



## 2012 - 13 Annual Report



**PRIMA**<sup>®</sup>

**MOULDED FURNITURE**



**PRIMA**<sup>®</sup>  
MOULDED FURNITURE

Rocking  
Chair



- Extra Strong
- Sturdy
- Comfortable
- Easy to Install

# PRIMA PLASTICS LIMITED

## BOARD OF DIRECTORS

Shri Bhaskar M. Parekh (Executive Chairman)  
Shri Mulchand S. Chheda (Independent Director)  
Shri Krishnakant V. Chitalia (Independent Director)  
Shri Rasiklal M. Doshi (Independent Director)  
Shri Dilip M. Parekh (Managing Director)

## BANKERS

Corporation Bank  
Bank of India

## AUDITORS

M/s. G. P. Kapadia & Co.  
Chartered Accountants

## REGISTRAR & SHARE TRANSFER AGENTS

M/s. Bigshare Services Pvt. Ltd.  
E-2/3, Ansa Indl. Estate, Saki Vihar Road, Andheri (E),  
Mumbai - 400 072.

## REGISTERED OFFICE

98/4 Prima House, Daman Industrial Estate,  
Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210

## CORPORATE OFFICE

41, National House, Saki-Vihar Road,  
Andheri (East), Mumbai - 400 072.

## WORKS

Moulded Furniture Division:

- 98/4, Prima House, Daman Industrial Estate,  
Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210.
- Door No.X/588-Q, Kinfra SIP, Survey No.508 (Part),  
Block No.32, Nellad P.O., Mazhuvannur Village,  
Ernakulam District, Kerala - 686 721.

Aluminium Composite Panel Division:

- 85/1, Prima House, Daman Industrial Estate,  
Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210.

## MARKETING DEPOTS

Coimbatore, Delhi, Hubli, Jammu, Jaipur, Kanpur, Rohtak,  
Secunderabad, Vapi & Zirakpur (Punjab)

## MARKETING OFFICE

New Delhi

## 19<sup>TH</sup> ANNUAL GENERAL MEETING

Date : September 14, 2013

Time : 11.00 a.m.

Venue : Hotel Sandy Resorts,  
Devka Beach,  
Nani Daman,  
Daman (U.T.), Pin - 396 210

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## NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of **PRIMA PLASTICS LIMITED** will be held on Saturday, September 14, 2013 at 11.00 a.m. at Hotel Sandy Resorts, Devka Beach, Nani Daman, Daman (U.T.), Pin - 396 210 to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2013, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Mulchand S. Chheda, who retires by rotation and being eligible, offers him for reappointment.
4. To appoint Auditors and 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 Subject to the provisions of section 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. G P Kapadia & Co, Chartered Accountants (ICAI Registration No. 104768W) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

### SPECIAL BUSINESS:

5. To reappoint Shri Bhaskar M. Parekh as a Whole time Director designated as Executive Chairman and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 317 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, approval of the Members be and is hereby accorded to the reappointment of Shri Bhaskar M. Parekh, as Executive Chairman of the Company, for a period of 3 (three) years with effect from July 01, 2013, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

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

6. To reappoint Shri Dilip M. Parekh as a Whole time Director designated as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 317 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, approval of the Members be and is hereby accorded to the reappointment of Shri Dilip M. Parekh, as Managing Director of the Company, for a period of 3 (three) years with effect from July 01, 2013, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

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

By Order of the Board of Directors

Mumbai  
May 29, 2013

**Bhaskar M. Parekh**  
Chairman

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under item 5 & 6 of the Notice is annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
4. Brief resume of all Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.
5. The Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, September 07, 2013 to Saturday, September 14, 2013 (both days inclusive) for the purpose of determining the eligibility of the Members to attend the Annual General Meeting and payment of Dividend.
6. The Board of Directors in their Meeting held on May 29, 2013 have recommended a dividend of Rupee 1/- per share on equity share of Rs.10/- each, which if approved at the Annual General Meeting, will be credited / dispatched on or after September 19, 2013, to those members whose names shall appear on the Company's Register of members on September 06, 2013; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Members are requested to register their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFS code) with their Depository Participant.
7. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
8. The Annual Report 2012-2013 of the Company, circulated to the members of the Company, will be made available on the Company's website at <http://www.primaplastics.com>.
9. The members are requested to bring their attendance slips along with their copy of Annual Report to the Meeting.
10. Members desiring any information as regards the accounts are requested to write to the Company at least 10 days prior to the date of meeting to enable the Management to keep the information ready at the meeting.
11. Members wishing to claim dividends, which remain unclaimed for the Financial Years 2009-2010 onwards, are requested to write to the Company's Registrar and Transfer Agents. It may be noted that once such unclaimed dividends are transferred on expiry of seven years to the Investor Education and Protection Fund pursuant to section 205C of the Companies Act, 1956, no claim shall lie in respect thereof.
12. Members holding shares in physical form are requested to provide their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFS code) along with their Folio Number to the Company's Registrar and Transfer Agents, M/s. Bigshare Services Private Limited.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agent.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent for consolidation into a single folio.
16. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. The Ministry of Corporation Affairs (vide circular nos.17/2011 and 18/2011, dated April 21 and April 29, 2011 respectively) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued

circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to send the email id along with their Folio No. at investor@primaplastics.com or investor@bigshareonline.com.

18. Additional information on Director seeking re-appointment at the forthcoming Annual General Meeting.

**DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING  
(Pursuant to Clause 49 of the Listing Agreement)**

Name of Director	Shri Bhaskar M. Parekh	Shri Dilip M. Parekh	Shri Mulchand S. Chheda
Age	57 years	45 Years	74 years
Date of appointment	17-11-1993	17-11-1993	05-12-1994
Qualification	B.Com	B.Com	B.Com
Expertise in specific area	Shri Bhaskar M. Parekh joined the Company's Board since incorporation and is presently holding position of Executive Chairman. He has experience of more than thirty-three years in plastic injection moulding, blow moulding and extrusion industry. He introduced numbers of innovative furniture items in attractive colours. He is taking care of production and general administration of the Company. He is also committed to explore new profitable business avenues and diversified activities to add shareholders' value.	Shri Dilip M. Parekh joined the Company's Board since inception as a Director and looking after marketing and administration of the Company. His strong management skill, marketing ability and previous experience in moulded furniture industry for more then twenty-three years has benefited to the Company. He is the person behind putting Prima on global chart by setting up a Joint Venture Company at Cameroon and putting efforts to tap more regions.	Shri Mulchand S. Chheda is a Promoter of Prince Group. He joined family business from Grocery shop and expanded in to a well known business house in Plastics furniture, Household goods, Crates, Real Estate. He is an Industrialist having more than 50 years experience in Plastic Business.
Other Directorships in Public Limited Co.	Nil	Nil	Nil
Number of Shares held	25,51,610 Equity Shares	26,15,420 Equity Shares	Nil

**Past remuneration to Executive Directors**

Shri Bhaskar M. Parekh and Shri Dilip M. Parekh are promoter directors of the Company and were appointed in executive capacity since commencement of business. Their remuneration is governed by the Companies Act, 1956 and decided by Remuneration Committee of the Board. The details of their immediate past remunerations were given under the head of Corporate Governance in this report.

**Comparative remuneration in the Industry**

The remuneration to executive directors in the present market scenario is much higher then the proposed by the Remuneration Committee of the Board to its Executive Directors.

**General Information:**

**i. Nature of Industry**

The Company is presently engaged in manufacturing moulded furniture articles (MFA) and aluminium composite panel board (ACP) in India. The core activity of the Company is moulded furniture articles and majority of turnover and exports are from this segment.

**ii. Commencement of business and performance**

The moulded furniture articles business of the Company is established since last 18 years and Aluminium composite panel business was commenced since last 6 years. However in its ACP business, due to slow down of commercial real estate business in India, the Company is doing business with selected clients and it is expected to pick up in the years to come and will give decent return on investment of the Company.

At present Company is sustaining its ACP business with certain losses and once this business will picked up its pace, it will add to the profitability's of the Company. The Company is taking necessary corrective steps to improve the working of ACP business or decide other course of action available to the Company.

**iii. Projected Financial Performance**

The Company expects a turnover growth of MFA business at 20% on annual basis and ACP on to peaking its business may grow at 100% in years to come. The turnover for Financial year 2014-15 is projected at Rs.120.00 crores with net profit before tax @ 6% amounting to Rs. 7.20 Crores.

**iv. Exports performance**

The MFA exports business is performing at a growth of more than 20% and secured top export awards in almost all years in past 15 years from PLEX Council of India. It is expected to perform on similar line in coming years.

**v. Foreign Investments**

The Company had set up a joint venture in Cameroon (Africa) in the year 2005 to manufacture MFA business and performing as per our expectation and encouraged by the performance, it had diversified to manufacture Woven sacks Bags in the year 2012. It is expected that the JV Company will give 20% returns on its investment and may declare dividends for our Company in years to come.

**ANNEXURE TO NOTICE:****EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

As required by Section 173(2) of the Companies Act, 1956, the following explanatory statement sets out the material facts relating to the business under Item No.5 and 6 of the accompanying Notice.

**ITEM NO. 5 and 6.**

The Board of Directors of the Company (the 'Board'), at its meeting held on May 29, 2013 has, subject to the approval of Members, re-appointed Shri Bhaskar M. Parekh as an Executive Chairman and Shri Dilip M. Parekh as Managing Director, for a further period of 3 (three) years from the expiry of their present term, which will expire on June 30, 2013, on the remuneration determined by the Remuneration Committee of the Board and approved by the Board.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to, Shri Bhaskar M. Parekh as an Executive Chairman and Shri Dilip M. Parekh as Managing Director, in terms of the applicable provisions of the Companies Act, 1956 ("the Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Bhaskar M. Parekh and Shri Dilip M. Parekh are as under:

1. Shri Bhaskar M. Parekh, the Executive Chairman and Shri Dilip M. Parekh, Managing Director shall, subject to the supervision and control of the Board of Directors, manage the business and affairs of the Company.
2. They will be permanent Directors and not liable to retire by rotation.
3. Period of Agreement :  
Three years with effect from July 01, 2013.
4. **Remuneration payable:**  
Salary, Perquisites and Allowances per month.

(Rs.)

Name	Salary	Perquisites & Allowances
Shri Bhaskar M. Parekh	65,000	1,85,000
Shri Dilip M. Parekh	65,000	1,85,000

They shall be entitled to perquisites & allowances including accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement and leave travel concession for self and family, club

fees, medical and personal accident insurance and such other perquisites and / or allowances in accordance with the rules of the Company. The aforesaid perquisites may be in the form of reimbursement or allowance.

For the purpose of calculating the above, perquisites shall be evaluated as per Income Tax Rules wherever applicable.

They shall be entitled to Company's contribution to Provident Fund up to the tax exemption limit, benefits of Gratuity and Pension Scheme, as per the rules of the Company.

Reimbursement of expenses incurred for traveling, boarding and lodging including for spouse and attendant(s) during business trip, Car for use on Company's business, telephone/cellular phones and other communication facilities at residence will not be considered as perquisites.

In the event of loss or inadequacy of profits, in any financial year, they shall be paid remuneration by way of salary and perquisites as specified above.

5. **Nature of Duties:**

They shall devote their whole time and attention to the business of the Company, perform their duties truly and faithfully and comply with the directives given to them from time to time by the Board and further not to disclose to any person, firm or company any confidential information.

6. **Other Conditions:**

They shall not during their tenure as Executive Directors, become interested or otherwise concerned directly or through any of their family members, in any selling agency of the Company without the prior approval of such authorities, if any, as may be required under the Companies Act, 1956.

7. **Termination:**

(a) The Board is entitled to terminate the Agreement forthwith by notice in writing on their vacation of office of Director by virtue of Sections 283, 284, and other applicable provisions of the Companies Act, 1956.

(b) 6 months' notice in writing by either party.

8. **Arbitration:**

Disputes to be settled by arbitration.

9. Shri Bhaskar M. Parekh and Shri Dilip M. Parekh satisfy all the conditions set out in Schedule XIII to the Act for being eligible for the reappointment. They are not disqualified from being appointed as Directors in terms of Section 274(1)(g) of the Act.

10. A copy of the Agreement will be available for inspection by the Members at the Registered Office of the Company on any working day from Monday to Friday and will be available at the Meeting.

11. The above may be treated as an abstract of the terms of reappointment of Shri Bhaskar M. Parekh and Shri Dilip M. Parekh under Section 302 of the Act.

12. Shri Bhaskar M. Parekh and Shri Dilip M. Parekh are interested in the resolution as set out at item No.5 and 6 of the Notice which pertain to their respective reappointments and remuneration payable to them.

**Registered Office:**

98/4, Prima House,  
Daman Industrial Estate,  
Kadaiya, Nani Daman  
Daman (U.T.), Pin - 396 210.

By Order of the Board of Directors

Mumbai  
May 29, 2013

**Bhaskar M. Parekh**  
Chairman



**DIRECTORS' REPORT, MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Dear Shareholders,

Your Directors submit the 19th Annual Report along with the Audited Statement of Accounts of the Company for the year ended March 31, 2013.

(Rs. In Lacs)

<b>FINANCIAL RESULTS</b>	<b>2012-2013</b>	<b>2011-2012</b>
Gross Income	<b>7,569.21</b>	6,110.02
Profit before Depreciation, Finance Cost and Tax	<b>596.91</b>	520.38
Less : Depreciation	<b>160.70</b>	150.91
Less : Finance Cost	<b>96.78</b>	93.70
Profit/(Loss) before Taxation	<b>339.43</b>	275.77
Less : Current Tax	<b>76.00</b>	56.84
Profit /(Loss) after Tax	<b>263.43</b>	218.93
Add : Balance b/f from previous year	<b>1,837.23</b>	1,796.15
Balance available for appropriation	<b>2,100.66</b>	2,015.08
Appropriation :		
Balance c/f	<b>2,100.66</b>	2,015.08
Less : Proposed Dividend	<b>110.00</b>	110.00
Less: Dividend Tax	<b>17.85</b>	17.85
Less : General Reserve	<b>50.00</b>	50.00
Balance c/f to Balance Sheet	<b>1,922.81</b>	1,837.23

**DIVIDEND**

Based on the Company's performance, the Directors are pleased to recommend a dividend of Rs.1/- per Equity Share (last year Rs. 1/- per Equity Share) for the financial year ended March 31, 2013 amounting to Rs.127.85 lacs (inclusive of tax of Rs.17.85 lacs). The dividend pay out ratio for the current year, inclusive of corporate tax on dividend distribution, is at 48.53%. This Management had balance the dual objectives of rewarding shareholders by dividends and retaining equally for future growth.

**TRANSFER TO RESERVES**

The Company proposes to transfer Rs.50 lacs to the General Reserve out of the amount available for appropriations and an amount of Rs.1922.81lacs is proposed to be retained in the Profit and Loss Account.

**OPERATIONAL PERFORMANCE**

It was a challenging year for the Indian Economy due to higher inflation, steady interest rate and allegation of corruptions in higher places resulting into policy impediments to investment. The Global environment too was not encouraging due to several European economies experienced recession due to high unemployment, banking fragility, fiscal tightening and sluggish growth. Amongst Asian economies, China going through a political transition experienced considerably slow growth etc. Despite these constraints and the challenging environment, your Company performed reasonably well and delivered positive growth in sales, however there is marginal decline in operating margins.

Your Company achieved higher net sales in moulded furniture segment of Rs. 6,679.69 lacs as against Rs. 5,572.35 lacs in the last year. The growth in sales is healthy at 20% in percentage terms. The exports were higher at Rs.1,526.15 lacs as compared to Rs. 1,070.05 lacs in last year. The growth in export too is very impressive at 43% in percentage term. The moulded furniture division has earned its operating profit of Rs. 137.10 lacs as against Rs. 397.83 lacs in last year due to fluctuations in material prices and one time write off of Bad Debts of Rs. 75.00 Lacs.

However the performance of ACP business has adversely impacted due to continuous sluggish commercial real estate sector resulting into under utilization of installed capacity. The sales of ACP division was at Rs. 436.56 lacs as compared to Rs. 464.71 lacs in last year and resulted into a loss of Rs. 153.85 lacs before interest as compared to loss of Rs. 101.32 lacs in last year. The Loss for the year partially attributed to one time write off of Bad Debts of Rs. 115.00 lacs.

The main raw material for ACP division is Coated Aluminum Coil and prices of the Aluminum are driven by global market and at present the prices are within the reasonable range. The Company mainly sources, its raw materials from China & other leading countries.

The far sighted vision of the Promoters of the Company paid rich returns in the year under review and the Company had received a sum of Rs. 475.00 lacs as maturities proceeds of Keyman Insurance policies. These Policies were taken in the past and policy premium were spread over initial 10 years.

Overall the Company's performance is satisfactory and registered a profit before tax of Rs. 339.43 lacs.

### **RECOGNITIONS**

The Company has been awarded the 2nd Runner-up for the category "Best Focus Product Exporter" at the ECGC-D&B Indian Exporters' Excellence Awards 2012.

### **SUBSIDIARY COMPANY**

Due to sluggish world economies and overall weak global economic sentiments, the Company has defer in plans to set up trading and manufacturing base at UAE and decided to surrender license of its subsidiary "Prima Global (FZE)", to the Licensing Authorities of RAK SEZ Ras Al khaimah, UAE. The Company is under process to take necessary approvals / compliance from Indian and UAE Authorities for de-registrations.

### **PERFORMANCE OF JOINT VENTURE**

Prima Dee-lite Plastics Pvt. Ltd., Cameroon, a Joint Venture Company manufacturing Moulded Articles and HDPE Woven Sack Bags. The total turnover of JV Company for the calendar year 2012 was INR 3,267.20 lacs as compared to previous calendar year of INR 1,855.70 lacs. The profit for the year after depreciation and tax was INR 491.86 lacs as compared to INR 357.31 lacs in the previous year.

### **CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Accounts form part of this Annual Report.

Pursuant to the provision of Section 212(8) of the Act, the Ministry of Corporate Affairs vide its circular dated February 8, 2011 has granted general exemption from attaching the Balance Sheet, Profit and Loss Account and other documents of the Subsidiary Companies with Balance Sheet of the Company. The annual accounts of these subsidiaries / Joint Venture Companies and the related detailed information are available for inspection by any member at the registered office of the Company. The Company shall furnish a copy of details of annual accounts of subsidiary /Joint Venture Company to any member on demand.

### **MANAGEMENT'S DISCUSSION & ANALYSIS REPORT**

#### **OVERVIEW**

Financial Year 2012-13 proved to be a challenging year amidst global economic uncertainties and disturbances in many parts of the World. The Global economy in Financial Year 2012-13 improved at minimal pace, European countries continued to struggle one after another, US is showing little sign of improvement and scenario is not different in Asian economies. Indian economy too has been facing continuous problem of high inflation, policy indecisiveness, high imports and slower exports etc. To overcome these persistent problems, the Reserve Bank of India took tight monetary policy measures leading to higher interest rates. These measures have impacted GDP growth of India in the year under review. However the measures taken by RBI were best in the given situations.

