quorum was present for all the meetings.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

#### INDEPENDENT DIRECTOR:

None of the Directors of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed company as well as Independent Director in more than 3 listed companies.



None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder, all the independent directors of the Company met once during a year, without the attendance of non independent directors and members of the Management.

### **B. PERFORMANCE EVALUATION:**

On the basis of performance evaluation criteria laid down by the Nomination and Remuneration Committee & Pursuant to the provisions of the Companies Act, 2013 , overall performance and contribution of independent directors and board as whole is evaluated by the board of directors of the company at its meeting held on 09<sup>th</sup> February, 2016 and framed the opinion that all the independent directors as well executive and nonexecutive director have performed their duty satisfactorily and making their best efforts for the advancement of the company.

### **C. CODE OF CONDUCT:**

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at [www.vikramthermo.com](http://www.vikramthermo.com)

All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Chief Financial Officer (CFO) has been obtained.

### **II. AUDIT COMMITTEE:**

The Audit Committee comprises of 3 members where all directors are Non-Executive are independent directors. Accordingly, the Company has complied with the requirements of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to composition of Audit Committee.

The terms of reference of the Audit Committee includes following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;



- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term “related party transactions” shall have the same meaning as provided in Companies Act 2013.

Additionally, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Committee met 4 times during the year 2015-16 and the attendance of members at the meetings was as follows:

Name of Member	Category	Status	No. of Meetings held / attended
Mr. BHARATBHAI MANUBHAI SHAH	Non Executive-Independent	Chairman	4 / 4
Mr. THAKARSHIBHAI MAGANBHAI PATEL	Non Executive - Independent	Member	4 / 4
Mr. KETAN CHIMANBHAI PATEL	Non Executive - Independent	Member	4 / 2

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management, and other information as mentioned in part C Schedule II of SEBI (Listing Obligations and disclosure Requirement) Regulations, 2015.

**III. NOMINATION AND REMUNERATION COMMITTEE:**

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015, the Nomination and Remuneration Committee comprises of 3 Non-Executive Independent Directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 relating to composition of Nomination and Remuneration Committee.



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

- a) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- b) To carry out evaluation of every director's performance.
- c) To formulate criteria for determining qualification, positive attributes & Independence of director.
- d) To recommend to board policy relating to remuneration for the directors, KMP and employees.
- e) NRC shall while formulating policy ensure that,
  - a. The level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the co. successfully
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
  - c. Remuneration to directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long-term performance objective appropriate to the working of the co. & its goals.
- f) To devise a policy on Board diversity;
- g) To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee met once during the year 2015-16 and the attendances of members at the meetings were as follows:

Name of Member	Category	Status	No. of Meetings held / attended
MR. GHANSHYAMBHAI KEWADIA	Non Executive-Independent	Chairman	1/1
MR. THAKARSHIBHAI PATEL	Non Executive-Independent	Member	1/1
MR. KETAN PATEL	Non Executive- Independent	Member	1/1

The committee had met on 09<sup>th</sup> February, 2016.

#### IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and, Regulation 20 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 the Board has constituted Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee comprises of following members:

1. MR. BHARATBHAI MANUBHAI SHAH- **CHAIRMAN**
2. MR. THAKARSHIBHAI MAGANBHAI PATEL- **MEMBER**
3. MR. KETAN CHIMANBHAI PATEL- **MEMBER**

The role of the Committee is as under:

- To hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including shareholders in respect of their complaint. Additionally the Committee also looks into the shareholders' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously.
- To consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc

The Committee met Four times during the year 2015-16 and the attendance of members at the meetings was as follows:

Name of Member	Capacity	Status	No. of Meetings held / attended
Mr. BHARATBHAI MANUBHAI SHAH	Non Executive-Independent	Chairman	4 / 4
Mr. THAKARSHIBHAI MAGANBHAI PATEL	Non Executive-Independent	Member	4 / 4
Mr. KETAN CHIMANBHAI PATEL	Non Executive-Independent	Member	4 / 2

All investors complains directly received by the company are recorded on the same date of receipt and resolved immediately.



**V. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

As required under section 135 of the Companies Act, 2013 the company has formed a CSR Committee which comprises of Mr. BHARATBHAI MANUBHAI SHAH, Mr. KETAN CHIMANBHAI PATEL, Mr. DHIRAJLAL KARSANDAS PATEL.

The CSR Committee met 2 times during the financial year ended March 31, 2016. The attendance record of the members at the meeting was as follows.

Name of Member	Capacity	Status	No. of Meetings held / attended
Mr. BHARATBHAI MANUBHAI SHAH	Non Executive-Independent	Chairman	2 / 2
Mr. DHIRAJLAL K PATEL	Managing Director	Member	2 / 2
Mr. KETAN CHIMANBHAI PATEL	Non Executive-Independent	Member	2 / 2

**VI. PERFORMANCE EVALUATION COMMITTEE**

The company has formed a performance evaluation committee consisting of Mr. BHARATBHAI MANUBHAI SHAH, Mr., Mr. DHIRAJLAL KARSANDAS PATEL The committee met 2 times during the financial year ended March 2016. The attendance record of the members at the meeting was as follows.

Name of Member	Capacity	Status	No. of Meetings held / attended
Mr. BHARATBHAI MANUBHAI SHAH	Non Executive-Independent	Chairman	2 / 2
Mr. THAKARSHIBHAI MAGANBHAI PATEL	Non Executive-Independent	Member	2 / 2
Mr. DHIRAJLAL KARSANDAS PATEL	Managing Director	Member	2 / 2

Pursuant to the provisions of the companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of the Audit, Nomination and Remuneration Committees. Decisions are taken after consideration of inputs received from the Directors, covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties, obligations and governance.

**VII. BUSINESS RISK MANAGEMENT COMMITTEE**

The committee comprises of Mr. Dhirajlal K. Patel, Mr. Ketanbhai C. Patel and Dr. C. K. Patel. The committee met 2 times during the financial year 2015-16. The attendance records of the committee were as follows:

Name of Member	Capacity	Status	No. of Meetings held / attended
Mr. DHIRAJLAL KARSANDAS PATEL	Managing Director	Chairman	2 / 2
Mr. KETAN CHIMANBHAI PATEL	Non Executive-Independent	Member	2 / 2
Dr. CHIMANBHAI KHODABHAI PATEL	Whole Time Director	Member	2 / 2

The Business Risk Management is an ongoing process within the organization. The company has a robust risk management Framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprise of

1. Overview of risk management performed by the executive management.
2. Reviewing of the BRM policy and framework in line with the local legal requirements and SEBI guidelines.
3. Reviewing the risks and evaluated treatment including initiating mitigation action and ownership as per a predefined cycle.
4. Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.
5. Within its overall scope as aforesaid the committee shall review risks trends, exposure, potential input analysis and mitigation plan.



## Vikram Thermo (India) Limited

### VIII. GENERAL BODY MEETING:

- a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:

Financial Year	Date	Time	Venue
2014-2015	29/09/2015	09:30 A.M.	Green Pearl, Opp. Satva VikaS School, Sindhu Bhavan Road Bodakdev Ahmedabad -380059
2013-2014	29/09/2014	09:30 A.M.	
2012-2013	12/09/2013	09:30A..M.	

#### Special Resolution in Last 3 AGMs:

##### In AGM held on September 29, 2015, Two Special Resolutions were passed as under:

- (i) To reappoint Mr. Dhirajlal K Patel as Managing Director of the company for three years w.e.f 26<sup>th</sup> September, 2015 at such remuneration as described as under:
- Salary- Rs. 1,60,000 p.m + Bonus as decided
  - Commission – not exceeding 3.5% of the net profit of the company.
- (ii) To reappoint Mr. Chimmanbhai K Patel as Executive Director of the company for Five years w.ef. 1st August, 2015 at such remuneration as described as under:
- Salary- Rs. 80,000 p.m + Bonus as decided

In AGM held on **September 30, 2014, One Special Resolution** were passed as under:

- (i) To appoint Mrs Alpaben Patel as Women Director of the company as per Clause 49 of Listing Agreement and Section 149 of the Companies Act, 2013 w.e.f from 29/09/2014.

