



DECO-MICA LIMITED

25th

Annual Report

2013-2014

**DECO-MICA LIMITED**

| | | |
|---------------------------|---|------------------------------|
| Board of Directors | : Shri Vijay kumar Agarwal | Chairman & Managing Director |
| | Shri Vishal V. Agarwal | Director |
| | Shri Udaybhan V. Tripathi | Director |
| | Shri Harishbhai Joshi | Director |
| Auditors | : J.T.Shah & Co. | |
| | Chartered Accountants | |
| | Ahmedabad | |
| Bankers | : State Bank of India | |
| | Ahmedabad | |
| Registered Office | : 306, ISCON Mall, Star bazaar building, Jodhpur Char Rasta, | |
| | Ahmedabad-15 | |
| Factory | : Plot No. 1195, Rajpur, Chhatral-Mehsana Highway, Taluka-Kadi, | |
| | Gujarat | |

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of DECO MICA LIMITED will be held on Tuesday, the 30th September, 2014 at 9:00 A.M at 408-10, Milestone Building, Nr. Drive-In Cinema, Ahmedabad-54 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To appoint a Director in place of Shri Vishal V Agarwal who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration thereto.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the proviso of Section 152(5) of the Companies Act, 2013 and having noted the statement given by the Board that in its opinion Shri Udaybhan V. Tripathi fulfils the conditions specified in the Companies Act, 2013 for such appointment, this meeting approves the appointment of Shri Udaybhan V. Tripathi as Independent Director for five years from 30th September, 2014.

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

RESOLVED THAT pursuant to the proviso of Section 152(5) of the Companies Act, 2013 and having noted the statement given by the Board that in its opinion Shri Harishbhai Joshi fulfils the conditions specified in the Companies Act, 2013 for such appointment, this Meeting approves the appointment of Shri Harishbhai Joshi as Independent Director for five years from 30th September, 2014.

6. To consider and if thought fit to pass with or without modification following resolution as Special Resolution:

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the General Meeting and pursuant to the Section 180(1) (c) of the Companies Act 2013, the Rules made there under and its related and applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as "the board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including External Commercial Borrowings in foreign denominated currencies from any foreign source/ countries as prescribed by guidelines, if any in this respect) from any one or more Company's Bankers and/or from any one or more persons, firms, Body Corporate, Financial Institutes, Bank or other acceptable sources whether by way of advances, deposits, loans, debentures, bonds or other securities whether convertible into equity/

preference shares and/or securities with or without detachable warrants with a right acceptable by the warrant holder(s) to convert or subscribe for equity or preference shares to, Bank(s), Financial or other Institution(s), Mutual fund(s), non-resident Indians, Foreign Institutional Investors or any other person(s), Body(ies) Corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of money which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided such excess amount so borrowed by the Board shall not at any time exceed the limit of Rs. 100 crores (Rupees Hundred crores only)".

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

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

7. To consider and if thought fit to pass with or without modification following resolution as Special Resolution:

RESOLVED THAT in supersession of the Ordinary Resolution passed at the General Meeting and pursuant to the provisions of section 180(1)(a) of the Companies Act 2013, the Rules made there under and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the Board of Directors of the Company (hereinafter called " the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its power conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purpose) be and is hereby authorised to create such charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favor of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or Indian rupee) and/or working capital facilities and/or Securities issued/to be issued by the Company, from time to time, up to an aggregate of paid-up capital of the Company, its free reserves and an additional amount of Rs.100 Crore, together with interests, compound/additional interest, commitment charges, costs expenses and all other monies payable by the Company to the concerned lenders.

RESOLVED FURTHER THAT THE Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other

Officer(s) of the Company to give effect to the above resolution.

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

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

Date: 14/08/2014
Place: Ahmedabad

For, Deco Mica Limited,
Vijaykumar Agrawal
(DIN: 01869337)
Chairman & Managing Director

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 4 TO 7, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4 & 5

Shri Udaybhan V Tripathi and Shri Harishbhai Joshi are the Independent Directors both appointed on 30th September, 2014. In view of the provision of Section 149(4) of the Companies Act, 2013, the Company has to appoint an Independent Director for a term of 5 years. In view of the amendment in the Companies Act, these Directors are appointed in terms of the Section 149 of the Companies Act, 2013 for a period of 5 years, commencing from the date of Annual General Meeting i.e. 30th September, 2014. The office of these Directors shall not be determined for the purpose of calculating rotational Directors as well as the strength of the Board. Shri Harishkumar Dhanjibhai Joshi (DIN: 01871634) is in Medical Practice since about 20 years and is a Post Graduate in Medicine. Shri Udaibhan Bansdev Tripathi (DIN: 02571149) is a commerce graduate with experience of over 20 years in finance and industry. The Board is of the opinion that these Directors are person of integrity and possesses relevant expertise and experience. They have/had not any pecuniary relationship with Company and its associates except for getting sitting fees for attending Board and Committee meetings. The Board is of the view that their appointment will be in the interest of the Company.