#### **MOULDED FURNITURE**

The Moulded Furniture is a highly competitive market and newer and innovative products are always welcome and ruling the market. Prima has continued its trend to give something different to the market and launched two new products in plastics to replace the conventional wooden products and expect good response to these products in the period to come. The Company has achieved growth of 20% in sales; the exports were even higher by more then 40% in the year under review. The Company is putting efforts on increasing its existing distribution network to ensure consolidation of its market and now more focused on this segment. We believe that the Indian consumer product's growth story will stay and unfold a reasonable opportunities for growth plans barring fluctuation of raw material prices. The Company may look forward for an appropriate time to expand its manufacturing base in India or abroad in near future.

#### **ALUMINIUM COMPOSITE PANEL**

The Commercial segment of Indian Real Estate has been in over supply position since past 4-5 years and still showing no sign of improvement. However the Residential Segment demands were on raise due to overall shortage of affordable housing and metro cities have seen demand for premium housing projects.

#### **BUSINESS OUTLOOK**

#### **MOULDED FURNITURE**

Consumer sector story in India remains intact and the demographic factors combined with rising per capita disposable income is expected to fuel consumption growth in India for a long period of time. As income levels are rising there is also a clear trend of increase in share of non-food expenditure in both rural and urban India. Your Company is well placed to take advantage of the sustained growth of our economy.

The per capita consumption of plastics in our country is very low when compared with western country's consumption and it is bound to increase in years to come. Plastic moulded furniture is fast replacing conventional furniture made of woods and steel due to its various inherent advantages.

The introduction of GST is expected in a short span and will integrate the country's economy into one and provide level playing in every part of the country. This is expected to boost the growth of your Company's business at pan India level. The Company expects to achieve about 15-20 percent annual growth in turnover in medium term.

#### **ALUMINIUM COMPOSITE PANEL**

The Commercial real estate was not showing sign of revival in the year under review and it seems that it may take little longer to recover the segment than expected earlier. Your Company had taken cautious approach in sales due to fund crisis in realty business and worked on the approach to do secured business rather running for recoveries of dues. However this situation will not remain for a long and it is expected that the Indian business and financial activities will gain momentum in near term and lead to demand of commercial premises and recovery of this segment of Real Estate. The Management expects full fledged business in ACP Division in years to come.

The Company was selective in executions of Orders in the year under review and the sales target was even though short of the management's expectation but confident to achieve higher sales in steady manner.

#### **OPPORTUNITY**

The Company is committed to introduce new premium plastic product as a substitute for conventional wood and other commodities products in the market and also provide new and improved version of chairs in the market to attract the consumer. The Company plans to further expand its manufacturing base at importunate time in future.

The Company is also well aware of newer market in far off places on implementation of GST on nationwide in near future because of level playing opportunities to all players.

The ACP products can be used in varied areas apart from commercial real estate. The Company is looking at opportune time to take aggressive steps in marketing of ACP products and also may focus the other market of ACP by appointing nationwide dealer-distributor's network.

#### **THREAT**

The industry had in past witnessed many new entrants with low capital base & to serve the local market. The new players are prone to un-ethical practices in a temporary phase. These players will continuously impact local market in their area on temporary basis.

The rise in prices of crude and similar impact on its bye products and uncertainties in its availability will remain a concern for the Moulded Furniture business being major input material.

China is a major supplier of ACP globally and has influence in the market with excess supply and moderate price.

The real estate industry is known for excessive credit time.

#### **Internal Control System and Their Adequacy**

The Company's internal control system is well established to commensurate with the size of the Company and nature of its business. The Company has defined policies and procedures ensuring that all transactions are authorized, recorded and correctly reported, all assets are safeguarded and protected against loss from unauthorized use or disposition, reducing wastages and maintenance of proper accounting records for ensuring accuracy and reliability of its financial information. As a matter of proactive planning, the Board has also constituted an Audit Committee which meets periodically to review the financial performance and the accuracy of financial records.

The Company has an internal audit function conducted by an external professional firm, which conducts quarterly audit to examine the adequacy and compliance with policies, procedures and all other statutory requirements. The management duly considers and takes appropriate action on the recommendations made by the internal auditors, statutory auditors and the Audit Committee of the Board of Directors.

#### **Environment & Safety**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

#### **Risk Management**

The Company, like any other enterprise having national as well global business interests, is exposed to business risk which may be internal as well as external. We define risk as the eventuality of not achieving our financial, operative, or strategic goals as planned. To ensure our long term corporate success, it is essential to identify, analyze, and mitigate the risk by means of appropriate control measures. The risks outlined below are not exhaustive and for information only. The Board and the Audit Committee periodically review the risk management procedures.

The Company makes payment in foreign currency for import of machinery and raw materials. The change in the exchange rate between the US Dollar and the Indian Rupee may have negative impact on the Company's result and financial condition. The Company takes advantage of its natural hedge by exports of moulded articles to some extent. The Company does not deal in derivative transaction as a matter of policy.

The Company is exposed to the risk of price fluctuation on raw materials as well as finished goods in its entire product. The Company manages these risks in input their inventory management, input through buyer credit etc.

The Company developed new products to meet the growing demand and customers need. Although the competition in the market may be increasing, your Company is able to control the same by strategic planning and improved manufacturing process.

Apart from the risks on account of foreign exchange and commodity price, both the business of the Company are exposed to certain operating business risk, which are managed by regular monitoring and collective actions.

The identified risk are reviewed and evaluated on continues basis and suitable strategies are framed to mitigate the same. The implementation of various strategies to control the said risk is monitored regularly. The Board reviews the Risk Management process periodically.

### **Human Resource**

We believe that people are the backbone of the organization and hence we lay great emphasis on optimizing their performance. The Company provides employees with a fair and equitable work environment and support from the peers to develop their capabilities. The Company strongly believes that its team of capable and committed manpower, which is its core strength, is the key factor behind all achievements and trusting them with the freedom to act and to take responsibility success. Occupational health and safety are given the utmost importance in the Company. The relationship between the Company and the employees were cordial and the Company experienced peace and harmony through out the year.

### **DIRECTORS**

The Board of Directors at their meeting held on May 29, 2013 approved the revision in terms of agreement and reappointed Shri Bhaskar M. Parekh as Executive Chairman and Shri Dilip M. Parekh as Managing Director for a period of 3 years with effect from July 01, 2013

Shri Mulchand S. Chheda retires by rotation and being eligible, offers himself for reappointment at the ensuing Annual General Meeting. Brief resume of Shri Mulchand S. Chheda, Shri Bhaskar M. Parekh and Shri Dilip M. Parekh, nature of their experience are given in the section on Notice elsewhere in the Annual Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

As stipulated in Section 217(2AA) of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

- I. In the preparation of the annual accounts for the year ended March 31, 2013, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there has been no material departure;
- II. 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, 2013 and of the profit of the Company for the year ended on that date;
- III. The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956. They confirm that there are adequate system and control for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- IV. Directors have prepared the Annual Accounts on a going concern basis.

### **AUDITORS & AUDITOR'S REPORT**

M/s. G.P. Kapadia & Co., Chartered Accountants, Mumbai, Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company has received letter from them to the effect that their reappointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such reappointment within the meaning of the Section 226 of the said Act.

The observations made in the Auditors' Report, read together with the relevant notes thereon are self-explanatory and hence, do not call for any comments under section 217 of the Companies Act, 1956.

### **PARTICULARS OF EMPLOYEES**

The Company does not have any employee drawing remuneration as stipulated under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

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

Additional information given as required under the Companies (Disclosures of Particulars in the report of Board of Directors) Rules, 1988.

**ENERGY CONSERVATION**

Energy conservation program is a ongoing process, the Company continues to emphasize on energy conservation at the stage of selections of plant, equipment to optimize energy consumption and by installing necessary power saving equipments.

**RESEARCH & DEVELOPMENT**

The R& D activities carried out by the Company are directly working in the supervision and guidance of the Managing Director. The Company has been able to launch few new products in plastics in replacement of conventional wood and also few new designs of chairs developed internally. The Company has developed first time in India a "Rocking Chair" and launching in this financial year for sale. The Company further plans to develop and introduce new range of products in the current year.

**TECHNICAL ABSORPTION, ADAPTATION & INNOVATION**

The Company has not imported any technology or processes know how. The Machines and moulds used for manufacturing products are regularly upgraded to cater variety products in line with the market trend and demand. The new investments are made in new technology upgraded machines & moulds.

As a result, the Company is able to give new & innovative designed product and has created strong demand of its products in export market.

**II. FOREIGN EXCHANGE EARNING AND OUTGO**

- 1) Activities relating to exports, initiative taken to increase exports; development of new exports market for products and services; and export plans:-

The Company's key markets for international business are the Africa, Middle East, and Latin America. The export products are well established in the international market and the exports were higher at Rs. 1,526.15 lacs as compared to Rs.1070.05 lacs in last year. The growth in export too is very impressive at 43% in percentage term due to repeated orders from its existing clients. The Company has won 14 top export awards from "PLEXCONCIL" of India in last 16 years.

- 2) Total foreign exchange used and earned.

	2012-2013	2011-2012
Foreign Exchange earned (FOB) – (Finished Goods)	<b>133,840,727</b>	97,460,862
Foreign Exchange earned (Capital Goods)	<b>NIL</b>	1,283,250
Foreign Exchange used	<b>52,798,331</b>	52,545,142

(Rs.)

**FIXED DEPOSITS**

The Company has not accepted any Fixed Deposit covered under Section 58A of the Companies Act, 1956 from the Members or the Public during the year.

**CORPORATE GOVERNANCE**

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

The requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this Report.

**ACKNOWLEDGEMENT**

The Directors thank the Company's customers, vendors, investors and banks for their support to the Company.

The Directors also thanks the Governments of other countries, Government of India, State Governments in India and concerned Government Departments/Agencies for their co-operation.

**CAUTIONARY STATEMENT**

Certain statements in the reports of the Board of Directors and Management's discussions and analysis may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since Company's operations are influence by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any of these statements on the basis of any subsequent developments, information or events.

For and on behalf of the Board

Mumbai  
May 29, 2013

**Bhaskar M. Parekh**  
Chairman

## CORPORATE GOVERNANCE

### (a) Company's Philosophy

#### Statement on Company's philosophy on Corporate Governance

Corporate Governance is a set of principles, process and systems which govern a company. The elements of Corporate Governance are independence, transparent, accountability, compliance ethics, values and trust. Corporate Governance enables an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance goals are met with integrity. The Company has established system and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders value. The Company had adopted many ethical and transparent governance practices as mandated by law. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based in the principles of good corporate governance.

Good governance practices stem from the culture and mindset of the organization and at Prima we are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial, performance focused work environment. Our customers have benefited from high quality products delivered at the most competitive prices.

At the highest level the Company continuously endeavors to improve upon these aspects on an ongoing basis and adopt innovative approaches for leveraging resources, converting opportunities into achievements through proper coordination, empowerment and motivation, fostering a healthy all round growth and development to take the Company forward.

The Company's corporate governance philosophy has been further strengthened through the Business Excellence Model, the Code of Conduct for Prevention of Insider Trading and Risk Management. The Company believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in protecting shareholders trust while maximizing long-term corporate value.

#### Observance of the Secretarial Standards issued by the Institute of Company Secretaries of India:

The Institute of Company Secretaries of India (ICSI), one of the premier professional bodies in India, has issued Secretarial Standards on important aspects like Board meetings, General meetings, Payment of Dividend, Maintenance of Registers and Records, Minutes of Meetings, Transmission of Shares and Debentures, Passing of Resolutions by Circulation, Affixing of Common Seal, Forfeiture of Shares and Board's Report. Although these standards are recommendatory in nature, the Company substantially adheres to the standards voluntarily.

### (b) Board of Directors

#### Composition of the Board

The Company's policy is to have an appropriate mix of Executive & Non-Executive Directors. As on date, the Board comprises Executive Chairman, Managing Director and 3 Independent Directors. The composition of the Board is in conformity with the Clause 49 of the listing agreement, which stipulate that at least 50% of the Board should consist of Independent Directors. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company.

None of the Directors on the Board are Members of more than ten Committees or Chairman of more than five Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2013 have been made by the Directors.

#### Meetings of the Board

The Board critically evaluates strategic direction of the Company, management policies and their effectiveness. The Secretarial Department prepares the agenda and the explanatory notes, in consultation with the Executive Chairman and Managing Director and agenda for Board reviews include strategic review from each of the Board committees, a detailed analysis and review of annual strategic and operating plans and capital allocation and budgets.

#### A. Institutionalized decision making process

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company. The Board critically evaluate strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served. The Chairman and Managing Director are assisted by the senior managerial personnel in overseeing the functional matters of the Company.

The Board has constituted 5 Standing Committees, namely Audit Committee, Investors' Grievances Committee, Remuneration Committee, Management Committee and Share Transfer Committee. The Board may constitute additional functional committees, from time to time, depending on these business needs.

**B. Scheduling and selection of Agenda Items for Board Meetings**

The Board meets at least once every quarter inter alia to review quarterly results and additional meetings are held, when necessary.

The Company has defined guidelines and established framework for the meetings of the Board and Board Committees. These guidelines seek to systematize the decision-making process at the meeting of the Board and Board Committees in an informed and efficient manner.

A detailed Agenda folder is sent to each Director in advance of the Board Meetings. As a policy, all major decisions involving investments and capital expenditure, in addition to matters which statutorily require the approval of the Board are put up for consideration of the Board. Senior management personnel are invited to provide additional inputs for the items being discussed by the Board of Director.

A minimum of four Board Meetings are held every year. The meetings of the Board are generally held at Mumbai and dates for the Board Meetings in the ensuing quarter are decided well in advance in consultation with the Directors. Additional meetings of the Board are held when deemed necessary to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circular meeting.

**C. Information to the Board**

The Board of Director has complete access to the information within the Company, which inter alia includes:

- Annual revenue budgets and capital expenditures plans.
- Quarterly results and results of the operation of each independent unit and annual results of the Company.
- Financing plans of the Company.
- Minutes of the meetings of Board of Director, Audit Committee and other Committees of the Board.
- Details of any joint venture agreement or collaboration agreement and financial and other details of JV and Subsidiary companies.
- Information on recruitment and remuneration of senior officers just below the Board level.
- Materially important show cause, demand, prosecution notices and penalty notices, if any.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payments by clients.
- Any issue, which involves possible public product liability/claims of substantial nature, including any judgments or orders which may have passed strictures on the conduct of the Company or adverse views regarding another enterprise that can have negative implications on the Company.
- Sale of material nature, of investments, subsidiaries, assets, which are not in the normal course of business.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders' service such as non-payment of dividend, delay in share transfer, etc.

**D. Post Meeting Follow-up Mechanism**

The minutes of the proceedings of the meetings of the Board of Director are noted and the minutes are circulated amongst the Members of the Board for the perusal at the next meeting.

The Company has an effective post meeting follow up, review and reporting process mechanism for the decisions taken by the Board/Committees. The important decisions taken at the Board/Committee meetings are communicated to the concerned Functional Heads promptly. Action Taken Report on decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board / Committee for noting by the Board / Committee members.

During the year under review, four Board Meetings of Directors were held on:

May 28, 2012, August 11, 2012, November 09, 2012 & February 14, 2013.

**Role of Independent Directors**

For a Director to be considered independent, the Board determines that the Director does not have any direct or indirect material pecuniary relationship with the Company. The Board has adopted guidelines which are in line with the applicable legal requirements.

**Constitution of Board of Directors and Related Information**

The composition of directors and their attendance at the Board Meetings during the year and the last Annual General Meeting and also number of other directorships / membership of committees are as follows:

Name	Category	No. of outside directorship(s) held		No. of outside Committee Position(s) held		No. of Board Meetings during the year 2012-13		Attendance at last AGM
		Public	Private	Chairman	Member	Held	Attended	
Shri Bhaskar M. Parekh	Executive Chairman	Nil	Nil	Nil	Nil	4	4	Present
Shri Dilip M. Parekh	Managing Director	Nil	Nil	Nil	Nil	4	4	Present
Shri Mulchand S. Chheda	Independent Non-Executive Director	1	2	Nil	Nil	4	4	Present
Shri Rasiklal M. Doshi	Independent Non-Executive Director	Nil	5	Nil	Nil	4	2	Absent
Shri Krishnakant V. Chitalia	Independent Non-Executive Director	1	2	Nil	Nil	4	4	Present

#### Details of Equity Shares held by the Non-Executive Directors:

The details of the Equity Shares held by the Non-Executive Directors as on March 31, 2013:

Name	No. of Ordinary Shares held	% of Paid-up Capital
Mr. Krishnakant V. Chitalia	5,295	0.05
Mr. Mulchand S. Chheda	0	0.00
Mr. Rasiklal M. Doshi	6,000	0.06

#### Details of Director(s):

In compliance with Clause 49 IV (G) of Listing Agreement, brief resume, expertise and details of other directorships, membership in committees of directors of other companies and shareholding in the Company of the Directors proposed to be reappointed are attached along with the Notice to the ensuing Annual General Meeting.

#### Code of Conduct

The Board of Directors has laid down Codes of Conduct ('Code(s)', for the Non-Executive Directors, Executive Directors and designated employees in the Senior Management. The Codes have been posted on the Company's website – www.primaplastics.com. All the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the year ended March 31, 2013. A declaration to this effect signed by Mr. Dilip M. Parekh, Managing Director is annexed to this Report.

