

# **Naperol Investments Limited**

**ANNUAL REPORT  
2015-2016**



# NAPEROL INVESTMENTS LIMITED

## NOTICE

### *Registered Office:*

Neville House, J. N. Heredia Marg,  
Ballard Estate, Mumbai - 400 001

### *Head Office:*

C-1, Wadia International Centre (Bombay Dyeing),  
Pandurang Budhkar Marg, Worli, Mumbai - 400 025  
CIN : U65990MH1980PLC022589  
Email : secretarial@naperol.com  
Phone : 022-66620000  
Fax : 022-66193421

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of NAPEROL INVESTMENTS LIMITED will be held at the Registered Office of the Company at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001, on Thursday, 11th August, 2016 at 10.00 a.m. to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. R. Lohokare (DIN: 00254816) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the resolution passed by the members in the Annual General Meeting of the Company held on 11th August, 2014, consent of the members be and is hereby accorded to ratify the appointment of M/s. Nanubhai & Co., Chartered Accountants, Mumbai, (ICAI Registration No. 106874W), the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2019, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out-of-pocket expenses incurred by them for the purpose of audit for the financial year ending 31st March, 2017.”

### **Special Business:**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. R. V. Sarma (DIN: 00025267), appointed as an Additional Director of the Company, pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who is eligible for appointment as Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.”

By Order of the Board of Directors  
For NAPEROL INVESTMENTS LIMITED

(S. S. KELKAR)  
Chairman

Mumbai, 16th May, 2016

### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.

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

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.

## NAPEROL INVESTMENTS LIMITED

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

#### Item No. 4

Mr. R. V. Sarma (DIN: 00025267) was appointed as an Additional Director on the Board of the Company w.e.f. 28th March, 2016.

The Board has approved the appointment of Mr. Sarma as a Director of the Company liable to retire by rotation.

Mr. Sarma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sarma for the office of Director of the Company.

Mr. Sarma is M.Com. and also holds a First Class First Post Graduate Diploma in Business Management (from Jammalal Bajaj Institute of Management Studies). Mr. Sarma has been associated with Wadia Group of Companies since 1979. He had long varied experience and is presently on the Board of various other Companies.

Mr. Sarma is interested in the resolution set out respectively at Item No. 4 of the Notice with regard to his appointment as Director.

The relatives of Mr. Sarma may be deemed to be interested in the resolution set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

None of the other Directors of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

By Order of the Board of Directors  
For NAPEROL INVESTMENTS LIMITED

(S. S. KELKAR)  
*Chairman*

#### Registered Office:

Neville House, J. N. Heredia Marg,  
Ballard Estate, Mumbai 400 001  
Phone: 022-66620000  
Fax: 022-66193421  
CIN: U65990MH1980PLC022589  
*Mumbai, 16th May, 2016*

# NAPEROL INVESTMENTS LIMITED

## DIRECTORS' REPORT TO THE MEMBERS

The Directors take pleasure in presenting their Annual Report on the business and operations of the Company and the Audited Financial Statements for the year ended 31st March, 2016.

### 1. FINANCIAL RESULTS:

	For the year ended 31st March, 2016 (Rupees in lakhs)	For the year ended 31st March, 2015 (Rupees in lakhs)
Operating Profit for the year	49.13	44.84
Less : Provision for Tax	1.32	0.80
Profit after Tax	47.81	44.04
Add : Profit brought forward from previous year	167.86	137.29
Profit Available for Appropriation	<u>215.67</u>	<u>181.33</u>
Appropriations:		
Proposed Dividend	-	-
Corporate Dividend Tax	-	-
Transferred to General Reserve	4.91	4.47
Transferred to Regulated Reserve Fund (NBFC)	9.82	8.96
Balance carried to Balance Sheet	<u>200.94</u>	<u>167.90</u>
	<u>215.67</u>	<u>181.33</u>

### 2. DIVIDEND:

With a view to conserving the resources of the Company, the Board does not recommend payment of dividend for the year ended 31st March, 2016.

### 3. FIXED DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest was outstanding as of the date of the Balance Sheet.

### 4. TRANSFER TO RESERVES:

During the financial year 2015-16, ₹ 4.91 lakhs have been transferred to General Reserves as compared to ₹ 4.47 lakhs in the previous year.

