

Date: 29th July, 2016

To, Dept. of Corporate Services, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Company Code: 533161	To, The Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Company Code: EMMBI
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Dear Sir,

Sub: Submission of Annual Report under Regulation 34 & Notice of 22nd Annual General Meeting under Regulation 30 of SEBI Listing Regulations, 2015

Pursuant to Regulation 34(1), we submit herewith a soft copy of the Annual Report for the year 2015-16 and necessary documents and disclosures as stated under Regulation 34(2) and 34(3) of the above referred regulations.

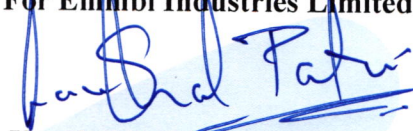
Further, pursuant to Regulation 30 read with part A of Schedule III, we also submit herewith a soft copy of the Notice of 22nd Annual General Meeting of the Company.

We request you to take the same on your records.

Thanking you,

Yours faithfully,

For Emmbi Industries Limited



Kaushal Patvi
Company Secretary



Encl. As Above

May 17, 2016

Form A

(For audit report with unmodified opinion)

[Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

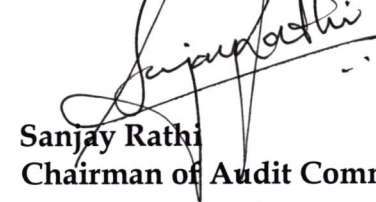
1	Name of the company	Emmbi Industries Limited
2	Annual financial statements for the year ended	March 31, 2016
3	Type of Audit Observation	Un-modified
4	Frequency of Observation	N.A.

For Emmbi Industries Limited



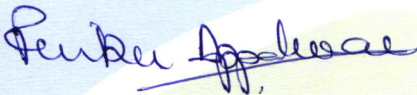
Makrand Appalwar
Chairman & Managing Director

For Emmbi Industries Limited



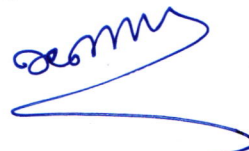
Sanjay Rathi
Chairman of Audit Committee

For Emmbi Industries Limited



Rinku Appalwar
CFO

For K. J. Shah & Associates
Chartered Accountants
(Registration No. 127308W)



Kirti J. Shah
Proprietor
Membership No. 030784

2016 Annual Report





“The future belongs to the few of us still willing to get our hands dirty.”

– Roland Tiangco

Hands.

Hands brighten our world.

Hands do wonderful things. They build the sturdiest structures. Create the most intricate and minute pieces of jewelry. They create the most advanced machines. And weave the most vibrant and colorful designs. Indeed, hands create wonders.

Which is why, at Emmbi Industries, we salute the hands that help lift us to greater heights – those of our blue-collared employees. Workers are the core at Emmbi. It is they who weave the fabric that finds varied applications in every corner of the globe. It is their effort that is ultimately translated into meaningful value for our stakeholders. It is they who have helped us reach these heights of success.

It's no coincidence that our symbol – the Whizz – has its topmost ribbon in blue. Because this blue represents our workers who have toiled through the years and helped make Emmbi a respected and premium brand.

It is fitting then, to dedicate this annual report to

The hands that built Emmbi.





Corporate information

BOARD OF DIRECTORS

Mr. Makrand M. Appalwar
Chairman & Managing Director

Mrs. Rinku M. Appalwar
Executive Director & CFO

Mr. Sanjay R. Rathi
Independent Director

Mr. Prashant K. Lohiya
Independent Director

Dr. Venkatesh G. Joshi
Independent Director

COMPANY SECRETARY

Mr. Kaushal R. Patvi

STATUTORY AUDITORS

K. J. Shah & Associates

SECRETARIAL AUDITORS

Sanjay Dholakia & Associates

REGISTERED OFFICE

99/2/1& 9, Madhuban Industrial Estate
Madhuban Dam Road, Rakholi Village
U.T. of Dadra & Nagar Haveli
Silvassa – 396 230

Tel: +91 (0260) 320 0948

Fax: 022 6784 5506

Email: info@emmbi.com

Website: www.emmbi.com

COMPANY IDENTIFICATION NUMBER (CIN)

L17120DN1994PLC000387

BOARD COMMITTEES

Audit Committee

Mr. Sanjay R. Rathi (Chairman)
Mr. Prashant K. Lohiya
Dr. Venkatesh G. Joshi
Mrs. Rinku M. Appalwar

Nomination & Remuneration Committee

Mr. Sanjay R. Rathi (Chairman)
Mr. Prashant K. Lohiya
Dr. Venkatesh G. Joshi

Committee of Directors Committee

Mr. Makrand M. Appalwar (Chairman)
Mr. Sanjay R. Rathi
Mrs. Rinku M. Appalwar

BANKERS

Punjab National Bank
ICICI Bank Limited
Axis Bank Limited

SHARE TRANSFER AGENTS

Datamatics Financial Services Limited
Plot No. B-5, Part B Crosslane
MIDC, Marol, Andheri (E), Mumbai 400 093.
Tel: 022 - 66712151-56
Fax: 022 - 66712161
Email: investorsqry@dfssl.com

Corporate Social Responsibility Committee

Dr. Venkatesh G. Joshi (Chairman)
Mr. Sanjay R. Rathi
Mr. Prashant K. Lohiya
Mrs. Rinku M. Appalwar

Stakeholders Relationship Committee

Mr. Prashant K. Lohiya (Chairman)
Mr. Sanjay R. Rathi
Mrs. Rinku M. Appalwar

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This is Emmbi.

At Emmbi Industries, “Brighter Every Way” is a deep-rooted belief that guides our thoughts, our actions and the initiatives we take. Emmbi Industries began as a twinkle in the eyes of first-generation entrepreneurs, Makrand and Rinku Appalwar. An opportunity spotted in 1994 saw the birth of Emmbi in the November of 1994 with one small manufacturing unit in Silvassa. Since then, Emmbi has grown from strength to strength, transforming into a leading player in the area of woven polymeric products.

The Whizz Our philosophy and guiding principles are embodied in our corporate symbol - the “Whizz”. It stands for the energy and flexibility that we bring to our business. The ribbons embody the freedom and the flexibility that we encourage. Their upward slant represents our ambition and vision. Our colors represent the qualities that we are known for.

Our colors Yellow stands for the optimism and the energy that we bring to the table. It embodies our creative bent of mind, as we innovate to find tailor-made solutions to our customers’ problems. Green embodies the freshness of our ideas, and our responsibility to the environment, our community and our society. It stands for our commitment to Mother Earth and the bounty that she bestows us with. Blue is for the loyalty that we bring to our customers, partners, shareholders and employees alike. In particular, it speaks to the gratitude that we feel to our blue-collared employees. For, it is they who are the backbone of not just Emmbi, but of industry at large

The upshot of this philosophy is that Emmbi has been able to consistently deliver superior value to each of our stakeholders. And ultimately, has been able to deliver superior business performance and better returns to you, the investor.

Ultimately, that is what “Brighter Every Way” stands for.

We are in the business of brightening lives.

As a leader in the polymer processing business, Emmbi caters to a wide range of customers and industries with our innovative solutions. Our products find applications across a number of industries, and broadly fall into four key groups:

Water Conservation Emmbi manufactures a range of products that help in the storage, transportation, conservation and harvesting of water, apart from fulfilling the irrigation needs of farmers across the country.

Advanced Composites This refers to a range of products that are primarily meant to take care of human safety, especially in hazardous environments. Our protective films and fabrics are used for transportation and management of hazardous material.

Specialty Packaging Emmbi caters to a range of customers globally, serving industries as varied as chemicals, e-commerce, oil and water, through a range of products for transportation and storage.

Agri Products This refers to a range of products especially made for the farming community. Typical applications include those for yield improvement through crop protection systems, fermentation, storage, radiation- and hailstorm-control and weed management products.



Ensuring Human Safety

Emmbi's products find a number of applications for Human Safety. One such example is Fall Arrest Systems, like large airbags to break a fall (left). Our polymer films are lightweight and incredibly strong, making them the perfect ingredient in custom-made airbags for varied applications.

Chairman's Address

‘Differentiation is not about what you know, it is about what you notice.’

Dear Shareholders,

I am pleased to inform you of another commendable year at Emmbi. If last year was significant in terms of exports crossing the one billion rupees mark, this year not only did we beat those numbers, we reported growth across all segments. We have been recognised as a full-fledged In-house R&D Center by the Ministry of Science & Technology, Government of India. I have come to realise that there are three building blocks that are integral for a company to be successful in the long run. Firstly, it has to showcase Sustainable Growth, next it has to have a Differentiator irrespective of the industry it operates in, and lastly it has to utilise Capital Efficiently. You would be glad to know that at Emmbi this is being translated into action, and it is reflected in the financial performance.

Economic output and trends around the globe remained mixed, with pick up across the US, parts of Western Europe, and India, and steep declines in commodity exporting countries, and in China. India continued to be one of the better performing economies, and the subdued commodity prices have helped it both from a fiscal, and structural perspective. I had mentioned in the previous address that the country is yet to capitalise on its demographic dividend, and when it does so, opportunities for Emmbi can be tremendous. India's 2016 budget prioritises rural and farm sector, social development, infrastructure, employment generation, and recapitalisation of banks.

I shall attempt to explain how the interests of Emmbi are directly aligned with the priorities of what the Government considers essential in its budget focus. Whenever the government increases its budgetary allocation to a particular area, it generates two positive outcomes. One is the direct impact that this spend creates in terms of infrastructure development, and employment, second the feedback effect of increasing the disposable income in the hands of the rural consumer. Emmbi would benefit from both these, as its products not only find applications in overall rural development, but also in having the rural diaspora as its consumer.

How are we growing, and ensuring that this is sustainable in the long term?

Emmbi has evolved positively in the past 22 years, and would keep doing so in the years to come. Our top-line growth has never been at the expense of margins, or outside the core capabilities of the company. We commenced operations as a manufacturer of polymer based packaging that find, varied applications from packaging of retail and industrial goods, and we continue to derive major revenues from this segment (speciality packaging). However our investments in research and development, and our understanding of the customer needs have helped us move up the value chain with the advanced composites segment contributing to a significant share of the revenues. In the near future, we expect sales of Advance Composites a high margin business, to over-take Speciality Packaging, and be the growth engine of Emmbi.

It pains me to see our country suffer from acute water shortages and hence water conservation has been at the heart of Emmbi. In the recent years water has become a national priority, so our investments in this line has paid off positively, we expect the Water Conservation segment to grow in double digits over the next five years. This business is not only about weaving textiles that find applications in lining of

We are setting up a facility for the manufacture of food- and pharma-grade bags.

lakes, or canals it is also about touching human lives. We have been exporting our pond lining, canal lining, and check dam products across the globe, and now we are adapting to the Indian market. We have researched, designed, and perfected collapsible water tanks that are convenient for storage at homes while saving space. We have also devised flexible tanks for easy transportation of water on bicycles and motorbikes.. Our customers love this product, and now we have engaged a well-reputed international consultancy firm to devise a strategy to grow this business. In short this would be Emmbi's foray into the consumer segment, whilst the core remains specialised polymer processing. The latest segment we have entered is the Agri-Business. India being an agrarian economy, this segment offers tremendous growth potential.

We are in the process of setting up a new facility for the manufacture of food-grade and pharmaceutical packaging. The revised US FDA guidelines make it mandatory for the food industry to comply with these packaging; we anticipate additional revenues from this line. We continue to constantly ask ourselves, *"What next? What would be the next area of growth, and how can Emmbi participate?"* This is what has kept our wheels rolling and would continue to do so in the future.

How are we Differentiating?

It is not about what you know, it is about what you notice.

It is our constant endeavour to listen to needs of the society and our ability to meet demands that has kept us on the growth path. The fact that we are constantly innovating, and bringing tangible benefits to our clients, glues the customers to us. I also believe that innovation is not only about creating value in a laboratory environment, it is also building a culture of innovation around the company. It could come from any of our employees, a scientist, an operator of a machine or from an accountant. We have invested in creating this environment through regular ideation exercises, creative competitions, and workshops. We believe in our people, and are consciously building a team of competent and motivated professionals. These are the facets of our success.

Are we using Capital efficiently?

For a manufacturer not only is profitability and cash flow key, asset utilisation is equally critical. Our capacity utilisation today stands at 83%, and in the next two years we would be reaching over 90%, so the increased benefits of economies of scale (or operational leverage, in financial parlance) have begun to show in recent years. Despite our advanced thinking in terms of business, the anticipated investments have never been a drag on the capital. You would be happy to note that our debt has always been rated investment grade, and we have recently been awarded with a higher rating. This coupled with the gradual lowering of interest rates should help business in the coming years.

You would be hearing from us very soon on some of the other initiatives such as tapping into the consumer market through channel sales, opening up of our own distribution centres, and of course increasing the social spend for a better India. In the meantime let me congratulate my colleagues for the stellar performance in achieving improvements across all operating and financial metrics, thank all stakeholders for the faith in us, and promise that on behalf of the Emmbi family that we shall keep growing this company to greater heights.

With best wishes,

Makrand Appalwar
Chairman
May 17, 2016

It pains me to see our country suffer from acute water shortages and hence water conservation has been at the heart of Emmbi.



A global problem.

Water scarcity is a problem that is not just confined to India. Our innovative range of flexible tanks are a cost effective solution to storage and transportation of water.

Notice of the Annual General Meeting



NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the members of EMMBI INDUSTRIES LIMITED (Formerly known as EMMBI POLYARNS LIMITED) will be held on 16th September, 2016, Friday, at the Registered office of the Company at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 at 9.30 a. m. to transact the following business::

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 and the Report of the Directors and the Auditors thereon.
2. To declare and approve payment of Dividend of Re. 0.50 per Equity Share for the year ended 31st March, 2016.
3. To appoint a director in place of Mr. Makrand Appalwar (DIN: 00171950), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. K. J. Shah & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and subject to the approval of members of the company in the ensuing Annual General Meeting, M/s. K. J. Shah & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting to the next Annual General Meeting of the Company at a remuneration as may be fixed by the Board of Directors.”

By Order of the Board of Directors
For Emmbi Industries Limited

Date: 17th May, 2016
Place: Mumbai

Kaushal Patvi
Company Secretary

Registered Office Address:
99/2/1 & 9, Madhuban Industrial Estate,
Madhuban Dam Road, Rakholi Village,
U.T. of Dadra & Nagar Haveli,
Silvassa – 396 230.

NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the company.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during business hours on any working day except Saturdays up to the date of the 22nd Annual General Meeting of the Company.
6. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 10th September, 2016 to Friday, 16th September, 2016 (both days inclusive).
7. The members are requested to:
 - a) Inform the particulars of their bank account and any change of address to their respective Depository Participants only and not to the Company or to the Registrars for members holding shares in Electronic (Demat) form.
 - b) Submit particulars of their bank account, viz. Name and address of the branch of the bank, 9 digit MICR code of the branch, type of account and account number and any change of address to the share transfer agents of the company viz. DATAMATICS FINANCIAL SERVICES LIMITED, Plot No. A-16 and 17, MIDC, Part B Cross Lane, Marol, Andheri (East), Mumbai 400 093 Tel. No. 66712151-56; Fax No. 66712011; e-mail id: investorsqry@dfssl.com, for Members holding shares in physical form.
 - c) Address all correspondences, including dividend matters and change in address to the Share Transfer Agents DATAMATICS FINANCIAL SERVICES LIMITED, Plot No. A-16 and 17, MIDC, Part B Cross Lane, Marol, Andheri (East), Mumbai 400 093, Tel. No. 66712151-56; Fax No. 66712011; e-mail id: investorsqry@dfssl.com.
 - d) Quote ledger folio numbers, Client ID and DP ID in all their correspondence.
 - e) Bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.
 - f) Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
8. The dividend, if declared at the Annual General Meeting, would be paid/dispatched on or after 16th September, 2016 to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 9th September, 2016 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 9th September, 2016.
9. (a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
- (b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
10. Members wishing to claim dividends of previous years, which remain unclaimed, are requested to correspond with Mr. Kaushal Patvi, Compliance Officer and Company Secretary, at the Company's Corporate Office. Members are requested to note that Dividends not encashed or claimed within seven years from the date of transfer to the Company's unpaid dividend account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
11. 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 to the Company / Datamatics Financial Services Limited.
- 12. Members holding shares in physical mode are requested to register their e-mail ID's with the Datamatics Financial Services Limited the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.**
13. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to info@emmbi.com mentioning your Folio/DP ID & Client ID.
14. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the

Company is pleased to provide members facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM), and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e., physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

15. The Company has appointed Mr. Sanjay Dholakia, Practising Company Secretary, Membership No. FCS 2655 & CP 1798 as the Scrutinizer to count the votes casted in favour or against the resolutions proposed from item No. 1 to 4 of the Notice for point No. 4 as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report on 17th September, 2016 to the Chairman of the Company and the same will be uploaded on the website of the Company.
16. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Tuesday, September 13, 2016 from 9.00 a.m. and ends on Thursday, September 15, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 9, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

17. The road map of the Annual General Meeting venue is annexed on page no. 79 of the Annual Report.

By Order of the Board of Directors
For Emmbi Industries Limited
Kaushal Patvi
Company Secretary

Date: 17th May, 2016

Place: Mumbai

ANNEXURE TO ITEM 3 OF THE NOTICE

Details of Directors seeking appointment/re-appointment as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Re-appointment of Mr. Makrand M. Appalwar (Item No. 3)

In terms of Section 152(6) of the Companies Act, 2013, Mr. Makrand Appalwar shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

Mr. Makrand Appalwar as a Whole-time Director of the Company designated as "Chairman & Managing Director" for a period of five years effective from 1st April, 2015. As per the terms of his appointment, re-appointment at the AGM as a director retiring by rotation would not constitute break in his appointment as a Whole-time Director designated as Chairman & Managing Director.

Name of the Director	Mr. Makrand M. Appalwar
Date of Birth	21st November, 1969
Nationality	Indian
Date of Appointment on the Board	1st April, 2015
Qualifications	B. E. (Electronics & Telecommunications)
Expertise in specific functional area	Development of Production Systems and Production Planning along with product development.
Number of shares held in the Company	37,82,550 equity shares of Rs. 10/- each.
List of the directorships held in other companies*	Nil
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil
Relationships between Directors inter-se	Husband of Mrs. Rinku Appalwar, CFO and Executive Director.
*Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).	

Mr. Makrand Appalwar being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Upon his re-appointment as a director, Mr. Makrand Appalwar shall continue to hold office as a Whole-time Director designated as "Chairman & Managing Director". Accordingly, the Board recommends his re-appointment.





Brightening lives in over 50 countries worldwide!

Our products like FIBCs from our Specialty Packaging range (above), Asbestos Removal bags (right) and Safety Films (extreme right) for removal of hazardous material, find numerous applications worldwide.

Directors' Report



The Members, **Emmbi Industries Limited**

Your Directors are presenting the 22nd Annual Report of your Company and the Audited Accounts for the year ended 31st March, 2016. Your Company has posted yet another year of good performance, in its operations. The highlights of the results are set out below:

FINANCIAL RESULTS (₹ in million)

Particulars	Year ended on 31 March 2016	Year ended on 31 March 2015
Gross Sales	2176.66	1929.10
Less: Excise Duty	97.31	90.88
Net Sales	2079.35	1838.22
Other income	13.06	5.55
Total revenue	2092.42	1843.78
Expenditure	1949.62	1761.06
Profit before tax	142.79	82.72
Tax expenses	36.84	23.07
Profit after Tax	105.95	59.65
Expenses of earlier year	0	0
Balance	105.95	59.65
Balance brought forward	184.73	132.37
Profit available for appropriation	290.68	192.02
Excess provision of dividend tax credited	0	0
Add : Excess Provision of Taxes of earlier years	0	0
Less : Mat Credit Utilised in earlier years	0	0
Balance available for appropriation	290.68	192.02
Appropriations:		
Adjustment relating to fixed assets	0	-0.93
Proposed Dividend	8.85	5.31
Distribution tax on Dividend	1.80	1.06
Balance carried to Balance Sheet	280.03	184.73

OPERATIONS

During the year under review, your Company has achieved Revenue from Operations and the Income aggregating to Rs. 2092.42 million as against Rs. 1843.78 million during the previous year, registering an increase of about 13.49% over the previous year. Profit after providing for taxes is Rs. 105.95 million as against Rs. 59.65 million during the previous year, registering an increase of about 78% over the previous year. There is no change in the nature of business of the Company.

DIVIDEND

Your Directors are pleased to recommend a dividend of Re. 0.50 per share of the face value of Rs. 10/- each for the year ended on 31st March, 2016 (Re. 0.30 per share for the previous year) subject to the Members' approval. The dividend payment amounts to Rs. 8.85 Million. In addition Rs. 1.80 Million is payable towards distribution tax on dividend.

TRANSFER TO RESERVES

Out of the Total Profit After Tax of Rs 105.65 million for the financial year, NIL amount is proposed to be transferred to the General Reserve.

EXPORTS

Value of Exports during the year under review were Rs. 1086.29 million as against Rs. 1019.91 million that is a net year on Year Growth of around 6.51%. Exports in the current financial year contributed to 52.24% in the net sales. Company has expanded its presence in 52 countries which has resulted healthy growth in the territory of operation.

The HR strategy of your company has been designed to attract and retain the best talent on offer.

HUMAN RESOURCE DEVELOPMENT

As a manufacturer we understand, and appreciate the value of human capital, and in its development. We continue to align the skill sets and capabilities of our current workforce, and the talent available in the market with the organization's ongoing and future business plans, to maximize return on investment and secure continual success. We also emphasise this through the blue colour in the company's logo, as it reflects the loyalty and trust that we bring to our blue collared workforce.

The human resource philosophy and strategy of your company has been designed to attract and retain the best talent on offer. In practice it creates and nurtures work place challenges that keep employees engaged, motivated and innovative.

A robust manpower planning process ensures that all steps from business requirements to sourcing and staffing are seamlessly aligned.

Your Company has been successful in building a performance oriented culture with high levels of engagement and empowerment in an environment of teamwork. This is reflective of its staff right from the factory to the corporate office.

We have started various self-development initiatives that includes relevant training programmes and seminars, that addresses the needs of the workforce as well as the senior management.

Our continued self-development initiatives include relevant training programmes and seminars, that addresses the needs of the workforce as well as the senior management.

QUALITY INITIATIVES

"Manufacturing" is the heart of Emmbi's activities. In order to achieve the improvement in the manufacturing, company has adopted the concepts of Lean Manufacturing. We are successfully practicing the same and the result can be seen in the increase of defect free production in year after year. The efforts of Lean Enterprise Management has led to higher productivity and increased profitability. The above initiatives and our continuous adherence to strict quality standards has created tangible as well as intangible benefits to strengthen brand Emmbi.