#### Board Committee

The Board currently has 5 Committees: 1. Audit Committee, 2. Remuneration Committee, 3. Investors' Grievances Committee, 4. Share Transfer Committee and 5. Management Committee. The terms of reference of the Board Committees are determined by the Board from time to time. The Board is responsible for constituting, assigning and co-opting the members of the Committees. The meetings of each committee are convened by the respective Committee Chairman. Details on the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

#### Audit Committee

##### Composition

- (i) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- (ii) The Terms of reference of the Audit Committee are broadly as under:
  - Overseeing the Company's financial reporting process and disclosure of its financial information.
  - Recommending the appointment of the statutory auditor and the fixation of their remuneration.
  - Reviewing, with the Management, the annual financial statements before submission to the Board for approval, with particular reference to:
    - Matters required as part of the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956.
    - 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 the 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, quarterly and half-yearly financial statements before submission to the Board for approval.
  - Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems.
  - Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
  - Discussion with the internal auditors of any significant findings and follow-up thereon.
  - 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.
  - Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any areas of concern.
  - To look into the reasons for substantial defaults, if any, with regard to payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - Carrying out any other functions as specified in the terms of reference, as amended from time to time.
- (iii) The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the Internal & Statutory Auditors to be present at its meetings.
- (iv) The previous Annual General Meeting of the Company was held on September 08, 2012 and was attended by Chairman of the Audit Committee.
- (v) The dates on which the Audit Committee meetings were held are as follows:  
May 26, 2012, August 11, 2012, November 09, 2012 and February 14, 2013.
- (vi) The composition of the Audit Committee comprises of three Directors and two of whom are independent non executive Directors, the details of meetings attended by its members as given below:

Name	Category	Number of Meetings during the year 2012-13	
		Held	Attended
Shri Krishnakant V. Chitalia (Chairman)	Independent Director	4	4
Shri Mulchand S. Chheda	Independent Director	4	4
Shri Dilip M. Parekh	Managing Director	4	4

#### Remuneration Committee

- (i) The Broad terms of reference of the Remuneration Committee are as under:
- To review, assess and recommend the appointment of Executive and Non Executive Directors
  - To review their remuneration package
  - To approve the annual remuneration plan of the Company;
  - Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend / approve.
- (ii) Remuneration Policy:  
The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors. Annual increments are decided by the Remuneration Committee within the salary scale approved by the members. The Remuneration Committee decides on the annual package payable to the Executive Directors within the ceilings prescribed under the Companies Act, 1956, based on the performance of the Company as well as that of the Executive Directors.
- (iii) Non-Executive Directors (NEDs) are paid sitting fees for attending the Meetings of the Board of Directors which are within the limits prescribed by the Central Government. The Company pays a sitting fee of Rs.10,000/- each NED for every Board meeting attended by such Director.

- (iv) Meeting of the Remuneration Committee was held during the year on May 26, 2012.
- (v) The Company does not have any Employee Stock Option Scheme.
- (vi) The Composition of the Remuneration Committee and the details of meetings attended by its members are given below:

Name	Category	Number of Meetings during the year 2012-13	
		Held	Attended
Shri Krishnakant V. Chitalia (Chairman)	Independent Director	1	1
Shri Mulchand S. Chheda	Independent Director	1	1
Shri Rasiklal M. Doshi	Independent Director	1	1

**Details of Remuneration paid to Whole-Time Director(s).**

(Rs.)

Name	Salary	Allowances & Perquisites	Contribution to PF	Total
Shri Bhaskar M. Parekh (Executive Chairman)	480,000	1,340,000	57,600	1,877,600
Shri Dilip M. Parekh (Managing Director)	480,000	1,340,000	57,600	1,877,600

The Company proposed to appoint both the Executive Directors for a period of 3 years for approval of members as stated in the Agenda no 5 & 6 of the Notice. As per the proposed Agreement either party may resign by serving not less than 180 days notice and no severance fees in proposed in the agreement, however may decide by the Remuneration Committee of the Board at the time of such situations.

**Details of Remuneration paid to Independent Directors.**

(Rs.)

Name	Total Sitting Fees Paid
Shri Krishnakant V. Chitalia	40,000
Shri Mulchand S. Chheda	40,000
Shri Rasiklal M. Doshi	20,000

**Investors' Grievances Committee**

**Composition**

- (i) The Board has constituted a Committee of Directors which inter-alia also functions as "Shareholders' / Investors' Grievances Committee" consisting of three members, chaired by Executive Chairman.
- (ii) The Committee meets once in three month and inter-alia, deals with various matters relating to:
- Transfer/Transmission of shares.
  - Dematerialization / Re-materialization of shares.
  - Issue of new and duplicate share certificates.
  - Registration of Power of Attorneys, Probate, Letters of Transmission or similar other documents.
  - To look into redressal of shareholders' and investors' complaints, like transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends etc.
  - Any allied matter(s) out of, and incidental to, these functions and not herein above specifically provided for.
- (iii) The Secretarial Department of the Company and the Registrar and Share Transfer Agent, M/s. Bigshare Services Pvt. Limited attend all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs and Registrar of Companies etc.
- (iv) The Minutes of the Shareholders'/Investors' Grievances Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.
- (v) Continues efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and e-mail addresses to facilitate prompt action.

(vi) Four Investors' Grievances Committee Meetings were held during the year. The dates on which the said meetings were held are as follows:

May 26, 2012, August 11, 2012, November 09, 2012 and February 14, 2013

(vii) The composition of the Committee of Directors and the attendance during 2012-13 is as under:

Name	Category	Number of Meetings during the year 2012-13	
		Held	Attended
Shri Bhaskar M. Parekh (Chairman)	Executive Chairman	4	4
Shri Mulchand S. Chheda	Independent Director	4	4
Shri Dilip M. Parekh	Managing Director	4	4

#### Name of the Compliance Officer

Mr. Jayant B. Bhatt is the Compliance Officer in terms of Clause 47 of the Listing Agreement.

The Company has also taken compliance certificate on quarterly basis from a Company Secretary in whole time practice.

#### Investors' Service

##### Details of complaints regarding shares for the year 2012-2013.

Nature of Complaint	Number of complaints received	Number redressed
Non-receipt of Dividend	5	5
Non-receipt of Annual Report	2	2
Non-receipt of share certificate after transfer	3	3
<b>TOTAL</b>	<b>10</b>	<b>10</b>

There were no outstanding complaints as on March 31, 2013

#### Management Committee

##### Composition

- (i) In addition to the above Committee, the Board has also constituted a Management Committee to review and guide the Company on various operational matters.
- Opening/Modification of operation and closing of bank accounts;
  - Grant of special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi-Government Institutions;
  - To change the signatories for operations of Bank Accounts.
  - Authorities to Employees for availing of various facility from Banks/Financial Institution;
  - To carry out any other duties that may be delegated to the Committee by the Board of Directors from time to time.
- (ii) During the year under review, four meetings of the Committee were held on April 04, 2012, June 06, 2012, August 20, 2012 & October 15, 2012.
- (iii) The Composition and attendance details are given below:

Name	Category	Number of Meetings during the year 2012-13	
		Held	Attended
Shri Bhaskar M. Parekh (Chairman)	Executive Chairman	4	4
Shri Dilip M. Parekh	Managing Director	4	4
Shri Mulchand S. Chheda	Independent Director	4	3

#### General Body Meetings:

##### Annual General Meetings (AGM).

The Annual General Meetings of the Company during the preceding three years were held at Hotel Sandy Resorts, Daman.

The date and time of the Annual General Meetings held during the preceding three years and the special resolution(s) passed there at are as follows:

Financial year (ended)	Name of Meetings	Date & Time	Venue
March 31, 2010	Sixteenth Annual General Meeting	August 28, 2010 10.30 a.m.	Hotel Sandy Resorts, Daman.
March 31, 2011	Seventeenth Annual General Meeting	September 10, 2011 10.30 a.m.	Hotel Sandy Resorts, Daman.
March 31, 2012	Eighteenth Annual General Meeting	September 08, 2012 11.30 a.m.	Hotel Sandy Resorts, Daman.

#### **SPECIAL RESOLUTION PASSED IN PREVIOUS THREE ANNUAL GENERAL MEETINGS (AGMs).**

Date of AGM	Details of Special Resolution
August 28, 2010	None
September 10, 2011	None
September 08, 2012	None

#### **Passing of resolution by Postal Ballot:**

No Postal Ballot was conducted during the year 2012-13.

No item of business, which required the Members approval through Postal Ballot was transacted during 2012-2013. Accordingly, the Companies (Postal Ballot) Rules 2001 is not applicable to the Company during the said year.

#### **(c) Disclosure:**

##### **Basis of related party transactions**

Your Company places all the details before the Audit Committee periodically. A comprehensive list of related party transactions, as required by the Accounting Standard (AS) 18 issued by the Institute of Chartered Accountants of India, forms part of the Notes to the Accounts in the Annual Report. However, these transactions are not likely to have any conflict with the interest of the Company at large.

##### **Disclosure of Accounting Treatment**

Your Company has followed all relevant Accounting Standards while preparing the financial statements.

##### **Insider Trading**

The Company has comprehensive guidelines in accordance with the SEBI Regulations in this regard, which advise and caution the Directors, Management and Executives on the procedures to be followed, whilst dealing with the securities of the Company. The Insider Trading Code framed by the Company helps in ensuring compliance with these requirements.

##### **Risk Management**

Your Company has a comprehensive risk management policy. The risk management policy inter-alia provides for review of the risk assessment and minimization procedure, laying down procedure to inform the Board in the matter and for periodical review of the procedure to ensure that executive management controls the risks through properly defined framework.

##### **Proceeds from public issues, right issues, preferential issues etc.**

During the year under review your Company has not raised any proceeds from public issue, right issue or preferential issue.

##### **Details of non-compliance**

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

##### **Compliance of Non-Mandatory requirements**

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement has been reviewed by the Board from time to time.

The Company has implemented the following non-mandatory requirements recommended by Clause 49 of the Listing Agreement.

##### **1. Remuneration Committee**

The Remuneration Committee comprising three Non-Executive Directors is already functional, for review and decisions on the Remuneration package of the Executive Director / Managing Director.

**2. Financial Results**

Financial results as published in the newspapers are made available to the members on request. These results are also sent by email to those members who have provided their email ID to the Company.

**3. Whistle Blower Policy**

The Company has a dedicated email ID addressed to the Managing Director for enabling the employees to represent concerns about unethical practice, fraud or violation of the Company's code of business practice. This medium provides sufficient safeguards against victimization of employees who report such matters.

**Means of Communication:**

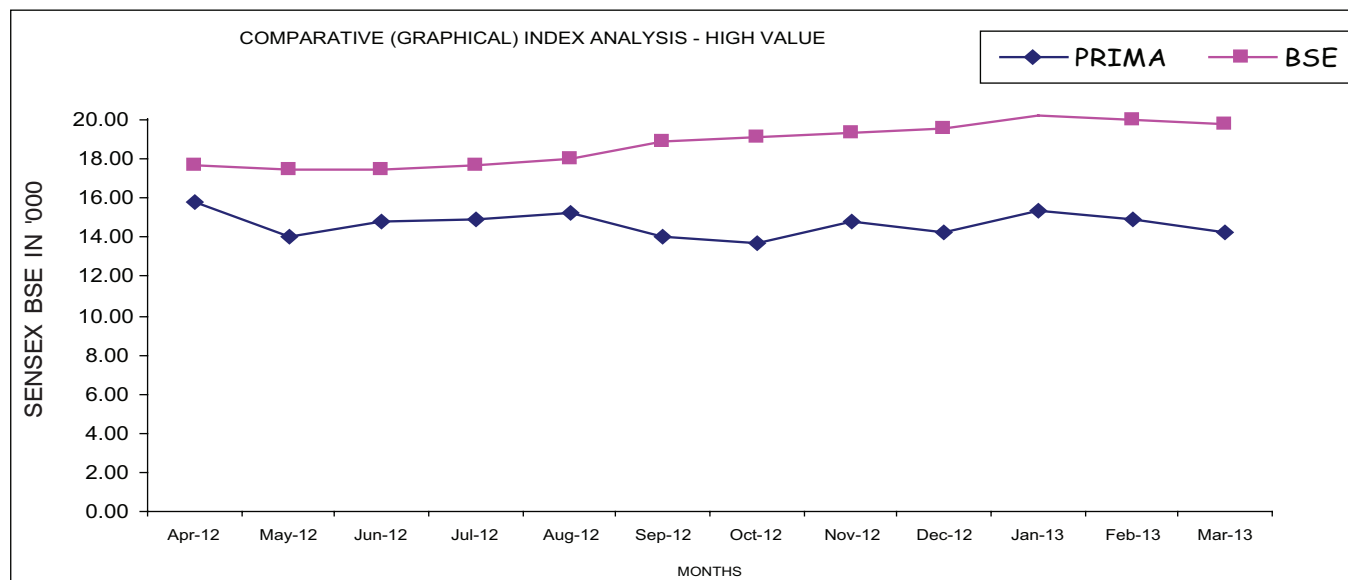
- Quarterly Results:** Quarterly Results of the Company are published in a national English news paper "Financial Express" and local language in 'Financial Express' and are displayed on the Company's website [www.primaplastics.com](http://www.primaplastics.com)
- Website:** The Company's website [www.primaplastics.com](http://www.primaplastics.com) contains a separate dedicated section "Investor Relations" where shareholders information is available. The Annual Report of the Company is also available on the website in a user-friendly and downloadable form.
- Annual Report:** Annual Report containing, inter alias, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and other entitled thereto. The management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website [www.primaplastics.com](http://www.primaplastics.com)
- Chairman's Communiqué:** Printed copy of the Chairman's Speech is distributed to all the shareholders at the Annual General Meetings. The same is also sent to Stock Exchange.
- Reminder to Investors:** Reminders for unclaimed shares, unpaid dividend/unpaid interest or redemption amount on debentures are sent to the shareholders/debenture holders as per records every year.
- Corporate Filing and Dissemination System (CFDS):** The CFDS portal jointly owned, managed and maintained by BSE is a single source to view information filed by listed companies. All disclosures and communications to BSE are filed electronically through the CFDS portal and hard copies of the said disclosures and correspondence are also filed with the stock exchange.
- SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.
- Designated Exclusive email-id:** The Company has designated the following email-id exclusively for investor servicing. For queries on Annual Report & in respect of shares in physical mode - [investor@primaplastics.com](mailto:investor@primaplastics.com)

**General Shareholders' Information**

1.	<b>Date, Time &amp; Venue of AGM</b>	September 14, 2013 at 11.00 a.m. at Sandy Resorts, Devka Beach, Nani Daman, Daman (U.T.), Pin - 396 210.
2.	<b>Financial Calendar:</b>	
	Financial Year	April 01, 2013 to March 31, 2014.
	First Quarter Results	By 15th of August 2013.
	Second Quarter Results	By 15th of November, 2013.
	Third Quarter Results	By 15th of February, 2014.
	Year Ended March 31, 2012	By 31st of May, 2014
3.	<b>Book Closure</b>	The Register of Members will remain closed for transfer from September 07, 2013 to September 14, 2013 (inclusive of both days).
4.	<b>Name &amp; Address of Registrar &amp; Transfer Agent</b>	M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072.
5.	<b>Dividend Payment date</b>	Credited / dispatched on or after September 19, 2013.
6.	<b>Registered Office Address</b>	98/4, Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman (U.T.) Pin. - 396 210.
7.	<b>Listing</b>	The Company's shares are listed and traded on the Stock Exchange, Mumbai
8.	<b>Stock Code:</b> Stock Exchange of Mumbai.	530589
9.	<b>ISIN No.(Demat No.):</b> NSDL & CDSL.	INE573B01016

**Market Price Data of Prima: High each month during last financial year.**

Month	April -12	May-12	June-12	July-12	Aug-12	Sept.-12	Oct.-12	Nov.-12	Dec.-12	Jan.-13	Feb.-13	Mar.-13
High	15.80	14.00	14.80	14.94	15.26	14.00	13.69	14.83	14.30	15.39	14.90	14.30
Low	11.55	11.21	12.56	12.82	12.60	11.86	11.75	11.68	12.51	12.50	12.01	11.07



**Distribution of Shareholding by ownership, March 31, 2013**

Category		No. of Shares Held	% of Shareholding
<b>A</b>	<b>Promoter's holding</b>		
	a) Indian Promoters	5,167,030	46.97
	b) Persons acting in concert.	1,307,113	11.88
	<b>Sub-Total</b>	<b>6,474,143</b>	<b>58.85</b>
<b>B</b>	<b>(i) Non-Promoters Holding</b>		
	a) Mutual Funds and UTI	800	0.01
	b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Inst.)		
	<b>Sub-Total</b>	<b>800</b>	<b>0.01</b>
	<b>(ii) Others</b>		
	a) Private Corporate Bodies	327,714	2.98
	b) Indian Public	3,799,357	34.54
	c) NRIs./OCBs.	398,456	3.62
	<b>Sub-Total</b>	<b>4,525,527</b>	<b>41.14</b>
	<b>Grand Total</b>	<b>11,000,470</b>	<b>100.00</b>

**Distribution of Shareholding by size, March 31, 2013**

Number of Shares		Number of Shareholders	Shareholders %	Number of Shares held	Shareholding %
1	500	4,448	85.31	724,421	6.59
501	1000	369	7.08	319,275	2.90
1001	2000	172	3.30	264,461	2.40
2001	3000	92	1.76	235,173	2.14
3001	4000	23	0.44	80,922	0.74
4001	5000	22	0.42	103,672	0.94
5001	10000	42	0.81	295,840	2.69
10001 and above		46	0.88	8,976,706	81.60
<b>TOTAL</b>		<b>5,214</b>	<b>100.00</b>	<b>11,000,470</b>	<b>100.00</b>

**As on March 31, 2013, Shares held in physical and dematerialised form.**

Physical	622,435	5.66%
Dematerialised	10,378,035	94.34%
<b>Total</b>	<b>11,000,470</b>	<b>100.00%</b>

**Plant Locations:**

The Company's two manufacturing units for moulded furniture are located at Daman, (U.T.) and Kerala and manufacturing unit for Aluminium Composite Panel is located at Daman.

Address for Correspondence:

**1. Investors can communicate at the following address:**

**Mr. Jayant B. Bhatt – Compliance Officer,**

M/s. Prima Plastics Limited, 41, National House, Saki Vihar Road, Andheri (E), Mumbai – 400 072.

Tel. No.+ 91 22 - 2857 4768 / 2857 4769 \* Fax No. + 91 22 - 2857 2859 \* E-mail: [investor@primaplastics.com](mailto:investor@primaplastics.com)

**2. M/s. Bigshare Services Pvt. Ltd.,**

**Unit : Prima Plastics Limited,**

E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai – 400 072.

Tel.No.+ 91 22 4043 0200 \* Fax No.+ 91 22 - 2847 5207 \* E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

Shareholder holding shares in Demat mode should address all their correspondence to the respective Depository Participants.

**Share Transfer System:**

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of fifteen days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

**CEO/CFO Certification:**

The Managing Director of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49. The Managing Director also give quarterly certification on financial results while placing the financial results before the Board in the terms of Clause 41.

For and on behalf of the Board

Mumbai  
May 29, 2013

**Bhaskar M. Parekh**  
Chairman

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

The Board of Directors of Prima Plastics Ltd.

I have reviewed the financial statements and the cash flow statement of Prima Plastics Ltd. for the year ended 31st March, 2013 and to the best of my knowledge and belief:

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

For Prima Plastics Ltd.