In AGM held on **September 30, 2013, no Special Resolution** was passed.

### IX. DISCLOSURES:

#### a) Management Discussion and Analysis:

Annual Report has a detailed chapter on Management Discussions and Analysis.

#### b) Related Party Transaction:

There were no transactions with related parties, which are not in the ordinary course of business and not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of company at large, during the year.

The Company has received representation from Senior Management personnel that there was no material significant financial and commercial transaction entered into by them along with their relatives where they have personal interest that may have a potential conflict with the interest of the Company at large.

The company has formulated a policy on dealing with Related Party Transactions; such policy has been disclosed of the company's website [www.vikramthermo.com](http://www.vikramthermo.com)

#### c) Accounting treatment:

The company has followed accounting treatment as prescribed in Accounting Standard applicable to the company.

#### d) Neither any non-compliance nor any penalty, strictures 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.

#### e) Whistle Blower Policy (Vigil Mechanism):

The Company established the Whistle Blower Policy (Vigil Mechanism). In line with the best Corporate Governance Practices; the Company has put in place a system through which the Directors or employees may report concerns about unethical and improper practices or Alleged Wrongful Conduct, without fear of reprisal. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time.

The details of Whistle Blower Policy have been disclosed on the company's website [www.vikramthermo.com](http://www.vikramthermo.com).

#### f) Various policies Adopted by the company:

Due to promulgation of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, the company has adopted various other policies in line with the best Corporate Governance Practices.



## Vikram Thermo (India) Limited

Following other policies have been adopted by the company:

- Risk management policy
- Nomination and Remuneration policy
- Board Diversity policy
- Material Subsidiary policy
- Preservation of documents policy
- Corporate Social Responsibility policy

The details of the policies adopted have been disclosed on the company's website [www.vikramthermo.com](http://www.vikramthermo.com)

### X. MEANS OF COMMUNICATION:

#### a. Financial Results:

The Results of the Company were displayed on web site [www.vikramthermo.com](http://www.vikramthermo.com) and the same were also submitted to the Stock Exchanges after the conclusion of the Board Meeting. The official news releases are being placed on Company's website and simultaneously sent to Stock Exchanges where the shares of the Company are listed.

#### b. News, Release, Presentations etc.:

Official news, releases, and presentation made to analysts, institutional investors etc. are displayed on the website of the Company [www.vikramthermo.com](http://www.vikramthermo.com)

#### c. Website:

Company's website [www.vikramthermo.com](http://www.vikramthermo.com) contains a separate dedicated section namely "Investors" where all information relevant to shareholders' is available. The Annual Report of the Company is also available on the website of the Company [www.vikramthermo.com](http://www.vikramthermo.com) . in a downloadable form.

### XI. GENERAL SHAREHOLDER INFORMATION:

#### Annual General Meeting, Book Closure & Dividend Payment:

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed along with this Annual Report.

#### Financial Calendar:

Financial Year: 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016.

#### Financial Results:

Annual Results	:	27 <sup>th</sup> May, 2015
First Quarter Results	:	12 <sup>th</sup> August, 2015
Half Year Results	:	7 <sup>th</sup> November, 2015
Third Quarter Results	:	9 <sup>th</sup> February, 2016

#### Listing:

At present, the equity shares of the Company are listed on the BSE Limited (BSE).

#### Name of Stock Exchange    Stock Code

BSE Limited    530477

The Company has already paid the listing fees for the year 2016-17 to the Stock Exchange.

#### Book Closure:

From Wednesday, 20<sup>th</sup> September, 2016 to Wednesday, 27<sup>th</sup> September, 2016 (both days inclusive)

#### Dividend:

The Directors recommend dividend for the Current Year @ 15% on Equity Shares of Rs. 10/- each amounting Rs. 1.5/- per share, on paid up Equity Capital of the Company.



## Vikram Thermo (India) Limited

- MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED:**

MONTH	HIGH (RS.)	LOW (Rs)
April, 2015	85.60	69.00
May, 2015	74.00	56.00
June, 2015	63.80	52.70
July, 2015	65.80	52.00
August, 2015	70.50	59.00
September, 2015	67.00	61.60
October, 2015	74.40	62.55
November, 2015	80.00	65.00
December, 2015	87.00	75.00
January, 2016	93.50	63.50
February, 2016	75.00	57.50
March, 2016	72.00	61.50

- REGISTRAR AND SHARE TRANSFER AGENT:**

**M/s. BIGSHARE SERVICES PVT. LTD.,**

Mumbai E-2/3, Ansa Industrial Estate,

Sakivihar Road, Saki Naka Andheri( East) , Mumbai – 400 072

Phone (022) 28473747 are Registrar and Share Transfer Agent of the Company.

- SHARE TRANSFER SYSTEM:**

The share transfer work is handled by registrar and transfer agent for the company. Share Transfers are registered and dispatched within a period of thirty days from the date of the lodgments if the transfer documents are correct and valid in all respects. The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Clause 47 (c) of the Listing Agreement and Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. These certificates have been submitted to the Stock Exchanges.

- DISTRIBUTION PATTERN AS ON THE 31<sup>ST</sup> MARCH, 2016:**

Particulars	No of Shares	Percentage
Promoters and Relatives	33,39,865	59.83
Banks/ FII/ FI	0	0
Mutual Funds	11500	0.21
Public	17,36,901	31.10
Body Corporate	2,04,674	3.67
NRI	2,56,270	4.59
Clearing Member	33,360	0.60
<b>Total</b>	<b>5582570</b>	<b>100.00</b>

- DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

**53,20,264 (95.30 %)** Equity Shares are in demat form as on March 31, 2016.

ISIN No.: (For Dematerialized Shares) : INE337E01010

The Company has no GDRs/ADRs/Warrants/Convertible Instruments outstanding as on March 31, 2016.

- Address for Correspondence :** 101, Classic Avenue, Opp. Sales India, Ashram Road, Ahmedabad – 380009

PLACE: AHMEDABAD

DATE: 12-08-2016

BY THE ORDER OF THE BOARD OF DIRECTORS,  
**FOR, VIKRAM THERMO (INDIA) LIMITED**

**MR. DHIRAJLAL K PATEL**  
MANAGING DIRECTOR  
(DIN: 00044350)



## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. Overall Review:

The Company is in Pharmaceutical industry. The overall performance during the financial year 2015-16 has been progressive.

### 2. Financial Review:

Total turnover for the year ended 31<sup>st</sup> March, 2016 was Rs. 3842.99 lacs. This increase was mainly on account of improvement in manufacturing techniques and sales promotion drive. Better working capital management was also one of the emphasis on which proper weight age was laid upon.

### 3. Internal Control System and their adequacy:

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition. The management continuously reviews the internal control systems and procedure for efficient conduct of business. A strong system of internal audit committee of the Board has strengthened the internal control within the organization.

### 4. OPPORTUNITIES AND THREATS:

#### Opportunities

- India has a long tradition of chemical activities and a very strong Pharmaceutical Industry which is growing at rapid pace which shall directly help the Company's revenue to grow in foreseeable future.
- India has abundant supply of highly skilled manpower, scientists and technical personnel for which the salaries are considerably lower than the same in developed nations.
- The capital cost for setting up a decent world class facility is fraction of what it would cost in Western Countries. This makes the Indian Companies at the competitive position in the international markets.

#### Threats

- Import of goods from some of the large global sized plants may add to the competition for the Company's Products.