### 5. STATE OF COMPANY'S AFFAIRS:

During the year, the Company's income was ₹ 49.88 lakhs (2014-15: ₹ 45.84 lakhs) against expenses of ₹ 0.75 lakh (2014-15: ₹ 1.00 lakh). The profit after tax was ₹ 47.81 lakhs (2014-15: ₹ 44.04 lakhs). The accrued balance of ₹ 200.94 lakhs available for appropriation as on 31st March, 2016 was carried forward to the Balance Sheet.

The Company has received Dividend Income of ₹ 45.63 lakhs during the year (2014-15: ₹ 45.74 lakhs).

### 6. MATERIAL CHANGES:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

### 7. DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company is a wholly owned subsidiary of National Peroxide Limited. During the year under review the Company did not have any subsidiary, joint ventures or associate companies.

### 8. DETAILS OF BOARD MEETINGS:

There were 5 (five) meetings of the Board of Directors held on 26th May, 2015, 11th August, 2015, 04th November, 2015, 11th February, 2016 and 28th March, 2016 during the financial year 2015-16.

### 9. SHARE CAPITAL:

The paid up Equity Share Capital of the Company was ₹ 25.50 lakhs as on 31st March, 2016. During the year under review, there was no change in the Share Capital of the Company.

### 10. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, extract of Annual Return in Form MGT-9 is annexed as Annexure – A to this Report.

### 11. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and that there were no material departures.
- ii. they have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period.
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the Annual Accounts on a 'going concern' basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively, and

## NAPEROL INVESTMENTS LIMITED

- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

### 12. STATUTORY AUDITORS:

At the 34th Annual General Meeting held on 11th August, 2014, M/s. Nanubhai & Co., Chartered Accountants, (ICAI Registration No. 106874W), were appointed as Statutory Auditors of the Company to hold office from the conclusion of 34th Annual General Meeting upto the conclusion of the 39th Annual General Meeting subject to ratification by the shareholders at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors in consultation with the Auditors, plus applicable service tax and reimbursement of out-of-pocket expenses incurred by them for the purpose of audit for the financial year ending March 31, 2017.

In accordance with Section 139 of the Companies Act, 2013, the members are requested to ratify the appointment of the auditors for the balance term to hold office from the conclusion of 34th Annual General Meeting upto the conclusion of the 39th Annual General Meeting.

### 13. AUDITORS' REPORT:

There are no qualifications, reservations or adverse remarks made in the Statutory Auditors' Report.

### 14. RELATED PARTY TRANSACTIONS:

There were no related party transactions as per Section 188 of the Companies Act, 2013, during 2015-16.

### 15. RISK MANAGEMENT:

Given the asset base and the portfolio of investments made by the Company, the Board is of the opinion that there are no major risks affecting the existence of the Company.

### 16. NON-BANKING FINANCIAL COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 1998:

The Company has been issued the Certificate of Registration to carry on the business as a Non-Banking Financial Institution by the Reserve Bank of India on 6th March, 1988.

A schedule containing the additional particulars as prescribed by the Reserve Bank of India vide Notification No. DNBS. 193 DG(VL)-2007 dated 22nd February, 2007, is attached to the Financial Statements as on 31st March, 2016 of the Company.

### 17. DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. S. R. Lohokare (DIN: 00254816) retires by rotation and being eligible, offers himself for re-appointment.

During the year, Mr. Ashok Panjwani resigned as a Director of the Company with effect from 28th March, 2016. The Board places on record its appreciation of the valuable contribution and guidance provided by him.

The Board of Directors appointed Mr. R. V. Sarma (DIN: 00025267) as an Additional Director of the Company w.e.f. 28th March, 2016. The Directors commend his appointment as a Non-Executive Director of the Company, liable to retire by rotation.

Necessary resolutions for the re-appointment / appointment of Mr. S. R. Lohokare and Mr. R. V. Sarma, have been included in the Notice convening the Thirty-Sixth Annual General Meeting and requisite details have been provided in the explanatory statement of the Notice.

The Directors commend their re-appointment/appointment for approval of the Members.