Adoption of Lean Manufacturing has resulted defect-free production, year after year.

AUDITORS

M/s. K. J. Shah & Associates, Chartered Accountants, Statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits as specified in Section 139 of the Companies Act, 2013 and that they are not disqualified for re-appointment.

OBSERVATIONS – AUDITOR & SECRETARIAL AUDITOR

There are no qualifications, reservations or adverse remarks contained in the Auditors Report and Secretarial Audit Report and therefore, there are no further explanations to be provided for in this Report.

MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Your Directors further states that there are no material changes and commitment affecting the financial position of the Company which have occurred between the end of the Financial year of the Company to which the Financial statements relate and the date of the Report

DEPOSITS FROM PUBLIC

During the financial year under review, the Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from Public was outstanding as on the date of the Balance Sheet.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the regulators / courts that would impact the going concern status of the Company and its future operations.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (i) that in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2016 and of the profit of the company for the year ended on that date;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) the directors, further state that they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

All the Independent Directors have provided the declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6).

BOARD MEETINGS

During the year under review, Five (5) Board Meetings were convened and held. Detailed information on the meetings of the Board and all its Committees are included in the report on Corporate Governance, which forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the listing regulations.

AUDIT COMMITTEE

The Board has constituted the Audit Committee which comprises of Mr. Sanjay Rathi, Independent Director as Chairman and Mr. Prashant Lohiya, Independent Director, Dr. Venkatesh Joshi, Independent Director, Mrs. Rinku Appalwar, Executive Director as the members. More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee pursuant to Section 135 of the Companies Act, 2013 which comprises of which comprises of Dr. Venkatesh Joshi, Independent Director as Chairman and Mr. Sanjay Rathi, Independent Director, Mr. Prashant Lohiya, Independent Director, Mrs. Rinku Appalwar, Executive Director as the members. The Corporate Social Responsibility Policy is available on the Company's website www.emmbi.com. The Terms of reference of the Corporate Social Responsibility Committee, number and dates of meetings held, and attendance of the Directors are given separately in the attached Corporate Governance Report.

**We have formed
the Emmbi
Foundation Trust
towards fulfilling
our social
responsibility.**

The Company wishes to inform the members that it is well aware of its responsibility towards fulfilling its social responsibility. Towards this initiative we have formed "Emmbi Foundation Trust" and the spending on the Corporate Social Activities will be carried through the Emmbi Foundation Trust. The Company received the certificate of registration of "Emmbi Foundation Trust" and subsequently the company had made application to the Income Tax Department for obtaining the registration under Section 12A of the Income Tax Act, 1961 and the registration of Emmbi Foundation Trust u/s 12AA of the Income Tax Act, 1961 is awaited. Further the obligations of the Company towards its Corporate Social Activities will be complied in the coming financial year i.e., 2016-2017 and accordingly the required disclosures will be made in the next financial year.

NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted a Nomination and Remuneration Committee pursuant to Section 178(1) of the Companies Act, 2013 which comprises

of Mr. Sanjay Rathi, Independent Director as Chairman and Mr. Prashant Lohiya, Independent Director, and Dr. Venkatesh Joshi, Independent Director as the members. More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report. The Company has defined the policy on Director's appointment and payment of remuneration including criteria for determining qualifications, positive attributes, independence of a Director. The nomination & remuneration policy adopted by the Company has been posted on the Company's website www.emmbi.com.

LOANS, GUARANTEE & INVESTMENTS

The Company has not given any loan, guarantees or made any investments exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, as prescribed in Section 186 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC. & FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:

The information as required under Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earnings is given below:

1. CONSERVATION OF ENERGY:
 - a. Steps are taken to institutionalized process of identifying and understanding increase and decrease in energy use by monitoring energy consumption trends to determine future energy use when planning future changes in the business and diagnose specific areas of wasted energy.
 - b. Significant reductions in energy consumption and cost of production of goods have been observed by the implementation of above referred measures.
 - c. Implementation of referred measures have resulted in increased facility reliability as well as improved equipment performance.
2. TECHNOLOGY ABSORPTION:
 - (A) Research and Development:

During the year the Silvassa unit of the company located at 99/2/1&9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U. T. of Dadra & Nagar Haveli Silvassa 396 230 was accorded In-house R&D recognition up to 31.03.2018 from DSIR, Ministry of Science & Technology, Govt. of India, New Delhi.

Since Inception of the company and in pursuit of R & D endeavors the company is regularly incurring expenditure on R & D on the following activities

 - Design and Development of New Products;
 - Continuous improvement of existing products for enhanced durability and performance;
 - Product optimization using advanced technology;
 - Testing and adaptation of New Materials ;
 - New processes, up gradation & production process improvement of existing processes;
 - Redesigning of the manual processes in to Automation;
 - Environment compliance by products and processes.
 - (B) Benefits:

Benefits derived as a result of R & D: It has resulted in the improvement of quality of the products and reduced operation cost. Up gradation of products to the new requirements has been possible because of R & D done in the company on a continuous basis. This has resulted into enhanced customer satisfaction, new business opportunities, reduced costs, higher quality and adapting the latest technologies.
 - (C) Future Plan of action:

Future R&D efforts will continue along similar lines, as at present, but with more focus, thrust and endeavours.
 - (D) Expenditure on R&D:

The expenditure on R&D activities incurred during the year is given hereunder:

Particulars	(₹ in million)
Capital Expenditure	24.32
Revenue Expenditure	14.71
TOTAL R&D EXPENDITURE	39.03
TOTAL TURNOVER	2,079.35
Total R&D Expenditure as a percentage of Total turnover	1.88%

3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. During the year the Company has exports (FOB value) worth ₹1053.33 millions.

(₹ in million)		
Particulars	2015-16	2014-15
Foreign Exchange Earnings	1053.33	962.50
Foreign Exchange Outgo	40.00	37.91

Tech investments have helped customer satisfaction, new business, lower costs and higher quality.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013, Mr. Makrand Appalwar (DIN: 00171950), Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company, and being eligible offers himself for re-appointment. Dr. (Mrs.) Mitravinda Appalwar (DIN: 02716731), Non-Executive Director, resigned from the services of the Company with effect from 29th September, 2015 and also resigned from the Board of Directors effective the said date. Your Directors wish to place on record their appreciation for the valuable contributions made by Dr. (Mrs.) Mitravinda Appalwar. The following are the Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013:

Sr. No.	Name of the Person	Designation
1	Mr. Makrand Appalwar	Chairman & Managing Director
2	Mrs. Rinku Appalwar	Chief Financial Officer
3	Mr. Kaushal Patvi	Company Secretary

BOARD PERFORMANCE

The performance evaluation of the non- executive directors is done by the Board annually. This evaluation is based on the attendance and contribution of the member at the board/committee meetings. The process also considers core competency, expertise, personnel characteristic and specific responsibility of the concerned Director. The performance evaluation of the Chairman & Managing Director and the Chief Financial Officer was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the entire evaluation procedure.

PREVENTION OF SEXUAL HARASSMENT POLICY

The Pursuant Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 seeks to protect women colleagues against sexual harassment at their work place. The internal committee constituted under the said act has confirmed that no complaint/case has been filed/pending with the Company during the year.

RISK MANAGEMENT POLICY

A statement including development and implementation of a risk management policy for the Company is attached and forms a part of the Board's Report as Annexure 2.

RELATED PARTY TRANSACTIONS:

The Company has not entered into any contracts or arrangements with related parties referred to in Section 188(3) of the Companies Act, 2013.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form No. MGT 9, as provided under sub-section (3) of Section 92 of the Companies Act, 2013, forms part of the Board's Report as Annexure 1.

SECRETARIAL AUDIT

As required under Section 203 of the Companies Act, 2013 Secretarial Audit Report as obtained from M/s. Sanjay Dholakia & Associates, Practising Company Secretary is attached and forms part of the Board Report as Annexure 3.

MANAGERIAL REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2015 is given in a separate Annexure to this Report. The above Annexure is not being sent along with this Report to the Members of the Company in line with the provision of Section 136 of the Companies Act, 2013. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company before the 22nd Annual General Meeting and upto the date of the ensuing Annual General Meeting during the business hours on working days.

None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has an adequate system of internal control procedures which is commensurate with the size and nature of its business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are placed before the Board.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has a wholly owned subsidiary in the name of Emmbi Scandinavia and form AOC-1 forms a part of the Board's Report and is attached as Annexure 4.

WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy in place for vigil mechanism. The said policy has been formulated keeping in view of the amendments in the Companies Act, 2013 and Listing Regulations. The said policy may be referred to, at the Company's official website, www.emmbi.com.

CORPORATE GOVERNANCE

A separate section on Corporate Governance is included in the Annual Report and the Certificate from the Company's auditors confirming the compliance of conditions on Corporate Governance as stipulated in the Listing Regulations is annexed thereto.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management discussion and analysis report has been attached to this report and forms a part of this report.

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the assistance and co-operation received from the shareholders, customers, dealers, suppliers, banks, financial institutions, Export Promotion Council, Trade Bodies, Government authorities, other semi Government & local authorities, Administration of Union Territory of Dadra & Nagar Haveli, Stock Exchanges and business associates at all levels during the year under review. The Directors also wish to place on record their deep appreciation for the committed services and excellent work done by the employees of the Emmbi family at all levels during the year.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 17th May, 2016

Makrand Appalwar
Chairman & Managing Director
DIN: 00171950

Your Directors



**Mr. Makrand Appalwar,
Chairman & Managing Director**

Makrand Appalwar a first generation entrepreneur was instrumental in envisioning, and transforming Emmbi from a trading company, to a large-scale manufacturer. He has over two decades of experience in the polymer industry, and is the recipient of many awards. He lays great emphasis on teamwork, mentors the

sales team, drives product development, and is continually seeking ways to enhance sustainability, in the ecosystem around Emmbi.

Makrand is a graduate Mechanical Engineer, from Maharashtra Institute of Technology, Pune, (India) and an alumnus of MIT Sloan School of Management, Boston (US).



**Mrs. Rinku Appalwar
Director & CFO**

Rinku Appalwar, the cofounder oversees the finance, purchase, logistics, and administrative functions of the company. She is a firm believer in setting high standards and this has translated to her being felicitated as the leading lady in manufacturing for three years in a row.

Rinku was instrumental in taking the company public, and ensuring it's five-fold growth in five years from the time Emmbi became a publicly traded company.

Rinku is a graduate in Chemistry from Mumbai University and holds an MBA.



**Dr. Venkatesh Joshi
Independent Director**

Prof Joshi is an eminent personality in the field of medicine, who has overseen more than 10,000 surgeries, as an anaesthetist. He is a faculty at the prestigious RA Poddar Medical College in addition to being a speaker at various national and international conferences. He is also an advocate of Ayurveda, and a researcher.

Prof Joshi graduated in medicine from the Marathwada University, and later obtained an MD in Ayurveda from Mumbai University.



**Mr. Sanjay Rathi
Independent Director**

Sanjay Rathi is Fellow member of the Institute of Company Secretaries of India, and Commerce and Law (General) graduate. He has twenty-six years of experience in industry and service sector in field of Corporate Laws and M & A Activities. During his tenure he had handled various assignments in field of

Secretarial and Legal, Finance, Project Management and Administration. He has worked in various executive and strategic management capacities and also worked as corporate consultant and advised many bodies corporate.



**Mr. Prashant Lohiya
Independent Director**

Prashant is a practicing Chartered Accountant, in the fields of Accounting, Auditing, Taxation, finance and management consulting. He has over 20 years of experience across various industries, and has presented papers on various accounting, and taxation topics.

As the chairman of the audit committee his experience is very valuable to the company.







Hands generate growth

Emmbi began as a manufacturer of polymer cloth. Despite the fact that it was a highly commoditized and competitive industry, we managed to create a competitive edge for ourselves by quickly finding varied and multiple applications for our product. We managed this by constantly innovating and evolving newer, more specialized applications that gave us an edge over the competition. The strategy paid off in spades. To date, we continue to derive a significant proportion of our revenue from this Specialty Packaging segment. However, we continue to invest in research and make an effort to better understand our customers' unmet needs. This has helped us move steadily up the value chain. In effect, our efforts have made sure that our top-line growth has never been at the expense of margins, or outside our core capabilities.

Annexure to the Directors' Report



Annexure 1 to Director's Report

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2016

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

I REGISTRATION & OTHER DETAILS

i	CIN	L17120DN1994PLC000387
ii	Registration Date	November 29, 1994
iii	Name of the Company	Emmbi Industries Limited (Formerly known as Emmbi Polyarns Limited)
iv	Category/Sub-category of the Company	Company limited by shares Indian Non-Government Company
v	Address of the Registered office & contact details	99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U. T. of Dadra & Nagar Haveli, Silvassa 396 230, India, Tel. No.: +91 (0260) 320 0948
vi	Whether listed company	Yes, Listed on BSE Limited & National Stock Exchange of India Limited (NSE)
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	Datamatics Financial Services Limited Plot No. B-5, Part B Crosslane, MIDC, Marol, Andheri (East), Mumbai 400 093. Tel: 022 - 66712151-56. Fax: 022 - 66712161. Email: investorsqry@dfssl.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacture of plastics products	222	88%
2	Trading of plastics products	479	12%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SL No	Name & Address	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Gloal Bag s.r.o Oblekovic 355, 671 81 ZNOJMO, Czech Republic	NA	Associate	25.00	2(6)
2	Emmbi Scandinavia ApS Kongensgade 103 7000 Fredericia	NA	Foreign Subsidiary	100.00	2(87)(ii)

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

(i) CATEGORY-WISE SHAREHOLDING

Category of shareholders		No. of shares held At the beginning of the year				No . of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	%Of Total Shares	Demat	Physical	Total	%Of Total Shares	
A. PROMOTERS										
(1)	Indian									
	(a) Individual/HUF	72,20,400	0	72,20,400	40.81	75,17,910	0	75,17,910	42.5	1.69
	(b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0
	(c) Bodies Corporates	26,75,000	0	26,75,000	15.12	27,18,100	0	27,18,100	15.36	0.24
	(d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
	(e) Any other	0	0	0	0.00	0	0	0	0.00	0
	SUB TOTAL (A) (1)	98,95,400	0	98,95,400	55.93	1,02,36,010	0	1,02,36,010	57.86	1.93

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% Of Total Shares	Demat	Physical	Total	% Of Total Shares	
(2) Foreign									
(a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0
(b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
(d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
(e) Any other	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (A)(2)	0	0	0	0.00	0	0	0	0.00	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	9895400	0	9895400	55.93	10236010	0	10236010	57.86	1.93
B. PUBLIC SHAREHOLDING									
(1) Institutions									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
(b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
(c) Central govt	0	0	0	0.00	0	0	0	0.00	0
(d) State Govt.	0	0	0	0.00	0	0	0	0.00	0
(e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
(g) FIIs	0	0	0	0.00	0	0	0	0.00	0
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
(i) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0
(j) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(1)	0	0	0	0.00	0	0	0	0.00	0
(2) Non Institutions									
(a) Bodies corporates									
(i) Indian	8,30,484	0	8,30,484	4.70	9,69,280	0	9,69,280	5.47	0.77
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
(b) Individuals	0	0	0	0.00	0	0	0	0.00	0
(b)(i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	35,44,913	10	35,44,923	20.04	42,84,217	10	42,84,227	24.23	4.19
(b)(ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	32,56,105	0	32,56,105	18.41	19,72,335	0	19,72,335	11.15	-7.26
(c) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0
(d) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
(i) NRI Rep	1,42,328	0	1,42,328	0.80	1,25,186	0	1,25,186	0.71	-0.09
(ii) NRI Non-Rep	21,010	0	21,010	0.12	1,03,212	0	1,03,212	0.58	0.46
(iii) Foreign Bodies	0	0	0	0.00	0	0	0	0.00	0
(iv) Foreign National	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(2)	77,94,840	10	77,94,850	44.07	74,54,230	10	74,54,240	42.14	-1.93
Total Public Shareholding (B)= (B)(1)+(B)(2)	77,94,840	10	77,94,850	44.07	74,54,230	10	74,54,240	42.14	-1.93
Total (A+B)	1,76,90,240	10	1,76,90,250	100.00	1,76,90,240	10	1,76,90,250	100.00	0.00
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A+B+C)	1,76,90,240	10	1,76,90,250	100.00	1,76,90,240	10	1,76,90,250	100.00	0

(ii) SHARE HOLDING OF PROMOTERS

Sl No	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. Of Shares	% of total of the company	% of shares pledged encumbered to total shares	No. Of Shares	% of total of the company	% of shares pledged encumbered to total shares	
1	Mr. Makrand M. Appalwar	41,58,100	23.51	0.00	37,82,550	21.39	0.00	-2.12
2	Mrs. Rinku M. Appalwar	21,18,950	11.98	0.00	22,89,210	12.97	0.00	0.96
3	Emmbi Laboratories Private Limited	16,25,000	9.19	0.00	16,57,600	9.37	0.00	0.18
4	Maitihli Agrotech Private Limited	10,50,000	5.93	0.00	10,60,500	5.99	0.00	0.06
5	Mrs. Mitravinda M. Appalwar	1,94,000	1.10	0.00	3,12,725	1.77	0.00	0.67
6	Mr. Moreswar B. Appalwar	1,18,725	0.67	0.00	0	0.00	0.00	-0.67
7	Miss Maithili M. Appalwar	5,61,750	3.18	0.00	10,61,750	6.00	0.00	2.82
8	Mr. Avinash R. Laddha	51,150	0.29	0.00	53,950	0.31	0.00	0.02
9	Mr. Prashant K. Lohiya	6,250	0.03	0.00	6,250	0.03	0.00	0
10	Mr. Kailashchandra B. Lohiya	4,550	0.03	0.00	4,550	0.03	0.00	0
11	Mrs. Sarla K. Lohiya	3,000	0.02	0.00	3,000	0.02	0.00	0
12	Mr. Sanjay R Rath	2,100	0.01	0.00	2,100	0.01	0.00	0
13	Mrs. Sangeeta S Rath	1,050	0.00	0.00	1,050	0.00	0.00	0
14	Mrs. Sushiladevi R Rath	750	0.00	0.00	750	0.00	0.00	0
15	M. B. Appalwar	25	0.00	0.00	25	0.00	0.00	0
Total		98,95,400	55.94	0.00	1,02,36,010	57.88	0.00	1.92

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl No	Name of the shareholder	Shareholding at the beginning of the year		Datewise increase/decrease in the shareholding during the year Specifying the reasons for increase/decrease (e.g. Allotment /Transfer/bonus /sweat equity etc)	No. of shares	Reason	Cumulative shareholding during the year (01/04/15 to 31/03/16)	
		No. of shares at the beginning of the yr (01/04/15)/ end of the yr (31/03/16)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Mr. Makrand M. Appalwar	41,58,100	23.51	01.04.15				
				24.04.15	56,500	Buy	42,14,600	23.82
				01.05.15	30,500	Buy	42,45,100	24.00
				15.05.15	15,650	Buy	42,60,750	24.09
				12.06.15	5,500	Buy	42,66,250	24.12
				19.06.15	3,050	Buy	42,69,300	24.13
				30.06.15	5,150	Buy	42,74,450	24.16
				11.09.15	2,100	Buy	42,76,550	24.17
				04.03.16	6,000	Buy	42,82,550	24.21
				31.03.16	5,00,000	Inter-se transfer	37,82,550	21.38
		37,82,550	21.39	31.03.16			37,82,550	21.39
2	Mrs. Rinku M. Appalwar	21,18,950	11.98	01.04.15				
				24.04.15	33,549	Buy	21,52,499	12.17
				15.05.15	29,100	Buy	21,81,599	12.33
				12.06.15	15,300	Buy	21,96,899	12.42
				19.06.15	7,050	Buy	22,03,949	12.46
				31.07.15	27,500	Buy	22,31,449	12.61
				28.08.15	15,700	Buy	22,47,149	12.70
				11.09.15	3,050	Buy	22,50,199	12.72
				16.10.15	29,511	Buy	22,79,710	12.89
				20.11.15	5,000	Buy	22,84,710	12.92
				15.01.16	3,000	Buy	22,87,710	12.93
				19.02.16	1,500	Buy	22,89,210	12.94
		22,89,210	12.97	31.03.16			22,89,210	12.97
3	Miss. Maithili M. Appalwar	5,61,750	3.18	01.04.15				
				31.03.16	5,00,000	Inter-se transfer	5,00,000	2.83
		10,61,750	6.00	31.03.16			10,61,750	6.00
4	Mr. Avinash R. Laddha	51,150	0.29	01.04.15				
				24.07.15	1,000	Buy	52,150	0.27
				20.11.15	1,800	Buy	53,950	
		53,950	0.31	31.03.16			53,950	0.31
5	Emmbi Laboratories Private Limited	16,25,000	9.19	01.04.15				
				30.09.15	6500	Buy	16,31,500	9.22
				09.10.15	19,100	Buy	16,50,600	9.33
				18.12.15	4,500	Buy	16,55,100	9.36
				15.01.16	1,500	Buy	16,56,600	9.36
				26.02.16	1,000	Buy	16,57,600	9.37
		16,57,600	9.37	31.03.16				
6	Maithili Agrotech Private Limited	10,50,000	5.93	01.04.15				
				26.02.16	10,500	Buy	10,60,500	5.99
		10,60,500	5.99	31.03.16			10,60,500	5.99
7	Late Moreshwar Balwant Appalwar	1,18,725	0.67	01.04.15				
				25.12.15	1,18,725	Transmission	0	0.00
		0	0.00				0	0.00
8	Mrs. Mitravinda Moreshwar Appalwar	1,94,000	1.10	01.04.15				
				25.12.15	1,18,725	Transmission	3,12,725	1.77
		3,12,725	1.77	31.03.16			3,12,725	1.77



Food for thought!