### 4. Business Environment:

The Performance of the company for the year under review was satisfactory.

### 5. Risk and Concern:

The company's raw materials are based on petrochemicals. Major fluctuations in the petroleum products can affect the company's performance.

### 6. Cautionary Statement:

Statements in this report on management Discussion and analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a different to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations. The Company assumes no responsibilities in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of event.

PLACE: AHMEDABAD

DATE: 12-08-2016

BY THE ORDER OF THE BOARD OF DIRECTORS,  
FOR, VIKRAM THERMO (INDIA) LIMITED

MR. DHIRAJLAL K PATEL  
MANAGING DIRECTOR  
(DIN: 00044350)



**CEO / CFO CERTIFICATION**

To,  
The Board of Directors,  
**VIKRAM THERMO (INDIA) LIMITED**  
AHMEDABAD

We, MR. DHIRAJLAL K PATEL, Managing Director and MR. MOTIBHAI D. FOSI, CFO of the **VIKRAM THERMO (INDIA) LIMITED** certify that:

1. We have reviewed the financial statements for the year 2015-16 and that to the best of my knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. These are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept overall responsibility for the company's internal control system and financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all the levels of management and statutory auditors and reports significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the auditors and to the audit committee:
  - a. Significant changes in internal control over financial reporting during the year.
  - b. Significant changes in accounting policies during the year;
  - c. Instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the company's internal control system over financial reporting.

However, during the year there were no such changes or instances.

**PLACE: AHMEDABAD**  
**DATE: 12-08-2016**

**FOR, VIKRAM THERMO (INDIA) LIMITED**

**MR. DHIRAJLAL K PATEL**  
**MANAGING DIRECTOR**

**MR. MOTIBHAI D FOSI**  
**CFO**



**DECLARATION BY THE MANAGING DIRECTOR ABOUT CORPORATE GOVERNANCE**

I, MR. Dhirajlal K Patel, Managing Director of **VIKRAM THERMO (INDIA) LIMITED** hereby confirm pursuant to Regulation 26(3) and PART D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that:

1. The Board of Directors of **VIKRAM THERMO (INDIA) LIMITED** has laid down a code of conduct has been placed on the company's website.
2. All the members of the board as well as senior management personal have complied with the said code of conduct for the year ended 31<sup>st</sup> March 2016.

**PLACE: AHMEDABAD  
DATE: 12-08-2016**

**BY THE ORDER OF THE BOARD OF DIRECTORS,  
FOR, VIKRAM THERMO (INDIA) LIMITED**

**MR. DHIRAJLAL K PATEL  
MANAGING DIRECTOR  
(DIN: 00044350)**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
**VIKRAM THERMO (INDIA) LIMITED**

We have examined the compliance of the conditions of Corporate Governance by **VIKRAM THERMO (INDIA) LIMITED** ('the Company') for the year ended March 31, 2016 as stipulated in

- Clause 49 (excluding clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges) for the period April 1, 2015 to November 30, 2015.
- Clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges for the period April 1, 2015 to September 1, 2015.
- Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the period September 2, 2015 to March 31, 2016 and
- Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the period December 1, 2015 to March 31, 2016.

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

In our opinion and to the best of our information and 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 and SEBI Listing Regulations, 2015.

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

**PLACE: AHMEDABAD  
DATE: 02-05-2016**

**FOR, M/S. B. A RAJPARA & CO.,  
CHARTERED ACCOUNTANTS  
(FRN: 108472W)**

**MR. B. A RAJPARA  
PROPRIETOR  
(M. No.: 034451)**



## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
VIKRAM THERMO (INDIA) LIMITED.  
AHMEDABAD.

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of VIKRAM THERMO (INDIA) LIMITED ("the Company"), which comprises the Balance Sheet as at March 31, 2016, 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

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

### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting standards and Auditing standards and matters which are required to be included in the audit report under the provision of the Act and Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that gives true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes the evaluating appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of the affairs of the Company as at 31 March 2016 and its Profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure - A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



## Vikram Thermo (India) Limited

- d) In our opinion, the aforesaid standalone financial statement comply with the Accounting Standards specified under section 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act.
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure - B"; and
- g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company does not have long term contract including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Date : 02-05-2016  
Place : Ahmedabad

For, **B.A Rajpara & Co.**  
Chartered Accountants

**(B.A Rajpara)**  
Proprietor  
MRN : 034451  
FRN : 108472W

### ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

With reference to the Annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the members of VIKRAM THERMO (INDIA) LIMITED (the Company) on the standalone financial statements for the year ended 31 March 2016, we report that:

- I) In respect of Fixed Assets:
  - i) The company has maintained proper records showing full particulars including quantitative details and situation of its Fixed Assets.
  - ii) The fixed assets were physically verified during the year by the Management in accordance with a program of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancy was noticed on such verification.
  - iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- II) In respect of Inventories:
  - i) The inventory of the company has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
  - ii) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the company and nature of its business.
  - iii) The company has maintained proper records of inventory, as explained to us there were no material discrepancies between the physical stock and the book stock is noticed on physical verification.
- III) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013.
- IV) The Company has not granted any loans, made investments, or provided guarantee and hence reporting under clause IV of the CARO, 2016 is not applicable.
- V) The Company has not accepted any deposits and hence reporting under clause V of the CARO, 2016 is not applicable.
- VI) We have broadly reviewed the cost records maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost record under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determining whether they are accurate or complete.



## Vikram Thermo (India) Limited

- VII) (a) According to information and explanation given to us and the records of the company examined by us, The company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, value added tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and there are no arrears of 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.
- (b) According to the information and explanations given to us and records of the company examined by us, there are no dues of income tax, value added tax, wealth tax, service tax, duty of customs, value added tax, cess which have not been deposited with the appropriate authorities on account of any dispute.
- VIII) According to the information and explanation given to us and records of the company examined by us, the Company has not defaulted in repayment of dues to the banks. The Company has not obtained any borrowing from financial institution or by way of debentures.
- IX) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). The term loans have been applied for the purpose for which they were obtained.
- X) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practice in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees noticed or reported during the year nor have we been informed of any such case by the company.
- XI) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- XII) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- XIII) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XV) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- XVI) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Date : 02-05-2016  
Place : Ahmedabad

For, **B.A Rajpara & Co.**  
Chartered Accountants

**(B.A Rajpara)**  
Proprietor  
MRN : 034451  
FRN : 108472W

### ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Vikram Thermo (India) Ltd ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including



## Vikram Thermo (India) Limited

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adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date : 02-05-2016

Place : Ahmedabad

For, **B.A Rajpara & Co.**  
Chartered Accountants

**(B.A Rajpara)**  
Proprietor  
MRN : 034451  
FRN : 108472W



**BALANCE SHEET AS ON 31-3-2016**

(AMOUNT IN RUPEES)