Mumbai  
May 29, 2013

**Dilip M. Parekh**  
Managing Director

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## Certificate on Corporate Governance

### To the Shareholders of Prima Plastics Limited

1. We have examined the compliance of conditions of corporate governance by Prima Plastics Limited, for the year ended on March 31, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange in India.
2. The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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 opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **G.P. Kapadia & Co.**  
Chartered Accountants

Mumbai  
May 29, 2013

**Kirit N. Mehta**  
Partner  
M No.15759



## INDEPENDENT AUDITOR'S REPORT

To,  
**THE MEMBERS OF  
PRIMA PLASTICS LIMITED**

### Report on the financial statement

We have audited the accompanying financial statements of PRIMA PLASTICS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub Section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date and
- c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Balance sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Act;
  - e) On the basis of the written representation received from the directors as on March 31, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013 from being appointed as a director in terms of section 274 (1) (g) of the Act.

For **G. P. Kapadia & Co.**  
Chartered Accountants  
(Firm Registration no. 104768W)

**Kirit N. Mehta**  
Partner  
Membership No. 15759

Mumbai  
May 29, 2013

## ANNEXURE TO THE AUDITOR'S REPORT

Referred to in paragraph 3 of our Report of even date on the accounts of Prima Plastics Limited for the year ended March 31, 2013:

1. In respect of its fixed assets:
  - (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - (b) As explained to us, some of the fixed assets have been physically verified by the Management at reasonable intervals having regard to size of company and nature of its assets and no material discrepancies have been noticed during such verification.
  - (c) In our opinion the disposal of fixed assets during the year does not affect the going concern assumption.
2. In respect of its inventories:
  - (a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures followed for physical verification of inventories, by the management, are reasonable and adequate, in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories. As explained to us, there is no material discrepancies noticed on physical verification of inventory, as compared to book records.
3. In respect of loans, secured or unsecured, granted or taken by the Company to / from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
  - (a) The company has granted loan to Prima FZE, UAE Company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 13,46,569/- and the year-end balance of loans granted to such parties was Rs. 13,46,569/-.
  - (b) The company has granted loan to Prima Deelite Plastics Pvt. Ltd., A Joint Venture Company set up in Cameroon with local partner is covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 2,08,48,500/- and the year-end balance of loans granted to such parties was Rs. 2,08,48,500/-.
  - (c) In our opinion, the rate of interest and other terms and conditions of such loans are not, prima facie, prejudicial to the interest of the company.
  - (d) The parties have repaid the principal amounts as stipulated and have also been regular in the payment of interest to the company.
  - (e) There is no overdue amount in excess of Rs. 1 lakh in respect of loans granted to company, listed in the register maintained under section 301 of the Companies Act, 1956.
  - (f) The company had not taken loan from parties covered in the register maintained under section 301 of the Companies Act, 1956.  
Accordingly clauses (iii) (f) to (iii) (g) of CARO are not applicable.
4. In our opinion and according to the information given to us, there are adequate internal control procedures, commensurate to the size of the Company and nature of its business, for the purchase of inventory and fixed assets and for sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5.
  - (a) According to the information and explanations given to us, the transactions that needs to be entered in the register maintained under Section 301 of the Companies Act, 1956, have been so entered.
  - (b) According to the information and explanations given to us, the transactions entered in the register maintained under Section 301 are at market prices for such goods and materials or the prices at which transactions for similar goods have been made with other parties.
6. The Company has not accepted any deposit from the public to which the provisions of sections 58A and 58AA of Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 apply.
7. In our Opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. According to the information & explanation given to us, and based on primary verification of records the company has maintained

cost records under Section 209 (1) (d) of the Companies Act, 1956, However we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.

9. According to the information and explanations given to us in respect of statutory dues
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Profession Tax, Income-Tax, Sales-Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There was no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2013 for a period of more than six months from the date they became payable.
10. In our opinion and according to the information and explanations given to us, the Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks.
12. In our opinion and according to the information and explanations given to us and based on our examination of records, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
14. In our opinion and according to the information and explanations given to us, the company has maintained proper records of transactions and contracts for dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. The shares, securities, debentures and other securities have been held by the company in its own name.
15. In our opinion and according to the information and explanations given to us and based on our examination of records, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. In our opinion and according to the information and explanations given to us, the company did not have any term loan outstanding during the year.
17. In our opinion and according to the information and explanations given to us and based on our examination of records, we report that no funds raised on short-term basis have been used for long term investments.
18. In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
19. In our opinion and according to the information and explanations given to us, the company has not issued debenture during the year.
20. In our opinion and according to the information and explanations given to us, the company has not raised any money by public issue during the year.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year nor have we been informed of such case by the management.

For **G. P. Kapadia & Co.**  
Chartered Accountants  
(Firm Registration no. 104768W)

**Kirit N. Mehta**  
Partner  
Membership No. 15759

Mumbai  
May 29, 2013

## BALANCE SHEET AS AT MARCH 31, 2013

	Notes	As At 31-03-2013 Rs.	As At 31-03-2012 Rs.
<b>I EQUITY AND LIABILITIES:</b>			
<b>1 Shareholders' Fund</b>			
(a) Share Capital	3	110,004,700	110,004,700
(b) Reserves and Surplus	4	<u>296,016,909</u>	<u>282,459,188</u>
		<u>406,021,609</u>	<u>392,463,888</u>
<b>2 Non-Current Liabilities</b>			
(a) Long Term Borrowings	5	<u>5,741,774</u>	-
		<u>5,741,774</u>	-
<b>3 Current Liabilities</b>			
(a) Short Term Borrowings	6	38,197,501	73,002,984
(b) Trade Payables	7	83,854,169	23,841,270
(c) Other Current Liabilities	8	17,739,739	45,573,566
(d) Short Term Provisions	9	<u>22,007,943</u>	<u>22,605,615</u>
		<u>161,799,352</u>	<u>165,023,435</u>
<b>Total</b>		<u><u>573,562,735</u></u>	<u><u>557,487,323</u></u>
<b>II ASSETS</b>			
<b>1 Non Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	10	129,821,942	127,721,034
(ii) Capital Work-in-Progress		1,486,823	1,371,211
(b) Non Current Investments	11	16,873,902	22,612,668
(c) Long Term Loans and Advances	12	<u>35,971,281</u>	<u>36,416,793</u>
		<u>184,153,948</u>	<u>188,121,706</u>
<b>2 Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories	13	173,280,916	141,995,423
(c) Trade Receivables	14	138,462,859	148,887,390
(d) Cash and Bank Balances	15	20,109,943	20,869,058
(e) Short Term Loans and Advances	16	39,435,185	33,767,786
(f) Other Current Assets	17	<u>18,119,884</u>	<u>23,845,960</u>
		<u>389,408,787</u>	<u>369,365,617</u>
<b>Total</b>		<u><u>573,562,735</u></u>	<u><u>557,487,323</u></u>

**See Accompanying Notes Forming Part of the Financial Statements**

As per our Report of even date attached

For and on behalf of the Board

**For G. P. Kapadia & Co.**  
Chartered Accountants

**Bhaskar M. Parekh**  
Chairman

**Kirit N. Mehta**  
Partner  
Membership No.15759

**Dilip M. Parekh**  
Managing Director

Mumbai  
May 29, 2013

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2013**

	Notes	For the year ended 31-03-2013 Rs.	For the year ended 31-03-2012 Rs.
<b>I INCOME</b>			
Revenue From Operations (net)	18	<b>710,783,190</b>	601,356,117
II Other Income	19	<b>46,138,054</b>	9,646,147
III <b>Total Revenue</b>		<b><u>756,921,244</u></b>	<b><u>611,002,264</u></b>
<b>IV EXPENDITURE</b>			
- Cost of Raw Material and Components Consumed	20	<b>487,199,258</b>	391,112,706
- Purchase of Stock-in-Trade		<b>28,380,074</b>	19,166,317
- Change in Inventories of Finished Goods and Work in Progress	21	<b>(23,980,551)</b>	(11,280,460)
- Employee Benefits Expenses	22	<b>36,867,690</b>	32,857,620
- Finance Costs	23	<b>9,677,809</b>	9,370,321
- Depreciation and Amortization Expense	24	<b>16,069,900</b>	15,091,164
- Other Expenses	25	<b>168,763,882</b>	127,107,544
		<b><u>722,978,062</u></b>	<b><u>583,425,212</u></b>
V <b>Profit Before Exceptional and Extraordinary Items and Tax (III - IV)</b>		<b>33,943,182</b>	27,577,052
VI Exceptional Items		<b>Nil</b>	Nil
VII <b>Profit Before Extraordinary Items and Tax (V - VI)</b>		<b>33,943,182</b>	27,577,052
VIII Extraordinary Items		<b>Nil</b>	Nil
IX <b>Profit Before Tax (VII - VIII)</b>		<b>33,943,182</b>	27,577,052
X Tax Expenses			
- Current Tax		<b>7,599,991</b>	5,684,071
XI <b>Profit from the period from Continuing Operation (IX - X)</b>		<b>26,343,191</b>	21,892,981
XII Profit from Discontinuing Operations		<b>Nil</b>	Nil
XIII Tax Expense of Discounting Operations		<b>Nil</b>	Nil
XIV <b>Profit from Discontinuing Operations (XII - XIII)</b>		<b>Nil</b>	Nil
XV <b>Profit for the period (XI + XIV)</b>		<b><u>26,343,191</u></b>	<b><u>21,892,981</u></b>
XVI Earning Per Equity Share (equity share of Rs.10/- each)			
<b>Basic</b>		<b>2.39</b>	1.99
<b>Diluted</b>		<b>2.39</b>	1.99
<b>See Accompanying Notes Forming Part of the Financial Statements</b>			

As per our Report of even date attached

For and on behalf of the Board

**For G. P. Kapadia & Co.**  
Chartered Accountants

**Bhaskar M. Parekh**  
Chairman

**Kirit N. Mehta**  
Partner  
Membership No.15759

**Dilip M. Parekh**  
Managing Director

Mumbai  
May 29, 2013

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

	For the year ended 31-03-2013 Rs.	For the year ended 31-03-2012 Rs.
<b>A Cash Flow from Operating Activities</b>		
<u>Net Profit before Extraordinary Items and Tax</u>	<b>33,943,182</b>	27,577,052
<u>Adjustments:</u>		
Depreciation	<b>16,069,900</b>	15,091,164
Interest	<b>6,719,413</b>	7,341,223
W/off Bad Debts / Provision for Doubtful Debts	<b>19,004,166</b>	485,000
Diminution in Value of Long Term Investments	<b>4,250,976</b>	NIL
Diminution in Value of Trade Investments	<b>567,242</b>	NIL
(Profit) / Loss on Sales of Assets	<b>68,223</b>	(1,224,264)
(Profit) / Loss on Sales of Investments	<b>1,780,054</b>	NIL
Dividend	<b>(33,670)</b>	(44,802)
Interest Income	<b>(5,276,268)</b>	(8,123,362)
Maturity Proceeds from LIC	<b>(47,500,000)</b>	NIL
Other Income	<b>5,389</b>	(253,719)
<b>Operating Profit before Working Capital Changes</b>	<b>29,598,607</b>	40,484,292
<u>Changes in Working Capital</u>		
<u>Adjustments for (Increase)/Decrease in Operating Assets:</u>		
Trade Receivables	<b>10,424,531</b>	(27,160,086)
Less: W/off Bad Debts / Provision for Doubtful Debts	<b>(19,004,166)</b>	(485,000)
Inventories	<b>(31,285,493)</b>	(5,506,470)
Short Term Loan and Advances	<b>(5,667,399)</b>	697,959
Long Term Loan and Advances	<b>445,512</b>	(21,247,611)
Other Current Assets	<b>5,726,076</b>	(4,728,241)
<u>Adjustments for (Increase) / Decrease in Operating Liabilities</u>		
Trade Payable	<b>60,012,899</b>	(15,576,870)
Other Current Liabilities	<b>(27,833,827)</b>	34,770,039
Short Term Provision	<b>(597,672)</b>	(3,844,609)
<b>Cash Generated from Operations</b>	<b>21,819,068</b>	(2,232,597)
Income Tax Paid	<b>(7,599,991)</b>	(5,684,071)
<b><u>Net Cash Inflow / (Outflow) from Operating Activities (A)</u></b>	<b>14,219,077</b>	(7,916,668)
<b>B Cash Flow from Investment Activities</b>		
Purchase of Fixed Assets	<b>(19,159,031)</b>	(10,584,391)
Sale of Fixed Assets	<b>920,000</b>	1,629,441
Capital Work-in-progress	<b>(115,612)</b>	278,251
Sale of Investments	<b>2,373,243</b>	NIL
Purchase of Investments	<b>(1,452,695)</b>	(49,284)
Interest, Dividend and Other Income	<b>51,024,495</b>	8,421,883
<b><u>Net Cash inflow (outflow) from Investment Activities (B)</u></b>	<b>33,590,400</b>	(304,100)

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013**

	<b>For the year ended 31-03-2013 Rs.</b>	For the year ended 31-03-2012 Rs.
<b>C Cash Flow from Financing Activities</b>		
Proceeds from Long Term borrowings	<b>5,741,774</b>	(28,187,306)
Proceeds from Short Term borrowings	<b>(30,975,798)</b>	47,052,565
Net Increase / (Decrease) in Working Capital Borrowings	<b>(3,829,685)</b>	9,362,449
Interest Paid	<b>(6,719,413)</b>	(7,341,223)
Dividend	<b>(11,000,470)</b>	(11,000,470)
Tax on Dividend	<b>(1,785,000)</b>	(1,784,600)
<b>Net Cash Inflow/(Outflow) from Financing Activities (C)</b>	<b>(48,568,592)</b>	8,101,415
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(759,115)</b>	(119,353)
Cash and Cash Equivalents as at March 31, 2013	<b>20,109,943</b>	20,869,058
Cash and Cash Equivalents as at March 31, 2012	<b>20,869,058</b>	20,988,411

- a) Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard-3 notified under the Companies (Accounting Standard) Rules, 2006.
- b) Cash and Cash equivalents represent cash and bank balances.

As per our Report of even date attached

For and on behalf of the Board

**For G. P. Kapadia & Co.**  
Chartered Accountants

**Bhaskar M. Parekh**  
Chairman

**Kirit N. Mehta**  
Partner  
Membership No.15759

**Dilip M. Parekh**  
Managing Director

Mumbai  
May 29, 2013

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

### NOTE NO.1

#### COMPANY INFORMATION

PRIMA PLASTICS LIMITED ("the Company") is a public Company, resident in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the business of manufacturing of Plastic Moulded Articles and Aluminum Composite Panel.

### NOTE NO. 2

#### SIGNIFICANT ACCOUNTING POLICIES:

##### 1) Accounting Convention:

The accounts have been prepared in accordance with the historical cost convention (except for specifically excluded treatment of accounts referred to in B 16(a) under accrual basis of accounting as per Indian GAAP. Accounts and disclosures thereon comply with the Accounting Standards specified in Companies (Accounting Standard) Rules, other pronouncements of ICAI, provisions of the Companies Act, 1956 and guidelines issued by SEBI as applicable.

Preparation of financial statements in conformity with generally accepted accounting principles, requires estimates and assumption to be made, that affect reported amounts of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reported period. Actual results could differ from these estimates and differences between the actual results and estimates are recognized in the period in which results are known / materialized.

##### 2) Revenue Recognition:

Revenue on sales is recognized when risk and rewards of ownership of products are passed on to customers, which are generally on dispatch of goods. Incomes from services are recognised when services are rendered. Sales are net of discounts, sales tax and returns; excise duty collected on sales is shown by way of deduction from sales. Dividend income is recognized when right to receive dividend is established and there is no uncertainty as to its reliability. Revenue in respect of other income is recognised when a reasonable certainty as to its realization exists.

##### 3) Fixed Assets:

Fixed assets are recorded at cost of acquisition or construction net of cenvat credit wherever eligible. Cost includes all expenses related to acquisition or construction, including attributable borrowing cost on qualifying assets.

Fixed assets, which are not in use or are held for disposal, are stated at cost less accumulated depreciation or at net realizable value, whichever is lower.

The cost of fixed assets not ready for their intended use before such days are disclosed under Capital Work-in-Progress.

Advances paid towards the acquisition of fixed assets outstanding at each balance sheet date are disclosed under Long-Term Loans and Advances.

##### 4) Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date, if there is an indication of impairment based on the internal and external factors.

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable amount. An impairment loss, if any, is charged to the Profit and Loss Account in the year in which the asset is identified as impaired. Reversal of impairment loss recognized in prior years are recorded when there is an indication that impairment loss recognized for the asset no longer exists or has been decreased.

##### 5) Depreciation:

- i) Depreciation is provided on Straight Line method at the rates specified in Schedule XIV of the Companies Act, 1956.
- ii) Premium on leasehold land and improvement to leasehold premises are being written off over the period of lease.

##### 6) Investments:

Long term investments are stated at cost of acquisition. Provision for diminution in value is made only if, in the opinion of management such a decline is other than temporary. Investments in foreign currency are stated at cost by converting at exchange rate prevailing at the time of acquisition / remittance.



Investment in Subsidiaries and Joint Ventures are held for long term and valued at cost reduced by diminution of permanent nature therein, if any.

**7) Inventories:**

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, stores and spares, packing materials, trading and other products are determined on First In First Out (FIFO) basis. The excise duty in respect of the closing inventory of finished goods is included as part of the finished goods. Cost formula used are 'Weighted Average Cost'.

**8) Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognized when there is a present obligation as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and in respect of which reliable estimate can be made. At each Balance Sheet date, the carrying value of provisions is reviewed and adjusted to reflect the best current estimate. Contingent liabilities are not recognized but disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

**9) Taxes on Income:****I. Current Tax Provision**

Provision for Current Tax is made on the basis of estimated taxable income for the current accounting year and in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) eligible for set-off in subsequent years (as per tax laws) is recognized as an asset by way of credit to the Profit and Loss Account only if, there is convincing evidence of its realization. At each Balance Sheet date, the carrying amount of MAT Credit Entitlement receivable is reviewed to reassure realization.

**II. Deferred Tax Provision**

Deferred tax asset or liability is recognized for timing differences between the profit as per financial statements and the profit offered for income tax, based on tax rates that have been enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognized only if, there is virtual certainty that sufficient future taxable income will be available, against which they can be realized.

**10) Foreign Currency Transactions:**

- a) Transactions in foreign currencies are recognized at rate of overseas currency ruling on the date of transactions. Gain / Loss arising on account of rise or fall in overseas currencies vis-à-vis reporting currency between the date of transaction and that of payment is charged to Profit & Loss Account.
- b) Receivables / payables (excluding for fixed assets) in foreign currencies are translated at the exchange rate ruling at the year end date and the resultant gain or loss is accounted for in the Profit & Loss Account.
- c) Increase / Decrease in foreign currency loan on account of exchange fluctuation are debited / credited to profit and loss account.

**11) Employee Benefits:****Defined Contribution Plan**

Contribution to provident fund etc. is accounted on accrual basis.