Flexible Intermediate Bulk Containers are an efficient and cost-effective means of transportation. Emmbi FIBCs are used for bulk transportation of food (left), chemicals and many other materials in a number of countries around the world. These FIBCs form a part of our Specialty Packaging range.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No	Name of the shareholder	Shareholding at the beginning of the year		Datewise increase /decrease in the shareholding during the year Specifying the reasons for increase/decrease (e.g. Allotment/ Transfer/bonus/ Sweat equity etc)	No. of shares	Reason	Cumulative shareholding during the year (01.04.15 to 31.03.16)	
		No. of shares at the beginning of the yr (01.04.15) end of the yr (31.03.16)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Sanjay Gulabchand Bafna	7,29,655	4.12	01.04.15				
				10.04.15	28,962	Transfer	7,00,693	3.96
				17.04.15	10,857	Transfer	6,89,836	3.90
				24.04.15	5,000	Transfer	6,84,836	3.87
				08.05.15	2,000	Transfer	6,82,836	3.86
				26.06.15	500	Transfer	6,82,336	3.86
				03.07.15	17,000	Transfer	6,65,336	3.76
				10.07.15	13,500	Transfer	6,51,836	3.68
				17.07.15	3,000	Transfer	6,48,836	3.67
				24.07.15	64,796	Transfer	5,84,040	3.30
				31.07.15	28,109	Transfer	5,55,931	3.14
				07.08.15	1,37,749	Transfer	4,18,182	2.36
				14.08.15	24,517	Transfer	3,93,665	2.23
				21.08.15	9,000	Transfer	3,84,665	2.17
				28.08.15	6,538	Transfer	3,78,127	2.14
				04.09.15	6,634	Transfer	3,71,493	2.10
				18.09.15	25	Transfer	3,71,468	2.10
				25.09.15	9,749	Transfer	3,61,719	2.04
				30.09.15	675	Transfer	3,61,044	2.04
				09.10.15	55,285	Transfer	3,05,759	1.73
				16.10.15	63,016	Transfer	2,42,743	1.37
				23.10.15	50,500	Transfer	1,92,243	1.09
				06.11.15	2,500	Transfer	1,89,743	1.07
				13.11.15	22,221	Transfer	1,67,522	0.95
				20.11.15	3,492	Transfer	1,64,030	0.93
				27.11.15	18,585	Transfer	1,45,445	0.82
				04.12.15	5,581	Transfer	1,39,864	0.79
				25.12.15	100	Transfer	1,39,764	0.79
				31.12.15	300	Transfer	1,39,464	0.79
				15.01.16	4,077	Transfer	1,35,387	0.77
				22.01.16	4,000	Transfer	1,31,387	0.74
				19.02.16	520	Transfer	1,30,867	0.74
				18.03.16	821	Transfer	1,30,046	0.74
				25.03.16	179	Transfer	1,29,867	0.73
				31.03.16			1,29,867	0.73
2	Adarsh Zacharias Augustine #	1,79,999	1.02	01.04.15				
				03.07.15	20,000	Transfer	1,59,999	0.90
				24.07.15	10,000	Transfer	1,49,999	0.85
				18.09.15	5,000	Transfer	1,44,999	0.82
				09.10.15	235	Transfer	1,44,764	0.82
				16.10.15	2,000	Transfer	1,42,764	0.81
				13.11.15	53,000	Transfer	89,764	0.51
				20.11.15	43,219	Transfer	46,545	0.26
				04.12.15	10,200	Transfer	36,345	0.21
				18.12.15	10,000	Transfer	26,345	0.15
				25.12.15	26,345	Transfer	0	0.00
				31.03.16			0	0.00
3	Aakash Filaments Pvt. Ltd.	1,67,950	0.95	01.04.15				
				12.02.16	12,700	Transfer	1,80,650	1.02
				11.03.16	297	Transfer	297	0.00
				31.03.16	0		1,80,947	1.02
4	Dilipkumar H Parmar #	1,40,355	0.79	01.04.15				
				14.08.15	5,000	Transfer	1,35,355	0.77
				06.11.15	14,750	Transfer	1,20,605	0.68
				04.12.15	5,000	Transfer	1,15,605	0.65
				08.01.16	3,450	Transfer	1,12,155	0.63
				15.01.16	58,200	Transfer	53,955	0.30
				05.02.16	16,555	Transfer	37,400	0.21
				12.02.16	3,000	Buy	40,400	0.23
				26.02.16	16,094	Transfer	24,306	0.137
				04.03.16	3,250	Transfer	21,056	0.119
				11.03.16	4,900	Transfer	16,156	0.091
				18.03.16	5,000	Buy	21,156	0.120
				25.03.16	5,250	Transfer	15,906	0.090
				31.03.16			15,906	0.090

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No	Name of the shareholder	Shareholding at the beginning of the year		Datewise increase /decrease in the shareholding during the year Specifying the reasons for increase/decrease (e.g. Allotment /Transfer/bonus/ sweat equity etc)	No. of shares	Reason	Cumulative shareholding during the year (01/04/15 to 31/03/16)	
		No. of shares at the beginning of the yr (01/04/15)/ end of the yr (31/03/16)	% of total shares of the Company				No. of shares	% of total shares of the Company
5	Swedish Portfolio Private Limited #	1,08,175	0.61	01.04.15				
				10.07.15	108,175	Transfer	0	0.00
		0	0.00	31.03.16			0	0.00
6	Rajeev Manilal Sangoi HUF #	86,580	0.49	01.04.15				
				15.05.15	2,354	Transfer	84,226	0.48
				26.06.15	1,219	Transfer	83,007	0.47
				04.12.16	83,006	Transfer	1	0.00
		1	0.00	31.03.16			1	0.00
7	Gyan Pal Singh #	92,500	0.52	01.04.15				
				10.04.15	30,000	Transfer	62,500	0.35
				17.04.15	17,500	Transfer	45,000	0.25
				24.04.15	11,000	Transfer	34,000	0.19
				01.05.15	4,000	Transfer	30,000	0.17
				08.05.15	27,500	Transfer	2,500	0.01
				15.05.15	2,500	Transfer	0	0.00
		0	0.00	31.03.16			0	0.00
8	Umaiya Trading Pvt. Ltd.	89,012	0.50	01.04.15	0	Nil movement		
		89,012	0.50	31.03.16	0	during the year	89,012	0.50
9	Ashok Maganlal Shah #	1,41,671	0.80	01.04.15				
				31.07.15	9,000	Transfer	1,32,671	0.75
				07.08.15	23,600	Transfer	1,09,071	0.62
				13.11.15	3,000	Transfer	1,06,071	0.60
				20.11.15	4,000	Transfer	1,02,071	0.58
				29.01.16	100	Transfer	1,01,971	0.58
		1,01,971	0.58	31.03.16			1,01,971	0.58
11	Ronak Gupta *	0	0.00	01.04.15				
				07.08.15	1,00,000	Buy	1,00,000	0.57
				14.08.15	67,266	Buy	1,67,266	0.95
				21.08.15	32,734	Buy	2,00,000	1.13
				20.11.15	50,000	Transfer	1,50,000	0.85
				04.12.15	50,000	Transfer	1,00,000	0.57
				08.01.16	25,000	Buy	1,25,000	0.71
				15.01.16	45,000	Buy	1,70,000	0.96
				22.01.16	30,000	Buy	2,00,000	1.13
				29.01.16	35,000	Transfer	1,65,000	0.93
				05.02.16	5,858	Buy	1,70,858	0.97
				12.02.16	29,142	Buy	2,00,000	1.13
				19.02.16	35,000	Buy	2,35,000	1.33
				26.02.16	5,000	Buy	2,40,000	1.36
				04.03.16	10,032	Buy	2,50,032	1.41
				25.03.16	2,020	Buy	2,52,052	1.42
		2,52,052	1.42	31.03.16			2,52,052	1.42
12	Vishanji Shamji Dedhia *	0	0.00	01.04.15				
				06.11.15	32,316	Buy	32,316	0.18
				13.11.15	17,684	Buy	50,000	0.28
				20.11.15	62,000	Buy	1,12,000	0.63
				04.12.15	35,000	Buy	1,47,000	0.83
				22.01.16	10,000	Buy	1,57,000	0.89
				05.02.16	10,000	Buy	1,67,000	0.94
				12.02.16	10,000	Buy	1,77,000	1.00
		1,77,000	1.00	31.03.16			1,77,000	1.00



Powering a bountiful harvest.

Emmbi's mulch films are used as a protection cover over the soil (left). They help improve yields of sensitive crops like Strawberries (right).

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No	Name of the shareholder	Shareholding at the beginning of the year		Datewise increase /decrease in the shareholding during the year Specifying the reasons for increase/decrease (e.g. Allotment/ Transfer/bonus/ sweat equity etc)	No. of shares	Reason	Cumulative shareholding during the year (01/04/15 to 31/03/16)	
		No. of shares at the beginning of the yr (01/04/15)/ end of the yr (31/03/16)	% of total shares of the Company				No. of shares	% of total shares of the Company
13	Gopinath Mohanti *	200	0.00	01.04.15				
				24.04.15	500	Buy	700	0.00
				01.05.15	3,500	Buy	4,200	0.02
				08.05.15	3,768	Buy	7,968	0.05
				15.05.15	7,633	Buy	15,601	0.09
				22.05.15	799	Buy	16,400	0.09
				29.05.15	1,900	Buy	18,300	0.10
				19.06.15	3,153	Buy	21,453	0.12
				26.06.15	1,147	Buy	22,600	0.13
				30.06.15	2,830	Buy	25,430	0.14
				03.07.15	1,000	Buy	26,430	0.15
				10.07.15	7,730	Buy	34,160	0.19
				17.7.15	2,070	Buy	36,230	0.20
				24.07.15	,971	Buy	37,201	0.21
				31.07.15	4,950	Buy	42,151	0.24
				07.08.15	2,220	Buy	44,371	0.25
				21.08.15	18,729	Buy	63,100	0.36
				04.09.15	905	Buy	64,005	0.36
				11.09.15	278	Buy	64,283	0.36
				18.09.15	7,690	Buy	71,973	0.41
				22.09.15	3,467	Buy	75,440	0.43
				09.10.15	308	Buy	75,748	0.43
				06.11.15	450	Buy	76,198	0.43
				20.11.15	6,602	Buy	82,800	0.47
				27.11.15	200	Buy	83,000	0.47
				04.12.15	1,605	Buy	84,605	0.48
				11.12.15	5,432	Buy	90,037	0.51
				18.12.15	1,971	Buy	92,008	0.52
				31.12.15	177	Buy	92,185	0.52
				08.01.16	1,530	Buy	93,715	0.53
				15.01.16	800	Buy	94,515	0.53
				22.01.16	7,740	Buy	1,02,255	0.58
				05.02.16	6,860	Buy	1,09,115	0.62
				11.03.16	1,000	Buy	1,10,115	0.62
				31.03.16	1,000	Buy	1,11,115	0.63
		1,11,115	0.63	31.03.16			1,11,115	0.63
14	Vinay Gopinath Pai *	0	0.00	01.04.15				
				10.07.15	50,000	Buy	50,000	0.28
				23.10.15	58,000	Buy	1,08,000	0.61
		1,08,000	0.61	31.03.16			1,08,000	0.61
15	Mohur Investment & Consultancy P Ltd. *	0	0.00	01.04.15				
				29.01.16	79,000	Buy	79,000	0.45
				05.02.16	21,000	Buy	1,00,000	0.57
		1,00,000	0.57	31.03.16			1,00,000	0.57
16	Sarita Gupta *	5,600	0.03					
				07.08.15	87,300	Buy	92,900	0.53
				21.08.15	6,898	Buy	99,798	0.56
				18.03.16	1,003	Transfer	98,795	0.56
		98,795	0.56	31.03.16			98,795	0.56
17	RV Raghunandhan *	0	0.00	01.04.15				
				04.12.15	1,10,400	Buy	1,10,400	0.62
				18.12.15	1	Buy	1,10,401	0.62
				31.12.15	1,000	Buy	1,11,401	0.63
				15.01.16	6,000	Buy	1,17,401	0.66
				19.02.16	4,398	Transfer	1,13,003	0.64
				04.03.16	13,677	Transfer	99,326	0.56
				31.03.16	2,871	Transfer	96,455	0.55
		96,455	0.55	31.03.16			96,455	0.55

* Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2015.

Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2014.

(v) Shareholding of Directors & KMP

Sl No	Name of the shareholder	Shareholding at the beginning of the year		Datewise increase/ decrease in the shareholding during the year Specifying the reasons for increase/ decrease (e.g. Allotment/ Transfer/bonus/ sweat equity etc)			Cumulative shareholding during the year (01/04/15 to 31/03/16)	
		No. of shares at the beginning of the yr (01/04/15)/ end of the yr (31/03/16)	% of total shares of the Company		No. of shares	Reason	No. of shares	% of total shares of the Company
1	Mr. Makrand M. Appalwar Chairman & Managing Director	41,58,100	23.51	01.04.15				
				24.04.15	56,500	Buy	42,14,600	23.82
				01.05.15	30,500	Buy	42,45,100	24.00
				15.05.15	15,650	Buy	42,60,750	24.09
				12.06.15	5,500	Buy	42,66,250	24.12
				19.06.15	3,050	Buy	42,69,300	24.13
				30.06.15	5,150	Buy	42,74,450	24.16
				11.09.15	2,100	Buy	42,76,550	24.17
				04.03.16	6,000	Buy	42,82,550	24.21
				31.03.16	5,00,000	Inter-se transfer	37,82,550	21.38
				31.03.16			37,82,550	21.39
				37,82,550	21.39			
		2	Mrs. Rinku M. Appalwar Executive Director & CFO	21,18,950	11.98	01.04.15		
24.04.15	33,549					Buy	21,52,499	12.17
15.05.15	29,100					Buy	21,81,599	12.33
12.06.15	15,300					Buy	21,96,899	12.42
19.06.15	7,050					Buy	22,03,949	12.46
31.07.15	27,500					Buy	22,31,449	12.61
28.08.15	15,700					Buy	22,47,149	12.70
11.09.15	3,050					Buy	22,50,199	12.72
16.10.15	29,511					Buy	22,79,710	12.89
20.11.15	5,000					Buy	22,84,710	12.92
15.01.16	3,000					Buy	22,87,710	12.93
19.02.16	1,500					Buy	22,89,210	12.94
22,89,210	12.97			31.03.16			22,89,210	12.97
3	Mr. Sanjay R. Rath Non-Executive Director	2,100	0.01	01.04.15	0	Nil movement		
		2,100	0.01	31.03.16	0	during the year	2,100	0.01
4	Mr. Prashant K. Lohiya Non-Executive Director	6,250	0.03	01.04.15	0	Nil movement		
		6,250	0.03	31.03.16	0	during the year	6,250	0.03
5	Dr. Venkatesh G. Joshi Non-Executive Director	0	0.00	01.04.15	0	Nil movement		
		0	0.00	31.03.16	0	during the year	0	0.00
B	Key Managerial Personnel (KMP's)							
1	Mr. Makrand M. Appalwar Chairman & Managing Director	41,58,100	23.51	01.04.15				
				24.04.15	56,500	Buy	42,14,600	23.82
				01.05.15	30,500	Buy	42,45,100	24.00
				15.05.15	15,650	Buy	42,60,750	24.09
				12.06.15	5,500	Buy	42,66,250	24.12
				19.06.15	3,050	Buy	42,69,300	24.13
				30.06.15	5,150	Buy	42,74,450	24.16
				11.09.15	2,100	Buy	42,76,550	24.17
				04.03.16	6,000	Buy	42,82,550	24.21
				31.03.16	5,00,000	Inter-se transfer	37,82,550	21.38
				31.03.16			37,82,550	21.39
				37,82,550	21.39			
		2	Mrs. Rinku M. Appalwar Executive Director & CFO	21,18,950	11.98	01.04.15		
24.04.15	33,549					Buy	21,52,499	12.17
15.05.15	29,100					Buy	21,81,599	12.33
12.06.15	15,300					Buy	21,96,899	12.42
19.06.15	7,050					Buy	22,03,949	12.46
31.07.15	27,500					Buy	22,31,449	12.61
28.08.15	15,700					Buy	22,47,149	12.70
11.09.15	3,050					Buy	22,50,199	12.72
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15.01.16	3,000					Buy	22,87,710	12.93
19.02.16	1,500					Buy	22,89,210	12.94
22,89,210	12.97			31.03.16			22,89,210	12.97
3	Mr. Kaushal Patvi (Company Secretary & Compliance Officer)	0	0.00	01.04.15	0	Nil movement		
		0	0.00	31.03.16	0	during the year	0	0.00

V

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in millions)

	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
Indebtness at the beginning of the financial year			
i) Principal Amount	752.09	52.39	804.48
ii) Interest due but not paid	0.48	-	0.48
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	752.57	52.39	804.96
Change in Indebtedness during the financial year			
Additions	4,670.40	58.51	4,728.91
Reduction	(4,849.46)	(60.56)	(4,910.02)
Net Change	(179.05)	(2.06)	(181.11)
Indebtedness at the end of the financial year			
i) Principal Amount	573.25	50.33	623.58
ii) Interest due but not paid	0.27	-	0.27
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	573.52	50.33	623.85

VI

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

SI No.	PARTICULARS OF REMUNERATION	NAME OF THE MD/WTD/DIRECTOR		TOTAL AMOUNT (₹)
		Makrand. M. Appalwar	Rinku. M. Appalwar	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	78,00,000	72,00,000	1,50,00,000
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	39,600	39,600	79,200
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others (specify)	-	-	-
5	Others, please specify	-	-	-
Total (A)		78,39,600	72,39,600	1,50,79,200

B. Remuneration to other directors:

SI No.	PARTICULARS OF REMUNERATION	NAME OF THE DIRECTORS				TOTAL AMOUNT (₹)
		Mitravinda M. Appalwar	Sanjay R. Rath	Prashant K. Lohiya	Venkatesh G. Joshi	
1	Independent Directors					
(a)	Fee for attending board/ committee meetings	—	57,500	57,500	57,500	1,72,500
(b)	Commission	—	—	—	—	—
(c)	Others, please specify	—	—	—	—	—
Total (1)		—	57,500	57,500	57,500	1,72,500
2	Other Non Executive Directors					
(a)	Fee for attending board/ committee meetings	22,500	—	—	—	—
(b)	Commission	—	—	—	—	—
(c)	Others, please specify.	—	—	—	—	—
Total (2)		22,500	—	—	—	22,500
Total (B)=(1+2)		22,500	57,500	57,500	57,500	1,95,000
Total Managerial Remuneration*						15,274,200

* Total remuneration to Managing Director; Whole-Time Director and other Directors (being the total of A and B).

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl No.	PARTICULARS OF REMUNERATION	KEY MANAGERIAL PERSONNEL			TOTAL AMOUNT
		Managing Director (Makrand M Appalwar)	Chief Financial Offr (Rinku M Appalwar)	Company Secretary (Kaushal Patvi)	
1	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	78,00,000	72,00,000	6,58,366	1,56,58,366
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	39,600	39,600	-	79,200
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
Total		78,39,600	72,39,600	6,58,366	1,57,37,566

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies act	Brief description	Details of penalty/punishment Compounding fees imposed	Authority (rd/ndt/court)	Appeal made if any (give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil



Alleviating irrigation problems.

Emmbi's Jalsanchay range of pond and canal liners (right) provide Indian farmers an efficient and cost-effective means of creating artificial water bodies for irrigation of crops. Creating an artificial canal (inset) is quick and easy.

Annexure to the Directors' Report



Annexure 2 to Director's Report

Business Risk

Unforeseen factors, be it related to industry, regulations, and/or the economy could affect business in an adverse manner, that could lead to impairment to income and capital. Also in a capital-intensive industry, any downward swings in revenues could be detrimental to earnings.

Emmbi is not in an industry that is overtly exposed to governmental regulations, and the fact that we have been profitable since inception and is a regular dividend payer mitigates the business risk to a large extent. We operate at 83%, a 20% jump from the previous year. This and outsourcing some non-core activities would further improve the distribution of fixed costs. We consciously ensure that our production is not concentrated on one unit and is spread across five locations to mitigate any eventuality. We also maintain cordial and healthy relationship with workers, ensuring their safety and wellbeing.

Financial Risk

Emmbi's capital structure is very conservative, and it's cash flows adequate to meet obligations when due. Also the fair value of assets, far exceed the book value providing additional buffer in the event of a remote outlier. We are also rated investment grade with a positive outlook on our debt, and are confident that in the next few years this would only improve given the growth in our business, and growth. In addition we do not rely on one lender, and have a consortium of banks, and are constantly engaging with newer banks, who are more than willing to do business with us.

Liquidity Risk

We maintain adequate cash at all times. Contrary to peers, we do majority purchases on an advance payment basis (not due to the fact that suppliers, are unwilling to provide credit, but to take advantage of the prices), despite that we have ample liquidity, and do not lock up our operating cash flow in non-core or unproductive assets. Inventories and debtors are managed prudently, and impairments negligible. We have this year increased our dividend pay out which also cements that Emmbi is a very liquid company.

Single Product Risk

Emmbi's product line is well diversified with over 180 products, and no single client contributes to more than 5% of total revenues. We have strategically reduced our dependence on low margin products.

Single Geography Risk

Emmbi exports to over 51 countries, and are not exposed to a single market or its vagaries. In the years to come we should be expanding the reach to more countries, and clients with establishment of our own offices.

Foreign Exchange Risk

Emmbi has an internal policy to hedge all its export revenues, and it has no exposure to foreign currency borrowings. The company also does not trade, or speculate in the foreign currency market or make any opportunistic positions.

Enterprise Wide Risk

We are compliant with international best practices, as can be noted from the continual certifications, and the periodic audits. The Management at Emmbi does not view risks in silos, however analyses, how it can impact the whole organisation. We have a very efficient ERP system that would also have a module for managing uncertainties. We have also got accredited as an R&D House by the Government of India, who have also commended us on our risk management practices.



Nurturing prosperity for our farmers.

Emmbi's Agri Product range comprising products like Mulch Films (left) and Crop Covers (right) help protect sensitive crops and maintain the best conditions for optimal growth and yield.

Annexure to the Directors' Report



Annexure 3 to Director's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st March 2016

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

To the Members,
EMMBI INDUSTRIES LIMITED
Silvassa.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by EMMBI INDUSTRIES LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; The same is not applicable as there were no transactions during the year under review.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto May 14, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective May 15, 2015);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; There were no further issue of securities during the year under review
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective October 28, 2014); There were no ESOPS issued during the year under review.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There were no debt securities which are listed on the Stock Exchange.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; There were no proposals for delisting of its Equity shares during the year under review; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; There were no Buy Back of its Equity shares during the year under review
- (vi) As per Management representation letter following are laws applicable to Company:
 - (a) Applicable state and local municipal laws;
 - (b) Applicable state and local labour laws;
 - (c) Applicable Intellectual Property laws;

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective July 1, 2015;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosure Requirements), 2015 made effective 1st December 2015,

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

We further report that

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

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

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: 17th May 2016
Place: Mumbai

Annexure A

To the Members,
EMMBI INDUSTRIES LIMITED
Silvassa.



As easy as 1-2-3!

Emmbi's Flexible Tanks can be easily filled with water (left), mounted on a bicycle (center) and transported with minimal effort (right), alleviating a major pain point in the transportation and storage of water.