Particulars	Notes	As At 31-3-2016	As At 31-3-2015
<b>A. EQUITY AND LIABILITIES</b>			
<b>1. Share holders fund</b>			
(a) Capital	2	55,825,700	55,825,700
(b) Reserve & Surplus	3	266,371,768	234,016,693
		<b>322,197,468</b>	<b>289,842,393</b>
<b>2. Non current liabilities</b>			
(a) Deferred tax Liability (Net)	4	17,785,680	11,029,653
(b) Long term borrowings	5	4,205,049	1,165,686
		<b>21,990,728</b>	<b>12,195,339</b>
<b>3. Current liabilities</b>			
(a) Short term borrowings	6	1,610,097	36,508,635
(b) Trade payables	7	46,999,117	55,785,220
(c) Other Current liability	8	3,785,455	4,131,382
(d) Short term provision	9	10,628,966	6,851,024
		<b>63,023,636</b>	<b>103,276,261</b>
Total :		<b>407,211,832</b>	<b>405,313,993</b>
<b>B. ASSETS</b>			
<b>1. Non current assets:</b>			
(a) Fixed assets:	10		
(I) Tangible Assets			
Gross Block		268,495,016	183,013,862
Less : Depreciation		96,327,947	84,234,391
Net Block		<b>172,167,069</b>	<b>98,779,471</b>
(II) Intangible Assets	10	75,529	132,545
(III) Capital W-I-P	11	9,367,228	88,413,064
(b) Non current investment		-	-
(c) Long term loan and advances	12	1,486,683	1,486,683
(d) Other non current assets		-	-
		<b>183,096,509</b>	<b>188,811,763</b>
<b>2. Current assets:</b>			
(a) Current Investment	13	4,500,000	4,000
(b) Inventories	14	37,314,226	42,702,524
(c) Trade receivables	15	146,261,505	133,042,494
(d) Cash & Cash equivalents	16	4,286,609	27,849,375
(e) Short-terms loans and advances	17	31,579,127	12,653,826
(f) Other Current Assets	18	173,856	250,010
		<b>224,115,323</b>	<b>216,502,230</b>
Total :		<b>407,211,832</b>	<b>405,313,993</b>
Summary of Significant Accounting policies	1		

As per our report of even date

**FOR, B.A.RAJPARA & CO.**

Chartered Accountants

**(B.A.Rajpara)**

Proprietor

MRN 034451

FRN 108472W

Place : Ahmedabad

Date : 02-05-2016

For and on behalf of the Board

**(M.D FOSI)**

C.F.O

**(M.K SHAH)**

COMPANY SECRETARY

**(D. K. PATEL)**

Managing Director

**(Dr. C. K. PATEL)**

Chairman



**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31-3-2016**

(AMOUNT IN RUPEES)

Particulars	Notes	2015-16	2014-15
Revenue from operation	19	384,299,477	372,127,483
Other Income	20	1,785,389	3,479,126
<b>TOTAL REVENUE</b>		<b>386,084,866</b>	<b>375,606,608</b>
Expenses:			
Cost of Material Consumed	21	205,333,039	243,373,489
Purchases of Stock-in-Trade		-	914,000
Changes in Inventories of Finished Goods and Work in Process	22	7,726,866	(2,067,604)
Employee Benefit Expenses	23	40,843,277	36,665,664
Financial Costs	24	1,565,504	1,631,647
Depreciation expenses	10	12,631,885	8,703,224
Other expenses	25	53,564,761	39,358,990
<b>TOTAL EXPENSES</b>		<b>321,665,332</b>	<b>328,579,410</b>
<b>Profit before exceptional item &amp; extra-ordinary item &amp; tax</b>		<b>64,419,534</b>	<b>47,027,198</b>
Exceptional item		-	-
<b>Profit before tax</b>		<b>64,419,534</b>	<b>47,027,198</b>
Tax expenses:			
Current Tax		15,229,858	12,324,000
Deferred Tax		6,756,026	3,515,565
Total Tax:		21,985,884	15,839,565
<b>Profit/Loss for the period</b>		<b>42,433,650</b>	<b>31,187,633</b>
Add : balance profit brought forward		216,485,698	185,298,065
<b>Balance Profit carried over to balance sheet</b>		<b>258,919,348</b>	<b>216,485,698</b>
Earning per share	29		
Basic		<b>7.60</b>	<b>5.59</b>
Diluted		<b>7.60</b>	<b>5.59</b>
Summary of Significant Accounting policies	1		

As per our report of even date

**FOR, B.A.RAJPARA & CO.**

Chartered Accountants

**(B.A.Rajpara)**

Proprietor

MRN 034451

FRN 108472W

Place : Ahmedabad

Date : 02-05-2016

**For and on behalf of the Board**

**(M.D FOSI)**

C.F.O

**(M.K SHAH)**

COMPANY SECRETARY

**(D. K. PATEL)**

Managing Director

**(Dr. C. K. PATEL)**

Chairman



**CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH 2016**

(AMOUNTS IN RUPEES)

Particulars	YEAR ENDED 31-03-2016	YEAR ENDED 31-03-2015
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Tax and Extraordinary Items	64,419,534	47,027,198
Adjusted for :		
Depreciation	12,631,885	8,703,224
Interest/Other Income	(1,785,389)	(3,479,126)
Finance Cost	1,565,504	1,631,647
Provision For Doubtful Debts	241,826	(7,441,737)
Profit/Loss On Sale of Assets	324,819	142,679
Operating Profit Before Working Capital Changes	77,398,178	46,583,886
Adjusted for :		
Current Investments	(4,496,000)	(4,000)
Inventories	5,388,298	(768,286)
Trade Receivables	(13,460,837)	(16,385,162)
Short Term Loans & Advances	(18,925,301)	(1,633,743)
Other Current Assets	76,154	240,641
Trade Payables	(8,786,103)	(1,748,465)
Other Current Liabilities	(345,927)	1,697,179
Tax Paid During the Year	(16,491,202)	(9,176,619)
Gratuity Provision Paid during the year	-	-
Net Cash Generated/(Used) in Operating Activities	<u>20,357,261</u>	<u>18,805,431</u>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Investment		
Sale of Fixed assets	360,000	221,000
Purchase of Fixed Assets	(4,604,566)	(15,502,434)
Purchase of Fixed Assets(In WIP)	(2,996,883)	(20,534,655)
Movement of Loan and advances	-	-
Interest/Dividend/Unit Income	1,785,389	3,479,126
Net Cash Generated/(Used) in Investing Activities	<u>(5,456,060)</u>	<u>(32,336,963)</u>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Long Term Loans	3,039,363	1,165,686
Increase In Bank Borrowing	(34,898,538)	18,994,258
Finance Cost	(1,565,504)	(1,631,647)
Dividend Paid	(4,186,928)	(8,373,855)
Tax On Dividend	(852,360)	(1,423,137)
Net Cash Generated/(Used) in Financial Activities	<u>(38,463,967)</u>	<u>8,731,304</u>
Net Increase/(Decrease) in Cash and Cash Equivalents	<u>(23,562,766)</u>	<u>(4,800,228)</u>
Opening Cash and Cash Equivalent	27,849,375	32,649,603
Closing Cash and Cash Equivalent	4,286,609	27,849,375

As per our report of even date

**FOR, B.A.RAJPARA & CO.**

Chartered Accountants

**(B.A.Rajpara)**

Proprietor

MRN 034451

FRN 108472W

Place : Ahmedabad

Date : 02-05-2016

For and on behalf of the Board

**(M.D FOSI)**

C.F.O

**(M.K SHAH)**

COMPANY SECRETARY

**(D. K. PATEL)**

Managing Director

**(Dr. C. K. PATEL)**

Chairman

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****1. SIGNIFICANT ACCOUNTING POLICIES :****1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS :**

The financial statements have been prepared on accrual basis under historical cost convention and going concern basis. The accounting policies adopted in the preparation of financial statement are consistent with those followed in the previous year.

**1.2 VALUATION OF FIXED ASSETS :**

Fixed assets are stated at cost of acquisition or construction net of modvat/cenvat less accumulated depreciation and impairment loss if any.

**1.3 DEPRECIATION :**

The company has provided depreciation on straight line method (SLM). Depreciation is provided based on useful life of the assets as prescribed in schedule II of the Companies Act, 2013.

**1.4 FOREIGN CURRENCY TRANSACTIONS :**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Current assets and current liabilities are translated at the year end rate. The difference between the rate prevailing on the date of settlement as also on translation of current assets and current liabilities at the end of the year is recognised as income or expense as the case may be.