**Defined Benefit Plan:**

Gratuity liability is covered under the Gratuity-cum-Insurance Policy of Life Insurance Corporation of India (LIC). The present value of the obligation is determined based on an actuarial valuation. Actuarial gains and losses arising on such valuation are recognized immediately in the Profit and Loss Account. The amount funded by the Trust administered by the Company under the aforesaid Policy is reduced from the gross obligation under the defined benefit plan to recognize the obligation on a net basis.

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

**31-03-2013**      31-03-2012

**3 SHARE CAPITAL**

**Authorised Share Capital**

1,20,00,000 (P.Y. 1,20,00,000) Equity Shares of Rs. 10/- each 120,000,000      120,000,000

**Issued, Subscribed, Fully Paid up Shares**

1,10,00,470 (P.Y.1,10,00,470) Equity Shares of Rs.10/- each 110,004,700      110,004,700

**110,004,700**      110,004,700

**A. Reconciliation of the number of Share and amount outstanding at the beginning and at the end of the reporting period.**

	31-03-2013		31-03-2012	
	No's	Amount	No's	Amount
<b>Equity Shares</b>				
At the beginning of the period	<b>11,000,470</b>	<b>110,004,700</b>	11,000,470	110,004,700
Add/(Less): Issued/(reduction) during the year	<b>Nil</b>	<b>Nil</b>	Nil	Nil
Outstanding at the year end of the period	<b>11,000,470</b>	<b>110,004,700</b>	11,000,470	110,004,700

**B. Terms/Rights attached to equity shares**

The Company has issued only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Board of Directors of the Company proposed a dividend subject to approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 March 2013, the amount of dividend per share recognized as distributions to equity shareholders was Rs.1/- per share of face value of Rs.10/- each (31 March 2012, Rs.1/- per share of face value of Rs.10/- each).

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

**C. Details of Shareholders Holding more than 5% Shares in the Company:**

Sr.No	Name of share holder	31-03-2013		31-03-2012	
		No. of Shares	% holding	No. of Shares	% holding
1	Bhaskar M. Parekh	2,551,610	23.20%	2,551,610	23.20%
2	Dilip M. Parekh	2,615,420	23.78%	2,615,420	23.78%
3	Dipak Kanayalal Shah	603,692	5.49%	610,000	5.55%

**D. Share reserved for issue under options and contracts / commitments.**

The Company has not made any contracts / commitments to issue shares under option (P.Y. Nil).

**4. RESERVES AND SURPLUS**

**a) Securities Premium Account**

Balance as per last Financial Statements	<b>13,080,000</b>	13,080,000
Add/(Less) Adjustments during the year	<b>NIL</b>	NIL
Closing Balance	<u><b>13,080,000</b></u>	<u>13,080,000</u>

**b) General Reserve**

Balance as per last Financial Statements	<b>85,656,286</b>	80,656,286
Add : Amount transferred from Surplus Balance in the Statement of Profit and Loss	<b>5,000,000</b>	5,000,000
Closing Balance	<u><b>90,656,286</b></u>	<u>85,656,286</u>

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

	31-03-2013	31-03-2012
<b>c) Surplus / (Deficit) in the Statement of Profit and Loss :</b>		
Balance as per last Financial Statements	183,722,902	179,614,991
Add : Profit for the year	26,343,191	21,892,981
Less : Appropriations		
a) Transfer to General Reserve	5,000,000	5,000,000
b) Proposed Final Dividend (Dividend per share Rs.1/-)	11,000,470	11,000,470
c) Tax on Proposed Equity Dividend	1,785,000	1,784,600
Net surplus in the Statement of Profit and Loss	<u>192,280,623</u>	<u>183,722,902</u>
<b>TOTAL (a+b+c)</b>	<u><u>296,016,909</u></u>	<u><u>282,459,188</u></u>
<b>5. LONG TERM BORROWINGS</b>		
<b>Secured</b>		
Car Loans	5,741,774	NIL
<b>TOTAL</b>	<u><u>5,741,774</u></u>	<u><u>NIL</u></u>
5.1 Car loans (two loans) aggregating to Rs. 5,741,774/-(previous year Rs.NIL) are secured against the respective vehicles and at the rate of interest @ 10.99% p.a. The Loans are repayable in equal monthly installments of Rs.81,850/-. Last installments of both the loans are due on Sept-17 and Oct-17.		
<b>6. SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
Working Capital Loan from Bank	20,707,059	51,682,857
<b>Unsecured</b>		
Working Capital Loan (Bill discounting)	17,490,442	21,320,127
<b>TOTAL</b>	<u><u>38,197,501</u></u>	<u><u>73,002,984</u></u>
6.1 (a) working capital loans are secured by hypothecation of inventories, receivable, other current assets and other tangible fixed assets, pledge of immovable properties and personal guarantee of promoter directors. The working capital is repayable on demand and carries interest @14.10% to 14.25% p.a.		
6.1 (b) the working capital (Bill discounting) is repayable in 90 days and carries interest @12.50% to 12.75% p.a. and guaranteed by personal guarantee of promoter directors.		
<b>7. CURRENT LIABILITIES</b>		
Trade Payable		
Micro, Small and Medium Enterprises	NIL	NIL
Others	83,854,169	23,841,270
<b>TOTAL</b>	<u><u>83,854,169</u></u>	<u><u>23,841,270</u></u>
7.1 In absence of any intimation received from vendors the status of their registration under "The Micro, Small and Medium Enterprises Development Act, 2006", the Company is unable to comply with the disclosures required to be made under said Act. There are no amount is payable to any Small Scale Industrial undertaking		
<b>8. OTHER CURRENT LIABILITIES</b>		
Current maturities of Long Term Debts (Vehicle Loans)	1,257,284	577,806
Current maturities of Long Term Debts (Loan against LIC Policy)	-	27,609,500
Interest accrued but not due on Borrowings	274,944	615,456
Interest accrued on Trade Payable	324,135	319,309
Unclaimed Dividend	1,000,008	661,737
Statuary Remittances (Contribution to PF and ESIC, VAT, Service Tax etc.)	3,835,262	4,787,874
Advances from Customers	4,559,216	3,035,186
Other Payables	6,488,890	7,966,698
<b>TOTAL</b>	<u><u>17,739,739</u></u>	<u><u>45,573,566</u></u>

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED

31-03-2013      31-03-2012

8.1 Car loans (two loans) aggregating to Rs.1,257,284/-(previous year Rs.577,806) are secured against the respective vehicles and at the rate of interest @ 10.99% p.a. The Loans are repayable in equal monthly installments of Rs.81,850/-. Last installments of both the loans are due on Sept-17 and Oct-17.

8.2 Unclaimed Dividend do not include any amount, due and outstanding, to be credited to investor education and protection fund

### 9. SHORT TERM PROVISIONS

Provision for Bonus/Leave Salary and Gratuity	1,695,258	2,219,295
Provision for Current Income Tax (Net)	95,141	1,789,747
Provision for Proposed Dividend	11,000,470	11,000,470
Provision for Tax on Dividend	1,785,000	1,784,600
Other Provision	7,432,074	5,811,503
<b>TOTAL</b>	<b>22,007,943</b>	<b>22,605,615</b>

9.1 The Company had recognized other provision based on substantial degree of estimation for excise duty payable on clearance of goods lying in finished goods.

### 10. FIXED ASSETS

(Rs.)

GROSS BLOCK	Freehold Land	Leasehold Land	Buildings	Plant & Machineries	Furniture & Fixture	Equipments	Vehicles	Total	Previous Year
As on 01-April-12	10,613,540	1,041,581	66,978,899	301,708,861	8,086,567	5,778,056	7,186,318	401,393,822	397,095,154
Additions during the year				10,068,206	95,546	264,901	8,730,378	19,159,031	10,584,391
Deletions during the year				(1,344,486)	-	(231,650)	(1,079,021)	(2,655,157)	(6,285,723)
As on March 31,2013	10,613,540	1,041,581	66,978,899	310,432,581	81,82,113	5,811,307	14,837,675	417,897,696	401,393,822
DEPRECIATION									
Up to 01-April-12		64,350	25,455,356	235,473,678	6,398,671	4,297,249	1,983,484	273,672,788	264,462,170
For the year		10,725	2,148,574	12,325,464	285,814	294,609	1,004,714	16,069,900	15,091,164
Adjustment during the year				(254,162)	(608,515)	(152,706)	(651,551)	(1,666,934)	(5,880,546)
Up to 31-March-13		75,075	27,603,930	247,544,980	6,075,970	4,439,152	2,336,647	288,075,754	273,672,788
Net Block									
As at 31-March-2013	10,613,540	966,506	39,374,969	62,887,601	2,106,143	1,372,155	12,501,028	129,821,942	127,721,034
As at 31-March-2012	10,613,540	977,231	41,523,543	66,235,183	1,687,896	1,480,807	5,202,834	127,721,034	132,632,984

### 11. NON CURRENT INVESTMENTS

#### TRADE INVESTMENTS (valued at cost, unless stated otherwise)

##### Unquoted

11.1 Equity share of subsidiary company fully paid up

##### Prima Global FZE

1 Equity share of AED 100,000/- each amounting to UAE AED 100,000/- (Rs.1,244,324/)

1,244,324

1,244,324

Less : Diminution in Value of Investments

(567,242)

NIL

11.2 Equity share of joint venture company fully paid up

##### Prima Dee –Lite Plastics Pvt. Ltd

11,500 Equity shares of FCFA 10,000/- each amounting to Cameroon FCFA 115,000,000/- (Rs.10,207,570/-)

10,207,570

10,207,570

**Total**

**10,884,652**

**11,451,894**

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

		31-03-2013	31-03-2012
<b>OTHR INVESTMENTS</b>	<b>Qty.</b>		
Investment in Equity share entities <b>(Quoted)</b>			
Nilkamal Ltd. (F.V.Rs.10/- per share)	2,786	<b>839,593</b>	839,593
<b>Less : Diminution in Value of Investments</b>		<b>(235,030)</b>	NIL
Provogue India Ltd. (F.V. Rs.1/- per share)	135,210	<b>6,224,482</b>	5,605,341
<b>Less : Diminution in Value of Investments</b>		<b>(3,646,795)</b>	NIL
Prozone Capital Shopping Centers Ltd. (Ra.2/- per share) (p.y.un-quoted)	37,105	<b>2,287,282</b>	2,287,282
Reliance Power Ltd. (F.V. Rs. 10/- Per Share)	139	<b>39,150</b>	39,150
<b>Less : Diminution in Value of Investments</b>		<b>(26,432)</b>	NIL
S B & T International (F.V. Rs. 10/- Per Share)		<b>NIL</b>	22,509
Poddar Developers Ltd. (F.V. Rs. 10/- Per Share)	5,070	<b>849,719</b>	2,366,899
<b>Less : Diminution in Value of Investments</b>		<b>(342,719)</b>	NIL
<b>Total</b>		<b>5,989,250</b>	11,160,774
<b>TOTAL</b>		<b>16,873,902</b>	22,612,668
Aggregate amount of quoted investments		<b>5,989,250</b>	8,873,492
Market Value of quoted investments		<b>3,946,662</b>	2,905,354
Aggregate amount of Un-quoted investments		<b>10,884,652</b>	13,739,176
<b>12. LONG TERM LOANS AND ADVANCES</b>			
<b>(Unsecured and Considered Good)</b>			
Security Deposits with Related Parties		<b>3,000,000</b>	3,000,000
Others Security Deposits		<b>3,238,268</b>	3,322,968
Loans and Advances to Employees		<b>3,014,808</b>	2,484,634
Advances Income Tax (Net)		<b>1,105,682</b>	1,200,658
Advances for Capital Goods		<b>3,417,454</b>	4,916,964
Loans and Advances to Joint Venture		<b>20,848,500</b>	20,145,000
Loans and Advances to Subsidiaries		<b>1,346,569</b>	1,346,569
<b>TOTAL</b>		<b>35,971,281</b>	36,416,793
12.1 Security deposits with related parties is interest free and given against occupation of office premises on rent.			
12.2 Loan to employees is interest free as per Company policy.			
12.3 Loan to Joint Venture is given on interest @7% p.a. and repayable within a period of 3 to 5 years.			
12.4 Loan to Subsidiaries are interest free and repayable within a period of 3 to 5 years.			
<b>13. INVENTORIES</b>			
Raw Materials		<b>63,675,872</b>	46,863,989
Raw Materials in Transit		<b>4,973,077</b>	14,013,869
Finished Goods		<b>102,429,546</b>	78,448,994
Store and Packing Material		<b>2,202,421</b>	2,668,571
<b>TOTAL</b>		<b>173,280,916</b>	141,995,423
13.1 Inventories are measured at lower of cost and net realizable value			
13.2 The Excise Duty in respect of the inventory of finished goods is included as part of the finished goods.			

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

	<b>31-03-2013</b>	31-03-2012
<b>14. TRADE RECEIVABLE</b>		
Trade Receivable outstanding for more than six month		
Unsecured, Considered Good	<b>55,845,338</b>	39,626,548
Doubtful Debts	<b>NIL</b>	1,365,555
	<b>55,845,338</b>	40,992,103
Less : Provision for Doubtful Debts	<b>NIL</b>	1,365,555
	<b>55,845,338</b>	39,626,548
Other Trade Receivable		
Unsecured, Considered Good	<b>82,617,521</b>	109,260,842
<b>TOTAL</b>	<b>138,462,859</b>	148,887,390
Trade receivables are due in respect of goods sold in the normal course of business and the normal credit period allowed by the Company is taken in to consideration for computing due dates.		
<b>15. CASH AND CASH EQUIVALENTS</b>		
Cash on Hand	<b>268,697</b>	421,267
- Balance with bank		
(i) Current Account	<b>8,571,747</b>	8,945,251
(ii) EEFC Account	-	623,079
(iii) Deposit Account / Margin Money	<b>10,269,491</b>	10,217,724
(iv) In earmarked accounts - Unclaimed Dividend	<b>1,000,008</b>	661,737
<b>TOTAL</b>	<b>20,109,943</b>	20,869,058
<b>16. SHORT TERM LOANS AND ADVANCES</b>		
Balance with govt. authorities		
- Cenvat Credit receivable	<b>7,302,335</b>	2,229,386
Inter Corporate Deposits (Unsecured, Considered Good)	<b>30,000,000</b>	30,000,000
Loans and Advances to Employees	<b>2,132,850</b>	1,538,400
<b>TOTAL</b>	<b>39,435,185</b>	33,767,786
Loan to employees is interest free as per Company policy.		
<b>17. OTHER CURRENT ASSETS</b>		
Pre-paid Expenses	<b>2,235,754</b>	1,118,720
Advance to Creditors	<b>11,809,403</b>	20,488,243
Claim and others	<b>4,074,727</b>	2,238,997
<b>TOTAL</b>	<b>18,119,884</b>	23,845,960
<b>18. REVENUE FROM OPERATIONS</b>		
Sales (Net)		
- Export Sales	<b>152,615,136</b>	107,005,308
- Local Sales	<b>558,168,054</b>	494,350,809
<b>TOTAL</b>	<b>710,783,190</b>	601,356,117

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

	31-03-2013	31-03-2012
<b>19. OTHER INCOME</b>		
<b>Interest Income</b>		
- from Bank	841,714	805,906
- from Inter Corporate Deposit	2,975,159	6,283,231
- from Loans and Advances to Joint Venture	1,459,395	620,356
- Others	NIL	413,869
	<u>5,276,268</u>	<u>8,123,362</u>
<b>Dividend Income</b>		
- from Investment in Quoted Shares	33,670	44,802
	<u>33,670</u>	<u>44,802</u>
<b>Other Non-Operating Income</b>		
Profit / (Loss) on Sale of Fixed Assets	(68,223)	1,224,264
Profit / (Loss) on Sale of Long Term Investment	(1,780,054)	NIL
Miscellaneous Income	(5,389)	253,719
Diminution in Value of Long Term Investments	(4,250,976)	NIL
Diminution in Value of Trade Investments	(567,242)	NIL
Maturity Proceeds of LIC Policies	47,500,000	NIL
	<u>40,828,116</u>	<u>1,477,983</u>
<b>TOTAL</b>	<u><u>46,138,054</u></u>	<u><u>9,646,147</u></u>
<b>20. COST OF MATERIAL CONSUMED</b>		
Raw Material Consumed		
Opening Stock	60,877,858	66,682,044
Add :Purchase	494,970,349	385,308,520
	<u>555,848,207</u>	<u>451,990,564</u>
Less : Closing Stock	68,648,949	60,877,858
<b>TOTAL</b>	<u><u>487,199,258</u></u>	<u><u>391,112,706</u></u>
<b>21. CHANGE IN INVENTORIES OF FINISHED GOODS</b>		
Inventories at the beginning of the year	78,448,994	67,168,534
Inventories at the end of the year	102,429,545	78,448,994
<b>TOTAL</b>	<u><u>(23,980,551)</u></u>	<u><u>(11,280,460)</u></u>
<b>22. EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages and Bonus	30,380,398	27,127,211
Leave Salary	2,073,682	1,825,564
Contribute to Provident Fund	1,868,362	1,834,481
Gratuity Expenses	923,257	676,407
Staff Welfare	1,621,991	1,393,957
<b>TOTAL</b>	<u><u>36,867,690</u></u>	<u><u>32,857,620</u></u>
<b>23. FINANCE COST</b>		
Interest Expenses		
- On Borrowings	6,719,413	7,166,223
- Interest on Income Tax	NIL	175,000
- Others Borrowings Cost	2,958,396	2,029,098
<b>TOTAL</b>	<u><u>9,677,809</u></u>	<u><u>9,370,321</u></u>

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

	<b>31-03-2013</b>	31-03-2012
<b>24. DEPRECIATION EXPENSES</b>		
Depreciation	<b>16,069,900</b>	15,091,164
<b>TOTAL</b>	<b>16,069,900</b>	15,091,164
<b>25. OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Labour Charges	<b>9,041,986</b>	5,606,735
Store, Spare and Packing Expenses	<b>7,862,669</b>	7,602,152
Power and Fuel	<b>23,352,666</b>	19,874,369
Repairing to Building	<b>855,037</b>	302,341
Repairing to Machinery	<b>4,059,540</b>	2,960,675
Insurance	<b>727,174</b>	786,253
Excise Duty on Finished Goods	<b>7,074,455</b>	5,026,460
Freight Inward	<b>5,833,774</b>	5,696,433
Factory Expenses	<b>1,256,870</b>	1,054,132
Other Expenses	<b>3,160,653</b>	2,596,594
	<b>63,224,824</b>	51,506,144
<b>Selling and Distribution Expenses</b>		
Business Promotion	<b>393,295</b>	440,448
Brokerage and Commission	<b>2,329,619</b>	280,857
Freight, Forwarding and others	<b>33,464,285</b>	21,115,278
Sales Discount and others	<b>22,017,368</b>	25,099,474
	<b>58,204,567</b>	46,936,057
<b>Establishment Expenses</b>		
Profession Fees	<b>1,685,933</b>	1,335,314
Rent	<b>6,365,919</b>	5,167,456
Insurance	<b>681,399</b>	642,451
Travelling Expenses	<b>2,383,848</b>	2,765,811
Telephone Expenses	<b>1,247,532</b>	1,261,979
Octroi	<b>554,201</b>	878,439
General Expenses	<b>4,559,974</b>	4,444,293
Director Salary	<b>3,640,000</b>	3,640,000
Printing and Stationery	<b>950,052</b>	1,182,772
Repairs to Others	<b>427,474</b>	421,135
Payment to Auditors - Audit Fees	<b>150,000</b>	145,000
- Tax Audit	<b>45,000</b>	45,000
- Others Services	<b>46,236</b>	25,515
Exchange (Gain) / Loss	<b>1,712,421</b>	3,158,237
Postage and Telegram	<b>699,476</b>	599,395
Bad Trade and other receivable W/off	<b>19,004,166</b>	485,000
Director's Sitting Fees	<b>100,000</b>	82,500
Conveyance Expenses	<b>1,411,857</b>	857,192
Share Transfer Expenses	<b>99,978</b>	99,074
Vehicle Expenses	<b>1,569,025</b>	1,428,780
	<b>47,334,491</b>	28,665,343
<b>TOTAL</b>	<b>168,763,882</b>	127,107,544



**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED****NOTE NO. 26****NOTES TO ACCOUNTS****1. Contingent Liabilities not provided for:**

Rs.