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

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

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: 17th May 2016
Place: Mumbai





Hands implement new ideas

Value addition and innovation are the only ways to stay ahead of the competition. That is why, at Emmbi, we commit a significant proportion of our time and resources to innovative new products and applications. The Emmbi Innovation Lab was conceived with the sole purpose of spearheading innovation at our company. Our efforts have begun to bear fruit. In the year gone by, the Emmbi Innovation Lab has already delivered numerous Product and Process Patents that further our competitive advantage. In the years ahead, we are confident that the Emmbi Innovation Lab will continue to keep us miles ahead of competition.

Management Discussion and Analysis



1) Forward looking statements

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

(2) Economy and Outlook

Global growth in 2015 was at 3.10%, and is expected to pick up to 3.40% in 2016, and 3.60% in 2017. The advanced economies continued to show modest and uneven improvements, as the US continued to be resilient supported by easy financing and strong housing, and labour markets. Private consumption and financial measures in the Euro Area outweighed the declines in exports. Japan continued on its modest recovery, aided by government initiatives, and rising incomes. The emerging markets and developing economies that contribute to almost 70% of the global growth continued to be strained, however in a better position compared to the previous years

India's per capita consumption of polymers stands below 10 Kgs, compared to the world average of 30 Kgs.

The outlook for the years ahead is likely to be influenced by three factors (1) China's structural change from a manufacturing, and investment economy to a services and consumption led one. (2) Commodity and Energy Prices (3) Gradual but inevitable tightening of the monetary policy in the US.

Global trade grew at 2.80%, and is expected to remain flat in 2016, prior to inching above the 3.00% levels in 2017.

The Indian economy witnessed levels of growth above 7.50% the primary drivers for the growth being domestic consumption, and investments. Investments in infrastructure, select policy initiatives were enablers of this growth, which led to a pick-up in industrial production. The lower prices of hydrocarbons, kept inflation in check, and aided the government to bring down its fiscal deficit. Exports however de-grew by almost 16%, despite the 6% depreciation in the rupee.

It is anticipated in 2016, a gradual acceleration in governmental decision making in areas of dis-investment, Public-Private Partnerships (PPP), freeing up of more sectors for foreign investment, and a quantum jump across investments in retail, aviation, security services, transportation, roads and power infrastructure. The 'Make in India' campaign, Competitive Federalism, i.e., allowing different states to be gauged on select parameters to enhance business conditions, the scheme of 'Housing for All' by 2022, the 'Digital India' campaign, and 'Financial Inclusion' would provide a positive impetus to maintain growth levels upwards of 7.00%.

(3) Sector Performance

The Polymer sector in India is estimated at over *\$32 billion (\$30 billion in 2015), and this is expected to grow at upwards of 8% over the next five years. Despite being the world's third largest market behind the US and China, India lags in the consumption of polymers.

*India's per capita consumption stood at below 10 Kgs, compared to the world average of 30 Kgs. With increased sales of automobiles, the government's initiatives of lining canals, ponds etc., and demand for packing material increasing on account of retail growth this sector is slated to grow at double digits in the coming years.

(*Source Fredonia)

(4) Emmbi's Industries International and Domestic Business

Product Range

Since the commencement of operations two decades ago, today we are proud to say that we have over 35 products that cater to a client base of over 180. The products are classified into four business segments – Speciality Packaging, Advance Composites, Water Conservation and Agri Products.

International Business

Revenues from Exports stood at ₹ 1,086 million, notably across 52 countries with North America being the largest contributor. In addition to diversification across geographies, Emmbi's clientele include a wide range of industries.

Our focus continues to be on stable markets, geographical, demographic and product diversification so that, our risks are mitigated. On Across verticals we restrict our exposure not more than 5% across each country, and below 3% per client. Moreover our strategy to keep recessionary trends in check is not only to add clients, however add new geographies as well.

Domestic Business

The domestic business continues to register handsome growth despite us, scaling down our exposure to low value add items. Revenues grew at an impressive 20% to ₹ 1,080 Million, aided by both volumes, as well as margins. The water conservation segment, and the agri-business double digits growth was in line with expectations, and going forward we expect very good demand from the rural markets for our products.

We expect growth in the domestic sector to be sustainable on three counts, first the natural demand for the products we are in, and the growing clientele, secondly our initiative to set up a full-fledged consumer segment (we have essentially been a B2B company, and now we are moving into the B2C category as well), and more importantly our continued investments in R&D, leads to innovative products that is a pillar for sustainability.

Segment	Share	Applications
Water Conservation	15%	Transportation, Storage, Irrigation, Conservation, Harvesting of water.
Advance Composites	44%	Human Safety, Transportation & Management of Hazardous Material, Protective films & Fabrics.
Speciality Packaging	38%	Chemicals, e-commerce, Oil & Water, Polymer Packaging.
Agri Products	3%	Yield Improvement in Agri & Dairy industry through Crop Protection Systems, Flexible Fermentation Storages, Radiation & Hailstorm Control, Weed management films.

Retail Operations

The success we have enjoyed over the years is now being replicated in the consumer space. Over the past two years we have observed increasing interest and enquiries from retail clients for some of our products, especially the collapsible water tanks, and the crop covers. In addition to engaging with channel partners, one of the world's leading consulting firms has designed the go-to-market-strategy, for this 'Strategic Business Unit'.

(5) Emmbi's Operations

Plant Capacity and Utilisation

Capacity at 83% registered a growth of 22% over the previous year, and we would be reaching full utilisation, and perhaps cross this in the next few years. We have also embarked on the manufacture of food grade packaging and this would add to another 2,400 tonnes of capacity by the end of this calendar year. We expect a real jump on capacity to come in the year 2019, and to meet that the strategic planning is currently underway.

Inventories Management

Emmbi's strategy of managing business in a non-speculative nature, translates down to its inventory management policies. We always make it a point to match the order pipeline to the inventory levels. Procurements of raw material is simultaneous to order booking, and

that way neither the fluctuations in the prices of crude, and thereby its derivatives impact the income statement or capital in an adverse manner. The relationship between crude prices, and polymer prices is not entirely direct, for crude constitutes only a fraction of the overall price. The crude-linked raw materials that go into our products, are multi-stage derivatives of crude, and fluctuations in crude prices have a negligible impact on our margins.

Despite this linkage, we as a policy continue to apply effective hedge mechanisms.

Record Earnings

We continued to impress both in terms of revenues, and earnings to shareholders. The company recorded an impressive top line growth in revenues to ₹ 2,079 million and a record profit of ₹ 105.95 million.

Quality and Adherence

We adhere to the latest international standards, and believe in adapting the best practices in the industry, be it people, processes, quality of our products or internal systems. We are in the process of "Integrated Management System"(IMS) of Quality Management Standards (QMS) ISO 9001:2015, & Environmental Management Standards (EMS) 14001:2015 and Occupational Health & Safety Standards (OSHA) 45001:2015. This is in addition to the certification of ISO 9001:2008 that your company possess.

People and Processes

We continue in investing and developing existing talent, and source human resources when needed. We continue to conduct workshops on both technical, and soft skills, with the help of internally created teams, and external experts. We have in place a 'Whistle Blower' policy keeping in check with the best practices (Detailed in the Corporate Governance Section).

We have launched initiatives that have brought down attrition rate by nearly 35% in the blue collared work force, one of which is a structured skill up-grada



The company impressed with record earnings, with revenues of ₹ 2,079 Mn and profits of ₹ 105.95 Mn

The year that was:

five significant milestones that defined the year for us

1

ERP & Enterprise Risk Management

We are in the process of implementing a state of the art online ERP system that would provide timely information for managerial decision-making and help us manage enterprise wide risk.

2

Human Initiatives

We adopt a scientific approach to help with attrition as well, and this coupled with a humane touch has brought down attrition levels of the blue-collared work force by 35%. We have also established a 'Good-will Store' for the workers, besides the routine health, and medical camps.

3

Improved Financial Strength

The rating agency, CARE has improved both our long term, and short-term ratings to BBB+ and A3+ respectively. We feel there is a strong case of this improving further, as these were based on the half-year performance, and this year we have come out with record profits, and margin, and metric improvements across income and balance sheet statements.

4

Emmbi Innovation Labs

It is the hard work of the people at Emmbi that has been an enabler for the Government of India, to award the prestigious R&D recognition. Besides the financial benefits from a tax saving perspective, we are now a preferred bidder for many government projects. We would also get invaluable intangible benefits such as visibility in the international arena, through government initiatives. We understand that at Emmbi we do not rest on our laurels, and innovation is a continuous process.

5

Food and Pharmaceutical Grade Packaging

We commenced the construction of "Positive Pressure Clean Room facility for manufacturing of Food and Pharmaceutical Grade FIBC Packaging Material". This is expected to go completely on stream by the end of this calendar year, and shall initially help the company strengthen its product foothold in the international market, especially the US (as the revised FDA guidelines advocate use of food grade material for packaging for the entire value-chain of food and pharmaceutical products.

tion programme. As the cover of the annual report shows, our employees are at the heart of each of our core activity, and it is due to them we stand on firm ground.

Information Technology

We are in the process of integrating our plants located at five different locations, the head offices in Mumbai, and the offices overseas through an integrated ERP Platform. We believe in addition to providing timely reports this would reduce costs, and aid us immensely in managerial decision making.

Research & Development Department

The company's policy of continuous innovation, and investing in home-grown research over the years, has not only translated to tangible benefits, but has importantly helped in getting an accredited as a full-fledged R&D Development centre by the Government of India. This not only helps us getting tangible benefits like tax breaks, excise and customs benefits, preferred bidder for Government projects etc. We also get invaluable intangible benefits such as visibility in the international arena, through government initiatives.

(6) Financial Highlights With Respect to Operational Performance (₹ in million)

Particulars	FY 2015-2016	FY 2014-2015
Sales and Other Income	2,092.42	1,843.78
Net Profit after Interest Depreciation and Tax	105.95	59.65

(7) Cautionary Statement

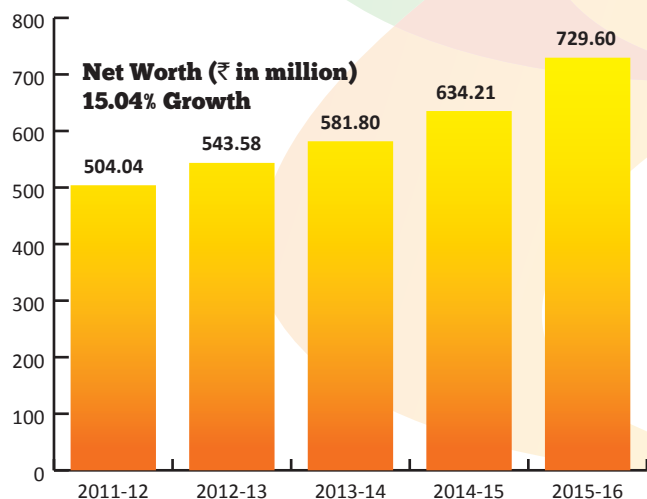
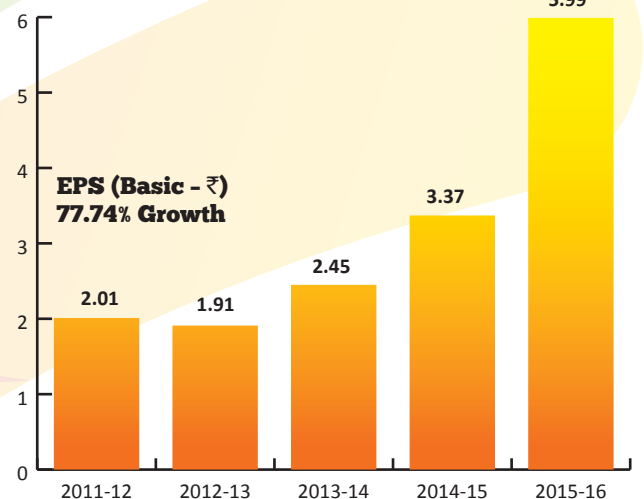
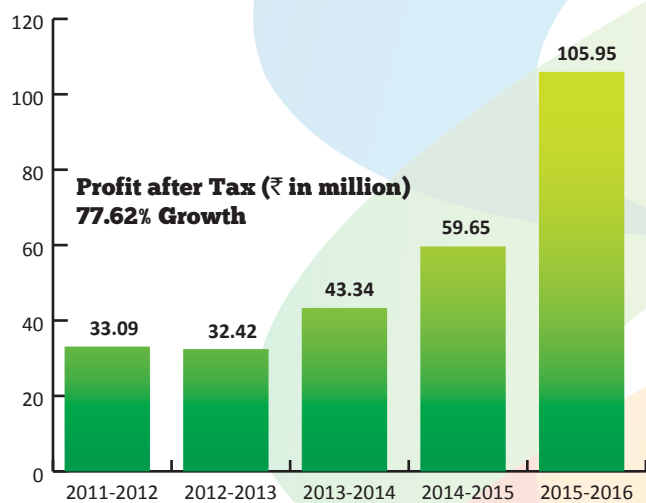
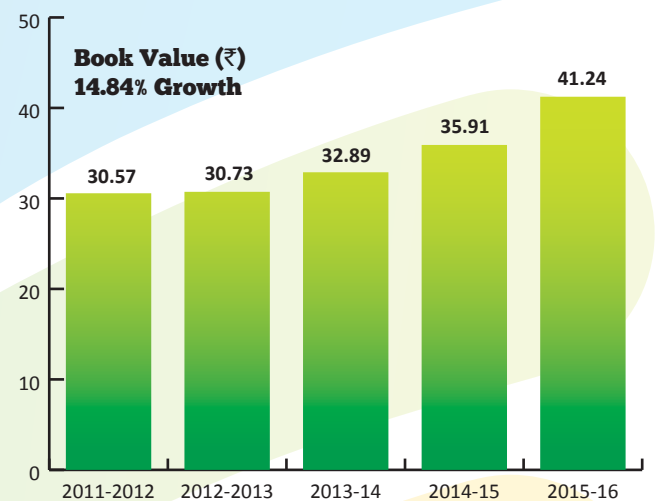
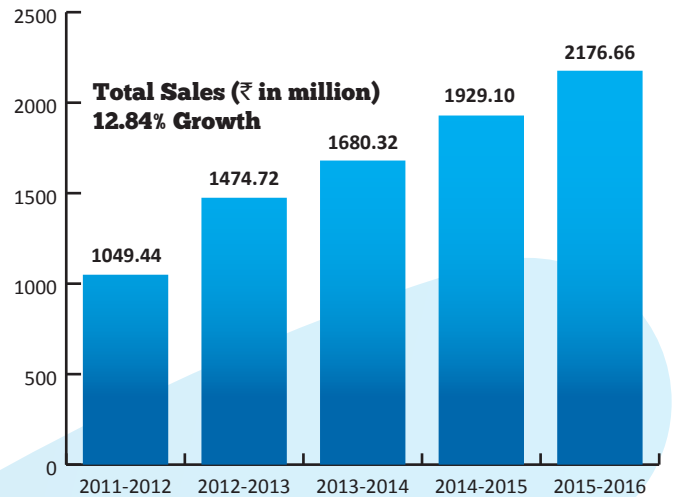
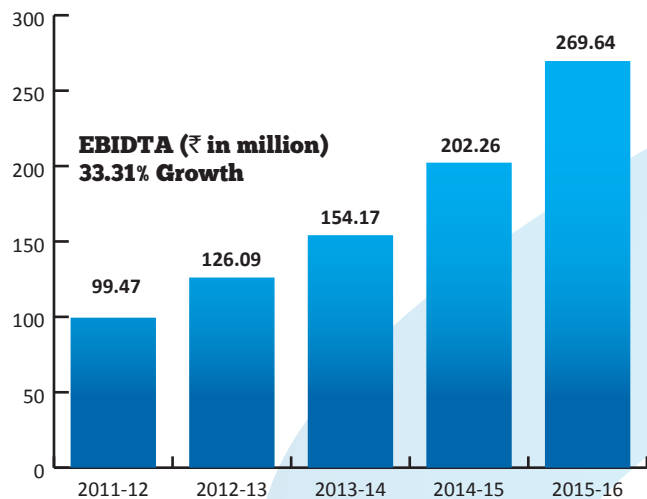
The estimation and expectation made in this report may differ from actual performance due to extraneous factors such as economic conditions, governmental policies, regulations, and other factors.

For & On Behalf of the Board of Directors

Makrand Appalwar
Chairman & Managing Director

Mumbai
May 17, 2016

A stellar performance, all around

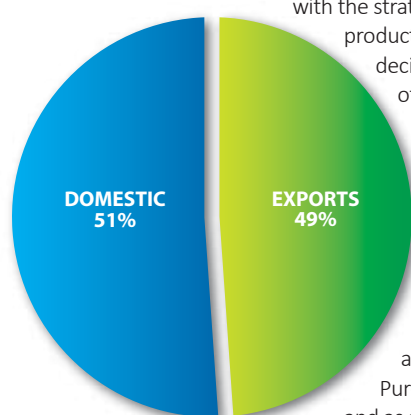


Financial Analysis

S

Statement of Income Revenue from Operations

The top-line growth of 12.83% was aided by increases in revenues in both exports (6.34%), and domestic sales (6.49%). Growth was in line with the strategy of reducing dependence on low margin business, and focusing on margin driven segments, and products. Whilst there was de-growth (9.02%) in the Speciality Packaging business, which was a conscious decision by the company to exit certain low margin products, Advance Composites registered a smart climb of 36.51%. The Water Conservation and Agri Product segments also clocked high double-digit increases in revenues and contribute to almost 20% of the total revenues.



BUSINESS SPLIT

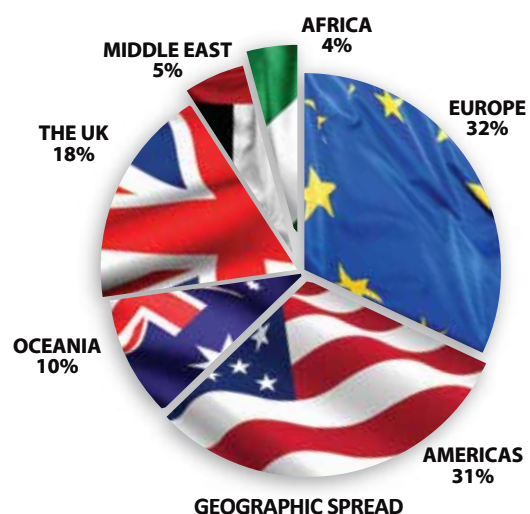
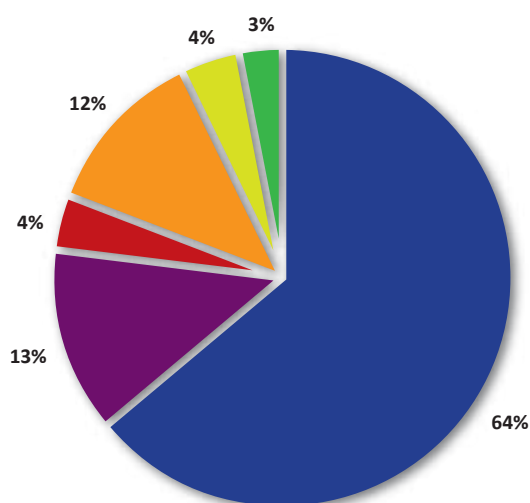
Cost of Operations

The increase in the cost of operations at 11%, was lower than the growth in revenues, and the overall margins witnessed smart improvements. EBIDTA at ₹ 270 million (₹ 202 million) registered an impressive growth of 35%. Manufacturing expenses were lower compared to the previous year, on account of both economies of scale (operational leverage), as well as adoption of innovative methods to lower costs.

Purchases were higher to aid the increased sales, and as always the company augments purchases in the last quarter to mitigate any shortfall in raw materials availability. The company established an

office in Denmark, that led to an increase in the establishment expenses, we anticipate that this would not only lead to additional revenues in terms of new clientele, but also an improvement in the sales realisations.

Where the Rupee was spent?



GEOGRAPHIC SPREAD

Cost of Finance

Finance costs stood at ₹ 90million (₹ 89 million) despite incremental borrowings, as incremental debt was utilised to retire high cost debt. We believe the recent upgrade on the company's credit ratings, coupled with the possibility of a declining rate scenario would help in the overall reduction in interest costs. Depreciation and amortisation expenses stood at ₹ 37 million (₹ 31 million).

Profits and Distribution

Emmbi industries continued to improve its profit margins, and delivered results with Profits after Tax at ₹ 105 million (a 78% growth), and the management, and the board decided to reward the shareholders by increasing the dividend to ₹ 0.50 (₹ 0.30) per share.

Balance Sheet Items

Emmbi has always prided itself in growing conservatively, with minimum risks to shareholders, and its stakeholders.

Assets and Deployment

Assets for the year stood at ₹ 1,651 million (₹ 1,562 million), the 5.65% growth primarily on account of investments in the new line, since operational.

Current Assets

Inventories stood at the year-end stood at ₹ 570 million (₹ 547 million) or almost five months at 147 days (151 days). This was an improvement despite the 12.83% growth in revenues, and tapping new markets. The average inventories holding is normally three months, however as highlighted earlier, the primary supplier of raw materials to the industry normally shutdown their plant for maintenance in March, so as a prudent principle the company maintains higher inventories in the last quarter.

Cash in hand decreased to ₹ 10 million (₹ 33 million) to meet advances for the factory expansion; Receivables at ₹ 321 million (₹ 334 million) was in line with the growth in business, and the collection period improved to 53 days (62 days). The company is very prudent in extending credit terms to its suppliers, and this is well below the industry average.

Fixed Assets

The company expanded its factory operations, through an additional investment in building and machinery, research and development by ₹ 71 million.

Capital and Borrowings

The growth was financed through a mix of internal accruals, additional term borrowings, and working capital. Debt-Equity was at the same level and very conservative at 0.25x, and the current ratio at a healthy 1.31x (1.27x). This indicated that liquidity, and the solvency parameters are strong, and the ability to absorb unforeseen shocks. The company's payables to creditors stood at 32 days, and the company uses the policy of both cash, and credit towards its purchases.

Total net worth increased to ₹ 730 million (₹ 634 million), whilst overall bank borrowings reduced to ₹ 591 million (₹ 767 million). In the course of the year the company repaid its obligations, as per schedule.



Going places!

Retail is likely to emerge as a key growth area for us, especially with our Agri and Water Conservation product lines. Our retail push is supplemented by innovative ways of creating visibility, such as our vehicles.

Hands nurture prosperity

With close to 69% of India living in villages, the rural economy is critical to the country's progress. Emmbi is doing its bit for the country's farmers by creating products especially suited to their needs and requirements. Two such products are Jalsanchay Pond Liners and Crop covers.

Jalsanchay Pond Liner is a unique product that meets the highest standards of quality, efficiency and safety. Its superior barrier properties ensure that farmers can easily use it to create an artificial pond, thereby helping irrigate their land.