### 18. PARTICULARS OF EMPLOYEES:

The Company had no employee of the category mentioned in Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

During the year under review, the Company did not grant any loans or provide any guarantees as per the provisions of Section 186 of the Companies Act, 2013. Details of Investments are given in Note No. 6 to the Financial Statements.

### 20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There were no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of the Company's operations in future.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, is not applicable as your Company is engaged only in the business of investments.

### 22. PREVENTION OF SEXUAL HARASSMENT IN THE COMPANY:

Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013.

On behalf of the Board of Directors

(S. S. KELKAR)  
Chairman

Mumbai, May 16, 2016

# NAPEROL INVESTMENTS LIMITED

## ANNEXURE A TO THE DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2016

[Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-9

### A. REGISTRATION AND OTHER DETAILS:

CIN:	U65990MH1980PLC022589
Registration Date:	06.05.1980
Name of the Company:	NAPEROL INVESTMENTS LIMITED
Category of the Company:	Company Limited by Shares
Sub-Category of the Company:	Indian Non-Government Company
Address of the Registered Office and Contact Details:	Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai 400 001 Tel: 022-66620000
Whether Listed Company:	No
Name, Address and Contact Details of Registrar and Transfer Agent, if any:	N.A.

### B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Financial Services (Investments)	6499	100%

### C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	NATIONAL PEROXIDE LIMITED	L24299MH1954PLC009254	Holding	100	2(46)

### D. SHAREHOLDING PATTERN:

#### i. Category-wise Shareholding:

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</b>									
1) Indian									
a) Individual/HUF	--	--	--	--	--	--	--	--	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) Bodies Corporates	--	25500	25500	100	--	25500	25500	100	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (1):</b>	--	25500	25500	100	--	25500	25500	100	--
2) Foreign									
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--
b) Other - Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corporates	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (2):</b>	--	--	--	--	--	--	--	--	--
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	--	25500	25500	100	--	25500	25500	100	--
<b>B. Public Shareholding</b>									
1) Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
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)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):</b>	--	--	--	--	--	--	--	--	--

**NAPEROL INVESTMENTS LIMITED****ANNEXURE A TO THE DIRECTORS' REPORT (Contd.)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2) Non-Institutions									
a) Bodies Corp.									
i. Indian	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto ₹ 1 lakh	-	-	-	-	-	-	-	-	-
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (Specify)									
i. Clearing Members	-	-	-	-	-	-	-	-	-
ii. NRI	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>25500</b>	<b>25500</b>	<b>100</b>	-	<b>25500</b>	<b>25500</b>	<b>100</b>	-

**ii. Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	NATIONAL PEROXIDE LIMITED	25500	100	-	25500	100	-	-
	<b>Total</b>	<b>25500</b>	<b>100</b>	-	<b>25500</b>	<b>100</b>	-	-

**iii. Change in Promoters' Shareholding – No Change During the Year****iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) – Not Applicable****v. Shareholding of Directors and Key Managerial Personnel: None****E. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment – NIL****F. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL – NIL****G. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL**

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)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



# NAPEROL INVESTMENTS LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF NAPEROL INVESTMENTS LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of **NAPEROL INVESTMENTS LIMITED** ('the Company'), which comprise the balance sheet as at 31 March, 2016, the statement of profit and loss and the 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

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

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

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

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

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 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 the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31 March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 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 could impact its financial position in its financial statements;
    - ii. the Company does not have any long-term contracts including derivative contracts for which there could be any material foreseeable losses hence no provision is required in the financial statements;
    - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

As required by "Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008", we further report that:

- i. The Company is engaged in the business of non-banking financial institution and the Company has obtained a Certificate of Registration ('CoR') from the Bank.
- ii. The Company is entitled to continue to hold such CoR in terms of its asset/income pattern as on 31 March, 2016.
- iii. The Board of Directors of the Company has passed a resolution for non-acceptance of any public deposits and accordingly the Company has not accepted any public deposits during the year ended on 31 March, 2016.
- iv. The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

For NANUBHAI & CO.  
Chartered Accountants  
Firm Registration Number: 106874W

Abhay D. Desai  
Partner  
Membership Number: 043505

Mumbai, 16 May, 2016

## NAPEROL INVESTMENTS LIMITED

### ANNEXURE - A TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March, 2016, we report that:

- (i) The Company does not have any Fixed Assets and hence the requirement of clause (i) of paragraph 3 of the said Order is not applicable to the Company.
- (ii) The Company is an Investment Company. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year covered under Section 73 to Section 76 of the Act, and any other relevant provisions of the Act, and the rules framed thereunder in respect of acceptance of deposits from the public. Further, according to the information and explanations given to us, the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal has not passed any order on the Company in respect of the aforesaid deposits. Hence, the provision of clause (v) of the paragraph 3 of the said Order is not applicable to the Company.
- (vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- (b) According to the information and explanations given to us, generally no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March,

2016 for a period of more than six months from the date they became payable.

- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration and accordingly the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act are not applicable. 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.
- (xii) 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.
- (xiii) According to the information and explanations given 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.
- (xiv) 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 him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xv) The Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For NANUBHAI & CO.  
Chartered Accountants  
Firm Registration Number: 106874W

Abhay D. Desai  
Partner  
Membership Number: 043505

Mumbai, 16 May, 2016

# NAPEROL INVESTMENTS LIMITED

## ANNEXURE - B TO THE 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 **NAPEROL INVESTMENTS LIMITED** ("the Company") as of 31 March, 2016, in conjunction with our audit of the 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 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.

For NANUBHAI & CO.  
Chartered Accountants  
Firm Registration Number: 106874W

Abhay D. Desai  
Partner  
Membership Number: 043505

Mumbai, 16 May, 2016

## NAPEROL INVESTMENTS LIMITED

### BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	₹ in Lakhs	₹ in Lakhs	As at 31st March, 2015 ₹ in Lakhs
<b>(A) EQUITY AND LIABILITIES:</b>				
1				
SHAREHOLDERS' FUNDS				
(a)	2	25.50		25.50
(b)	3	399.75		351.97
			425.25	377.47
2 NON-CURRENT LIABILITIES				
(a)	0	—		—
(b)	0	—		—
(c)	0	—		—
(d)	0	—		—
3 CURRENT LIABILITIES				
(a)	0	—		—
(b)	4	0.56		0.53
(c)	0	—		—
(d)	5	1.20		0.29
			1.76	0.82
TOTAL			427.01	378.29
<b>(B) ASSETS:</b>				
1 NON-CURRENT ASSETS				
(a) Fixed assets				
(i)		—		—
(ii)	13	—		—
(iii)		—		—
(b)	0	—		—
(c)	0	—		—
(d)	0	—		—
			—	—
Non-current Investments	6		331.46	331.46
2 CURRENT ASSETS				
(a)	0	—		—
(b)	7	94.10		46.70
(c)	8	—		0.03
(d)	9	1.45		0.10
			95.55	46.83
TOTAL			427.01	378.29

See Significant Accounting Policies and accompanying Notes to the Financial Statements

As per our Report of even date

For Nanubhai & Co.  
Chartered Accountants

Abhay D. Desai  
Partner

Mumbai, 16th May, 2016

For and on behalf of the Board of Directors

S. S. KELKAR

S. R. LOHOKARE

R. V. SARMA

} Directors

Mumbai, 16th May, 2016

# NAPEROL INVESTMENTS LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Note No.	₹ in Lakhs	₹ in Lakhs	2014-2015 ₹ in Lakhs
<b>I. Revenue from Operations</b> .....	10		49.88	45.84
<b>II. Total Revenue</b> .....			<u>49.88</u>	<u>45.84</u>
<b>III. Expenses:</b>				
Other Expenses:				
Auditors' Remuneration:				
Audit Fees .....		0.30		0.30
Taxation Matters .....		0.15		0.20
Other Matters .....		—		0.15
			<u>0.45</u>	<u>0.65</u>
Legal & Professional Charges .....			0.10	0.18
Membership & Subscription .....			0.03	0.11
General Expenses .....			0.17	0.06
<b>Total Expenses</b> .....			<u>0.75</u>	<u>1.00</u>
<b>IV. Profit before tax (II - III)</b> .....			49.13	44.84
<b>V. Tax Expense:</b>				
– Current tax .....			1.32	0.03
– Short Provision for Tax of prior year .....			—	0.77
<b>VI. Profit for the year (IV - V)</b> .....			<u>47.81</u>	<u>44.04</u>
<b>VII. Earnings per equity share - Basic and Diluted (in ₹)</b> .....	13		187.50	172.69
(Face Value: ₹ 100)				