		<b>31.3.2013</b>	31.3.2012
a)	Guarantees given by the Company's Bankers	<b>4,723,355</b>	4,723,355
b)	Letter of Credit opened by Bankers and outstanding at the year end.	<b>NIL</b>	27,696,265

2. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance payment) Rs.1,465,641/- (previous year of Rs. 3,522,400/-).

3. In the opinion of the management, the Current Assets, Loans and Advances are expected to realize at least amount at which they are stated, if realized in the ordinary course of business and provision of all known liabilities have been adequately made in accounts.

4. In accordance with Accounting Standard 17 "Segment Reporting", segment information has been given in the Consolidated Financial Statement and therefore no separate disclosure on segment information is given in these financial statements.

**5. Information on Joint Ventures:**

a) Contingent Liability in respect of the Jointly Controlled Entities: NIL

b) Capital Commitment in respect of the Jointly Controlled Entities: NIL (Previous Year Rs. 223,373/-)

c) The proportionate share of assets, liabilities, income & expenditure as on December 31, 2012 based on audited accounts of Prima Dee-Lite Plastics Pvt. Ltd. (50% Joint Venture) are stated as under:

(Rs.in Lacs)

	<b>Particulars</b>	<b>Dec-2012</b>	Dec-2011
<b>A)</b>	<b>ASSETS</b>		
	Tangible Assets (net)	<b>734.17</b>	762.12
	Inventories	<b>267.90</b>	126.20
	Trade Receivable	<b>116.12</b>	40.68
	Short Term Loans and Advances	<b>63.00</b>	163.07
	Cash and Bank Balances	<b>161.80</b>	234.85
<b>B)</b>	<b>LIABILITIES</b>		
	Long Term Borrowings	<b>546.94</b>	721.37
	Trade Payable	<b>78.98</b>	126.84
	Current Liabilities	<b>63.72</b>	57.69
<b>C)</b>	<b>INCOME</b>		
	Revenue from Operation (Net)	<b>1,633.59</b>	927.85
	Other Income	<b>0.64</b>	0.43
<b>D)</b>	<b>EXPENDITURE</b>		
	Cost of Material and Components Consumed	<b>957.70</b>	562.50
	Operating Costs and Other Expenses	<b>175.87</b>	68.11
	(Increase) / Decrease in Stock of Finished Goods	<b>(49.07)</b>	(25.59)
	Employee Benefits Expenses	<b>86.38</b>	35.51
	Finance Cost	<b>46.43</b>	19.62
	Depreciation and Amortization	<b>112.26</b>	46.43
	Profit / (Loss) Before Tax for the Period	<b>304.66</b>	221.70

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

**6. Statement pursuant to section 212(8) of the Companies Act,1956 related to Subsidiary Company.**

Sr. No.	Particulars	Name of the Subsidiary Company PRIMA GLOBAL FZE Dec-2012	Name of the Subsidiary Company PRIMA GLOBAL FZE Dec-2011
1.	Reporting Currency	AED	AED
2.	Issued and Subscribed Share Capital	100,000	100,000
3.	Reserves	(38,379)	(19,268)
4.	Total Assets	168,475	170,827
5.	Total Liabilities	106,854	90,095
6.	Investment	-	
7.	Turnover	-	
8.	Profit/(Loss) before taxation	(19,111)	(15,434)
9.	Provision for tax & deferred tax	-	
10.	Profit/(Loss) after taxation	(19,111)	(15,434)
11.	Proposed dividend	-	
12.	Country	RAS AL KHAIMAH (UAE)	RAS AL KHAIMAH (UAE)

7. As per Accounting Standards 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has unabsorbed depreciations which is to be carry forward as per the provisions of the Income Tax Act, 1961 and also other deferred tax assets. The Management of the Company considered its prudent not to be recognized any deferred tax assets in the current year.

The breaks up of Net Deferred Tax Assets are as under:

Rs. In Lacs

Timing Differences on account of		As on March 31, 2013	As on March 31, 2012
<b>Deferred Tax Assets</b>			
1.	Unabsorbed Depreciation	NIL	110.39
2.	Diminution in Value of Long Term Investments	13.79	NIL
	Disallowance in earlier year u/s. 43 B of the Income Tax Act.	7.91	11.97
3.	Provisional for Doubtful Debts/Loans	NIL	4.43
4.	Provision for Employee benefit (AS-15)	16.93	14.38
5.	MAT Credit	248.89	61.07
	<b>Total</b>	<b>287.52</b>	202.24
<b>Deferred Tax Liabilities</b>			
1.	Difference between book Depreciation and Depreciation under Income Tax Act. 1961	181.29	185.82
	<b>Net deferred tax Assets</b>	<b>106.23</b>	16.42

8. Disclosure in respect of derivative instruments:

a) Derivatives contracts entered by the Company and outstanding as at year end :

(in Rs.)

Particulars	Currency	2012-13	2011-12
Receivables	USD	3,348,024	5,065,500

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

- b) All derivative and financial instruments acquired by the Company are for hedging purpose only.  
 c) Foreign currency exposure that are not hedged by derivate instruments as at year end.

(in Rs.)

Particulars	Currency	2012-13	2011-12
Receivables	USD	18,056,247	10,202,216
Payables	USD	79,103,681	17,666,709
Loan Given	EURO	20,848,500	20,145,000
Loan Given	AED	1,346,569	1,346,569

**9. Related party disclosure.**

Related Party Disclosures as required under Accounting Standard on 'Related Party Disclosure' issued by the Institute of Chartered Accountants of India are given below:

- (A) Name of the Related Parties and descriptions of relatives.

**Joint Venture Company**

Prima Dee-Lite Plastics Pvt. Ltd.

**Subsidiary Company**

Prima Global FZE, UAE

**Key Management personnel**

Mr. Bhaskar M. Parekh (Chairman); Mr. Dilip M. Parekh (Managing Director); Mr. Pratik B. Parekh; Mr. Paras B. Parekh Entities over which the key management personnel and or their relatives are able to exercise significant influence.

**Firms (Where the Director has substantial interest)**

M/s. Classic Plastics; M/s. Sanya Plastics and M/s. National Plastics and Allied Industries.

- (B) The following transactions were carried out with the related parties in the ordinary course of business. (Rs.)

	2012-2013	2011-2012
<b>Key Management Personnel</b>		
Remuneration to Directors	3,755,200	3,755,200
Remuneration to Relatives	1,400,000	1,400,000
<b>Other Entities.</b>		
Purchase of Services	7,812,514	2,072,175
Purchase of Raw Materials	1,539,638	892,107
Purchase of Capital Goods	1,35,000	NIL
Payment of Rent	3,253,304	2,732,400
Reimbursement of Expenses	55,567	33,695
Sale of Raw Material	3,991,898	1,571,933
<b>Subsidiary Company.</b>		
Investment equity of Prima Global FZE, UAE	NIL	1,244,324
Unsecured loan paid to Prima Dee-Lite Plastics Pvt. Ltd. (repayment schedule 3 to 5 years)	NIL	20,145,000
Unsecured loan paid to Prima Glonal FZE,UAE (no interest & repayment schedule 3 to 5 years)	NIL	1,346,569

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

Balances receivable / payable at the end of the year.

Name of Subsidiary/JV Companies	Amount Outstanding		Maximum Balance outstanding during the Year		Investment by subsidiary in Shares of the Company (no. of shares)
	2012-13	2011-12	2012-13	2011-12	
					Nil
Prima Dee-Lite Plastics Pvt. Ltd.	<b>20,848,500</b>	20,145,000	<b>20,848,500</b>	20,145,000	Nil
Prima Global FZE	<b>1,346,569</b>	1,346,569	<b>1,346,569</b>	1,346,569	Nil

(Rs.)

	2012-2013	2011-2012
Other Entities.		
Rent Deposit (Dr.)	<b>3,000,000</b>	3,000,000
Joint Venture Company. Unsecured loan paid to Prima Dee-Lite Plastics Pvt. Ltd. Cameroon	<b>20,848,500</b>	20,145,000
Subsidiary Company. Unsecured loan paid to Prima Global FZE, UAE	<b>1,346,569</b>	1,346,569

**10. Disclosures under Accounting Standard 15 on Employee benefits:**

**Defined benefit plan disclosures:**

		2012-13 Gratuity	2011-12 Gratuity
<b>1</b>	<b>Components to employer Expenses:</b>		
	a) Current Service Cost	<b>557,642</b>	504,648
	b) Interest Cost	<b>354,683</b>	304,446
	c) Expected return of Plan Assets	<b>(348,226)</b>	(237,997)
	d) Actuarial (Gain) / Loss	<b>246,841</b>	(9,363)
	e) Total Expenses recognised in the Profit and Loss Account	<b>810,940</b>	561,734
<b>2</b>	<b>Net Liability recognised in Balance Sheet</b>		
	a) Present Value of Obligation	<b>(5,216,834)</b>	(4,433,541)
	b) Fair Value of Plan Assets	<b>4,809,431</b>	3,411,025
	c) Liability recognised in the Balance Sheet	<b>(407,403)</b>	(1,022,516)
<b>3</b>	<b>Change in Defined Benefit Obligation (DBO) during the year</b>		
	a) Present Value of Obligation as at beginning of the year	<b>4,433,541</b>	3,805,581
	b) Current Service Cost	<b>557,642</b>	504,648
	c) Interest Cost	<b>354,683</b>	304,446
	d) Benefits paid	<b>(375,873)</b>	(171,771)
	e) Actuarial (Gain) / Loss	<b>246,841</b>	(9,363)
	f) Present Value of Obligation as at the Close of the year	<b>5,216,834</b>	4,433,541

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

		<b>2012-13 Gratuity</b>	2011-12 Gratuity
<b>4</b>	<b>Changes in the Fair Value of Plan Assets</b>		
	a) Present Value of Plan Assets as at beginning of the year	<b>3,411,025</b>	2,407,294
	b) Contribution to the Fund	<b>1,426,053</b>	937,505
	c) Expected return of Plan Assets	<b>348,226</b>	237,997
	d) Benefits paid	<b>(375,873)</b>	(171,771)
	e) Fair Value of Plan Assets as at the Close of the year	<b>4,809,431</b>	3,411,025
<b>5</b>	<b>Actuarial Assumptions</b>		
	a) Discount Rate (per annum)	<b>8%</b>	8%
	b) Expected Rate of Return on Assets (per annum)	<b>8%</b>	8%
	c) Expected Rate of Return on Assets (per annum)	<b>8%</b>	8%
	d) Salary Escalation Rate	<b>5%</b>	5%
<b>6</b>	<b>Percentage of each Category of Plan Assets to total Fair Value of Plan Assets</b>		
	Insurer Managed Funds	<b>100%</b>	100%

**11. Amounts remitted in foreign currency during the year on account of dividend**

	<b>2012-13</b>	2011-12
Amount of dividend remitted in foreign currency	<b>NIL</b>	NIL
Amount of dividend remitted to NRI in Indian Rupees	<b>190,637</b>	207,937
Total number of non-resident shareholders	<b>194</b>	210
Total number of share held by NRI	<b>190,637</b>	207,937

**12. Earning per Share (EPS).**

	<b>2012-13</b>	2011-12
Net Profit after tax as per statement of Profit & Loss attributable to Equity Shareholders.	<b>26,343,191</b>	21,892,981
Weighted Average number of equity shares used as denominator for calculating EPS	<b>11,000,470</b>	11,000,470
EPS- Basic/Diluted (in Rs.)	<b>2.39</b>	1.99
Face Value per equity shares (in Rs.)	<b>10</b>	10

**13.** The Ministry of Corporate Affairs, Government of India vide General Circular No.2 and 3 dated 8th February 2011 and 21st February 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

**14. a) Net Revenue from Operations:**

(Rs.)

	<b>Particulars</b>	<b>2012-13</b>	2011-12
i)	<b>Finished Good</b>		
	-Moulded Plastics Articles	<b>597,831,146</b>	479,465,061
	-Aluminum Composite Panel	<b>42,689,298</b>	46,324,278
ii)	<b>Traded Goods</b>		
	-Moulded Plastics Articles and Related Material	<b>70,262,746</b>	75,566,778
	<b>Total</b>	<b>710,783,190</b>	601,356,117

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

**b) Purchase of Traded Goods:**

(Rs.)

Particulars	2012-13	2011-12
Traded Goods	28,380,074	19,166,317

**c) Details of Closing Stock**

(Rs.)

	Particulars	2012-13	2011-12
i)	<b>Finished Goods</b>		
	-Moulded Plastics Articles	81,484,158	59,946,189
	-Aluminum Composite Panel	18,437,512	17,357,152
ii)	<b>Traded Goods</b>		
	-Moulded Plastics Articles	2,507,876	1,145,653
	<b>Total</b>	<b>102,429,546</b>	<b>78,448,994</b>

**d) Details of Raw Material Consumed:**

(Rs.)

Particulars	2012-13	2011-12
Polypropylene	453,887,290	364,433,757
Aluminium Coil	17,913,613	18,847,201
Others	15,398,355	7,831,748
<b>Total</b>	<b>487,199,258</b>	<b>391,112,706</b>

**e) Details of Imported and Indigenous Raw Material Consumed:**

Particulars	2012-13		2011-12	
	Rs.	%	Rs.	%
Imported	97,356,490	19.98	29,491,456	7.54
Indigenous	389,842,768	80.02	361,621,250	92.46
<b>Total</b>	<b>487,199,258</b>	<b>100.00</b>	<b>391,112,706</b>	<b>100.00</b>

**f) Value of Import on CIF basis.**

(Rs.)

	2012-13	2011-12
Raw Material	111,735,759	24,402,013
Capital Goods	9,309,758	9,424,628

**g) Expenditure in Foreign Currency.**

(Rs.)

	2012-13	2011-12
Traveling Expenses	263,800	299,760
Others	NIL	230,327

**h) Earnings in Foreign Exchange.**

(Rs.)

	2012-13	2011-12
Export of Finished Goods on FOB basis	133,840,727	97,460,862
Export of Capital Goods	NIL	1,283,250

15. The previous year figures have been reclassified to conform to this year's classification.

For Prima Plastics Limited

**Bhaskar M. Parekh**

Chairman

Mumbai

May 29, 2013

**Dilip M. Parekh**

Managing Director

**INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

**TO,  
THE BOARD OF DIRECTORS OF PRIMA PLASTICS LIMITED  
Report on the financial statement**

We have audited the accompanying Statement of Standalone and Consolidated Financial Results ("the Statement") of **PRIMA PLASTICS LIMITED** ("the Company"), and its subsidiaries and jointly controlled entities (the Company, its subsidiaries and jointly controlled entities constitute "the Group") for the year ended March 31, 2013, the Consolidated Statement of Profit and Loss and the Consolidated 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 Management is responsible for the preparation of the consolidated financial statements that give a true and fair view of the financial position, consolidated financial performance and cash flows of the Group in accordance with the Accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain as on able assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves per forming procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making t hose risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in or dart design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtaine dissufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view inconformity with the accounting principles generally accepted in India:

- α) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- β) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date and
- γ) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

**Other matter**

We have not audited the financial statements of subsidiary and jointly controlled entities, whose financial statements reflect total assets of Rs. 1381.23 Lacs as at December 31, 2012, total revenues of Rs. 1633.60 Lacs and net cash outflows amounting to Rs. 72.85 Lacs for the period January 1, 2012 to December 31, 2012 as considered in the Consolidated Financial Statements are unaudited and certified by the Management and our opinion in so far as it relates to the amounts included in respect of these jointly controlled entities is based solely on such management certification.

Our report is not qualified in respect of these matters.