Crop Covers help farmers protect their crop against the elements, especially at a young age. Emmbi Crop Covers combine superior protection with breathability to ensure that the crop continues to get its supply of oxygen, while keeping the harsher elements of nature at bay.

Both these products received an excellent response from the farming community at Kissan 2015, India's premier exhibition dedicated to farmers.



Emmbi Jalsanchay Pond Liners (above) make it very simple and economical for farmers to create artificial ponds or reservoirs, thereby assuring them of a regular supply of water for their irrigation needs.



Corporate Governance Report

STRONG BOARD OF DIRECTORS

FORMATION OF VARIOUS OVERSIGHT COMMITTEES

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance seeks to raise the standards of corporate management, strengthen the Board systems, significantly increase its effectiveness and ultimately serve the objective of maximizing the shareholders' value. Corporate Governance ensures fairness, transparency and integrity of the management.

The Company's philosophy on Corporate Governance envisages accountability, responsibility and transparency in the conduct of the Company's business and its affairs vis-à-vis its employees, shareholders, bankers, lenders, government, suppliers, dealers, customers, etc. and accordingly lays great emphasis on regulatory compliances. The Company firmly believes that Corporate Governance is a powerful tool to sub serve the long-term growth of the Company and continues to give high priority to the principles and practice of Corporate Governance and has accordingly benchmarked its practices with the existing guidelines of Corporate Governance as laid down in the Listing Regulations.

The responsibility for putting the recommendations into practice lies directly with the Board of Directors and the Management of the Company. The driving forces of Corporate Governance at Emmbi Industries Limited are its core values, which are belief in people, entrepreneurship, customer orientation and the pursuit of excellence.

II. BOARD OF DIRECTORS

1. COMPOSITION AND CATEGORY:

The composition of the board of directors should ensure that the board can attend to the common interests of all shareholders and meet the company's need for expertise, capacity and diversity. Attention should be paid to ensuring that the board can function effectively as a collective body. The composition of the Board of Directors also takes into account the development phase of the Company, the special requirements of the industry and the needs of the Company's operations. Both genders are represented in the Board of Directors.

The current policy of Emmbi is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and to separate its functions of governance and management. The Non-Executive Directors are professionals with specialization in their respective fields and have varied skills and expertise. The Company believe that it has a truly diverse Board which leverages on the skills and knowledge, industry or related professional experience, age and gender, which helps the Company to retain our competitive advantage. The composition of the Board is in conformity with the requirements of the listing regulations.

2. BOARD PROCEDURES:

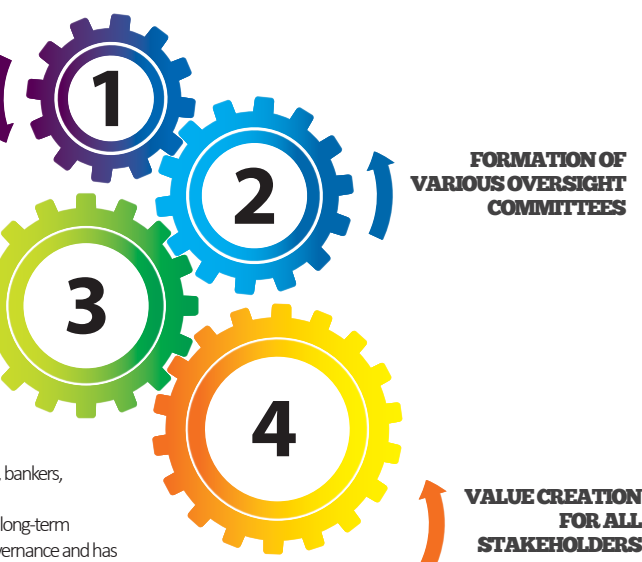
The Company follows a structured process of decision-making by the Board and its Committees. Detailed agenda and other explanatory statements are circulated well in advance to the Board members. The Agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents are circulated well in advance of the meeting date. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the subsequent Board meeting for noting. The Board is also free to recommend inclusion of any matter in the agenda for discussion. Apart from the Board of Directors, the Company Secretary & the Chief Financial Officer are invited to attend all the Board meetings. Senior management officials are called to provide additional inputs on the matters being discussed by the Board/ Committee. The Board has complete access to all relevant information of the Company. The Managing Director at the Board Meetings keeps the Board apprised of the overall performance of the Company.

3. MEETINGS OF THE BOARD OF DIRECTORS:

The Board met 5 (five) times on the following dates during the financial year 2015-2016.

18th May, 2011
28th May, 2015
12th August, 2015
7th November, 2015
1st February, 2016

In compliance with Section 173 of the Companies Act, 2013, and listing regulations with the stock exchanges, the Board met five times (more than the minimum requirement of four meetings) during the financial year and the interval between two meetings was not more than 120 days.



Category	Name of Directors
Promoter Executive Directors	Mr. Makrand M. Appalwar Chairman & Managing Director
	Mrs. Rinku M. Appalwar Executive Director & Chief Financial Officer
Non-Executive & Independent Directors	Mr. Sanjay R. Rath
	Mr. Prashant K. Lohiya
	Dr. Venkatesh G. Joshi

4. ATTENDANCE OF DIRECTORS IN BOARD MEETINGS

	No. of Board Meetings attended during the financial year 2015-2016	Attendance in AGM held on Sept 29, 2015	No. of directorships in other Public Limited Companies	No of Board Committees in which Chairman/Member#	Chairman	Member
1 Mr. Makrand M. Appalwar	5	Yes	Nil	Nil		Nil
2 Mrs. Rinku M. Appalwar	5	Yes	Nil	Nil		Nil
3 Dr. Mitravinda M. Appalwar (Resigned w.e.f. 29th September, 2015)	3	Yes	Nil	Nil		Nil
4 Mr. Sanjay R. Rathi	5	Yes	8	Nil		Nil
5 Dr. Venkatesh G. Joshi	5	Yes	Nil	Nil		Nil
6 Mr. Prashant K. Lohiya	5	Yes	Nil	Nil		Nil

Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationship Committee in all Indian Public Limited Companies other than Emmbi Industries Limited have been considered.

None of the Directors hold Directorship in more than the permissible number of Companies under the relevant provision. Further, none of the Directors on the Board is a member of Ten Committees or Chairman of more than Five Committees.

5. INDEPENDENT DIRECTORS

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013, and rules made thereunder and meet the requirements of clause 49 of the listing regulations with the stock exchanges. On appointment, A formal letter of appointment is issued to the Independent Directors setting out in detail the terms of appointment, duties, responsibilities and expected time commitments, etc., as provided in Companies Act, 2013 and the Listing Regulations and which is available on the website of the Company viz. www.emmbi.com.

6. FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the terms, role, functions, duties and responsibilities expected of him/her as a Director of the Company. On an on-going basis the Company shall through its Managing Director/Whole time Director/ Senior Managerial Personnel, as required from time to time, conduct programmes/ presentations periodically to familiarize the Director with the business strategy, business and operations of the Company. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. The programme will include visits to various plant locations from time to time to make them aware about the product lines and operations of the Company. The details of such familiarization programmes for Independent Directors are available on the website of the Company viz. www.emmbi.com.

7. SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

A separate meeting of the Independent Directors was held during the financial year 2015-2016 wherein the Independent Directors discussed the process of evaluating the performance of the non-independent directors and the Board as a whole, performance of the Chairperson of the Company taking into account the views of executive directors and non-executive directors, assessed the quality, quantity and timelines of flow of information between the Company management and the Board for the Board to effectively and reasonably perform their duties.

8. TRAINING OF INDEPENDENT DIRECTORS

Whenever new non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organisation structure, Company's policies and procedures, our business, constitution, board procedures, our risk and management strategy, etc. The appointment letters of Independent Directors has been placed on the Company's website www.emmbi.com.

III. COMMITTEES OF THE BOARD

The Company has constituted Five committees of the Board of Directors viz. Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Committee of Directors Committee. The committees have a combination of Executive and Non-Executive & Independent Directors. All the Board committees constitute an important element of the governance process. These Board Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. Committees deliberate on the matters referred to it by the Board. Recommendations of the committees are submitted to the Board to take decision on the matter referred

1) AUDIT COMMITTEE

The Audit Committee assists the Board in its responsibility for overseeing the quality of the accounting, auditing and reporting practices of the Company and its compliances with the legal and regulatory requirements.

a) Present Composition and Attendance of the Audit committee:

Member of the Committee	No. of meetings held	No. of meetings attended
Mr. Sanjay Rathi, Independent Non-Executive Director Chairman of the Committee	4	4
Mr. Prashant Lohiya Independent Non-Executive Director Member of the Committee	4	4
Dr. Venkatesh Joshi Independent Non-Executive Director Member of the Committee	4	4
Mrs. Rinku Appalwar CFO & Executive Director Member of the Committee	4	4



COMMITTEES OF THE BOARD

The composition of the Audit Committee meets with requirements of Section 177 of the Companies Act, 2013 and the Listing Regulations. The terms of reference of the Audit Committee cover all the areas mentioned under Listing Regulations and section 177 of the Companies Act, 2013. Members of the Audit Committee possess financial / accounting expertise / exposure.

b) Meetings Held

The Audit Committee met 4 (four) times on the following dates during the financial year 2015-2016.

28th May, 2015

12th August, 2015,

7th November, 2015

1st February, 2016

- The Chairman of the Audit Committee Mr. Sanjay Rathii was present at the previous Annual General Meeting held on 29th September, 2015.

c) Terms of Reference of the Audit Committee, inter alia, include the following:

The following terms of reference stipulated by the Board of Directors to the Audit Committee cover all the matters specified under the Listing Regulations as well as the provisions of Section 177 of the Companies Act, 2013. The Audit Committee has powers;

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee, inter alia, includes the following:-

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company;
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgement by the management;
 - Significant adjustments made in financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions; and
 - Qualifications in draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Monitoring and reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditors independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow-up 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;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Vigil Mechanism and Whistle Blower mechanism;
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the following information:
 - Management discussion and analysis of financial condition and result operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s).

2) NOMINATION & REMUNERATION COMMITTEE

a) Present Composition and Attendance of the Nomination & Remuneration committee:

Member of the Committee held	No. of meetings attended	No. of meetings
Mr. Sanjay Rathii Independent Non-Executive Director Chairman of the Committee	2	2
Mr. Prashant Lohiya Independent Non-Executive Director Member of the Committee	2	2
Dr. Venkatesh Joshi Independent Non-Executive Director Member of the Committee	2	2

The Committee's composition and terms of reference of the nomination & remuneration committee are in compliance with provisions of the Companies Act, 2013 and the Listing Regulations.

b) Meetings Held

The Nomination & Remuneration Committee met 2 (two) times on the following dates during the financial year 2015-2016.

28th May, 2015

1st February, 2016

c) Terms of Reference of the Nomination & Remuneration Committee, inter alia, include the following:

- To recommend and review the remuneration packages of the Managing Director and Whole Time Directors including pension rights and compensation payment.
- To recommend and review on the sitting fees to be paid to the Non-Executive Directors and Independent Directors for attending the Board Meetings and Committee Meetings.
- To help in determining the appropriate size, diversity and composition of the Board.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To assist in developing a succession plan for the Board.
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The terms of reference of this Committee was conferred on the 'Stakeholders' Relationship Committee' constituted by the Board on May 27, 2014; consequently, the 'Shareholders'/Investors' Grievance Committee' was dissolved w.e.f. May 27, 2014.

The Company has constituted a Stakeholders' Relationship Committee of Directors primarily to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, subdivision/consolidation of share certificates, transmission of shares, issue of duplicate share certificates, dematerialization/rematerialisation of shares.

a) Present Composition and Attendance of the Stakeholders' Relationship Committee:

Member of the committee	No. of meetings held	No. of meetings attended
Mr. Prashant Lohiya Independent Non-Executive Director Chairman of the Committee	4	4
Mr. Sanjay Rath, Independent Non-Executive Director Member of the Committee	4	4
Dr. Venkatesh Joshi Independent Non-Executive Director Member of the Committee	4	4

The Stakeholders' Relationship Committee's composition and the terms of reference meet with the requirements of the Listing Regulations and provisions of the Companies Act, 2013.

b) Meetings Held

The Stakeholders' Relationship Committee met 4 (four) times on the following dates during the financial year 2015-2016.

28th May, 2015

12th August, 2015

7th November, 2015

1st February, 2016

As required by Securities and Exchange Board of India (SEBI), Mr. Kaushal Patvi, Company Secretary and Compliance Officer of the Company, is the Compliance Officer and for any clarification/complaint, the shareholders may contact Mr. Kaushal Patvi, Company Secretary and Compliance Officer of the Company at investor.grievances@emmbi.com.

c) Terms of Reference of the Stakeholders' Relationship Committee, inter alia, include the following:

- To look into redressal of investors' complaints and requests such as transfer of shares/debentures, non-receipt of dividend, notices, annual report, etc.
- To approve allotment, transfer, transmission, consolidation, split, name deletion and issue of duplicate share certificate of equity shares of the Company;
- To redress shareholder and depositor complaints like non-receipt of Balance Sheet, non-receipt of dividend warrants etc.;
- To address all matters pertaining to Depositories for dematerialization of shares of the Company and other matters connected therewith.
- Oversee the performance of the Company's Registrars and Transfer Agents.
- Recommend methods to upgrade the standard of services to investors.
- Monitoring expeditious redressal of investors / stakeholders grievances.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Status of Investor Complaints as on March 31, 2016 and reported under Regulation 13 of the Listing Regulations are as under:

Complaints as on April 1, 2015	Nil
Received during the year	1
Resolved during the year	1
Pending as on March 31, 2016	Nil

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

a) Present Composition and Attendance of Corporate Social Responsibility Committee:

Member of the committee	No. of meetings held	No. of meetings attended
Dr. Venkatesh Joshi Independent Non-Executive Director Chairman of the Committee	1	1
Mr. Sanjay Rath, Independent Non-Executive Director Member of the Committee	1	1
Mr. Prashant Lohiya Independent Non-Executive Director Member of the Committee	1	1
Mrs. Rinku Appalwar CFO & Executive Director Member of the Committee	1	1

b) Meetings Held

The Corporate Social Responsibility Committee met 1 (one) time on 1st February, 2016 during the financial year 2015-2016.

c) Terms of Reference of the Corporate Social Responsibility Committee, inter alia, include the following:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress;
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

5. COMMITTEE OF DIRECTORS COMMITTEE

The Company has constituted a Committee of Directors to handle the day to day business of the Company.

a) Present Composition and Attendance of the Committee of Directors Committee:

Member of the committee	No. of meetings held	No. of meetings attended
Mr. Makrand Appalwar Executive Director Chairman of the Committee	4	4
Mr. Sanjay Rathi, Independent Non-Executive Director Member of the Committee	4	4
Mrs. Rinku Appalwar CFO & Executive Director Member of the Committee	4	4

b) Terms of Reference of the Committee of Directors Committee, inter alia, include the following:

The Board of Directors have constituted a Committee of Directors Committee and delegated powers to transact certain regular matters relating to the business of the Company. The Committee handles work relating to opening of offices in any part of the country, making application on behalf of the Company, as and when required, with various Government, Quasi-Government, Municipal, Local and such other authorities/ bodies/ departments such as Sales tax, Service tax, ESIC, Shops & Establishment authorities etc., all over India, making application with the appropriate authorities anywhere in India, for new telephone lines for offices, stores, warehouses and accommodations provided by the Company to its officials, Signing and executing Lease Agreements, borrowings from banks, financial institutions, foreign institutional investors and opening and closing of bank accounts and discharge procedural requirements for availing loans/opening bank and such other matters as delegated to the Committee by the Board of Directors from time to time.

IV. REMUNERATION TO DIRECTORS**a. Remuneration to Executive Directors of the Company**

The Nomination and Remuneration Committee recommends to the Board of Directors, the remuneration of the Chairman & Managing Director and Executive Director & Chief Financial Officer by way of salary, allowances, perquisites and benefits.

	Name of the Director	Position	Remuneration	Service Contract	Notice Period
1	Mr. Makrand Appalwar	Chairman and Managing Director	* ₹ 7,839,600 p.a.	Reappointed for 5 years w.e.f. 30th March, 2015	6 months
2	Mrs. Rinku Appalwar	Executive Director Director & CFO	* ₹ 7,239,600 p.a.	Reappointed for 5 years w.e.f. 30th March, 2015	6 months

* Break up of remuneration paid/payable to Mr. Makrand Appalwar is as under:

Sr. No.	Particulars	2015-2016 (₹)
1	Salaries, Allowances and Perquisites#	7,839,600
2	Contribution to Provident and other funds	Nil
3	Performance Bonus	Nil
4	Stock Option	Nil
5	Pension	Nil
	Total	7,839,600

* Break up of remuneration paid/payable to Mrs. Rinku Appalwar is as under:

Sr. No.	Particulars	2015-2016 (₹)
1	Salaries, Allowances and Perquisites#	7,239,600
2	Contribution to Provident and other funds	Nil
3	Performance Bonus	Nil
4	Stock Option	Nil
5	Pension	Nil
	Total	7,239,600

Excludes leave encashment and gratuity which is based on actuarial valuation provided on an overall Company basis.

b) Remuneration to Non-Executive and Non-Executive & Independent Directors of the Company:

The details of sitting fees and paid during the year ended 31st March, 2016 are given below:

Sr. No.	Name of Director	Sitting Fees Paid (₹)
1	Dr. Mitravinda Appalwar	₹ 22,500
2	Mr. Sanjay Rathi	₹ 57,500
3	Mr. Prashant Lohiya	₹ 57,500
4	Dr. Venkatesh Joshi	₹ 57,500

c) Details of Equity Shares held by Non-Executive Directors as on March 31, 2016:

Name of the Director	Position	No. of Equity Shares held	% of Paid-Up Capital
Mr. Sanjay R. Rath	Independent Non-Executive, Director	2,100	0.012
Dr. Venkatesh G. Joshi	Independent Non-Executive, Director	—	—
Mr. Prashant K. Lohiya	Independent Non-Executive, Director	6,250	0.035

V. SUBSIDIARY COMPANIES

The Company does a wholly owned foreign subsidiary in the name of Emmbi Scandinavia Aps. The Company has formulated the Material Subsidiary policy as required under the Listing Regulations and uploaded on the website of the Company www.emmbi.com.

VI. OTHER DISCLOSURES

1. RELATED PARTY TRANSACTIONS

During the financial year 2015-2016 there were no materially significant transactions entered into between the Company and its promoters, directors or the management, or relatives, etc. that may have potential conflict with the interests of the Company at large.

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with the Related Party Transactions pursuant to the provisions of the Companies Act, 2013 and listing regulations with the stock exchanges. The same is available on the website of the Company www.emmbi.com.

2. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.

3. WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and sub section (10) of the Companies Act, 2013 and as per the Listing Regulations, the Company has formulated Whistle Blower Policy, which provides a formal mechanism for all Directors and employees of the Company to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The disclosures reported are addressed in the manner and within the time frame prescribed in the Policy. The Company affirms that no director or employee of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is available on the website of the Company www.emmbi.com.

4. NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Clause 49 of the Listing Regulations is being reviewed by the Board from time-to-time.

5. CODE FOR PREVENTION OF INSIDER TRADING

With a view to regulate trading in securities by the Promoters, Directors and Designated/ Specified Employees, and based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has adopted a Code of Conduct for prevention/prohibition of Insider Trading. The Code for Prevention of Insider Trading is available on the website of the Company www.emmbi.com.

6. CODE OF CONDUCT

The Company is committed to conducting its business in conformity with ethical standards and applicable laws and regulations. This commitment stands evidenced by the Code of Conduct adopted by the Board of Directors which is applicable to each member of the Board of Directors and Senior Management of the Company. The Company has received confirmations from all the Directors and Senior Management of the Company regarding compliance with the said code for the financial year under review. A certificate from Mr. Makrand Appalwar, Managing Director to this effect forms part of this report. The said code is also available on the Company's website www.emmbi.com.

7. INVESTOR PRESENTATIONS MADE TO INSTITUTIONAL INVESTORS OR TO THE ANALYSTS.

During the financial year 2015-2016 various investor presentations made to institutional investors or to the analysts. The said investor presentations are available on the Company website at www.emmbi.com.

VII MEANS OF COMMUNICATIONS

- The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within two months from the close of the financial year as per the requirements of the Listing Regulations with the Stock Exchanges. The aforesaid financial results are sent to BSE Limited and The National Stock Exchange of India Limited (NSE) where the Company's securities are listed, immediately after these are approved by the Board. The results are thereafter published within forty-eight hours in leading English and Gujarati daily newspapers.
- The quarterly, half yearly and annual financial results are published in the following newspapers in the state of Gujarat as the Registered office of the Company is situated in Silvassa, U. T. of Dadra and Nagar Haveli.
 - The Economic Times (English)
 - The Economic Times (Gujarati)
- The financial results and shareholding pattern are also displayed on the Company's website: www.emmbi.com.
- The Annual Report of the Company containing, inter alia, Audited Financial Statement, Directors' Report, Management Discussion & Analysis, Auditor's Report and other important information is displayed on the Company's website www.emmbi.com.
- BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, among others are filed electronically on the Listing Centre.
- The NSE Electronic Application Processing System (NEAPS) is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, among others are filed electronically on the NEAPS.
- SEBI Complaints Redress System (SCORES) is centralized web based complaints redress system launched by Securities and Exchange Board of India (SEBI). This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. This would also enable the listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal by SEBI would be carried online in an automated environment and the status of every complaint can be viewed online at any time.

VIII GENERAL SHAREHOLDER INFORMATION

1. GENERAL BODY MEETINGS

(i) Annual General Meeting (AGM):

Financial Year	Date and Time	Whether any special resolution was passed	Location
2012-2013	30th September, 2013 10.00 a.m.	#Yes	99/2/1, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa 396 230
2013-2014	13th September, 2014 10.00 a.m.	*Yes	99/2/1, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa 396 230
2014-2015	29th September, 2015 10.00 a.m.	No	99/2/1, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa 396 230

Details of Special Resolution

- (1) Increase in borrowing limits of the Company under section 293(1)(d) of the Companies Act, 1956.
- (2) To create securities in favour of lenders under section 293(1)(a) of the Companies Act, 1956.
- (3) Revision in remuneration of Mr. Makrand Appalwar, Chairman & Managing Director of the Company.
- (4) Revision in remuneration of Mrs. Rinku Appalwar, Executive Director & Chief Financial Officer of the Company.

* Details of Special Resolution

- (1) Revision in remuneration of Mr. Makrand Appalwar, Chairman & Managing Director of the Company.
- (2) Revision in remuneration of Mrs. Rinku Appalwar, Executive Director & Chief Financial Officer of the Company.
- (3) Borrowing limits of the Company under section 180(1)(a) of the Companies Act, 2013.
- (4) To create securities in favour of lenders under section 180(1)(c) of the Companies Act, 2013.