**1.5 IMPAIRMENT OF ASSETS**

Impairment loss is provided to the extent the carrying amount(s) of assets exceeds their recoverable amount(s). At each balance sheet date the company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an assets net selling price and its value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

**1.6 INVENTORIES :**

Inventories are valued at lower of cost or net realisable value. Cost is determined at the First-in-First Out (FIFO) method. The cost of finished goods and work in process comprises raw material, direct material, direct labour other direct costs and related production overhead. Cost of finished goods includes the excise duty payable. Net realisable value is the estimate of the selling price in the ordinary course of business.

**1.7 EXCISE DUTY :**

Excise Duty has been accounted on finished goods as and when goods are cleared except on the finished stock lying at the factory at the year end. Finished Goods are valued inclusive of excise duty payable.

**1.8 REVENUE RECOGNITION :**

- I. Sales are recognised when the substantial risks and rewards of ownership in goods are transferred to the buyer, upon supply of the goods and are recorded inclusive of Excise duty and Exclusive of VAT.
- II. Interest income is accounted on accrual basis.
- III. Income from export incentives such as Duty drawback and Premium on sale of import licenses is recognised on an accrual basis.



**1.9 RETIREMENT BENEFITS :**

- I. Short term employee benefits are recognized as expense in the profit and loss account of the year in which service is rendered.
- II. Contribution to defined contribution schemes such as Provident Fund, Family Pension Fund and ESI Fund are charged to the Profit & Loss Account.
- III. The defined obligations in respect of gratuity are recognized on the basis of valuation done by an independent actuary applying project unit credit method. The actuarial gain/loss arising during the year is recognized in the profit and loss account of the year. The company has an employee's gratuity fund managed by the Life Insurance Corporation of India (LIC).
- IV. Leave encashment and bonus is charged to revenue on payment basis.

**1.10 TAXES ON INCOME :**

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**1.11 RESEARCH AND DEVELOPMENT EXPENSES :**

Expenditure relating to capital item is debited to fixed assets and depreciated at applicable rates. Revenue expenditure is charged to Profit and loss account for the year in which they are incurred.

**1.12 BORROWING COST :**

Borrowing costs, whether specific or general , utilised for acquisition, construction or production of qualifying assets are capitalised as part of cost of such assets till the activities necessary for its intended use or sale are complete. All other borrowing costs are charged to profit and loss statement of the year in which incurred.

**1.13 PROVISION,CONTINGENT LIABILITIES AND CONTINGENT ASSETS :**

Provisions are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation that can be reliably estimated.

Contingent Liabilities are not recognised but are disclosed in the notes.

Contingent Assets are neither recognised nor disclosed.


**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

<b>2. Share Capital</b>	<b>(AMOUNTS IN RUPEES)</b>	
	<b>As At 31.3.2016</b>	<b>As At 31.3.2015</b>
<b>AUTHORISED :</b>		
60,00,000 Equity Shares of Rs. 10 each (Previous year 60,00,000 Equity Shares of Rs. 10 each)	60,000,000	60,000,000
<b>ISSUED SUBSCRIBED AND PAID UP :</b>		
55,82,570 Equity Shares of Rs. 10 each fully paid up (Previous year 55,82,570 Equity Shares of Rs.10 each fully paid up)	55,825,700	55,825,700
<b>Total :</b>	<b>55,825,700</b>	<b>55,825,700</b>
<b>a.</b> There is no movement in share capital during the current year and previous year.		
<b>b. Details of Equity shares held by shareholders holding more than 5% shares in the company.</b> No shareholder holds more than 5% of shares of the company.		
<b>3. Reserves &amp; Surplus</b>	<b>(AMOUNTS IN RUPEES)</b>	
	<b>As At 31.3.2016</b>	<b>As At 31.3.2015</b>
<b>General Reserve</b>		
Opening Balance	19,500,000	16,500,000
Transferred From Profit & Loss Account	3,000,000	3,000,000
Closing Balance	<u>22,500,000</u>	<u>19,500,000</u>
<b>Profit &amp; Loss Account</b>		
Opening Balance	214,516,693	192,007,647
Add : Profit for the year	42,433,650	31,187,633
	<u>256,950,343</u>	<u>223,195,280</u>
Less : Appropriation		
Adjusted To Depreciation Fund	-	639,300
Transferred To General Reserve	3,000,000	3,000,000
Proposed Dividend	8,373,855	4,186,928
[Dividend per Share Rs.1.50 (Previous Year Rs.0.75)]		
Tax on Dividend	1,704,720	852,360
Closing Balance	<u>243,871,768</u>	<u>214,516,693</u>
<b>Total Reserve &amp; Surplus</b>	<u>266,371,768</u>	<u>234,016,693</u>
<b>4. Deferred Tax</b>	<b>(AMOUNTS IN RUPEES)</b>	
	<b>As At 31.3.2016</b>	<b>As At 31.3.2015</b>
<b>Deferred tax liabilities</b>		
Timing difference in Depreciation	19,091,551	12,255,570
Gross deferred tax liability	<u>19,091,551</u>	<u>12,255,570</u>
<b>Deferred tax assets</b>		
Provision for bad and doubtful debts	1,305,872	1,225,917
Tax impact of other expenses charged in the financial statement but allowable as deductions in future years under income tax.		
Gross deferred tax assets	<u>1,305,872</u>	<u>1,225,917</u>
<b>Deferred tax liabilities (net) Total :</b>	<u>17,785,680</u>	<u>11,029,653</u>



## Vikram Thermo (India) Limited

5. Long Term Borrowings*	(AMOUNTS IN RUPEES)	
	As At 31.3.2016	As At 31.3.2015
<b>Secured Borrowings</b>		
Term Loan from Bank	3,594,895	-
<b>Unsecured Borrowings</b>		
Volkswagen Finance Pvt. Ltd.	85,627	1,165,686
Kotak Mahindra Prime Ltd.	524,527	-
<b>Total :</b>	<b>4,205,049</b>	<b>1,165,686</b>

6. Short Term Borrowings *	(AMOUNTS IN RUPEES)	
	As At 31.3.2016	As At 31.3.2015
<b>Secured Borrowings</b>		
Working Capital Rupee Loan From Banks	-	35,526,578
Term Loan from Bank	95,717	-
<b>Unsecured Borrowings</b>		
Volkswagen Finance Pvt. Ltd.	1,080,059	982,057
Kotak Mahindra Prime Ltd.	434,321	-
<b>Total :</b>	<b>1,610,097</b>	<b>36,508,635</b>

**\* Security for Long term and Short term borrowings:**

Working Capital facilities and Term Loan are secured against first charge on entire present and future current assets including entire stock, Book Debt, Loans and Advances and mortgage of Fixed Assets and personally guaranteed by some of the directors/promoters of the company.

7. Trade Payables	(AMOUNTS IN RUPEES)	
	As At 31.3.2016	As At 31.3.2015
Micro, Small and Medium Enterprise	-	-
Others	46,999,117	55,785,220
<b>Total :</b>	<b>46,999,117</b>	<b>55,785,220</b>

**7.1** The details of amount outstanding to Micro, Small and Medium Enterprise under the Micro, Small and Medium Enterprise Development Act 2006 (MSMED Act) based on the available information with the company are as under:

	As at 31.3.2016	As at 31.3.2015
a. Principal amount due and remaining unpaid	-	-
b. Interest due on (a) above and the unpaid interest	-	-
c. Interest paid on all delayed payments under MSMED Act	-	-
d. Payment made beyond the appointed day during the year	-	-
e. Interest due and payable for the period of delay other than '(c) above	-	-
f. Interest Accrued and remaining unpaid	-	-
g. Amount of further interest remaining due and payable in succeeding years	-	-

8. Other Current Liabilities	(AMOUNTS IN RUPEES)	
	As At 31.3.2016	As At 31.3.2015
Unclaimed Dividends (refer to note (a) below)	1,638,806	1,772,375
Advance From Customers	2,146,209	2,231,750
Creditors for capital goods	440	127,257
<b>Total :</b>	<b>3,785,455</b>	<b>4,131,382</b>

a. There is no amounts due and outstanding to be credited to Investor Education and Protection Fund under section 125 of The Companies Act, 2013 as at year end.