See Significant Accounting Policies and accompanying Notes to the Financial Statements

As per our Report of even date

For Nanubhai & Co.  
Chartered Accountants

Abhay D. Desai  
Partner

Mumbai, 16th May, 2016

For and on behalf of the Board of Directors

S. S. KELKAR

S. R. LOHOKARE

R. V. SARMA

} Directors

Mumbai, 16th May, 2016

**NAPEROL INVESTMENTS LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

	2015-2016 ₹ in Lakhs	2014-2015 ₹ in Lakhs
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit Before Tax .....	49.13	44.84
<b>Adjustments for</b>		
Interest income.....	(4.25)	(0.10)
	44.88	44.74
<b>Operating Profit before Working Capital Changes</b>		
<b>Adjustments for</b>		
(Increase)/Decrease in Short term Loans & Advances .....	0.03	(0.03)
Increase/(Decrease) in Trade Payables.....	0.03	0.04
	44.94	44.75
<b>Cash generated from operations</b> .....	44.94	44.75
Less: Taxes paid .....	(0.44)	(1.66)
	44.50	43.09
<b>Net Cash from Operating Activities (A)</b> .....	44.50	43.09
<b>B NET CASH FLOW FROM INVESTING ACTIVITIES: (B)</b> .....	—	—
Interest received .....	2.90	—
	2.90	—
<b>C NET CASH USED IN FINANCING ACTIVITIES:</b>		
Dividend and Tax on Dividend paid.....	—	—
	—	—
<b>Net Cash used in Financing Activities (C)</b> .....	—	—
<b>Net Increase in Cash and Cash equivalents (A+B+C)</b> .....	47.40	43.09
Cash and Cash Equivalents - Opening balance - As per Note No. 7 .....	46.70	3.61
Cash and Cash Equivalents - Closing balance - As per Note No. 7 .....	94.10	46.70

See Significant Accounting Policies and accompanying Notes to the Financial Statements

As per our Report of even date

For Nanubhai & Co.  
Chartered Accountants

Abhay D. Desai  
Partner

Mumbai, 16th May, 2016

For and on behalf of the Board of Directors

S. S. KELKAR

S. R. LOHOKARE

R. V. SARMA

} Directors

Mumbai, 16th May, 2016

# NAPEROL INVESTMENTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### Company Overview

NAPEROL Investments Limited (the Company) is a wholly owned subsidiary of National Peroxide Limited. The Company, incorporated on May 06, 1980 is a registered Non Banking Financial Company as provided by Section 45 - IA of the Reserve Bank of India Act, 1934. The Company is engaged in the lending business of long term investment and corporate.

### 1. Significant Accounting Policies:

#### (a) Basis of accounting and preparation of financial statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### (b) Use of Estimates:

The presentation of the financial statements in conformity with the generally accepted accounting principles requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates.

#### (c) Investments:

Long-term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such decline is other than temporary. Current investments are carried at lower of cost and quoted/fair value, computed category wise.

#### (d) Revenue Recognition:

Dividends are accounted as and when the right to receive payment is established. Interest is accounted on accrual basis. Income from interest is recognised on a time basis determined by the amount outstanding and the rate applicable.

#### (e) 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, on timing differences, being the difference between taxable income and accounting income that originate in one period are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognised on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Minimum Alternative Tax (MAT) credit is recognised as an asset on the basis of the considerations that there being a convincing evidence of realisation of the asset and in the year in which the MAT credit becomes eligible to be recognised, the said asset is created by way of credit to the profit and loss account.

#### (f) Current/Non-Current:

All assets and liabilities are presented as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets, the Company has ascertained its operating cycle as 12 months for the purpose of Current/Non-current classification of assets and liabilities.

### 2. SHARE CAPITAL

#### AUTHORISED

	As at 31.03.2016 ₹ in Lakhs	As at 31.03.2015 ₹ in Lakhs
49,982 (Previous Year: 49,982) Equity Shares of ₹ 100/- each .....	49.98	49.98
18.11% Non-Cumulative Redeemable Preference shares of ₹ 100/- each .....	0.02	0.02
	50.00	50.00

#### ISSUED, SUBSCRIBED AND PAID-UP

25,500 (Previous Year: 25,500) Equity Shares of ₹ 100/- each .....	25.50	25.50
--	-------	-------

The Company has only one class of equity shares having a par value of ₹ 100/-. Each holder of equity shares is entitled to one vote per share.