For **G. P. Kapadia & Co.**  
Chartered Accountants  
(Firm Registration No. 104768W)

**Kirit N. Mehta**  
Partner  
Membership No. 15759

Mumbai  
May 29, 2013

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2013**

	Notes	As at 31-03-2013 Rs.	As at 31-03-2012 Rs.
<b>I EQUITY AND LIABILITIES:</b>			
<b>1 Shareholders' Fund</b>			
(a) Share Capital	3	110,004,700	110,004,700
(b) Reserves and Surplus	4	353,374,335	316,137,218
		<u>463,379,035</u>	<u>426,141,918</u>
<b>2 Non-Current Liabilities</b>			
(a) Long Term Borrowings	5	38,684,092	51,538,876
		<u>38,684,092</u>	<u>51,538,876</u>
<b>3 Current Liabilities</b>			
(a) Short Term Borrowings	6	38,197,501	73,002,984
(b) Trade Payables	7	91,752,183	36,525,068
(c) Other Current Liabilities	8	21,630,696	50,139,373
(d) Short Term Provisions	9	22,882,883	23,282,662
		<u>174,463,263</u>	<u>182,950,087</u>
<b>Total</b>		<u><b>676,526,390</b></u>	<u><b>660,630,881</b></u>
<b>II ASSETS</b>			
<b>1 Non Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	10	203,239,235	203,933,249
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		1,486,823	1,371,211
(b) Non Current Investments	11	5,989,250	11,160,774
(c) Long Term Loans and Advances	12	13,981,397	15,633,799
		<u>224,696,705</u>	<u>232,099,033</u>
<b>2 Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories	13	200,071,264	154,615,006
(c) Trade Receivables	14	150,075,174	152,955,389
(d) Cash and Bank Balances	15	37,757,537	45,801,441
(e) Short Term Loans and Advances	16	40,555,491	43,062,681
(f) Other Current Assets	17	23,370,219	32,097,331
		<u>451,829,685</u>	<u>428,531,848</u>
<b>Total</b>		<u><b>676,526,390</b></u>	<u><b>660,630,881</b></u>

**See Accompanying Notes forming part of the Financial Statements**

As per our Report of even date attached

For and on behalf of the Board

**For G. P. Kapadia & Co.**  
Chartered Accountants

**Bhaskar M. Parekh**  
Chairman

**Kirit N. Mehta**  
Partner  
M. No. 15759

**Dilip M. Parekh**  
Managing Director

Place : Mumbai  
Date : May 29, 2013



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2013**

	Notes	For the year ended 31-03-2013 Rs.	For the year ended 31-03-2012 Rs.
<b>I INCOME</b>			
Revenue From Operations (net)	18	<b>874,142,966</b>	694,065,403
II Other Income	19	<b>44,742,608</b>	9,144,728
III <b>Total Revenue</b>		<b>918,885,574</b>	703,210,131
<b>IV EXPENDITURE</b>			
- Cost of Raw Material and Components Consumed	20	<b>582,968,906</b>	447,363,699
- Purchase of Stock-in-Trade		<b>28,380,074</b>	19,166,317
- Change in Inventories of Finished Goods and Work in Progress	21	<b>(28,887,842)</b>	(13,839,832)
- Employee Benefits Expenses	22	<b>45,505,704</b>	36,408,627
- Finance Costs	23	<b>12,746,392</b>	10,810,781
- Depreciation and Amortization Expense	24	<b>27,296,343</b>	19,734,029
- Other Expenses	25	<b>186,601,662</b>	134,118,901
		<b>854,611,239</b>	653,762,522
V <b>Profit Before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>64,274,335</b>	49,447,609
VI Exceptional Items		<b>Nil</b>	Nil
VII <b>Profit Before Extraordinary Items and Tax (V - VI)</b>		<b>64,274,335</b>	49,447,609
VIII Extraordinary Items		<b>Nil</b>	Nil
IX <b>Profit Before tax (VII - VIII)</b>		<b>64,274,335</b>	49,447,609
X Tax Expenses			
- Current Tax		<b>13,473,072</b>	9,988,433
XI <b>Profit from the period from Continuing Operation (IX-X)</b>		<b>50,801,263</b>	39,459,176
XII Profit from Discontinuing Operations		<b>Nil</b>	Nil
XIII Tax Expense of Discounting Operations		<b>Nil</b>	Nil
XIV <b>Profit from Discontinuing Operations (XII-XIII)</b>		<b>Nil</b>	Nil
XV <b>Profit for the period (XI + XIV)</b>		<b>50,801,263</b>	39,459,176
XVI Earning per Equity Share (equity share of Rs.10/- each)			
<b>Basic</b>		<b>4.62</b>	3.59
<b>Diluted</b>		<b>4.62</b>	3.59

**See Accompanying Notes forming part of the Financial Statements**

As per our Report of even date attached

For and on behalf of the Board

**For G. P. Kapadia & Co.**  
Chartered Accountants

**Bhaskar M. Parekh**  
Chairman

**Kirit N. Mehta**  
Partner  
M. No. 15759

**Dilip M. Parekh**  
Managing Director

Place : Mumbai  
Date : May 29, 2013

**CONSOLIDATED CASH FLOW FOR THE YEAR ENDED MARCH 31, 2013**

	For the Year ended 31-03-2013 Rs.	For the Year ended 31-03-2012 Rs.
<b>A Cash Flow from Operating Activities</b>		
<u>Net Profit before Extraordinary Items and Tax</u>	<b>64,274,335</b>	49,447,609
<u>Adjustments:</u>		
Depreciation	<b>27,296,343</b>	19,734,029
Interest	<b>9,304,910</b>	8,573,484
Mis. Expenses Written Off	<b>323,287</b>	24,506
W/off of Bad Debts / Provision for Doubtful Debts	<b>19,004,166</b>	563,913
Diminution in Value of Long Term Investments	<b>4,250,976</b>	NIL
Diminution in Value of Trade Investments	<b>567,242</b>	NIL
(Profit) / Loss on Sales of Assets	<b>68,223</b>	(1,224,264)
(Profit) / Loss on Sales of Investments	<b>1,780,054</b>	NIL
Dividend	<b>(33,670)</b>	(44,802)
Interest Income	<b>(3,816,873)</b>	(7,496,996)
Maturity Proceeds from LIC	<b>(47,500,000)</b>	NIL
Other Income	<b>(58,560)</b>	(378,666)
<b>Operating Profit before Working Capital Changes</b>	<b>75,460,433</b>	69,198,813
<u>Changes in Working capital</u>		
<u>Adjustments for (Increase)/Decrease in operating assets:</u>		
Trade Receivables	<b>2,880,215</b>	26,983,198
Less : W/off of Bad Debts / Provision for Doubtful Debts	<b>(19,004,166)</b>	(563,913)
Inventories	<b>(45,456,258)</b>	(8,132,235)
Short Term Loan and Advances	<b>2,507,190</b>	32,454,072
Long Term Loan and Advances	<b>1,652,402</b>	(15,633,799)
Other Current Assets	<b>8,403,825</b>	(32,121,837)
<u>Adjustments for (Increase) / Decrease in operating liabilities</u>		
Trade Payable	<b>55,227,115</b>	(3,937,258)
Other Current Liabilities	<b>(28,508,677)</b>	27,088,608
Short Term Provision	<b>(399,779)</b>	3,667,192
<b>Cash Generated from Operations</b>	<b>52,762,301</b>	45,036,445
Income Tax Paid	<b>(13,473,072)</b>	(9,988,433)
<b>Net Cash Inflow / (Outflow) from Operating Activities (A)</b>	<b>39,289,228</b>	35,048,012

**CONSOLIDATED CASH FLOW FOR THE YEAR ENDED MARCH 31, 2013**

	For the Year ended 31-03-2013 Rs.	For the Year ended 31-03-2012 Rs.
<b>B Cash Flow from Investment Activities</b>		
Purchase of Fixed Assets	(27,590,552)	(74,602,594)
Sale of Fixed Assets	920,000	1,629,441
Capital Work-in-progress	(115,612)	278,251
Sale of Investments	2,373,243	NIL
Purchase of Investments	(1,452,696)	(49,284)
Interest, Dividend and Other Income	49,061,807	7,920,464
<b><u>Net Cash Inflow from investment Activities (B)</u></b>	<b>23,196,190</b>	<b>(64,823,722)</b>
<b>C Cash Flow from Financing Activities</b>		
Proceeds from Long Term Borrowings	(12,854,784)	14,923,240
Proceeds from Short Term Borrowings	(30,975,798)	51,682,857
Net Increase / (Decrease) in Working Capital Borrowings	(3,829,685)	9,362,449
Interest Paid	(9,304,910)	(8,573,484)
Dividend	(11,000,470)	(11,000,470)
Tax on Dividend	(1,785,000)	(1,784,600)
<b><u>Net Cash Inflow/(Outflow) from financing Activities (C)</u></b>	<b>(69,750,647)</b>	<b>54,609,992</b>
<b>D Change in Translation Reserve Arising on Consolidated</b>	<b>(778,675)</b>	<b>(144,291)</b>
<b><u>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C+D)</u></b>	<b>(8,043,904)</b>	<b>24,689,991</b>
Cash and Cash Equivalents as at March 31, 2013	<b>37,757,537</b>	45,801,441
Cash and Cash Equivalents as at March 31, 2012	<b>45,801,441</b>	21,111,450

- a) Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard-3 notified under the Companies (Accounting Standard) Rules, 2006.
- b) Cash and Cash equivalents represent cash and bank balances.

As per our Report of even date attached

For and on behalf of the Board

**For G. P. Kapadia & Co.**  
Chartered Accountants

**Bhaskar M. Parekh**  
Chairman

**Kirit N. Mehta**  
Partner  
M. No. 15759

**Dilip M. Parekh**  
Managing Director

Place : Mumbai  
Date : May 29, 2013

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

### NOTE NO. 1

#### COMPANY INFORMATION

PRIMA PLASTICS LIMITED (“the parent Company”) is a public Company, resident in India and incorporated under the provisions of the Companies Act, 1956. The Company along with its Subsidiary and Joint Venture is primarily engaged in the business of manufacturing of Plastic Moulded Articles.

### NOTE NO. 2

#### Report for Consolidation:

##### 1) Basis of preparation of Financial Statements:

- (i) The financial statements of the Subsidiary Company and Joint Venture Company used in the consolidation are drawn up to their year ended December 31, 2012.
- (ii) The financial statements of the Subsidiary Company and the Joint Venture Company have been prepared under historical cost convention on an accrual basis and comply with Accounting Standards. The financial statements of the foreign Subsidiary Company have been prepared in accordance with the local laws and the applicable accounting standards / generally accepted accounting principles.

##### 2) Principles of Consolidation:

The consolidated financial statements relate to Prima Plastics Ltd. (“the Company”) and its majority owned Subsidiary Company and Joint Venture Company. The consolidated financial statements have been prepared on the following basis.

- The financial statements of the Company and Subsidiary Company have been consolidated on a line-by-line basis by adding together the book values like items of assets, liabilities, income and expenses after eliminating material intra-group balances and intra-group transactions as per Accounting Standard (AS-21) “Consolidated Financial Statement” and the unrealized profits or losses.
- The consolidated financial statements have been prepared using uniform accounting policies like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company’s separate financial statements.
- Accounts of the Subsidiary Company and Joint Venture Company are certified and converted by the Management as per the requirement of Indian GAAP and are not audited.
- The Subsidiary Company considered in the consolidated financial statements is:

Name of the Company	Country of Incorporation	% of Ownership held as at 31st March, 2013	% of Ownership held as at 31st March, 2012
Prima Global FZE	UAE	100%	100%

The Joint Venture Company considered in the consolidated financial statement is:

Name of the Company	Country of Incorporation	% of Ownership held as at 31st March, 2013	% of Ownership held as at 31st March, 2012
Prima Dee-Lite Plastics Pvt. Ltd.	Cameroon (West Africa)	50%	50%

##### 3) Depreciation:

- i) By in Indian Company Depreciation is provided on Straight Line method at the rates specified in Schedule XIV of the Companies Act, 1956.
- ii) By in Joint Venture Company’s Depreciation is provided on Written Down method at the rates and in the manner specified as per local law.
- iii) Premium on leasehold land and improvement to leasehold premises are being written off over the period of lease.

##### 4) Foreign Currency Translation:

All the foreign subsidiaries have been identified as non-integral operations. Accordingly, the summarized Revenue and Expenses transactions of the Subsidiary Company at the year-end reflected in the Profit and Loss Account have been translated into Indian Rupees at an average exchange rate.

The Assets and Liabilities in the Balance Sheet have been translated into Indian Rupees at the closing exchange rate at the year end.

The resultant translation exchange gain/loss has been disclosed as Translation Reserve under the Reserve and Surplus.

##### 5) Other significant accounting policies:

These are set out under “Significant Accounting Policies” as given in the Standalone Financial Statements. (Refer Note No.2 on Stand alone result on Page No. 30).

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

31-03-2013 31-03-2012

**3. SHARE CAPITAL**

**Authorised Share Capital**

1,20,00,000 (P.Y. 1,20,00,000) Equity Shares of Rs. 10/- each 120,000,000 120,000,000

**Issued, Subscribed, Fully Paid up shares**

1,10,00,470 (P.Y.1,10,00,470) Equity Shares of Rs. 10/- each 110,004,700 110,004,700

110,004,700 110,004,700

**A. Reconciliation of the number of Share and amount outstanding at the beginning and at the end of the reporting period.**

Equity Shares	31-03-2013		31-03-2012	
	No's	Amount	No's	Amount
At the beginning of the period	11,000,470	110,004,700	11,000,470	110,004,700
Add/(Less): Issued/(reduction) during the year	Nil	Nil	Nil	Nil
Outstanding at the year end of the period	11,000,470	110,004,700	11,000,470	110,004,700

**B. Terms/Rights attached to Equity Shares**

The Company has issued only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Board of Directors of the Company proposed a dividend subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 March 2013, the amount of dividend per share recognized as distributions to equity shareholders was Rs. 1/- per share of face value of Rs. 10/- each (31 March 2012, Rs. 1/- per share of face value of Rs. 10/- each).

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, in proportion to their shareholding.

**C. Details of Shareholders Holding more than 5% Shares in the Company:**

Sr. No.	Name of share holder	31.03.2013		31.03.2012	
		No. of Shares	% holding	No. of Shares	% holding
1	Bhaskar M. Parekh	2,551,610	23.20%	2,551,610	23.20%
2	Dilip M. Parekh	2,615,420	23.78%	2,615,420	23.78%
3	Dipak Kanayalal Shah	603,692	5.49%	610,000	5.55%

**D. Share reserved for issue under options and contracts / commitments.**

The Company has not made any contracts / commitments to issue shares under option (P.Y. Nil)

**4. RESERVES AND SURPLUS**

**a) Securities Premium Account**

Balance as per last Financial Statements 13,080,000 13,080,000

Add/(Less) Adjustments during the year NIL NIL

Closing Balance 13,080,000 13,080,000

**b) General Reserve**

Balance as per last Financial Statements 87,500,559 82,500,559

Add : Amount transferred from Surplus balance in the statement of Profit and Loss 5,176,299 5,000,000

Closing Balance 92,676,858 87,500,559

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

	31-03-2013	31-03-2012
<b>c) Translation Reserve</b>		
Balance as per last Financial Statements	1,936,024	1,355,216
Less : Elimination on Consolidation	(954,975)	580,808
Closing Balance	<u>981,049</u>	<u>1,936,024</u>
<b>d) Surplus / (Deficit) in the Statement of Profit and Loss</b>		
Balance as per last Financial Statements	213,620,635	191,946,529
Add : Profit for the year	50,801,263	39,459,176
Less : Appropriations		
a) Transfer to General Reserve	5,000,000	5,000,000
b) Proposed Final Dividend (Dividend per share Rs. 1/-)	11,000,470	11,000,470
c) Tax on Proposed Equity Dividend	1,785,000	1,784,600
Net Surplus in the Statement of Profit and Loss	<u>246,636,428</u>	<u>213,620,635</u>
<b>TOTAL (a+b+c+d)</b>	<u><u>353,374,335</u></u>	<u><u>316,137,218</u></u>
<b>5. LONG TERM BORROWINGS</b>		
<b>Secured</b>		
Car Loan	5,741,774	NIL
<b>Unsecured</b>		
Term Loan	32,942,318	51,538,876
<b>TOTAL</b>	<u><u>38,684,092</u></u>	<u><u>51,538,876</u></u>
5.1 Car loans (two loans) aggregating to Rs. 5,741,774/- (previous year Rs. NIL) are secured against the respective vehicles and at the rate of interest @ 10.99% p.a. The Loans are repayable in equal monthly installments of Rs. 81,850/-. Last installments of both the loans are due on Sept-17 and Oct-17.		
5.2 Interest on Term Loan @ 6%. The repayable in equal monthly installments of Rs. 2,034,400/- last installment is due on May-2014.		
<b>6 SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
Working Capital Loan from Bank	20,707,059	51,682,857
<b>Unsecured</b>		
Working Capital Loan (Bill Discounting)	17,490,442	21,320,127
<b>TOTAL</b>	<u><u>38,197,501</u></u>	<u><u>73,002,984</u></u>
6.1 (a) Working capital loans are secured by hypothecation of inventories, receivable, other current assets and other tangible fixed assets, pledge of immovable properties and personal guarantee of promoter directors. The working capital is repayable on demand and carries interest @14.10% to 14.25% p.a.		
6.1 (b) the working capital (Bill discounting) is repayable in 90 days and carries interest @12.50% to 12.75% p.a. and guaranteed by personal guarantee of promoter directors.		
<b>7. CURRENT LIABILITIES</b>		
Trade Payable		
Micro, Small and Medium Enterprises	NIL	NIL
Others	91,752,183	36,525,068
<b>TOTAL</b>	<u><u>91,752,183</u></u>	<u><u>36,525,068</u></u>

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED****31-03-2013** 31-03-2012

7.1 In absence of any intimation received from vendors the status of their registration under "The Micro, Small and Medium Enterprises Development Act, 2006", the Company is unable to comply with the disclosures required to be made under said Act. There is no amount payable to any Small Scale Industrial undertaking.

**8. OTHER CURRENT LIABILITIES**

Current maturities of Long Term Debts (Vehicle Loans)	<b>1,257,284</b>	577,806
Current maturities of Long Term Debts (Loan against LIC Policy)	<b>NIL</b>	27,609,500
Interest accrued but not due on Borrowings	<b>274,944</b>	615,456
Interest accrued on Trade Payable	<b>324,135</b>	319,309
Unclaimed Dividend	<b>1,000,008</b>	661,737
Statutory Remittances (Contribution to PF and ESIC, VAT, Service Tax etc.)	<b>4,247,682</b>	4,787,874
Advances from Customers	<b>4,609,783</b>	3,146,216
Other Payables	<b>9,916,860</b>	12,421,475
<b>TOTAL</b>	<b>21,630,696</b>	<b>50,139,373</b>

8.1 Car loans (two loans) aggregating to Rs. 1,257,284/- (previous year Rs. 577,806/-) are secured against the respective vehicles and at the rate of interest @ 10.99% p.a. The Loans are repayable in equal monthly installments of Rs.81,850/-. Last installments of both the loans are due on Sept-17 and Oct-17.

8.2 Unclaimed Dividend do not include any amount, due and outstanding, to be credited to investor education and protection fund.

**9. SHORT TERM PROVISIONS**

Provision for Bonus/Leave Salary and Gratuity	<b>1,695,258</b>	2,219,295
Provision for Current Income Tax (Net)	<b>95,141</b>	1,789,747
Provision for Proposed Dividend	<b>11,000,470</b>	11,000,470
Provision for Tax on Dividend	<b>1,785,000</b>	1,784,600
Other Provision	<b>8,307,014</b>	6,488,550
<b>TOTAL</b>	<b>22,882,883</b>	<b>23,282,662</b>

9.1 The Company had recognized other provision based on substantial degree of estimation for excise duty payable on clearance of goods lying in stock.

**10. FIXED ASSETS**

(Rs.)