## Vikram Thermo (India) Limited

### 9. Short Term Provisions

(AMOUNTS IN RUPEES)

	As At 31.3.2016	As At 31.3.2015
Proposed Dividend	8,373,855	4,186,928
Tax on Dividend	1,704,720	852,360
Provision For Income Tax (Net of Advance Tax)	550,391	1,757,596
Provision For Wealth Tax	-	54,140
<b>Total :</b>	<b>10,628,966</b>	<b>6,851,024</b>

### 10. FIXED ASSETS

(AMOUNT IN RUPEES)

Sr. No	Description	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		Opening Balance As at 1.4.2015	Additions during the year	Deduction / Adjust. during the year	Closing Balance As at 31.3.2016	Opening Balance As at 1.4.2015	Depre. During the year	Deduc. During the year	Closing Balance As at 31.3.2016	As at 31.3.2016	As at 31.03.2015
<b>TANGIBLE ASSETS</b>											
1	Land (free hold)	3,003,362	-	-	3,003,362	-	-	-	-	3,003,362	3,003,362
2	Buildings	34,989,926	25,504,287	-	60,494,213	12,979,497	1,824,210	-	14,803,706	45,690,506	22,010,429
3	Plant & Machinery	103,798,088	58,760,994	546,243	162,012,839	57,162,742	5,952,699	190,546	62,924,896	99,087,944	46,635,346
4	Furniture & Fixtures	5,784,835	-	-	5,784,835	2,348,315	583,006.34	-	2,931,322	2,853,513	3,436,520
5	Equipments	21,894,988	526,446	-	22,421,434	7,183,477	2,279,689	-	9,463,166	12,958,268	14,711,511
6	Vehicles	11,348,810	1,689,358	619,888	12,418,280	2,842,187	1,618,481.74	290,766	4,169,902	8,248,378	8,506,623
7	Computers	2,193,853	166,200	-	2,360,053	1,718,174	316,782.19	-	2,034,956	325,097	475,679
		183,013,862	86,647,285	1,166,131	268,495,016	84,234,391	12,574,868.38	481,312	96,327,947	172,167,069	98,779,471
	2014-15	168,079,310	15,576,103	641,551	183,013,862	74,926,187	8,663,327.97	1,200,620	84,234,391	98,779,471	
<b>INTANGIBLE ASSETTS</b>											
1	Computer Software	185,894	-	-	185,894	53,349	57,016.14	-	110,365	75,529	132,545
	2014-15	54,000	131,894	-	185,894	13,454	39,895.46	-	53,349	132,545	

### 11. Capital Work-in Progress

(AMOUNTS IN RUPEES)

	As At 31.3.2016	As At 31.3.2015
Machinery	1,675,383	54,867,090
Factory Building	7,670,938	31,135,132
Electrification	20,907	2,410,842
<b>Total :</b>	<b>9,367,228</b>	<b>88,413,064</b>

### 12. Long Term Loan & Advances

(AMOUNTS IN RUPEES)

	As At 31.3.2016	As At 31.3.2015
Security Deposits	1,486,683	1,486,683
<b>Total :</b>	<b>1,486,683</b>	<b>1,486,683</b>



13. Current Investment	(AMOUNTS IN RUPEES)	
	As At 31.3.2016	As At 31.3.2015
(Unquoted; At lower of cost or net realisable value)		
Principal Mutual Funds - Liquid Fund	4,500,000	4,000
No. of Units 49239 (Prev. Year 175.34)		
Total :	4,500,000	4,000

14. Inventories	(AMOUNTS IN RUPEES)	
	As At 31.3.2016	As At 31.3.2015
(At lower of cost or net realisable value)		
Raw Materials	17,829,374	15,938,274
Work In Process	778,556	924,227
Finished Goods	17,832,978	25,414,174
Trading Goods	-	-
Stores and Others	873,318	425,850
Total :	37,314,226	42,702,524

15. Trade Receivable	(AMOUNTS IN RUPEES)	
	As At 31.3.2016	As At 31.3.2015
Unsecured		
- More than Six Months		
Considered Good	20,192,644	29,023,720
Considered Doubtful	4,020,273	3,205,650
- Others		
Considered Good	126,068,861	104,018,774
Considered Doubtful	-	572,797
	150,281,778	136,820,941
Less : Provision For Doubtful Debts	4,020,273	3,778,447
Total :	146,261,505	133,042,494

16. Cash & Cash Equivalents	(AMOUNTS IN RUPEES)	
	As At 31.3.2016	As At 31.3.2015
Cash on hand	665,808	915,726
Balance with Banks		
- in current a/c.	1,675,994	25,061,275
- in fixed deposit a/c. (Refer note 'a' below)	306,000	100,000
- in unclaimed Dividend Accounts	1,638,806	1,772,375
Total :	4,286,609	27,849,375

a. Fixed deposit with banks includes deposits of Rs. 1 Lac (Previous Year Rs. 1 Lac) with maturity of more than 12 months. Fixed deposit with banks also includes deposit of Rs.2.06 Lac (Previous Year NIL) marked as Margin for Letter of Credit.

b. Debit balance of cash credit accounts are shown under current account.



<b>17. Short Term Loans and Advances</b>		<b>(AMOUNTS IN RUPEES)</b>	
	<b>As At 31.3.2016</b>	<b>As At 31.3.2015</b>	
(Unsecured and Considered Good)			
Loans and Advances for which values to be received	30,211,010	9,510,681	
Balance With Customs & Excise Authorities :	1,368,117	3,143,145	
<b>Total :</b>	<b>31,579,127</b>	<b>12,653,826</b>	
<b>18. Other Current Assets</b>		<b>(AMOUNTS IN RUPEES)</b>	
	<b>As At 31.3.2016</b>	<b>As At 31.3.2015</b>	
Interest Receivable	173,856	250,010	
<b>Total :</b>	<b>173,856</b>	<b>250,010</b>	
<b>19. Revenue From Operations</b>		<b>(AMOUNTS IN RUPEES)</b>	
	<b>As At 31.3.2016</b>	<b>As At 31.3.2015</b>	
Sales of Products	425,353,450	409,090,642	
Less :			
Excise Duty	41,053,973	36,963,159	
<b>Total :</b>	<b>384,299,477</b>	<b>372,127,483</b>	
a. Particulars of sale of products			
Drug coat	301,028,128	272,883,474	
Diphenyle Oxide	123,500,022	133,844,456	
Trading Goods	-	1,569,993	
Others	825,300	792,718	
	<b>425,353,450</b>	<b>409,090,642</b>	
<b>20. Other Income</b>		<b>(AMOUNTS IN RUPEES)</b>	
	<b>2015-16</b>	<b>2014-15</b>	
Bank FDR interest	14,990	332,222	
Interest On Security Deposits	124,073	111,812	
Interest Recd. On Late Payment	525,866	2,412,138	
Profit On Sale Of Units	113,120	106,719	
Duty Draw back	342,733	453,729	
Other Incomes	664,606	62,506	
<b>Total :</b>	<b>1,785,389</b>	<b>3,479,126</b>	