(ii) Extra-Ordinary General Meetings (EGM):

Financial Year	Date and Time	Whether any special resolution was passed	Location
2013-2014	26th July, 2013 11.00 a.m.	*Yes	99/2/1, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa 396 230
2014-2015	30th March, 2015 11.00 a.m.	#Yes	99/2/1, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa 396 230

* Details of Special Resolution

- (1) Change in name of the Company from "Emmbi Polyarns Limited" to "Emmbi Industries Limited".

Details of Special Resolution

- (1) Appointment of Mr. Sanjay R. Rathi as an Independent Director of the Company with effect from March 30, 2015 for a period of five years.
- (2) Appointment of Mr. Prashant K. Lohiya as an Independent Director of the Company with effect from March 30, 2015 for a period of five years.
- (3) Appointment of Dr. Venkatesh G. Joshi as an Independent Director of the Company with effect from March 30, 2015 for a period of five years.
- (4) Re-Appointment and payment of remuneration to Mr. Makrand M. Appalwar as Chairman and Managing Director of the Company.
- (5) Re-Appointment and payment of remuneration to Mrs. Rinku M. Appalwar as an Executive Director and CFO of the Company.

During the year under review, the Company has not passed any Special Resolution through postal ballot as per the provisions of the Companies Act, 2013 and the rules framed there under.

2. ENSUING ANNUAL GENERAL MEETING

Day, Date and Time: Friday, 16th September, 2016, at 9.30 a.m.

Venue: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230.

3. DIVIDEND PAYMENT DATE

On or before 16th October, 2016

4. REPORTING OF UNAUDITED/AUDITED FINANCIAL RESULTS IN RESPECT OF FINANCIAL YEAR 2015-16 (TENTATIVE)

First quarter results	On or before 14th August, 2016
Second quarter results with half yearly results	On or before 14th November, 2016
Third quarter results	On or before 14th February, 2017
Fourth quarter results	On or before 15th May 2017
Audited results for year ended on 31st March, 2015	On or before 31st May, 2017
Annual General Meeting for the year 2015-16	On or before 30th September, 2017

5. FINANCIAL YEAR

1st April to 31st March.

6. BOOK CLOSURE DATES

Saturday, 10th September, 2016 to Friday, 16th September, 2016 (both days inclusive)

7. DIVIDEND

Company has declared Dividend @ ₹ 0.50 per share for financial year 2015-16, subject to approval of shareholders

8. LISTING OF SHARES

Sr. No.	Name	Address	Code	ISIN
1	BSE Limited	Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai -400001	533161	INE753K01015
2	National Stock Exchange of India Limited (NSE)	Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla complex, Bandra (East), Mumbai -400051	EMIMBI	INE753K01015

9. LISTING FEES TO STOCK EXCHANGES

Annual Listing Fee for the year 2015-16 has been paid by the Company to BSE and NSE.

10. CUSTODIAL FEES TO DEPOSITORIES

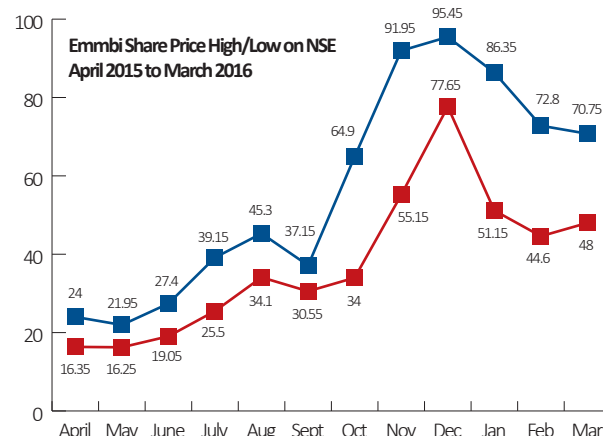
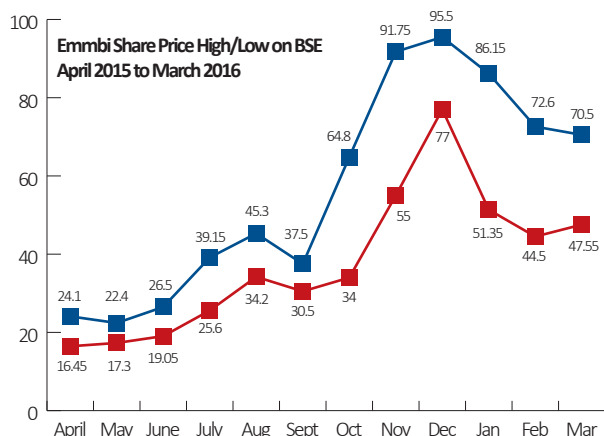
Annual Custody Fee for the year 2015-16 has been paid by the Company to NSDL and CDSL on receipt of the invoices.

11. MARKET PRICE DATA

The performance of the stock in the BSE Limited & National Stock Exchange of India Limited (NSE) for the period of 12 months from April 1, 2015 to March 31, 2016 was as follows:

MONTH	BSE LIMITED (IN ₹)		NATIONAL STOCK EXCHANGE OF INDIA LIMITED (IN ₹)	
	High	Low	High	Low
April 2015	24.10	16.45	24.00	16.35
May 2015	22.40	17.30	21.95	16.25
June 2015	26.50	19.05	27.40	19.05
July 2015	39.15	25.60	39.15	25.50
August 2015	45.30	34.20	45.30	34.10
September 2015	37.50	30.50	37.15	30.55
October 2015	64.80	34.00	64.90	34.00
November 2015	91.75	55.00	91.95	55.15
December 2015	95.50	77.00	95.45	77.65
January 2016	86.15	51.35	86.35	51.15
February 2016	72.60	44.50	72.80	44.60
March 2016	70.50	47.55	70.75	48.00

12. STOCK PERFORMANCE OF EMMBI INDUSTRIES LIMITED



13. REGISTRAR & TRANSFER AGENT

Share Transfers in physical and Demat form is handled by the Company's Share Transfer Agents: M/s. Datamatics Financial Services Limited, having their office situated at Plot No. A-16 and 17, MIDC, Part B, Cross Lane, Marol, Andheri (East), Mumbai 400 093; Tel. No. 66712151-56; Fax No. 66712161; E-mail: investorsqry@dfssl.com.

14. SHARE TRANSFER SYSTEM

Physical shares sent for transfer are duly transferred within 15 days of receipt of the documents, if they are complete in all respects. Shares under objection are returned within 7 working days. Share transfers in physical form can be lodged with Datamatics Financial Services Limited, Registrar & Transfer Agents (RTA) at the above mentioned address. The Stakeholders' Relationship Committee reviews the share transfers approved by the RTA, Company Secretary who have been delegated with requisite authority. All requests for dematerialisation of shares are processed and confirmed to the depositories, NSDL and CDSL, within 15 days. The Members holding shares in electronic mode should address all their correspondence to their respective Depository Participant (DP) regarding change of address, change of bank mandate and nomination. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40 of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

15. SECRETARIAL AUDIT

As stipulated by SEBI, a Qualified Practising Company Secretary carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The Audit confirms the total Listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form.

16. CATEGORIES OF SHARES AS ON 31ST MARCH, 2016

Category	No. of Shares Held	% of Share Holding
A. Promoter's Holding		
1. Promoters		
- Indian Promoters	1,02,36,010	57.86
- Foreign Promoters	00	00
2. Person Acting In Concern	00	00
Sub—Total	1,02,36,010	57.86
B. Non—Promoter's Holding		
3. Institutional Investors		
- Mutual Funds & UTI	00	00
- Banks, Financial Institutions, Insurance Cos.,	00	00
- (Central/ State Govt. Inst., Non-Govt. Inst.)	00	00
- FIIS	00	00
Sub—Total	00	00
4. Others		
- Corporate Bodies	9,44,360	5.34
- Indian Public	62,56,562	35.37
- NRIs / OCBs / FIIS	2,28,398	1.29
- Any other	24,920	0.14
Sub—Total	74,54,240	42.14
Grand—Total	1,76,90,250	100.00

17. DISTRIBUTION OF SHARES AS ON 31ST MARCH, 2016

17. DISTRIBUTION OF SHARES AS ON 31st March, 2010						
Sr No	Shares Range		Shares	% to Capital	No. of Holders	% to No. of Holders
	From	To				
1	1	500	1135107	6.42	6603	77.58
2	501	1000	748499	4.23	900	10.58
3	1001	2000	690167	3.90	446	5.24
4	2001	3000	445238	2.52	174	2.04
5	3001	4000	343283	1.94	94	1.11
6	4001	5000	391045	2.21	84	0.99
7	5001	10000	933023	5.27	124	1.46
8	10001	50000	976493	5.52	59	0.69
9	50001	And Above	12027395	67.99	27	0.32
	TOTAL		17690250	100.00	6264	100.00

18. DEMATERIALIZATION OF SHARES

The Company's shares are required to be compulsorily traded in the Stock Exchanges in dematerialized form.

Description	Cases	Shares	%
Physical	1	10	0
CDSL	3508	3277946	18.53
NSDL	5002	14412294	81.47
TOTAL	8511	17690250	100.00

19. PLANT LOCATIONS

Unit 1 Survey No. 191/2/4, Meghward Road, Masat Village, U.T. of Dadra & Nagar Haveli, Silvassa—396 230.

Unit 2 Survey No. 99/2/1, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa—396 230.

Unit 3 Survey No. 99/2/9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa—396 230.

Unit 4 Survey No. 87, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa—396 230.

20. REGISTERED OFFICE

99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa 396230.

21. CORPORATE OFFICE

Valecha Chambers, 3rd Floor, Opp. Infiniti Mall, Andheri New Link Road, Andheri (West), Mumbai 400 053.

22. ADDRESS FOR CORRESPONDENCE

Queries on Annual Report and dividend be addressed to Secretarial Department, Emmbi Industries Limited, Valecha Chambers, 3rd Floor, Opp. Infiniti Mall, Andheri New Link Road, Andheri (West), Mumbai 400 053.

- Designated email id for investors: investor.grievances@emmbi.com
- Company Identification Number (CIN): L17120DN1994PLC000387 and International Securities Identification Number (ISIN): INE753K01015

Date : 17th May, 2016

Place: Mumbai



Nothing is more important than maintaining a consistent quality. To that end, we employ the latest, state-of-the-art equipment and processes to work towards zero defects.

For and on behalf of the Board of Directors
EMMBI INDUSTRIES LIMITED
Makrand Appalwar
Chairman
DIN: 00171950

Corporate Governance Certificate

The Members,
Emmbi Industries Limited
(Formerly known as Emmbi Polyarns Limited)

We have examined the compliance of conditions of corporate governance by Emmbi Industries Limited for the year ended 31st March, 2016 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanation given to us, and based on the representations made by Directors and the Management, we certify that the Company has complied with the conditions as contained in the Listing Agreement with the Stock Exchange.

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

Place: Mumbai
Date: 17th May, 2016

For SANJAY DHOLAKIA & ASSOCIATES
Practising Company Secretary
Sanjay R Dholakia
Proprietor



Hands conserve water

Scarcity of water is quickly becoming a problem of global proportions. In India, the problem is even more acute, especially in the rural areas. According to the Water Resources Institute, close to 54% of India faces high to very high water stress. 57% of rural households in India need to commute 30 minutes or more, just to get access to drinking water.

At Emmbi, we feel it is our moral responsibility and national duty to create solutions to this problem. We developed a range of flexible water storage and transportation tanks with a view to mitigate the problem. Long-lasting and highly affordable as compared to the other solutions, our flexible tanks build on our expertise in polymers.

We test-marketed the range at Kissan 2015, the largest exhibition focused on agriculture in Maharashtra. The tanks received an overwhelming response, encouraging us to work on a focused strategy to commercialize the product.



Our Flexible Water Tanks offer the most convenient and cost-effective means of storage and transportation of water. Each of these designs has been successfully patented by us.

Certification by the CEO and CFO



The Board of Directors,
Emmbi Industries Limited
(Formerly known as Emmbi Polyarns Limited)

Dear Sirs,

We hereby certify that -

- (a) we have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2016, and that to the best of our knowledge and belief:
 - (i) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We hereby certify that
 - (i) there have been no significant changes in internal control over financial reporting during the year;
 - (ii) there have been no significant changes in accounting policies during the year; and
 - (iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Emmbi Industries Limited
Makrand Appalwar
Chairman and Managing Director
DIN: 00171950

Place: Mumbai
Date: 17th May, 2016

For Emmbi Industries Limited
Rinku Appalwar
Chief Financial Officer
DIN: 00171976

Declaration Regarding Code of Conduct

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company for the year ended 31 March, 2016.

Place: Mumbai
Date: May 17, 2016

Makrand Appalwar
Chairman and Managing Director
DIN: 00171950

Independent Auditors' Report



TO THE MEMBERS OF
EMMBI INDUSTRIES LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of EMMBI INDUSTRIES LIMITED, ("the Company") which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143(11) of the Act.

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

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

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

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;

- (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 (Auditors' Report) Order, 2016, ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit.
 - b) In our opinion, proper books of accounts as required by law, have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the Books of Account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the Directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us;
 - i. The Company has disclosed its pending litigations in its financial statements as referred to in Note 19 (c) to the financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For K. J. SHAH & ASSOCIATES
Chartered Accountants
FRN : 127308W

Place : Mumbai

Date: 17.05.2016.

K. J. SHAH
Proprietor
Membership No. 030784.



At Emmbi, our highly trained and motivated blue-collared employees are the backbone of our success.

Annexures to the Independent Auditors' Report



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 of the Independent Auditors' Report of even date to the members of Emmbi Industries Ltd. on the financial statements for the year ended March 31, 2016.

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management during the year at regular intervals and no material discrepancies were noticed on such verification.
(c) The title deeds of Immovable Properties, as disclosed in Note 10 on Fixed Assets to the financial statements, are held in the name of the Company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals. No material discrepancies were noticed on physical verification.
- (iii) As informed to us, during the year the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- (iv) The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- (v) The company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Companies Act, 2013 and the rules framed there under to the extent notified.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- (vii) (a) According to the records, information and explanation provided to us, the company is regular in depositing with appropriate authorities undisputed amount of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Service Tax, Cess and other statutory dues applicable to it and no undisputed amounts payable were outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable.
(b) According to the information and explanation given to us and as per our verification of records of the company, the disputed amounts of Income Tax which are not deposited with appropriate authorities as at 31st March, 2016 are as follows:
Amount is due under Income Tax Act, 1961 as Income Tax amounting Rs 3,90,05,030/- for the period 01.04.2010 to 31.03.2011 which is reduced by CIT Appeal to Rs 58,50,760/- by order received on 26.05.2015. The Tribunal Appeal is preferred for the remaining part.
- (viii) Based on our audit procedures and on the information and explanation given to us, the company has not defaulted in repayment of dues or borrowings to any financial institution or bank or Government or dues to Debenture holders as at the balance sheet date.
- (ix) The company has not raised any moneys by way of initial Public offer, further public offer (including debt instruments) and term loans. Accordingly the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- (x) During the course of our examination of the books of account 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 material fraud on or by the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
- (xi) The Company has paid / provided for Managerial Remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Section 177 & 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standards (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) During the year, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 42 of the Companies Act, 2013. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- (xv) In our opinion and according to information and explanation given to us, the Company has not entered into any Non Cash Transactions with the Directors or person connected with him, during the year. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For and on behalf of
K. J. Shah & Associates
Chartered Accountants.
FRN 127308W.

Kirti J. Shah
Proprietor
Membership No. :- 030784.

Place : Mumbai
Date : 17.05.2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 2 (f) of the Independent Auditors' Report of even date to the members of Emmbi Industries Ltd. on the financial statements for the year ended March 31, 2016)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub Section 3 of Section 143 of the Act.

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

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on internal controls over financial reporting criteria established by the company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act 2013 ("the Act").

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

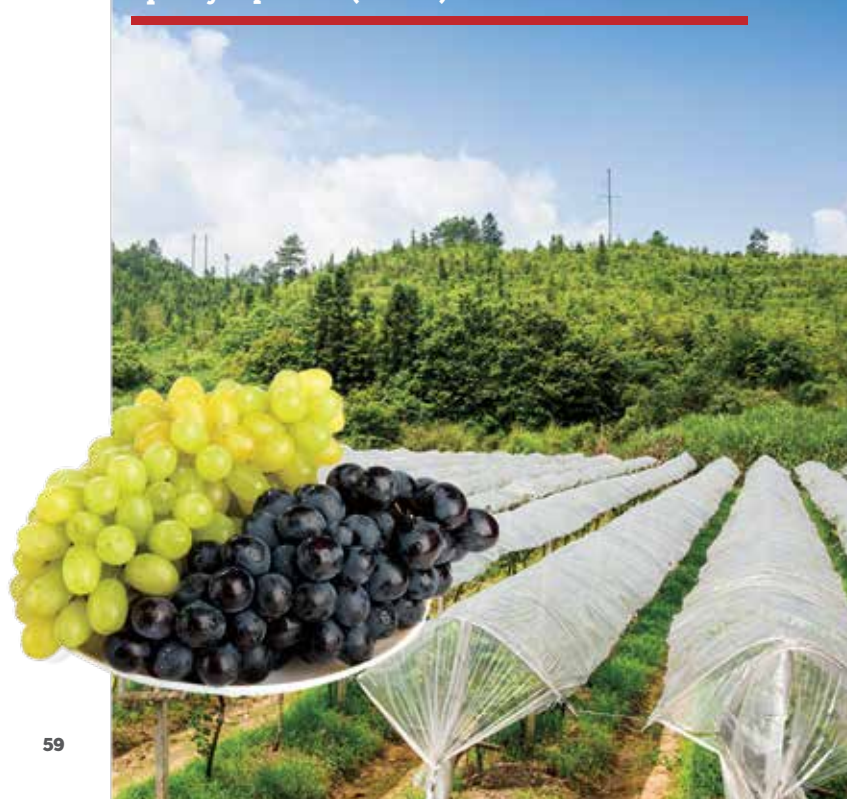
For and on behalf of
K. J. Shah & Associates
Chartered Accountants.
FRN 127308W.

Kirti J. Shah
Proprietor
Membership No. :- 030784.

Place : Mumbai
Date : 17.05.2016

Fueling the Green Revolution.

Crop Covers are an important application of our Agri Products. Vineyards especially, find a use for them to control temperature and humidity. The controlled humidity and temperature is what results in the best quality of produce (bottom)



Hands build companies

For an investor, perhaps the best barometer of performance for a company is the financial one. Here too, Emmbi managed to turn in another year of superlative performance thanks in no small measure to the dedication of our blue-collared employees. At Emmbi, we believe that providing our employees with the right working environment is key to financial success. The fact that our attrition rates fell by as much as 35%, combined with improved productivity leads us to believe that this is a correct assessment. The result is there for everyone to see in the form of an enviable financial performance by all accounts.



Balance Sheet as at 31 March, 2016

PARTICULARS	NOTES	AS AT 31 MARCH, 2016 (₹ in million)	AS AT 31 MARCH, 2015 (₹ in million)
A EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	2	176.90	176.90
(b) Reserves and Surplus	3	552.68	457.37
Sub Total - Share Holders' Fund		729.58	634.28
2. Non-Current Liabilities			
(a) Long-term borrowings	4	52.24	70.65
(b) Deferred tax liabilities (Net)	5	57.32	49.60
(c) Other Long Term liabilities		-	-
(d) Long-term provisions	6	70.11	40.77
Sub Total - Non Current Liabilities		179.67	161.02
3. Current Liabilities			
(a) Short-term borrowings	7	538.63	695.72
(b) Trade payables	8	124.76	8.36
(c) Other current liabilities	8	67.16	56.53
(d) Short-term provisions	9	11.24	6.81
Sub Total - Current Liabilities		741.78	767.42
TOTAL EQUITIES AND LIABILITIES		1,651.03	1,562.72
B ASSETS			
1.Non-Current Assets			
(a) Fixed assets			
(i) Tangible Asset	10	588.92	534.83
(ii) Intangible Asset	10	28.97	19.95
(iii) Capital Work in Progress	10	8.18	-
(b) Non-current investments	1	3.47	2.99
(c) Long term loans and advances	12	52.96	32.29
(d) Other non-current assets	13	-	0.02
Sub Total - Non Current Assets		682.49	590.08
2. Current Assets			
Inventories	14	570.00	546.84
Trade receivables	15	321.18	334.32
Cash and cash equivalents	16	10.46	32.89
Short Term Loans and Advances	17	66.89	58.54
Other Current Assets	18	0.01	0.05
Sub Total - Current Assets		968.54	972.64
TOTAL ASSETS		1,651.03	1,562.72
Significant Accounting Policies and Notes on Financial Statements	1 to 34		

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants
FRN : 127308W

K. J. SHAH (Proprietor)
Membership No. 030784
Place : Mumbai
Date: 17th May, 2016

Kaushal Patvi
Company Secretary

For and On behalf of the Board.
For EMMBI INDUSTRIES LIMITED,

Makrand Appalwar
Managing Director

Rinku Appalwar
CFO & Director

Statement of Profit and Loss for the year ended 31 March, 2016

PARTICULARS	NOTES	AS AT 31 MARCH, 2016 (₹ in million)	AS AT 31 MARCH, 2015 (₹ in million)
INCOME			
Revenue from Operations	20	2,176.66	1,929.10
Less : Excise Duty		97.31	90.88
Revenue from Operations (Net)		2,079.35	1,838.22
Other Income	21	13.06	5.55
Total Revenue (I)		2,092.42	1,843.78
EXPENDITURE			
Cost of Materials Consumed	22	1,168.23	1,189.25
Purchase of Stock-in-Trade	23	257.24	183.11
Changes in Inventories of Finished Goods and Stock-in-Process	24	(27.88)	(69.33)
Employee Benefits Expense	25	78.00	62.44
Finance Costs	26	90.17	88.89
Depreciation and Amortization Expense	27	36.67	30.59
Other Expenses	28	347.19	276.12
Total Expenses (II)		1,949.62	1,761.06
Profit before Tax		142.79	82.72
Tax Expenses			
(1) Current Tax (Net of MAT Credit)		29.11	16.89
(2) Tax for earlier years		-	(0.33)
(3) Deferred Tax Liability		7.73	6.51
Profit for the Year		105.95	59.65
Earning Per Equity Share (₹)			
(1) Basic	29	5.99	3.37
(2) Diluted	29	5.99	3.37
Significant Accounting Policies and Notes on Financial Statements	1 to 34		