GROSS BLOCK	Freehold Land	Leasehold Land	Buildings	Plant & Machineries	Furniture & Fixture	Equipments	Vehicles	Total	Previous Year
As on 01-April-2012	15,256,989	1,041,581	111,897,598	359,350,927	8,175,056	6,025,141	8,346,211	510,093,503	441,791,822
Additions during the year				18,298,892	95,546	465,736	8,730,378	27,590,552	74,602,594
Deletions during the year				(1,344,486)		(231,650)	(1,079,021)	(2,655,157)	(6,300,913)
As on March 31,2013	15,256,989	1,041,581	111,897,598	376,305,333	8,270,602	6,259,227	15,997,568	535,028,898	510,093,503
DEPRECIATION									
Up to 01-April-2012		64,350	28,551,998	263,991,968	6,437,391	4,560,901	2,553,646	306,160,254	292,321,961
For the year		10,725	4,603,010	20,849,479	303,148	362,810	1,167,171	27,296,343	19,734,029
Adjustment during the year				(254,162)	(608,515)	(152,706)	(651,551)	(1,666,934)	(5,895,736)
Up to March 31,2013		75,075	33,155,008	284,587,285	6,132,024	4,771,005	3,069,266	331,789,663	306,160,254
Net Block									
As at March 31,2013	15,256,989	966,506	78,742,590	91,718,048	2,138,578	1,488,222	12,928,302	203,239,235	203,933,249
As at March 31,2012	15,256,989	977,231	83,345,600	95,358,959	1,737,665	1,464,240	5,792,565	203,933,249	149,469,861

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

		31-03-2013	31-03-2012
<b>11. NON CURRENT INVESTMENTS</b>			
<b>OTHR INVESTMENTS</b>			
Investment in Equity Share (Quoted)	<b>Qty.</b>		
Nilkamal Ltd. (F.V. Rs. 10/- per share)	2,786	<b>839,593</b>	839,593
<b>Less : Diminution in Value of Investments</b>		<b>(235,030)</b>	NIL
Provogue India Ltd. (F.V. Rs. 1/- per share)	135,210	<b>6,224,482</b>	5,605,341
<b>Less : Diminution in Value of Investments</b>		<b>(3,646,795)</b>	NIL
Prozone Capital Shopping Centers Ltd. (Rs. 2/- per share) (p.y. Un-quoted)	37,105	<b>2,287,282</b>	2,287,282
Reliance Power Ltd. (F.V. Rs. 10/- Per Share)	139	<b>39,150</b>	39,150
<b>Less : Diminution in Value of Investments</b>		<b>(26,432)</b>	NIL
S B & T International (F.V. Rs. 10/- Per Share)		<b>NIL</b>	22,509
Poddar Developers Ltd. (F.V. Rs. 10/- Per Share)	5,070	<b>849,719</b>	2,366,899
<b>Less : Diminution in Value of Investments</b>		<b>(342,719)</b>	NIL
	<b>TOTAL</b>	<b>5,989,250</b>	11,160,774
Aggregate amount of quoted investments		<b>5,989,250</b>	8,873,492
Market Value of quoted investments		<b>3,946,662</b>	2,905,354
Aggregate amount of un-quoted investments		<b>NIL</b>	2,287,282
<b>12. LONG TERM LOANS AND ADVANCES</b>			
<b>(Unsecured and Considered Good)</b>			
Security Deposits with Related Parties		<b>3,000,000</b>	3,000,000
Others Security Deposits		<b>3,443,453</b>	3,517,273
Loans and Advances to Employees		<b>3,014,808</b>	2,484,634
Advances Income Tax (Net)		<b>1,105,682</b>	1,200,658
Advances to Capital Goods		<b>3,417,454</b>	5,431,234
	<b>TOTAL</b>	<b>13,981,397</b>	15,633,799
12.1 Security deposits with related parties is interest free and given against occupation of office premises on rent.			
12.2 Loan to employees is interest free as per Company policy.			
<b>13. INVENTORIES</b>			
Raw Materials		<b>79,435,143</b>	53,359,785
Raw Materials in Transit		<b>4,973,077</b>	14,013,869
Finished Goods		<b>113,460,623</b>	84,572,781
Store and Packing Material		<b>2,202,421</b>	2,668,571
	<b>TOTAL</b>	<b>200,071,264</b>	154,615,006
13.1 Inventories are measured at lower of cost and net realizable value			
13.2 The Excise Duty in respect of the inventory of finished goods is included as part of the finished goods.			



**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

	<b>31-03-2013</b>	31-03-2012
<b>14. TRADE RECEIVABLE</b>		
Trade Receivable outstanding for more than six month		
Unsecured, Considered Good	<b>56,224,031</b>	45,886,617
Doubtful Debts	<b>NIL</b>	1,449,948
	<b>56,224,031</b>	47,336,565
Less : Provision for Doubtful Debts	<b>NIL</b>	1,449,948
	<b>56,224,031</b>	45,886,617
Other Trade Receivable		
Unsecured, Considered Good	<b>93,851,143</b>	107,068,772
<b>TOTAL</b>	<b>150,075,174</b>	152,955,389
Trade receivables are due in respect of goods sold in the normal course of business and the normal credit period allowed by the Company is taken in to consideration for computing due dates.		
<b>15. CASH AND CASH EQUIVALENTS</b>		
Cash on Hand	<b>1,280,268</b>	471,127
- Balance with bank		
(i) Current Account	<b>25,207,770</b>	33,827,774
(ii) EEFC Account	-	623,079
(iii) Deposit Account / Margin Money	<b>10,269,491</b>	10,217,724
(iv) In earmarked accounts - Unpaid Dividend	<b>1,000,008</b>	661,737
<b>TOTAL</b>	<b>37,757,537</b>	45,801,441
<b>16. SHORT TERM LOANS AND ADVANCES</b>		
Balance with govt. authorities		
- Cenvat Credit receivable	<b>8,289,402</b>	11,483,736
Inter Corporate Deposits		
(Unsecured, Considered Good)	<b>30,000,000</b>	30,000,000
Loans and Advances to Employees	<b>2,266,089</b>	1,578,945
<b>TOTAL</b>	<b>40,555,491</b>	43,062,681
Loan to employees is interest free as per Company policy.		
<b>17. OTHER CURRENT ASSETS</b>		
Unamortized Expenses – Preliminary Expenses	<b>1,300,670</b>	1,546,231
Pre-paid Expenses	<b>3,246,294</b>	1,803,099
Advance to Creditors	<b>15,773,290</b>	26,107,009
Claim and others	<b>3,049,965</b>	2,640,992
<b>TOTAL</b>	<b>23,370,219</b>	32,097,331
<b>18. REVENUE FROM OPERATIONS</b>		
Sales (Net)		
- Export Sales	<b>152,615,136</b>	107,005,308
- Local Sales	<b>721,527,830</b>	587,060,095
<b>TOTAL</b>	<b>874,142,966</b>	694,065,403

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

	31-03-2013	31-03-2012
<b>19. OTHER INCOME</b>		
<b>Interest Income</b>		
- from Bank	841,714	805,906
- from Inter corporate deposit	2,975,159	6,283,231
Others	NIL	407,859
	<u>3,816,873</u>	<u>7,496,996</u>
<b>Dividend Income</b>		
- from Investment in quoted shares	33,670	44,802
	<u>33,670</u>	<u>44,802</u>
<b>Other Non-Operating Income</b>		
Profit / (Loss) on Sale of Fixed Assets	(68,223)	1,224,264
Profit / (Loss) on Sale of Long Term Investments	(1,780,054)	NIL
Miscellaneous Income	58,560	378,666
Diminution in Value of Long Term Investments	(4,250,976)	NIL
Diminution in Value of Trade Investments	(567,242)	NIL
Maturity Proceeds from LIC	47,500,000	NIL
	<u>40,892,065</u>	<u>1,602,930</u>
<b>TOTAL</b>	<u>44,742,608</u>	<u>9,144,728</u>
<b>20. COST OF MATERIAL CONSUMED</b>		
Raw Material Consumed		
Opening Stock	67,373,654	73,111,447
Add: Purchases	600,003,472	441,625,906
	<u>667,377,126</u>	<u>514,737,353</u>
Less: Closing Stock	84,408,220	67,373,654
	<u>582,968,906</u>	<u>447,363,699</u>
<b>TOTAL</b>	<u>582,968,906</u>	<u>447,363,699</u>
<b>21. CHANGE IN INVENTORIES OF FINISHED GOODS</b>		
Inventories at the beginning of the year	84,572,781	70,732,949
Inventories at the end of the year	113,460,623	84,572,781
	<u>(28,887,842)</u>	<u>(13,839,832)</u>
<b>TOTAL</b>	<u>(28,887,842)</u>	<u>(13,839,832)</u>
<b>22. EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages and Bonus	38,410,000	30,293,710
Leave Salary	2,073,682	1,825,564
Contribute to Provident Fund and Others	2,430,074	2,150,821
Gratuity Expenses	923,257	676,407
Staff Welfare	1,668,691	1,462,125
	<u>45,505,704</u>	<u>36,408,627</u>
<b>TOTAL</b>	<u>45,505,704</u>	<u>36,408,627</u>
<b>23. FINANCE COST</b>		
Interest Expenses		
- On Borrowings	9,304,910	8,398,484
Interest on Income Tax	NIL	175,000
- Others Borrowings Cost	3,441,482	2,237,297
	<u>12,746,392</u>	<u>10,810,781</u>
<b>TOTAL</b>	<u>12,746,392</u>	<u>10,810,781</u>

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

	<b>31-03-2013</b>	31-03-2012
<b>24. DEPRECIATION EXPENSES</b>		
Depreciation	<b>27,296,343</b>	19,734,029
<b>TOTAL</b>	<b>27,296,343</b>	19,734,029
<b>25. OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Labour Charges	<b>9,041,986</b>	5,606,735
Store, Spare and Packing Expenses	<b>9,659,542</b>	7,965,646
Power and Fuel	<b>31,376,429</b>	23,603,224
Repairing to Building	<b>855,037</b>	302,341
Repairing to Machinery	<b>4,411,254</b>	3,424,133
Insurance	<b>1,472,049</b>	1,145,795
Excise Duty on Finished Goods	<b>7,074,455</b>	5,026,460
Freight Inward	<b>7,669,376</b>	6,215,798
Factory Expenses	<b>1,256,870</b>	1,470,763
Other Expenses	<b>3,213,467</b>	2,111,627
	<b>76,030,465</b>	56,872,522
<b>Selling and Distribution Expenses</b>		
Business Promotion	<b>393,295</b>	440,448
Brokerage and Commission	<b>2,329,619</b>	280,857
Freight, Forwarding and Others	<b>33,945,999</b>	21,115,278
Sales Discount and Others	<b>22,625,486</b>	25,318,098
	<b>59,294,399</b>	47,154,681
<b>Establishment Expenses</b>		
Profession Fees	<b>1,685,933</b>	1,309,799
Rent	<b>6,712,944</b>	5,588,337
Insurance	<b>681,449</b>	642,451
Travelling Expenses	<b>2,687,233</b>	3,035,909
Telephone Expenses	<b>1,472,168</b>	1,355,363
Octroi	<b>554,201</b>	878,439
General Expenses	<b>5,921,037</b>	5,795,366
Director Salary	<b>3,640,000</b>	3,640,000
Printing and Stationery	<b>1,206,275</b>	1,260,612
Repairs to Others	<b>785,990</b>	421,135
Payment to Auditors - Audit Fees	<b>168,831</b>	176,811
- Tax Audit	<b>45,000</b>	45,000
- Others Services	<b>46,236</b>	25,515
Exchange (Gain) / Loss	<b>2,210,161</b>	2,263,125
Postage and Telegram	<b>706,094</b>	597,871
Bad Trade and Other Receivable W/off	<b>19,004,166</b>	485,000
Provision for Doubtful Trade	<b>-</b>	78,913
Amortization of Preliminary Expenses	<b>323,287</b>	24,506

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

	31-03-2013	31-03-2012
Director's Sitting Fees	100,000	82,500
Conveyance Expenses	1,411,857	857,192
Share Transfer Expenses	99,978	99,074
Vehicle Expenses	1,813,958	1,428,780
	<b>51,276,798</b>	<b>30,091,698</b>
<b>TOTAL</b>	<b>186,601,662</b>	<b>134,118,901</b>

**NOTE NO. 26**

**NOTES TO ACCOUNTS**

**1. Contingent Liabilities not provided for:**

(Rs.)

	31.3.2013	31.3.2012
a) Guarantees given by the Company's Bankers	4,723,355	4,723,355
b) Letter of Credit opened by Bankers and outstanding at the year end.	NIL	27,696,265

- Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance payment) Rs. 1,465,641/- (previous year of Rs. 3,745,773/-).
- In the opinion of the management, the Current Assets, Loans and Advances are expected to realize at least amount at which they are stated, if realized in the ordinary course of business and provision of all known liabilities have been adequately made in accounts.
- Segment have been identified in line with the Accounting Standard on segment reporting (AS-17) taken into account of Company Organization structure as well as differential risks and returns of these segment.

**Segment Information for the year ended March 31, 2013**

Rs. In Lacs

Particulars	Year Ended Audited 31-03-2013	Year Ended Audited 31-03-2012
<b>A - Segment revenue</b>		
Plastic Moulded Furniture	8,313.30	6,494.42
Aluminum Composite Panel	436.56	464.71
Others	NIL	NIL
Revenue from operations	8,749.86	6,959.13
<b>B - Segment results</b>		
Profit (+) / Loss (-) before Interest and Tax		
Plastic Moulded Furniture	485.06	630.94
Aluminum Composite Panel	(153.86)	(101.32)
<b>Total</b>	<b>331.20</b>	<b>529.62</b>
Less : Financial Expenses	127.46	108.11
Add : Un-allocable Income	439.00	72.96
<b>Profit before tax</b>	<b>642.74</b>	<b>494.47</b>
<b>C - Other Information</b>		
<b>Segment Assets</b>		
Plastic Moulded Furniture	5,510.17	5,263.36
Aluminum Composite Panel	1,015.72	1,187.25
Unallocated Corporate Assets	239.37	155.70
<b>Total Assets</b>	<b>6,765.26</b>	<b>6,606.31</b>

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

Particulars	Year Ended Audited 31-03-2013	Year Ended Audited 31-03-2012
<b>Segment Liabilities</b>		
Plastic Moulded Furniture	1,413.39	1,008.90
Aluminum Composite Panel	204.67	127.77
Unallocated Corporate Liabilities	513.41	1,208.22
<b>Total Liabilities</b>	<b>2,131.47</b>	<b>2,344.89</b>
<b>Capital Expenditure</b>		
Plastic Moulded Furniture	182.38	732.58
Aluminum Composite Panel	3.19	NIL
Unallocated Capital Expenditure	90.34	13.45
<b>Total</b>	<b>275.91</b>	<b>746.03</b>
<b>Depreciation</b>		
Plastic Moulded Furniture	235.16	163.62
Aluminum Composite Panel	20.57	20.66
Unallocated Depreciation	17.23	13.06
<b>Total</b>	<b>272.96</b>	<b>197.34</b>

**5. Related Party disclosure.**

Related Party Disclosures as required under Accounting Standard on 'Related Party Disclosure' issued by the Institute of Chartered Accountants of India are given below:

(A) Name of the Related Parties and descriptions of Relatives.

**Joint Venture Company**

Prima Dee-Lite Plastics Pvt. Ltd.

**Subsidiary Company**

Prima Global FZE, UAE

**Key Management personnel**

Mr. Bhaskar M. Parekh (Chairman); Mr. Dilip M. Parekh (Managing Director); Mr. Pratik B. Parekh; Mr. Paras B. Parekh

Entities over which the key management personnel and or their relatives are able to exercise significant influence.

**Firms (Where the Director has substantial interest)**

M/s. Classic Plastics, M/s. Sanya Plastics and M/s. National Plastics and Allied Industries

(B) The following transactions were carried out with the related parties in the ordinary course of business.

(Rs.)

	2012-13	2011-12
<b>Key Management Personnel</b>		
Remuneration to Directors	3,755,200	3,755,200
Remuneration to Relatives	1,400,000	1,400,000
<b>Other Entities</b>		
Purchase of Services	7,812,514	2,072,175
Purchase of Raw Materials	7,641,747	5,246,165
Purchase of Capital Goods	1,144,329	1,087,435
Payment of Rent	3,253,304	2,732,400
Reimbursement of Expenses	55,567	33,695
Sale of Raw Material	3,991,898	1,571,933

**NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED**

Balances receivable / payable at the end of the year.

(Rs.)

	2012-13	2011-12
Other Entities.		
Rent Deposit (Dr.)	3,000,000	3,000,000

**6. Earning per Share (EPS).**

(Rs.)

	2012-13	2011-12
Net Profit after tax as per statement of Profit & Loss attributable to Equity Shareholders.	50,801,263	39,459,176
Weighted Average number of equity shares used as denominator for calculating EPS	11,000,470	11,000,470
EPS- Basic/Diluted (in Rs.)	4.62	3.59
Face Value per equity shares (in Rs.)	10	10

7. Ministry of Corporate Affairs, Government of India vide General Circular No.2 and 3 dated 8th February 2011 and 21st February 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

**8. a) Value of Import on CIF basis.**

(Rs.)

	2012-13	2011-12
Raw material	186,068,069	80,224,928
Capital goods	12,967,650	31,669,198
Traveling Expenses	263,880	299,760
Others	921,126	499,310

**b) Earnings in Foreign Exchange.**

(Rs.)

	2012-13	2011-12
Export of Finished Goods on FOB basis	133,840,727	97,460,862
Export of Capital Goods	NIL	1,283,250

For Prima Plastics Limited

**Bhaskar M. Parekh**  
Chairman

**Dilip M. Parekh**  
Managing Director

Mumbai  
May 29, 2013

**PRIMA PLASTICS LIMITED**

**Regd. Office:** 98/4, Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210.

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting

DP Id*		Master Folio No.	
Client Id*		No. of Shares	
Name of the Shareholder(s)			

I hereby record my presence on the 19<sup>th</sup> Annual General Meeting of the Company held on Saturday, September 14, 2013 at 11.00 a.m. at Hotel Sandy Resorts, Devka Beach, Nani Daman, Daman (U.T.), Pin - 396 210.

\_\_\_\_\_  
Signature of Shareholder / Proxy

**PRIMA PLASTICS LIMITED**

**Regd. Office:** 98/4, Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210.

**PROXY FORM**

DP Id*		Master Folio No.	
Client Id*		No. of Shares	

I/We \_\_\_\_\_ of \_\_\_\_\_ being  
a member/members of PRIMA PLASTICS LIMITED hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ or failing him \_\_\_\_\_ of  
\_\_\_\_\_ as my/our Proxy to attend and vote for me/us on my/our behalf at the  
19<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, September 14, 2013 at 11.00 a.m. at Hotel Sandy Resorts, Devka  
Beach, Nani Daman, Daman (U.T.), Pin - 396 210.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Signature \_\_\_\_\_

Revenue  
Stamp

Note: 1. Shareholders / Proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the gate, affixing their signatures on them.











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