## NAPEROL INVESTMENTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (Contd.)

The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

In last 5 years, no classes of shares has been issued, bought back and bonus issued by the Company.

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

All the above equity shares are held by National Peroxide Limited, the Holding Company, jointly with its Nominees.

	₹ in Lakhs	As at 31.03.2016 ₹ in Lakhs	As at 31.03.2015 ₹ in Lakhs
<b>3. RESERVES AND SURPLUS</b>			
<b>CAPITAL REDEMPTION RESERVE</b>			
Balance as per last balance sheet .....	0.02	0.02	0.02
<b>GENERAL RESERVE</b>			
Balance as per last balance sheet .....	68.45		63.97
Add:- Transfer from Statement of Profit and Loss .....	4.91		4.47
		73.36	68.44
<b>SPECIAL RESERVE UNDER SECTION 45 IC OF THE RESERVE BANK OF INDIA ACT, 1934</b>			
Balance as per last balance sheet .....	115.61		106.65
Add:- Transfer from Statement of Profit and Loss .....	9.82		8.96
		125.43	115.61
<b>SURPLUS/(DEFICIT) IN STATEMENT OF PROFIT AND LOSS</b>			
Opening Balance .....	167.86		137.29
Add:- Profit for the year.....	47.81		44.04
Amount available for appropriation.....	215.67		181.33
Less:- Transfer to General Reserve.....	4.91		4.47
Less:- Transfer to Special Reserve Under Section 45 IC of the Reserve Bank of India Act, 1934.....	9.82		8.96
		200.94	167.90
		399.75	351.97
<b>4. OTHER CURRENT LIABILITIES</b>			
Other payables.....		0.56	0.53
		0.56	0.53
<b>5. SHORT-TERM PROVISIONS</b>			
Proposed Dividend:			
Proposed Dividend.....		—	—
Tax on Dividend .....		—	—
Provision for Income Tax (net of Advance Tax) .....		1.20	0.29
		1.20	0.29



# NAPEROL INVESTMENTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Contd.)

### 6. NON CURRENT INVESTMENTS

Sr. No.	Name of the Company	Face Value (₹)	Opening Stock (1-4-2015)		Purchases/ Adjustments		Sales/Conversion		Closing Stock (31-3-2016)	
			Quantity Nos.	Value (₹) in Lakhs	Quantity Nos.	Value (₹) in Lakhs	Quantity Nos.	Value (₹) in Lakhs	Quantity Nos.	Value (₹) in Lakhs
<b>Shares (Long-term Quoted): (Fully paid-up)</b>										
1.	The Bombay Dyeing & Manufacturing Company Limited	2	406,200	24.60	—	—	—	—	406,200	24.60
2.	The Bombay Burmah Trading Corporation Limited	2	4,208,400	88.14	—	—	—	—	4,208,400	88.14
3.	Larsen and Toubro Limited	2	12	0.00	—	—	—	—	12	0.00
4.	Technojet Consultants Limited	10	3,000	0.31	—	—	—	—	3,000	0.31
5.	ABB Limited	2	60	0.00	—	—	—	—	60	0.00
6.	Tata Chemicals Limited	10	56	0.02	—	—	—	—	56	0.02
7.	Finolex Cables Limited	2	50	0.00	—	—	—	—	50	0.00
8.	ACC Limited	10	300	0.09	—	—	—	—	300	0.09
9.	Colgate Palmolive India Limited (Note 1)	1	66	0.00	66	—	—	—	132	0.00
10.	Jaykay Enterprises Ltd.	1	233	0.02	—	—	—	—	233	0.02
11.	J. K. Cement Limited	10	46	0.00	—	—	—	—	46	—
12.	ORG Infomatics Limited	10	7	0.00	—	—	—	—	7	0.00
13.	ICICI Bank Limited (See Note 1)	2	8,397	0.51	—	—	—	—	8,397	0.51
14.	ALSTOM Project India Limited	10	12	0.00	—	—	—	—	12	—
15.	UltraTech Cement Limited	10	1	0.01	—	—	—	—	1	0.01
				<b>113.70</b>		<b>—</b>		<b>—</b>		<b>113.70</b>
<b>Shares (Long-term Unquoted): (Fully paid-up)</b>										
1.	B. R. T. Limited	100	1,000	1.37	—	—	—	—	1,000	1.37
				<b>1.37</b>		<b>—</b>		<b>—</b>		<b>1.37</b>
<b>Units (Long-term Quoted): (Fully paid-up)</b>										
1.	Kotak Bond Scheme Plan A - Growth	10	71,668	23.00	—	—	—	—	71,668	23.00
2.	DWS Short Maturity Fund Regular Plan - Growth	10	903,524	193.00	—	—	—	—	903,524	193.00
				<b>216.00</b>		<b>—</b>		<b>—</b>		<b>216.00</b>
<b>Debentures (Long-term Unquoted): (Fully paid-up)</b>										
1.	Zero% Unsecured Fully Convertible Debentures in Sunflower Investments and Textiles Private Limited	100	393	0.39	—	—	—	—	393	0.39
				<b>0.39</b>		<b>—</b>		<b>—</b>		<b>0.39</b>
<b>GRAND TOTAL</b>				<b>331.46</b>		<b>—</b>		<b>—</b>		<b>331.46</b>