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants
FRN : 127308W

K. J. SHAH (Proprietor)
Membership No. 030784
Place : Mumbai
Date: 17th May, 2016

Kaushal Patvi
Company Secretary

For and On behalf of the Board.
For EMMBI INDUSTRIES LIMITED,

Makrand Appalwar
Managing Director

Rinku Appalwar
CFO & Director

Cash Flow Statement for the year ended 31 March, 2016

PARTICULARS	2015-16		2014-15	
	₹ in million	₹ in million	₹ in million	₹ in million
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		142.79		82.72
Depreciation & Amortisation	36.67		30.59	
Finance Cost	90.17		88.89	
Market Development expenses written off	0.05		0.05	
Advance expenses for Export written off	-		7.59	
Sundry Balances Written off	2.46		1.01	
Provision For Gratuity	0.29		(0.50)	
Provision for Excise Duty	0.15		(0.70)	
Interest Received on Bank FD	(0.61)		(0.40)	
Dividend Received	-		(0.00)	
Rent received	(0.08)		(0.07)	
Profit on Sale of Motor Car	(0.01)		-	
		129.10		126.45
Operating Profit Before Working Capital Changes		271.89		209.17
Adjustments for Working Capital Changes				
Trade Payables and Other Current Liabilities	132.83		(15.92)	
Inventories	(23.16)		(60.53)	
Trade Receivables	10.68		(23.84)	
Short Term Loans & Advances (Dr.)	(8.35)	112.00	(15.96)	(116.24)
CASH FLOW FROM OPERATIONS		383.90		92.93
Taxes Paid (Net)		(17.41)		(13.96)
NET CASH GENERATED FROM OPERATING ACTIVITIES (A)		366.49		78.97
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets and additions in CWIP	(107.98)		(66.55)	
Investment in Foreign Subsidiary	(0.48)		-	
Sale Of Fixed Asset	0.04		-	
Movement in Loans and Advances	(0.02)		1.15	
Interest Received on Bank FD	0.61		0.40	
Dividend Received	-		0.00	
Rent received	0.08		0.07	
NET CASH (USED IN) INVESTING ACTIVITIES (B)		(107.75)		(64.92)
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds / (Repayment) from Term Loan	(181.38)		111.33	
Loan to Foreign Subsidiary	(3.31)		-	
Interest paid on Loan	(90.17)		(88.89)	
Dividend Paid (Including Dividend Distribution tax)	(6.30)		(5.11)	
NET CASH GENERATED FROM FINANCING ACTIVITIES (C)		(281.17)		17.33
Net Increase /(Decrease) in Cash and Cash Equivalents (A+B+C)		(22.43)		31.38
Cash & Cash Equivalent at the beginning of the Year		32.89		1.51
Cash & Cash Equivalent at the end of the Year		10.46		32.89

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants
FRN : 127308W

K. J. SHAH (Proprietor)
Membership No. 030784
Place : Mumbai
Date: 17th May, 2016

Kaushal Patvi
Company Secretary

For and On behalf of the Board,
For EMMBI INDUSTRIES LIMITED,

Makrand Appalwar
Managing Director

Rinku Appalwar
CFO & Director

Significant Accounting Policies



Corporate Information

EMMBI INDUSTRIES LIMITED ('the Company') is a public limited company and is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The Company is engaged in the business of Manufacturing and Trading of HDPE & PP - Woven Polymer Based Products

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

1 Basis of preparation of Financial Statements

The Financial Statements of the Company have been prepared in accordance with the "Generally Accepted Accounting Principles in India" (Indian GAAP) to comply with Accounting Standards specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the Act 1956") as applicable. Financial Statements have been prepared on accrual basis under Historical Cost Convention. The Accounting Policies adopted in preparation of Financial Statements are consistent with those followed in the previous year.

2 Use of Estimates

The Preparation of Financial Statements in conformity with India GAAP requires judgements, estimates and assumption to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities if any on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which results are known and materialised.

3 Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. The cost is inclusive of interest incidental expenses incurred during construction period and is net of cenvat credit availed and exchange rate difference arising on long term foreign currency monetary items in so far as they relate to the acquisition of depreciable asset. The fixed assets are tested for impairment. There is no impairment loss. Subsequent Expenditure related to tangible fixed asset are added to its book value only if they increase future benefits from the existing asset beyond its previously assessed standard of performance

4 Depreciation and Amortization

Depreciation on tangible fixed assets has been provided on the straight line method as per useful life prescribed in Schedule II to the Companies Act, 2013.

5 Investments

Non Current investments are valued at cost less provision for diminution other than temporary diminution in the carrying value of investment.

6 Valuation of Inventories

Items of inventories are valued at lower of cost or net realisable value. Cost of inventories comprise of all cost of purchase, cost of conversion and other costs incurred in bringing the inventory to their present location and condition. Raw materials, Stores and Spares are valued at weighted average cost. Processed stocks and finished goods are valued at material cost plus appropriate value of overheads. Provision for Excise duty on opening and closing inventory of finished goods (domestic stock and wastage) is included under Note No. 9

7 Revenue Recognition

Revenue (Income) is recognised only when it is reasonably certain that the ultimate collection will be made and after all the risks and rewards of ownership is transferred to the customer. Interest on Investments is recognised on a time proportion basis taking into account amounts invested and the rate of interest applicable. Dividend Income on Investments is recognised for when the right to receive the payment is established.

8 Sales

Sales are recognised on dispatch of material to customers. Sales are net of indirect taxes payable.

9 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. There are no Contingent Assets.

10 Employee Benefits

- a) Gratuity is accounted on the basis of valuation made by the LIC Company created Trust with LIC for Gratuity. Contribution is paid to LIC Employees Group Gratuity Fund.
- b) Short Term Employee benefits
The undiscounted amount of Short Term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the services.
- c) Bonus and Leave Encashment is paid during the year.

11 Foreign Exchange Transactions

- a) Transactions in Foreign Currency are accounted at the exchange rate prevailing on the date of Transactions. Exchange fluctuations between the transaction date and the settlement date in respect of Revenue Transactions are recognized in Profit & Loss A/c
- b) All export proceeds not realised at the year end are restated at the rate prescribed in the month of March by Central Board of Excise and Customs. The exchange difference arising there from has been recognised as income / expenses in the Current Year's Profit & Loss A/c
- c) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss statement except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

12 Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A Qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

13 Research and Development Expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and loss, unless a product's technical feasibility has been established, in which case such expenditure is capitalised. Fixed assets utilised for Research and Development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

14 Taxes on Income

Tax Expense comprises of Current Tax and Deferred Tax

- a) Current tax is measured at the amount expected to be paid to the tax authorities, after taking into consideration benefits admissible under the provisions of the Income - Tax Act, 1961.
- b) Deferred tax liabilities are recognised for future tax consequences attributable to the "timing differences" between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. Deferred Tax Asset is not recognised unless there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised.

15 Earning Per Share

Basic Earning per share is calculated by dividing the Net Profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.



Value Addition through innovation.

Aluminium-lined FIBCs are just one of the highly specialized products that we manufacture as part of our Advanced Composites range.

Hands keep our food hygienic

Food Safety is an issue that many governments around the world are seized upon. One of the variables that affects the food industry is the transportation of food items. While most regulation focuses on the preparation and storage of food, transportation is an area that's often not scrutinized so minutely. That is set to change, with the Government notifying new guidelines that makes the use of food-grade polymers in transportation, mandatory.

At Emmbi, we are already ready for the challenges that the future holds. We completed the construction of a facility specifically for food-grade bags. Housed in a special clean room that maintains a 'positive pressure', this facility ensures that our bags are not contaminated by external contaminants during their manufacture and storage. Going forward, we see significant revenues and margins from this facility as the new guidelines come into force.



Emmbi's Food- and Pharma-grade Flexible Intermediate Bulk Containers help differentiate the company and its offerings from the competition, in addition to commanding a significant premium and loyalty from our customers.



Notes on Financial Statements for the year ended March 31, 2016



		(₹ in million)	
Note 2 SHARE CAPITAL		2015-16	2014-15
Authorised Share Capital			
1,80,00,000 (P.Y. : 1,80,00,000) Equity shares of ₹10/- each.		180.00	180.00
		180.00	180.00
Issued, Subscribed & Paid-up			
1,76,90,250 Equity shares of ₹ 10/- each fully paid up		176.90	176.90
		176.90	176.90

2.1 12,00,000 Equity Shares out of Shares Issued, Subscribed and Paid up were allotted during the year ended 31st March, 2013 on conversion of share warrant monies.

2.2 The Reconciliation of the number of shares outstanding is set out below		2015-16	2014-15
Particulars		No. of Shares	No. of Shares
Equity Shares at the beginning of the year		17.69	17.69
Equity Shares at the end of the year		17.69	17.69

2.3 The Details of Shareholders Holding more than 5% Shares		2015-16		2014-15	
Name of Shareholder		No. of Shares	% Held	No. of Shares	% Held
Makrand Moreswar Appalwar*		3.78	21.38%	4.16	23.51%
Rinku Makrand Appalwar		2.29	12.94%	2.12	11.98%
Maithili Appalwar		1.06	6.00%	0.00	0.00%
Emmbi Laboratories Pvt Ltd		1.66	9.37%	0.00	0.00%
Maithili Agrotech Private Limited		1.06	5.99%	1.05	5.94%

* The Reduction in holding is on account of inter-se-transfer

		(₹ in million)	
Note 3 RESERVES AND SURPLUS		2015-16	2014-15
(a) Securities Premium Reserves			
As per last Balance Sheet		272.65	272.65
		272.65	272.65
(b) Profit & Loss A/c			
As per last Balance Sheet		184.73	132.37
Add : Profit for the Year		105.95	59.65
		290.68	192.02
Less: Appropriations			
Change in Depreciation as per Cos Act 2013 (Net of Deferred Tax)		-	0.93
Proposed Dividend		8.85	5.31
[Dividend Per Share ₹ 0.50/- (Previous Year ₹ 0.30/-)]			
Dividend Distribution Tax		1.80	1.06
		280.03	184.73
TOTAL		552.68	457.37

		(₹ in million)			
Note 4 LONG TERM BORROWINGS		2015-16		2014-15	
		Non Current	Current	Non Current	Current
(a) Secured					
Term Loans					
- From Banks		13.85	20.76	26.67	30.18
- From Corporates					
Other loans & advances					
(b) Unsecured					
Term Loans					
- From Banks					
- From Corporates		38.39	11.95	43.98	8.41
Other loans & advances					
TOTAL		52.24	32.71	70.65	38.59

- 4.1 Term Loans are secured by way of deposit of the title deed in respect of immovable properties of the Company including Land & Building situated at Plot no. 191/2/4, Massat Village, Meghwad Road, UT of Dadra & Nagar Haveli, Silvassa - 396230 & at Plot no. 99/2/1&9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, UT of Dadra & Nagar Haveli, Silvassa - 396230 and at Survey No. 87, Madhuban Industrial Estate, madhuban Dam Road, Rakholi Village, UT of Dadra & Nagar Haveli, Silvassa - 396230 and by hypothecation of Plant & Machinery and Furniture & Fixtures. The term loan are secured by way of first charge.
- 4.2 Term Loans are secured by second charge on current assets of the company on Pari Passu basis.
- 4.3 Other Loans and Advances are secured by way of hypothecation of Cars and Transport Vehicles purchased under Hire Purchase Scheme
- 4.4 There is no default in repayment of principal loan or interest thereon
- 4.5 REPAYMENT SCHEDULE

YEARS	Term Loans & Other Secured Loans	Unsecured Loans
For 2016-17	13.42	19.29
For 2017-18	9.85	9.88
For 2018-19	3.86	0.79
For 2019-20	0.49	0.57
For 2020-21	-	-

	(₹ in million)	
Note 5 DEFERRED TAX LIABILITIES	2015-16	2014-15
Net Deferred Tax Liability (Opening)	49.60	43.09
Deferred Tax Liability/(Asset)		
Fixed Asset & Others	7.73	8.99
Deferred Tax Asset		
Disallowances Under the Income Tax Act, 1961 & Others	-	(2.48)
Net Deferred Tax Liability (Closing)	57.32	49.60

	(₹ in million)	
Note 6 LONG-TERM PROVISIONS	2015-16	2014-15
Provision for Employee Benefits (Gratuity)	2.30	2.01
Provision For Taxes	67.81	38.76
TOTAL	70.11	40.77

	(₹ in million)	
Note 7 SHORT TERM BORROWINGS	2015-16	2014-15
Secured		
Working Capital Loans from Banks		
Working Capital Loans from Banks	538.63	695.72
TOTAL	538.63	695.72

- 7.1 Working Capital Loans :
- i) Cash Credit & Packing Credit loans from Punjab National Bank are secured by first pari passu charge on hypothecation of entire current assets, both present and future, of the Company including stocks and book debts, stock in transits and stock for job work. Second pari passu charge on the entire fixed assets of the Company both present and future with existing bankers.
- ii) Working Capital limits from ICICI Bank is secured by first Pari-Passu charge on entire current assets of the company both present & future with existing bankers ; Second Pari-Passu charge on the entire fixed assets of the company both present and future with existing bankers.
- iii) Working Capital limits Axis Bank is secured by first Pari-Passu charge on entire current assets both present & future with existing bankers; Second Pari-Passu charge on the entire fixed of the Company assets both present and future with the existing bankers.

	(₹ in million)	
Note 8 OTHER CURRENT LIABILITIES	2015-16	2014-15
Trade Payables	152.18	17.16
Current maturities of long term debt (Refer Note : 4)	32.71	38.59
Unpaid Dividends	0.30	0.23
Other Payables	6.73	8.92
TOTAL	191.91	64.90

- 8.1 There are no amounts due or outstanding to be credited to Investor Education and Protection Fund.

	(₹ in million)	
Note 9 SHORT-TERM PROVISIONS	2015-16	2014-15
Proposed Dividend - 2015-16	8.85	5.31
Tax on Dividend	1.80	1.06
Others (Provision for Excise Duty on Finished Goods)	0.59	0.44
TOTAL	11.24	6.81

Note 10 FIXED ASSETS
For the year ended 31 March, 2016
(₹ in million)

Sr. No.	PARTICULARS	As at 01-04-15	Additions	Transfers	Adjustmnts/ Disposals	As at 31-03-16	As at 01-04-15	For the yr	Transfers	Adjustmnts/ Disposals	As at 31-03-16	As at 31-03-16	as at 31-03-15
TANGIBLE FIXED ASSETS													
1	Freehold Land	27.00	-	-	-	27.00	-	-	-	-	-	27.00	27.00
2	Building	194.21	24.10	-	-	218.32	25.01	6.48	-	-	31.49	186.83	169.20
3	Compound Wall	0.26	-	-	-	0.26	0.15	0.01	-	-	0.16	0.10	0.11
4	Plant and Machinery	391.96	35.40	(26.94)	-	400.43	92.66	16.48	(6.42)	-	102.72	297.71	299.31
5	Plant and Machinery (R & D Equipment and Pilot Plant)	-	17.85	26.94	-	44.78	-	-	6.42	-	6.42	38.36	-
6	Electrical Installation	11.42	0.19	-	-	11.62	3.45	0.45	-	-	3.90	7.71	7.98
7	Furniture & Fixtures	16.18	1.98	-	(0.29)	17.87	5.73	3.22	-	(0.29)	8.66	9.22	10.46
8	Crates	0.71	-	-	-	0.71	0.33	0.07	-	-	0.40	0.31	0.38
9	Office Equipment	14.59	5.61	(0.31)	(1.95)	17.95	6.77	2.52	(0.15)	(1.95)	7.19	10.76	7.82
10	Computer (for R & D)	-	0.15	0.31	-	0.45	-	-	0.15	-	0.15	0.30	-
11	Other Equipment	0.01	-	-	-	0.01	0.01	0.00	-	-	0.01	0.00	0.00
12	Vehicles	22.36	0.76	-	(0.60)	22.52	9.80	2.69	-	(0.57)	11.92	10.60	12.57
(A)		678.72	86.03	-	(2.84)	761.92	143.90	31.92	-	(2.81)	173.00	588.92	534.83
INTANGIBLE FIXED ASSETS													
1	Brand Development Expenses	6.12	3.18	-	-	9.30	0.68	0.75	-	-	1.42	7.88	5.45
2	Knowledge Development Expenses	1.84	1.41	-	-	3.24	0.22	0.21	-	-	0.43	2.81	1.61
3	Foreign Trade Fair Expenses	7.60	0.97	-	-	8.57	0.59	0.79	-	-	1.37	7.20	7.01
4	Foreign Office Development Expenses	-	1.89	-	-	1.89	-	0.07	-	-	0.07	1.81	-
5	Scientific Research and Development Exps	6.01	6.33	-	-	12.35	0.13	2.94	-	-	3.08	9.27	5.88
(B)		21.57	13.77	-	-	35.35	1.62	4.76	-	-	6.38	28.97	19.95
CAPITAL WIP													
1	Rakholi Building - Vaidehi II	-	8.03	-	-	8.03	-	-	-	-	-	8.03	-
2	New Building - Vama	-	0.15	-	-	0.15	-	-	-	-	-	0.15	-
(C)		-	8.18	-	-	8.18	-	-	-	-	-	8.18	-
TOTAL (A+B)		700.30	107.98	-	(2.84)	805.44	145.52	36.67	-	(2.81)	179.38	626.06	554.78

For the year ended 31 March, 2015
(₹ in million)

Sr. No.	PARTICULARS	As at 01-04-15	Additions	Transfers	Adjustmnts/ Disposals	As at 31-03-16	As at 01-04-15	For the yr	Transfers	Adjustmnts/ Disposals	As at 31-03-16	As at 31-03-16	as at 31-03-15
TANGIBLE FIXED ASSETS													
1	Freehold Land	27.00	-	-	-	27.00	-	-	-	-	-	27.00	27.00
2	Building	179.97	14.24	-	-	194.21	19.29	5.72	-	-	25.01	169.20	160.68
3	Compound Wall	0.26	-	-	-	0.26	0.15	0.01	-	-	0.15	0.11	0.12
4	Plant and Machinery	366.77	25.19	-	-	391.96	78.37	14.28	-	-	92.66	299.31	288.39
5	Electrical Installation	10.90	0.53	-	-	11.42	3.03	0.42	-	-	3.45	7.98	7.87
6	Furniture & Fixtures	15.34	1.73	-	(0.88)	16.18	4.01	2.45	-	(0.73)	5.73	10.46	11.33
7	Crates	0.71	-	-	-	0.71	0.33	-	-	-	0.33	0.38	0.38
8	Office Equipment	14.90	4.16	-	(4.47)	14.59	5.94	4.52	-	(3.69)	6.77	7.82	8.96
9	Other Equipment	0.08	-	-	(0.07)	0.01	0.07	0.00	-	(0.06)	0.01	0.00	0.01
10	Vehicles	17.74	4.63	-	-	22.36	7.99	1.81	-	-	9.80	12.57	9.75
(A)		633.67	50.47	-	(5.42)	678.72	119.18	29.21	-	(4.49)	143.90	534.83	514.49
INTANGIBLE FIXED ASSETS													
1	Brand Development Expenses	3.87	2.25	-	-	6.12	0.19	0.49	-	-	0.68	5.45	3.69
2	Knowledge Development Expenses	1.62	0.21	-	-	1.84	0.05	0.17	-	-	0.22	1.61	1.57
3	Foreign Trade Fair Expenses	-	7.60	-	-	7.60	-	0.59	-	-	0.59	7.01	-
4	Research and Development Expenses	-	6.01	-	-	6.01	-	0.13	-	-	0.13	5.88	-
(B)		5.50	16.08	-	-	21.57	0.24	1.38	-	-	1.62	19.95	5.26
TOTAL (A+B)		639.16	66.55	-	(5.42)	700.30	119.42	30.59	-	(4.49)	145.52	554.78	519.74

Note 11 NON CURRENT INVESTMENTS
(₹ in million)

	2015-16	2014-15
Investment in Equity Shares (Unquoted, fully Paid up) :		
2,500 Equity Shares of Zoroastrian Co-Op Bank Ltd. Of Rs. 40/- each	0.10	0.10
2,500 Equity Shares of Saraswat Co-Op Bank Ltd. Of Rs. 10/- each	0.03	0.03
25% Shares of Global Bag S.R.O.	2.87	2.87
Emmbi Scandinavia - Wholly owned Subsidiary	0.48	-
TOTAL	3.47	2.99

Note 12	LONG TERM LOANS & ADVANCES (₹ in million)	2015-16	2014-15
	Unsecured, Considered good		
	Security Deposits	3.78	3.77
	Advance tax	39.87	28.52
	Emmbi Scandinavia - Loan Account	3.31	-
	MAT Credit Entitlement (F.Y. 2015-16)	5.99	-
	TOTAL	52.96	32.29
Note 13	OTHER NON-CURRENT ASSETS (₹ in million)	2015-16	2014-15
	Miscellaneous Expenditure (to the extent not written off or adjusted)	-	0.01
	TOTAL	-	0.01
Note 14	INVENTORIES (₹ in million)	2015-16	2014-15
	Raw Materials	85.29	100.58
	Stock-in-Process	337.20	304.52
	Finished Goods	108.42	113.22
	Stores & Spares	39.08	28.52
	Stock-in-Trade	-	-
	TOTAL	570.00	546.84
Note 15	TRADE RECEIVABLES (₹ in million)	2015-16	2014-15
	Unsecured, Considered Good		
	Over Six months from the date they are due for the payment	0.43	0.83
	Others	320.75	333.49
	TOTAL	321.18	334.32
Note 16	CASH AND CASH EQUIVALENTS (₹ in million)	2015-16	2014-15
	Balances with banks	0.29	0.09
	Cash on hand	1.72	1.30
	Others:		
	Unclaimed Dividend A/c	0.30	0.23
	Term deposits with Banks	8.14	31.26
	TOTAL	10.46	32.89
Note 17	SHORT TERM LOANS AND ADVANCES (₹ in million)	2015-16	2014-15
	Balance with Central Excise, Service Tax and other Govt. Authorities	15.58	25.01
	Prepaid Expenses	12.96	12.09
	Capital Advances	1.03	0.44
	Other loans and advances	37.31	21.01
	TOTAL	66.89	58.54
Note 18	OTHER CURRENT ASSETS (₹ in million)	2015-16	2014-15
	Miscellaneous Expenditure (to be written off or adjusted)	0.01	0.05
	TOTAL	0.01	0.05
Note 19	CONTINGENT LIABILITIES AND COMMITMENTS (₹ in million)	2015-16	2014-15
a)	Contingent liabilities		
	Guarantees		
	- Guarantee by Banks to Electricity Department (Silvassa)	7.12	6.80
b)	Commitments		
	Estimated amount of contracts remaining to be executed on capital account (Net of Advances) and not provided for.		
	- On account of Machinery	0.31	-
	- On account of Land and Building	26.91	-
c)	The Income tax demand as per CIT Appeal order for the A. Y. 2011-12 of ₹ 58,50,760/- is disputed for which appeal has been made to Tribunal. Based on the decisions of the appellate authorities and the interpretation of other relevant provisions, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.		
Note 20	REVENUE FROM OPERATIONS (₹ in million)	2015-16	2014-15
	Revenue from - Sale of products		
	Export Sales	1,086.29	1,019.91
	Domestic Sales	1,080.42	897.20
	Other Operating Revenue(B class goods)	9.96	12.00
		2,176.66	1,929.10
	Less : Excise Duty	97.31	90.88
	TOTAL	2,079.35	1,838.22