<b>21. Cost Of Material Consumed</b>		<b>(AMOUNTS IN RUPEES)</b>		
		<b>2015-16</b>	<b>2014-15</b>	
Opening Stock Of Materials		15,938,274	17,125,544	
Add : Purchases		207,224,139	242,186,219	
Less : Closing Stock of Materials		17,829,374	15,938,274	
<b>Total :</b>		<b>205,333,039</b>	<b>243,373,489</b>	
<b>(a) Particulars of Material Consumed</b>				
Methacrylic Acid		53,583,601	68,525,309	
Ethyl Acrylate		38,122,676	51,157,439	
Phenol		34,247,020	40,080,522	
MCB		33,164,029	40,825,098	
Packing Material		14,975,472	16,734,834	
Others		31,240,241	26,050,287	
<b>(b) Value of Imported &amp; Indigenous Raw Material Consumed</b>				
Indigenous	202,966,184	98.85%	243,373,489	100.00%
Imported	2,366,855	1.15%	-	0.00%
<b>Total :</b>	<b>205,333,039</b>	<b>100%</b>	<b>243,373,489</b>	<b>100%</b>
<b>(c) Value of Imports on CIF basis in Respect of</b>				
Raw Materials		2,366,855	-	
Capital Goods		-	2,335,880	
		2,366,855	2,335,880	
<b>22. Changes in Inventories of Finished Goods and Work in Process</b>		<b>(AMOUNTS IN RUPEES)</b>		
		<b>2015-16</b>	<b>2014-15</b>	
<b>Closing Inventories</b>				
Finished Goods		17,832,978	25,414,174	
Work-in Process		778,556	924,227	
Trading Goods		-	-	
		18,611,534	26,338,400	
<b>Opening Inventories</b>				
Finished Goods		25,414,174	23,970,213	
Work-in Process		924,227	190,583	
Trading Goods		-	110,000	
		26,338,400	24,270,796	
<b>Total :</b>		<b>7,726,866</b>	<b>(2,067,604)</b>	



**23. Employee Benefit Expenses**

**(AMOUNTS IN RUPEES)**

	<b>2015-16</b>	2014-15
Salaries and Wages	37,880,691	33,695,831
Contribution to Provident and Other Funds	2,499,458	2,486,227
Staff Welfare Expenses	463,128	483,606
<b>Total :</b>	<b>40,843,277</b>	<b>36,665,664</b>

**(a)** As per AS 15 (Revised) Employee Benefits, the disclosures as defined in the accounting standard are given below

	2015-2016	2014-2015
<b>(A) DEFINED CONTRIBUTION PLAN :</b>		
Employers Contribution to Provident Fund	1,026,993	974,691
Employers Contribution to ESI Fund	327,665	327,705
<b>(B) DEFINED BENEFIT PLAN :</b>		
The company has an employee gratuity fund plan managed by Life Insurance Corporation of India. As required by AS 15 the Status of closing balance of fund is as under :		
a. Closing balance at the year end	9,379,675	8,426,854
b. Total benefit paid during the year	699,310	90,946
c. The return on plan	735,680	631,814
d. Contribution during the year charged to Profit & Loss Account	916,451	1,001,681

**24. Finance Cost**

**(AMOUNTS IN RUPEES)**

	<b>2015-16</b>	2014-15
Interest Expenses	960,996	1,194,765
Other Expenses	835,376	443,541
Gain on Foreign Currency Transactions and Translation	(230,868)	(6,658)
<b>Total :</b>	<b>1,565,504</b>	<b>1,631,647</b>



25. Other Expenses	(AMOUNTS IN RUPEES)	
	2015-16	2014-15
<b>Manufacturing Expenses</b>		
Consumable Stores Expenses	512,470	380,115
Insurance Expenses	345,255	310,575
Machinery Spareparts and Repairs	1,195,181	935,559
Power, Fuel & Water Charges	12,679,971	10,703,634
Building Repairs	2,269,453	516,802
Excise Duty *	(1,084,591)	373,288
Other Manufacturing Expenses	5,213,533	2,740,206
	21,131,272	15,960,179
<b>Selling and Distribution Expenses</b>		
Advertisement Expenses	751,242	775,485
Provision for Doubtful Debt	241,826	(7,441,737)
Freight Outward Expenses	4,256,055	4,577,762
Sales Commission	8,317,947	10,572,007
Other Selling & Distribution Expenses	8,843,151	5,616,883
	22,410,222	14,100,400
<b>Administrative Expenses</b>		
Legal and Professional Fees	3,469,844	2,908,650
Rates & Taxes	81,175	54,643
Travelling And Conveyance Expenses	1,368,933	1,379,748
Payment To Auditors	207,902	171,280
Charity and Donations	-	5,000
CST/VAT	912,155	1,520,070
Other Repairs	226,455	243,200
Other Administrative Expenses	3,756,804	3,015,820
	10,023,268	9,298,411
<b>Total :</b>	<b>53,564,761</b>	<b>39,358,990</b>

\* Represents difference between excise duty on closing stock and opening stock of finished goods.

25 (a) Payment To Auditors	(AMOUNTS IN RUPEES)	
	2015-16	2014-15
Audit Fees	150,000	125,000
Fees For Certification	57,902	46,280
<b>Total :</b>	<b>207,902</b>	<b>171,280</b>



26. Expenditure in Foreign Currency	(AMOUNTS IN RUPEES)	
	2015-16	2014-15
Sales Commission	105,517	199,637
Travelling Expenses	92,877	-
Sales Promotion	439,399	116,104
	637,793	315,741

27. Earning in Foreign Currency	(AMOUNTS IN RUPEES)	
	2015-16	2014-15
FOB Value of Exports sales	17,781,883	23,354,742

28. Remittance of Foreign Currency For Dividends	(AMOUNTS IN RUPEES)	
	2015-16	2014-15
Number of shareholders	68	18
Number of Shares Held	251,981	52,900
Amount of Dividend Paid	188,986	79,350
Year to Which Dividend Relates	2014-15	2013-14

As Non Resident shareholders also mandated to credit the dividend to their NRE account it is not considered as payment of dividend in foreign currency.

29. Earning Per Share	(AMOUNTS IN RUPEES)	
	2015-16	2014-15
Profit available for Equity Share Holder	42,433,650	31,187,633
No. of Equity Shares	5,582,570	5,582,570
Weighted Average Number of Equity Shares in computing diluted earning per share	5,582,570	5,582,570
Basic and Diluted Earning per share	7.60	5.59
Nominal Value of Share	10.00	10.00



## Vikram Thermo (India) Limited

### 30. Related Party Disclosures

Related party disclosure as per Accounting Standard 18 issued by the Institute Of Chartered Accountants Of India.

#### I. Related Party & Their Relationship

Name Of Related Party	Nature Of Relationship
Dr. Chimanbhai K Patel	Chairman Cum Director
Mr. Dhirajbhai K Patel	Managing Director - Key Management Personnel
Dr. Dinesh H. Patel	Director Production & Research - Key Management Personnel
Mrs. Alpaben A. Patel	Director - Key Management Personnel
Mr. Ankur D. Patel	Director - Key Management Personnel
Mr. Motibhai D Fosi	C.F.O - Key Management Personnel
Mr. Ambalal K. Patel	Brother - Key Management Personnel
Mr. Harjivanbhai K Patel	Brother/Father - Key Management Personnel
Mr. Ghanshyambhai K Patel	Brother - Key Management Personnel
Mr. Jaimin C Patel	Son - Key Management Personnel
Mr. Alpesh A. Patel	Husband - Key Management Personnel
Mr. Vikalp D. Patel	Son - Key Management Personnel
Mrs. Rachana V Patel	Daughter-In Law -Key Managerial Personnel

#### II. Material Transaction With Related Parties :

(AMOUNTS IN RUPEES)

	2015-16	2014-15
1 Remuneration To Key Management Personnel	7,723,461	5,899,823
2. Remuneration To Relative Of Key Management Personnel	7,580,447	7,591,663

### 31. Segment Reporting

As per the definition of Reportable Segment in accordance with Accounting Standard-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the company has only one reportable segment i.e. "Chemicals", hence separate disclosure for segment reporting is not applicable to the company.