#### Market Value of Quoted Shares & Units

**16,826.52**

#### Previous Year

**19,038.30**

#### Note -

1) Colgate Palmolive India Limited 66 Bonus Shares received in the ratio 1:1 during the year.

**NAPEROL INVESTMENTS LIMITED****NOTES TO THE FINANCIAL STATEMENTS (Contd.)**

	As at 31.03.2016 ₹ in Lakhs	As at 31.03.2015 ₹ in Lakhs
<b>7. CASH AND CASH EQUIVALENTS</b>		
Cash and Cash Equivalents		
Cash on hand.....	0.07	0.08
Balances with Scheduled Banks:		
– on Current Account .....	4.55	4.62
– on Deposit Account .....	89.48	42.00
	94.10	46.70
<b>8. SHORT-TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
Prepaid Expenses .....	—	0.03
	—	0.03
<b>9. OTHER CURRENT ASSETS</b>		
Interest Accrued but not due on Bank Deposits .....	1.45	0.10
	1.45	0.10
	2015-2016	2014-2015
	₹ in Lakhs	₹ in Lakhs
<b>10. REVENUE FROM OPERATIONS</b>		
Dividend Income.....	45.63	45.74
Profit on sale of Investments.....	—	—
Interest Income.....	4.25	0.10
	49.88	45.84

**11.** Additional information pursuant to Part II of Schedule III to the Companies Act, 2013 has not been furnished as the same is not applicable.

**12. Related Party Disclosures**

There being no transactions with Related Party (holding company National Peroxide Limited) during the year, hence no disclosures, as required by AS-18, “Related Party Disclosures”.

**13. Earnings per Share of face value of ₹ 100 each**

	2015-2016	2014-2015
Net profit for the year (₹ In Lakhs).....	47.81	44.04
Number of ordinary shares.....	25,500	25,500
Face Value of Equity Share (₹).....	100	100
Basic & Diluted Earnings per Share (₹).....	187.50	172.72

**14. Segment Information:**

The Company operates in a single reportable business segment viz. Investment and also it operates in a single geographic segment viz India. Therefore, information required by the Accounting Standard on “Segment Reporting” (AS) - 17 has not been disclosed.

**15.** Schedule of Balance Sheet of a Non Banking Financial Company as required in terms of Paragraph 9BB of Non Banking Companies Prudential Norms (Reserve Bank) Directions, 1998.

# NAPEROL INVESTMENTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Contd.)

The following additional information (other than what is already disclosed elsewhere) is disclosed in terms of RBI circular (Ref. No. DNBS.193 DG(VL) - 2007 dated February 22, 2007.