DETAILS OF SALE OF PRODUCTS	2015-16	2014-15
Manufactured Goods		
Polymer Based Multiple Products	1,908.33	1,732.93
HDPE & PP - Woven Polymer Based Products	9.96	12.00
Traded Goods	258.37	184.18
TOTAL	2,176.66	1,929.10

Note 21 OTHER INCOME (₹ in million)	2015-16	2014-15
Interest		
From Current Investments	0.47	0.16
From Others	0.14	0.24
Dividend		
From Long Term Investments	-	0.00
Foreign Exchange Difference	12.37	5.07
Other Non Operating Income	0.09	0.07
TOTAL	13.06	5.55

Note 22 COST OF MATERIAL CONSUMED (₹ in million)	2015-16	2014-15
Raw Materials Consumed		
Opening Inventory	100.58	127.01
Add : Purchases (Net)	1,152.94	1,162.82
	1,253.52	1,289.82
Less : Closing Inventory	85.29	100.58
TOTAL	1,168.23	1,189.25

DETAILS OF INDIGENOUS AND IMPORTED	2015-16		2014-15	
RAW MATERIALS CONSUMED	₹	% Consumption	₹	% Consumption
Imported	27.77	2.38%	22.96	1.93%
Indigenous	1,140.46	97.62%	1,166.29	98.07%
TOTAL	1,168.23	100.00%	1,189.25	100.00%

PARTICULARS OF MATERIAL CONSUMED	2015-16	2014-15
Polymer Granules and Films of various	1,168.23	1,189.25
Grades and Others		
TOTAL	1,168.23	1,189.25

Note 23 PURCHASE OF STOCK-IN-TRADE (₹ in million)	2015-16	2014-15
Trading Purchase - Mumbai		
HDPE/PP Laminated Fabric	257.24	183.11
TOTAL	257.24	183.11

Note 24 CHANGES IN INVENTORIES OF STOCK-IN-TRADE, WORK-IN-PROGRESS AND FINISHED GOODS (₹ in million)	2015-16	2014-15
Inventories (At Close)		
Stock-in-Process	337.20	304.52
Finished goods	108.42	113.22
	445.62	417.74
Inventories (At Commencement)		
Stock-in-Process	304.52	292.22
Finished goods	113.22	56.19
	417.74	348.41
TOTAL	(27.88)	(69.33)

Note 25 EMPLOYEES BENEFITS EXPENSES (₹ in million)	2015-16	2014-15
Salaries	71.39	57.27
Employees Welfare Expenses	4.21	3.72
Contribution to Provident Fund and Other Fund	1.56	1.44
Provision for Gratuity	0.84	-
TOTAL	78.00	62.44

25.1 Post employment benefits

Company has taken a Group Gratuity Policy of LIC of India to cover the employer's obligation towards Gratuity under the payment of Gratuity Act and the fund required to be maintained to cover the Present Value of past service benefit and current service cost is fully funded by the company as per the valuation made. The Company has Funded Scheme of Gratuity with LIC.

i)	Assumptions	2015-16	2014-15
	Discount Rate	8.00%	8.00%
	Salary Escalation	3.00%	3.00%

ii)	Table Showing Changes in Present Value of obligation as on 31/03/2016	Gratuity (Funded - ₹ in million)	
		2015-16	2014-15
	Present Value of obligation at the beginning of the year	1.64	1.13
	Interest Cost	0.13	0.09
	Current Service cost	0.19	0.13
	Benefits paid	(0.51)	(0.28)
	Actuarial (gain)/loss on obligation	2.09	0.57
	Present Value of obligation at year end	3.54	1.64
iii)	Table showing Changes in fair Value of plan Asset as on 31/03/2016	Gratuity (Funded - ₹ in million)	
		2015-16	2014-15
	Fair Value of plan assets at the beginning of the year	1.09	0.78
	Expected return on plan Assets	0.11	0.08
	Contributions	0.74	0.51
	Benefits paid	(0.51)	(0.28)
	Actuarial (gain)/loss on obligation	NIL	NIL
	Fair Value of plan assets as at year end	1.42	1.09
iv)	Table showing Fair Value of Plan Assets as on 31/03/2016	Gratuity (Funded - ₹ in million)	
		2015-16	2014-15
	Fair Value of plan assets at the beginning of the year	1.09	0.78
	Actual return on plan Assets	0.11	0.08
	Contributions	0.74	0.51
	Benefits paid	(0.51)	(0.28)
	Fair Value of Plan Assets at the end of the year	1.42	1.09
	Funded Status	(0.00)	(0.00)
	Excess of Actual over estimated return on Plan Assets	NIL	NIL
v)	Actuarial (gain)/loss recognised	Gratuity (Funded - ₹ in million)	
		2015-16	2014-15
	Actuarial (gain)/loss on obligation	(2.09)	(0.57)
	Actuarial (gain)/loss for the year - plan assets	NIL	NIL
	Actuarial (gain)/loss on obligation	2.09	0.57
	Actuarial (gain)/loss recognised in the year	2.09	0.57
vi)	Amounts to be recognised in Balance Sheet and Statement of Profit and Loss	Gratuity (Funded - ₹ in million)	
		2015-16	2014-15
	Present Value of obligation at the end of the year	3.54	1.64
	Fair Value of plan assets at the end of the year	1.42	1.09
	Funded Status	(2.12)	(0.55)
	Net Asset / Liability recognised in Balance Sheet	(2.12)	(0.55)
vii)	Expenses recognised during the year	Gratuity (Funded - ₹ in million)	
		2015-16	2014-15
	Current Service cost	0.19	0.13
	Interest cost on benefit obligation	0.13	0.09
	Net actuarial (gain) / loss recognised in the year	2.09	0.57
	Expected return on plan assets	(0.11)	(0.08)
	Expenses recognised during the year	2.30	0.71
	Gratuity is accounted on the basis of valuation made by the LIC which is debited from old Provision for Gratuity to the extent balance available and balance is debited to Profit and Loss account		

Note 26 FINANCE COSTS (₹ in million)	2015-16	2014-15
Interest	79.52	82.25
Other borrowing costs	10.65	6.64
TOTAL	90.17	88.89

Note 27 DEPRECIATION AND AMORTIZATION EXPENSES (₹ in million)	2015-16	2014-15
Depreciation and Amortization	36.67	30.59
TOTAL	36.67	30.59

Note 28 OTHER EXPENSES (₹ in million)	2015-16	2014-15
Manufacturing Expenses :		
Factory Wages	79.50	67.37
Power and Fuel	39.16	39.98
Labour Charges	47.88	33.61
Consumable Stores	41.29	28.00
Repairs & Maintenance (Others)	5.06	2.92

OTHER EXPENSES CONT'D (₹ in million)		2015-16	2014-15
Other Manufacturing Expenses		3.29	2.63
Processing and Lamination Charges		2.42	1.03
Excise duty - Provision on Finished Stock (Net)		0.15	(0.70)
Sub-Total (A)		218.75	174.83
Selling and Distribution Expenses :			
Freight Forwarding Expenses		54.26	46.29
Sales Promotion Expenses		3.56	11.06
Vehicle Expenses		3.83	4.47
Discount		4.11	4.68
Other Selling and Distribution Expenses		0.91	1.26
Sundry Export Expenses		1.69	0.93
Commission		0.22	0.02
Sub-Total (B)		68.58	68.71
Establishment Expenses :			
Legal and Professional Charges		10.40	6.09
Scientific Research & Development		14.74	-
Rent		5.90	5.17
Tour & Travelling Expenses		9.56	5.49
Insurance		2.68	4.30
Printing, Stationary, Computer & Xerox Expenses		3.70	2.63
Postage and courier Expenses		2.37	2.11
Telephone Expenses		2.01	1.67
General Expenses		2.03	1.23
Electricity expenses - Mumbai Office		1.12	1.25
Sundry Balances W/off		2.46	1.01
Conveyance Expenses		0.79	0.26
Donations		0.26	0.09
Donations for CSR Activities		0.39	-
Payment to Auditor (See Note 28.4)		1.35	1.25
Swachch Bharat Cess		0.13	-
Sub-Total (C)		59.86	32.58
TOTAL [(A)+(B)+(C)]		347.19	276.12

- 28.1 Disclosures as required by AS 19, "Leases", notified
- (i) The Company has taken Office and Warehouse premises under operating lease or leave and license agreements. These are non cancellable and range between 11 months and 3 Years under Leave and License arrangement, or longer for other leases and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable Interest Free Security Deposits under certain agreements.
- (ii) Lease Payments are recognised in the Statement of Profit and Loss under Rent in Note 28.

28.2	DETAILS OF STORES, CHEMICALS AND PACKING		2015-16		2014-15	
			₹ in million	% Consumption	₹ in million	% Consumption
	Imported		-	0.00%	-	-
	Indigenous		41.29	100.00%	28.00	100.00%
	TOTAL		41.29	100.00%	28.00	100.00%

28.3	VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF (₹ in million)	2015-16	2014-15
	Import of Raw Materials	27.77	23.73

28.4	PAYMENT TO AUDITORS (₹ in million)	2015-16	2014-15
	As Auditor		
	Audit Fee	0.90	0.90
	Tax Audit Fee	0.20	0.10
	Certification Fees	0.25	0.25
		1.35	1.25

28.5	EXPENDITURE IN FOREIGN CURRENCY (₹ in million)	2015-16	2014-15
	Foreign Bank Charges	1.16	0.97
	Bank Interest	0.86	5.06
	Testing Charges	0.67	0.72
	Foreign Travelling Expenses	8.48	4.06
	Exhibition Expenses	-	2.63
	Advertising Charges	0.18	0.22
	Books & Periodicals	0.89	-
	Membership Fees	-	0.17
	Research & Development Exp	0.01	-

28.6	Particulars ₹ in million	2015-16	2014-15
	Foreign Exchange loss / (Gain) of ₹	(12.37)	(5.07)

Note 29 EARNINGS PER SHARE (EPS)	2015-16	2014-15
Net Profit after tax as per Statement of Profit and Loss ₹ in million	105.95	59.65
Weighted Average number of equity shares used as denominator for calculating EPS (in million)	17.69	17.69
Weighted Average number of equity shares used as denominator for calculating DEPS (in million)	17.69	17.69
Basic Earnings per share (₹)	5.99	3.37
Diluted Earnings per share (₹)	5.99	3.37
Face Value per equity share (₹)	10.00	10.00

Note 30 EARNINGS IN FOREIGN EXCHANGE (₹ in million)	2015-16	2014-15
FOB value of Exports	1,053.33	962.50

Note 31 RELATED PARTY DISCLOSURES (₹ in million)				
Name of Related Party (Designation)	Nature of Transaction	Amount of Transaction 2015-16	Amount of Transaction 2014-15	Balance as on 31.03.2016
Makrand Appalwar (Managing Director)	Remuneration Payable for Remuneration	7.80	5.70	0.23 (0.35)*
Rinku Appalwar (Finance Director)	Remuneration Payable for Remuneration	7.20	5.40	0.39 (0.19)*
Mitravinda Appalwar (Director)	Sitting Fees	0.02	0.04	
Ashesh Garg (EX - C.E.O)	Remuneration	-	0.60	
S Sastry (President works)	Remuneration	3.69	1.75	
Dividend paid to relatives	Dividend paid to relatives	3.06	2.31	

*Balance as on 31.03.2015

Note 32 TRADE PAYABLES TO MICRO, SMALL AND MEDIUM ENTERPRISES	2015-16	2014-15
Sundry Creditors include dues to Micro, Small and medium scale industrial undertaking	-	-

Disclosure pertaining to Micro, Small and Medium Enterprises (as per information available with the company)
The Company has sought confirmation from all the creditors regarding their registration as Micro, Small and Medium Enterprises, however till date of the Balance Sheet, no confirmation has been received and hence none of the creditors have been categorised as pertaining to Micro, Small and Medium Enterprises.

Note 33 Since Company operates in only one segment i.e. manufacture of HDPE/ PP/ raffia products and trading in similar items hence no need for separate disclosure of segment information as per AS - 17 issued by ICAI

Note 34 Figures of Previous year have been rearranged / regrouped as and when necessary in terms of Current year's grouping.

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants
FRN : 127308W

K. J. SHAH (Proprietor)
Membership No. 030784
Place : Mumbai
Date: 17th May, 2016

Kaushal Patvi
Company Secretary

For and On behalf of the Board
For EMMBI INDUSTRIES LIMITED,

Makrand Appalwar
Managing Director

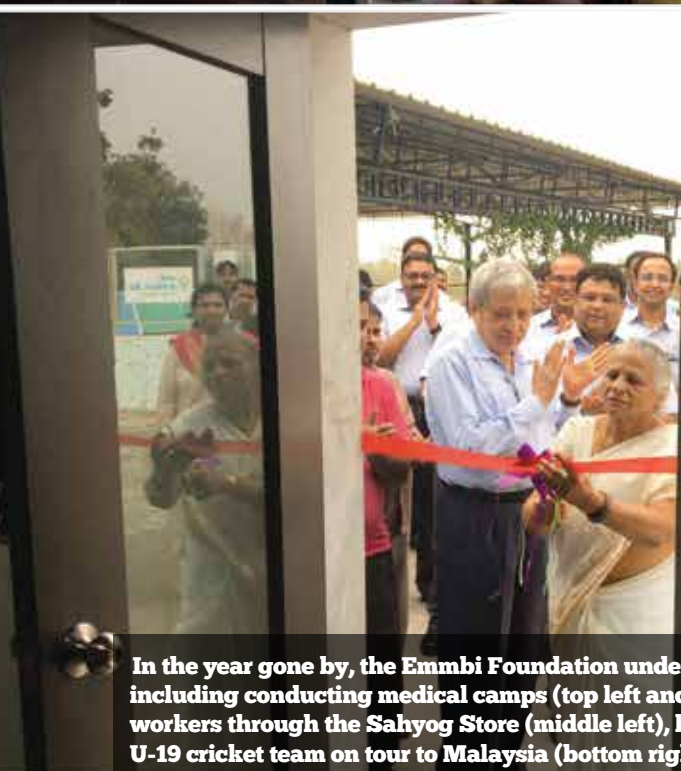
Rinku Appalwar
CFO & Director

Hands help each other

Ultimately, creating a brighter world begins with spreading happiness and brightening our community and our society. Charity, as they say, begins at home. This is the underlying philosophy behind our Corporate Citizenship initiatives.

The Emmbi Foundation spearheads all of Emmbi's corporate social responsibility initiatives. In doing so, the Foundation looks for ways and means of making a real difference to the people that Emmbi touches.

One such initiative that the Foundation piloted this year was the Sahyog Store. The Sahyog Store operates on a simple premise – that each one of us possesses a number of articles which someone else could make better use of. So, the store encouraged Emmbi employees to donate unused articles (like the numerous gifts received at Diwali that we might never use). The employees at the factory were entitled to pick any article that they wanted from the store, completely free of cost. The Sahyog Store thus, became a true embodiment of the spirit of giving.



In the year gone by, the Emmbi Foundation undertook a number of activities including conducting medical camps (top left and middle right) and helping workers through the Sahyog Store (middle left), besides sponsoring the India U-19 cricket team on tour to Malaysia (bottom right). Our employees also volunteered at the North Mumbai Marathon (top right and bottom left).



Annexure 4 Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries		₹ in millions
Sl. No.	Particulars	Details
1.	Name of the subsidiary	Emmbi Scandinavia ApS
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April to March
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	EURO
4.	Share capital	0.51
5.	Reserves & surplus	-
6.	Total assets	0.97
7.	Total Liabilities	4.65
8.	Investments	-
9.	Turnover	4.97
10.	Profit before taxation	(4.19)
11.	Provision for taxation	0
12.	Profit after taxation	(4.19)
13.	Proposed Dividend	Nil
14.	% of shareholding	100

@ The exchange rate is of Rs.75.37.

As per proviso 4 to Rule 6 of the Companies (Accounts) Amendment Rules, 2015 the consolidation of a foreign subsidiary is not applicable.

For and on behalf of the Board of Directors of Emmbi Industries Limited

Makrand Appalwar
Managing Director

Rinku Appalwar
CFO & Director

Kaushal Patvi
Company Secretary



(Formerly known as EMMBI POLYARNS LIMITED)

CIN L17120DN1994PLC000387

Registered office: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230. Tel.:91-0260-3200948 Email: info@emmbi.com

ATTENDANCE SLIP

Joint shareholders may obtain additional slip at the venue of the meeting.

DP Id _____

Folio No. _____

Client Id _____

No. of Shares _____

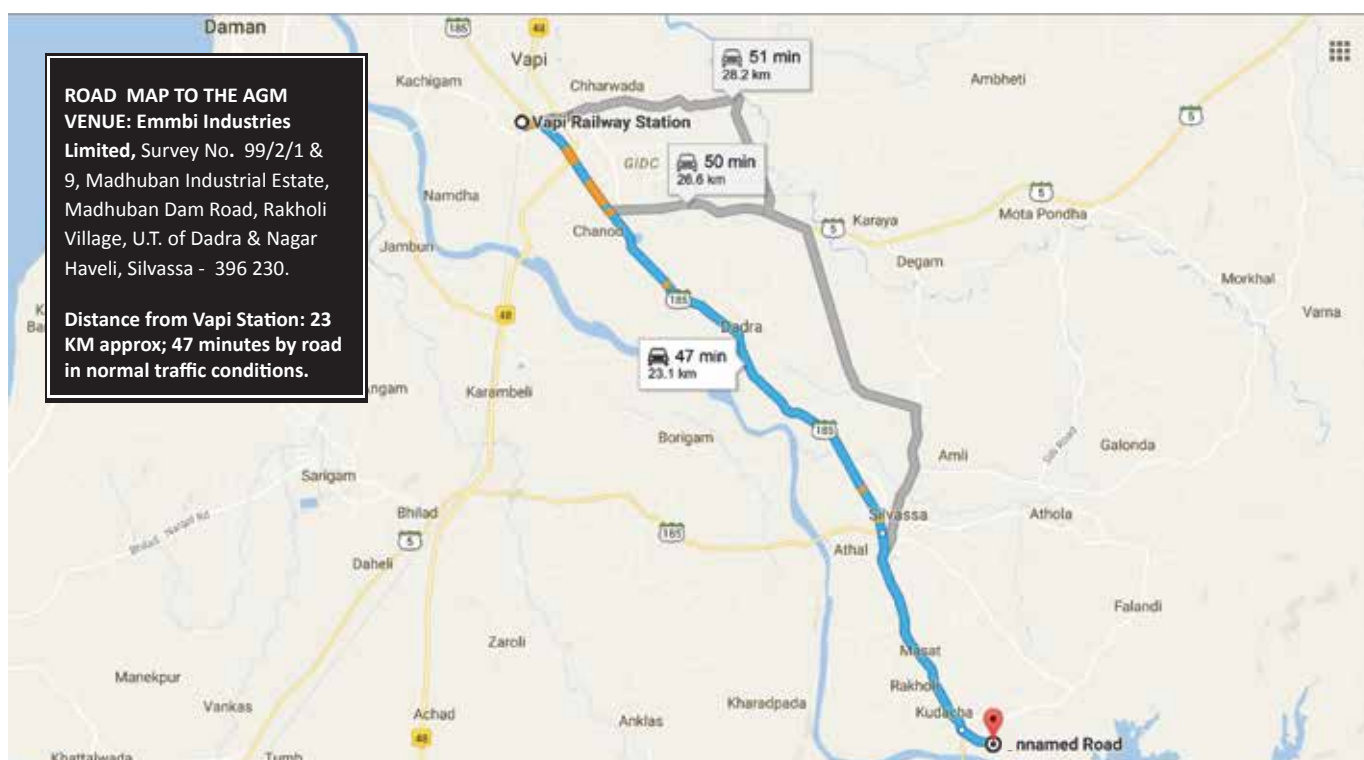
Annual General Meeting of EMMBI INDUSTRIES LIMITED will be held on 16th September, 2016 at 9.30 a.m.

I/We record my/our presence at the Twenty Second Annual General Meeting to be held on 16th September, 2016 at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 at 9.30 a.m.

NAME OF THE SHAREHOLDER / PROXY _____
(in Block Letters)

SIGNATURE OF THE SHAREHOLDER / PROXY _____

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.





(Formerly known as EMMBI POLYARNS LIMITED)

CIN L17120DN1994PLC000387

Registered office: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230. Tel.:91-0260-3200948 Email: info@emmbi.com

Form No. MGT-11

Proxy form

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

CIN CIN L17120DN1994PLC000387
Name of the company EMMBI INDUSTRIES LIMITED
(Formerly known as Emmbi Polyarns Limited)
Registered office 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road
Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230.
Name of the member (s) _____
Registered address _____
E-mail Id _____
Folio No/ Client Id _____ DP ID _____

I/We, being the member (s) of shares of the above named company, hereby appoint

Name _____

Address _____

E-mail Id _____ Signature _____

OR FAILING HIM

Name _____

Address _____

E-mail Id _____ Signature _____

OR FAILING HIM

Name _____

Address _____

E-mail Id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting to be held on 16th September, 2016 at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 at 9.30 a. m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For *	Against*
1. Adoption of Financial Statements for the year ended 31st March, 2016		
2. Declaration of Dividend on Equity Shares		
3. Re-appointment of Mr. Makrand Appalwar, who retires by rotation		
4. Re-Appointment of M/s. K J Shah & Co., as Auditors & fixing their remuneration		

Signed this..... day of..... 2016

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

*See Note 4 overleaf

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *4. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



One Emmbi!

At Emmbi, we are one large happy and close-knit family, whether it is unwinding at the corporate office (top left) or encouraging workers' kids at the factory (top right). Our blue-collared employees (middle and bottom rows) form the backbone of our success.

[illegible]



**“Alone, we can do so
little; together, we
can do so much.”**
– Helen Keller



Emmbi Industries Limited

99/2/1 & 9, Madhuban Industrial Estate Madhuban Dam
Road, Rakholi Village
U. T. of Dadra & Nagar Haveli
Silvassa 396 230. INDIA
Phone: +91 (0260) 320 0948 | Fax : +91 22-6784 5506
E-mail: info@emmbi.com | Website: www.emmbi.com