### 32. Contingent Liabilities and Commitments

#### Commitments

- Estimated amount net of advance payments for contract remaining to be executed on capital account and not provided for is Rs. 10,84,96,500/- (Previous year Rs.25000000/-)

### 33. Previous years figures

The previous year figures have been regrouped / re-classified to conform to the current year's classification wherever is necessary.

As per our report of even date

**FOR, B.A.RAJPARA & CO.**

Chartered Accountants

**(B.A.Rajpara)**

Proprietor

MRN 034451

FRN 108472W

Place : Ahmedabad

Date : 02-05-2016

**For and on behalf of the Board**

**(M.D FOSI)**

C.F.O

**(M.K SHAH)**

COMPANY SECRETARY

**(D. K. PATEL)**

Managing Director

**(Dr. C. K. PATEL)**

Chairman



# Vikram Thermo (India) Limited

## ATTENDANCE SLIP

### VIKRAM THERMO (INDIA) LIMITED

[CIN:L24296GJ1994LC021524]

Regd. Office: 101, Classic Avenue, Opp. Sales India, Ashram Road, Ahmedabad - 380 009

Email: exports@vikramthermo.com website: www.vikramthermo.com

Phone: 079-27543745 Fax: 079-27540562

Name of the attending Member (In Block Letters) : \_\_\_\_\_

Folio No/ DPID / Client ID : \_\_\_\_\_

Name of the Proxy (To be filled in if the Proxy attends instead of the Member) : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_ (In words) : \_\_\_\_\_

I hereby record my presence at Annual General Meeting of the Company at THE GREEN PEARL Opp Satva Vikas School, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380059 on, 27th day of September, 2016 at 9:00am and at any adjournment thereof.

Signature of Shareholder / Proxy

### VIKRAM THERMO (INDIA) LIMITED

[CIN:L24296GJ1994LC021524]

Regd. Office: 101, Classic Avenue, Opp. Sales India, Ashram Road, Ahmedabad - 380 009

Email: exports@vikramthermo.com website: www.vikramthermo.com

Phone: 079-27543745 Fax: 079-27540562

## PROXY FORM

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

Name of the Member (s) :

Registered Address :

E-mail Id :

Folio / DP ID Client ID No. :

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

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him / her:

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him / her:

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held at THE GREEN PEARL Opp Satva Vikas School, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380059 on 27th day of September, 2016 At 09:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
	<b>Ordinary Business</b>		
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2016.		
2.	To declare dividend on Equity Shares for the FY 2015-16		
3.	Appointment of a director in place of Mrs. Alpaben Patel, who retires by rotation and being eligible, seeks re-appointment.		
4.	Appointment of M/s.B.A.Rajpara & Co., Chartered Accountants, (firm Registration No.108472W) as Statutory Auditor of the company and fix their remuneration		
	<b>Special Business</b>		
5.	Appointment of Mr. ShaileshKumar Patel (DIN: 07395238) as a director of the company.		
6.	Appointment of Mr. Dinesh H Patel as whole-time director of the company and payment of managerial Remuneration w.e.f. 1st April, 2016 to him.		
7.	Appointment of Mr. Ankur D Patel as whole time director of the company.		
8.	Payment of Managerial Remuneration to MR. ANKUR D PATEL, Whole Time Director of the Company including Salary Rs. 1,80,000/- per month plus Annual Bonus Rs. 2.70 lakhs. w.e.f. 1st April, 2016		
9.	Payment of Managerial Remuneration to MR. CHIMANBHAI PATEL, Whole Time Director of the Company of Rs. 1,00,000/- per month w.e.f. 1st April, 2016		
10.	Payment of Managerial Remuneration to MR. DHIRAJLAL K PATEL, Managing Director of the Company of Rs. 2,70,000/- per month w.e.f. 1st April, 2016		
11.	To borrow money together with the money borrowed from various sources consequent to which the amount outstanding shall not at anytime exceed the limit of Rs. 100 crores		
12.	To sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

Affix  
Re. 1/-  
Revenue  
Stamp

### Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



### ROUTE MAP FOR AGM







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**FORM NO. MGT-12**

**Polling Paper**

[Pursuant to section 109[5] of the Companies Act, 2013 and Rule 21[1][c] of the Companies [Management and Administration] Rules, 2014]

1. Name of the Company : **VIKRAM THERMO (INDIA) LIMITED**  
 2. Registered Office Address : **101, CLASSIC AVENUE, OPP. SALES INDIA,ASHRAM ROAD,AHMEDABAD-380009.**

**BALLOT PAPER**

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder [in Block Letters]	:
2.	Postal Address	:
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	:
4.	Class of Share	: Equity Shares

I hereby exercise my vote in respect of Ordinary/ ~~Special~~ Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2016.			
2.	To declare dividend on Equity Shares for the FY 2015-16			
3.	Appointment of a director in place of Mrs. Alpaben Patel who retires by rotation and being eligible, seeks re-appointment.			
4.	Appointment of M/s.B.A.Rajpara & Co., Chartered Accountants, (firm Registration No.108472W) as Statutory Auditor of the company and fix their remuneration			
	<b>Special Business</b>			
5.	Appointment of Mr. ShaileshKumar Patel (DIN: 07395238) as a director of the company.			
6.	Appointment of Mr. Dinesh H Patel as whole-time director of the company and payment of managerial Remuneration w.e.f. 1st April, 2016 to him.			
7.	Appointment of Mr. Ankur D Patel as whole time director of the company.			
8.	Payment of Managerial Remuneration to MR. ANKUR D PATEL, Whole Time Director of the Company including Salary Rs. 1,80,000/- per month plus Annual Bonus Rs. 2.70 lakhs. w.e.f. 1st April, 2016			
9.	Payment of Managerial Remuneration to MR. CHIMANBHAI PATEL, Whole Time Director of the Company of Rs. 1,00,000/- per month w.e.f. 1st April, 2016			
10.	Payment of Managerial Remuneration to MR. DHIRAJLAL K PATEL, Managing Director of the Company of Rs. 2,70,000/- per month w.e.f. 1st April, 2016			
11.	To borrow money together with the money borrowed from various sources consequent to which the amount outstanding shall not at anytime exceed the limit of Rs. 100 crores			
12.	To sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the company			

Place : Ahmedabad

Date :

Signature of the Shareholder



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## Vikram Thermo (India) Limited

### VIKRAM THERMO (INDIA) LIMITED

[CIN:L24296GJ1994LC021524]

Regd. Office: 101, Classic Avenue, Opp. Sales India, Ashram Road, Ahmedabad - 380 009

Email: [exports@vikramthermo.com](mailto:exports@vikramthermo.com) website: [www.vikramthermo.com](http://www.vikramthermo.com)

Phone: 079-27543745 Fax: 079-27540562

Name of the Sole / First Named Member : \_\_\_\_\_

Address of Sole / First Named Member : \_\_\_\_\_

Registered Folio Number : \_\_\_\_\_

DPID /Client ID : \_\_\_\_\_

Number of shares held : \_\_\_\_\_

Dear Member,

**SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY**

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 22nd Annual General Meeting of the Company to be held on 27<sup>th</sup> SEPTEMBER, 2016 at           . The Company has engaged the services of Central Depository Services (I) Limited (“CDSL”) to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / Sequence No.
160809008		

The remote e-voting facility will be available during the following voting period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
20 <sup>th</sup> September, 2016 (9:00 A.M.)	26 <sup>th</sup> September, 2016 (5:00 P.M.)

Please read the instructions printed below before exercising the vote.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 27<sup>TH</sup> SEPTEMBER, 2016.

**MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTIONED IN THE ANNUAL REPORT.**



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*If undelivered please return to:*



CIN : L24296GJ1994PLC021524  
101, Classic Avenue,  
Opposite Sales India,  
Ashram Road, Ahmedabad - 380 009.  
Ph.: (079) 27543745 / 27542659