### Schedule to the Balance Sheet of a non-deposit taking non-banking financial company

[as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

Particulars	₹ in Lakhs Amount outstanding	Amount overdue
<b>Particulars Liabilities side:</b>		
(1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Nil	Nil
(a) Debentures : Secured	—	—
: Unsecured (other than falling within the meaning of public deposits*)	—	—
(b) Deferred Credits	—	—
(c) Term Loans	—	—
(d) Inter-corporate loans and borrowing	—	—
(e) Commercial Paper	—	—
(f) Other Loans (specify nature)	—	—
Working Capital from Banks		
Unsecured Loan from Banks		
* Please see Note 1 below		
<b>Particulars Assets side:</b>		
(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	Amount outstanding	
(a) Secured	—	
(b) Unsecured	—	
(3) Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities:	Nil	
(i) Lease assets including lease rentals under sundry debtors:		
(a) Financial lease	—	
(b) Operating lease	—	
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	—	
(b) Repossessed Assets	—	
(iii) Other loans counting towards AFC activities:		
(a) Loans where assets have been repossessed	—	
(b) Loans other than (a) above	—	
(4) Break-up of Investments: (Included in Stock-in-Trade)		
Current Investments:		
1. Quoted:		
(i) Shares: (a) Equity	—	
(b) Preference	—	
(ii) Debentures and Bonds	—	
(iii) Units of mutual funds	—	
(iv) Government Securities	—	
(v) Others (please specify)	—	
2. Unquoted:		
(i) Shares: (a) Equity	—	
(b) Preference	—	
(ii) Debentures and Bonds	—	
(iii) Units of mutual funds	—	
(iv) Government Securities	—	
(v) Others (please specify)	—	

**NAPEROL INVESTMENTS LIMITED****NOTES TO THE FINANCIAL STATEMENTS (Contd.)**

₹ in Lakhs  
Amount outstanding

Long Term investments:

1. Quoted:

(i) Shares: (a) Equity	113.70
(b) Preference	—
(ii) Debentures and Bonds	—
(iii) Units of mutual funds	216.00
(iv) Government Securities	—
(v) Others (please specify)	—

2. Unquoted:

(i) Shares: (a) Equity	1.37
(b) Preference	—
(ii) Debentures and Bonds	0.39
(iii) Units of mutual funds	—
(iv) Government Securities	—
(v) Others (please specify)	—

Fixed Deposits with banks

- (5) Borrower group-wise classification of assets financed as in (2) and (3) above:  
Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	—	—	—
(b) Companies in the same group	—	—	—
(c) Other related parties (Holding Company)	—	—	—
2. Other than related parties	—	—	—
Total	—	—	—

- (6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):  
Please see note 3 below

Category	Market Value/ Breakup or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		Nil
(a) Subsidiaries		—
(b) Companies in the same group		—
(c) Other related parties		—
2. Other than related parties	16,827	331.46*
Total	16,827	331.46*

\* Includes cost of unquoted securities ₹ 1.37 Lakhs

\*\* As per Accounting Standard of ICAI (Please see Note No. 13)

# NAPEROL INVESTMENTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Contd.)

	₹ in Lakhs Amount
(7) Other information	
Particulars	
(i) Gross Non-Performing Assets	Nil
(a) Related parties	—
(b) Other than related parties	—
(ii) Net Non-Performing Assets	Nil
(a) Related parties	—
(b) Other than related parties	—
(iii) Assets acquired in satisfaction of debt	Nil

**Notes:**

- i. As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- ii. Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- iii. All Accounting Standards as notified under the Companies (Accounting Standard) Rules, 2006 and Guidance Notes issued by Institute of Chartered Accountants of India are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

**16.** Based on the information received by the Company from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) there are no amounts due to such vendors during the year and as at the year end. Therefore, disclosures required under the Act have not been given.

**17.** Previous year's figures have been regrouped/reclassified, wherever necessary to conform to the current year's classification/disclosure/presentation.

Signatures to Notes 1 to 17

As per our Report of even date

For Nanubhai & Co.  
Chartered Accountants

Abhay D. Desai  
Partner

Mumbai, 16th May, 2016

For and on behalf of the Board of Directors

S. S. KELKAR

S. R. LOHOKARE

R. V. SARMA

}

Directors

Mumbai, 16th May, 2016

## **Naperol Investments Limited**

Registered Office:

Neville House, J. N. Heredia Marg,

Ballard Estate, Mumbai-400 001.