Shri Vishal Vijaykumar Agarwal (DIN: 01763739) is commerce graduate with management degree and has vast experience of over 15 years in Industrial Finance.

During the last three years, Shri Udaibhan Bansdev Tripathi and Shri Harishkumar Dhanjibhai Joshi were not paid any remuneration for attending the Board and Committee meetings.

There is no pecuniary relationship of transactions of the non-executive Director's vis-à-vis the Company except as mentioned above. The Company has not granted any stock option to any of its Directors.

During 2013-14, the Company did not advance any loans to any of its Directors.

| Sr. No. | Name of Directors | DIN | Directorship in other Companies |
|---------|------------------------------|----------|---|
| 1. | Vishal Vijay Bhai Agarwal | 01763739 | Salasar laminates limited Heritage board limited Heritage ply board private limited Heritage industries private limited Salasar agropanel private limited |
| 2. | Harishkumar Dhanjibhai Joshi | 01871634 | — |
| 3. | Udaibhan Bansdev Tripathi | 02571149 | — |

ITEM NO. 6 & 7

In order to meet the requirements of Section 180(1)(a) and 180(1)(c) of the Companies Act, 1956 the shareholders are proposed to pass Special Resolution in the ensuing Annual General Meeting for authorising the Company to borrow sums in excess of paid capital and free reserves of the Company subject to a ceiling of RS. 100 Crore (other than temporary borrowings).

Section 180 of the Companies Act, 2013 (notified on September 12, 2013) mandates that the aforementioned powers of the Board shall be exercised only through Special Resolution passed in the meeting of shareholders as compared to the requirement of ordinary resolution under the previous Act.

Consequently, the Board recommends to the shareholders to pass a special resolution under Section 180(1)(c) and Section 180 (1)(a) of the Companies Act, 2013, without altering the borrowing limits already approved by way of general resolution earlier.

The Company has sought for an increase of Working Capital from State Bank of India and its Consortium of Banks. The above Working Capital Limits are to be secured by a first charge by the Board of Directors by way of hypothecation and/ pledge of the borrower's current assets, namely stocks and spares not relating to plant and machinery (consumable stores & spares), Bills receivable & Book Debts and all other movables both present and future excluding such movables, and second charge on the immovable/ movable properties of the Company, present and future, as may be permitted by banks from time to time. Such creation of charge by way of hypothecation and pledge of the borrower's current assets, namely stocks and spares and spares not relating to plant and machinery (consumable stores & spares), Bills receivable & Book Debts and all other movables (not specifically offered/ charged to any other credit facility) both present and future excluding such movables and the immovable/ movable properties of the Company, as may be permitted by banks from time to time, to or in favor of State Bank of India and its Consortium of Banks may tantamount to disposal. Accordingly, the proposed resolution is placed before the shareholders for their approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Directorship held in the other Companies by the aforesaid Directors are as follows:

Date: 14/08/2014
Place: Ahmedabad

For, Deco Mica Limited,
Vijaykumar Agrawal
(DIN: 01869337)
Chairman & Managing Director



Certificate of Company with the Code of Conduct Policy

A provided under clause 49 of the listing agreement with the Bombay Stock Exchange Limited the Board members and the senior management personnel have confirmed compliance with the code of conduct and ethics for the year ended on 31 March 2014.

Date: 14-08-2014
Place: Ahmedabad

For, Deco Mica Ltd.

Vijay Agrawal
Managing Director

E-COMMUNICATION REGISTRATION FORM

To,

MCS Limitrd
101, Sathadal Complex,
Opposite Bata Showroom
Ahmedabad
Pin Code- 380009

Green initiative in Corporate Governance

I/We hereby exercise my/our option to receive all Communications from the Company such as Notice of General Meeting, Explanatory Statement, Audited Financial Statements, Balance Sheet, Profit & Loss Account, Directors Report, Auditors Report etc. in electronic mode pursuant to the 'Green Initiative in Corporate Governance' taken by the Ministry of Corporate Affairs vide circular no. 17/2011 dated 21st April, 2011. Please register my e-mail ID as given below, in your records, for sending the communications:

Folio No. / DP ID & Client ID No. : _____
Name of the 1st Registered Holder: _____
Name of Joint Holder(s), if any: _____
Registered Address of the Sole /
1st Registered Holder: _____
No. of shares held: _____
E-Mail ID: _____

Date:

Signature:

Notes:

On registration, all communication will be sent to the e-mail ID registered.

The form is also available on the website of Deco Mica Limited in under section 'Shareholders information' Shareholders are requested to keep the Company's Registrar MCS Limitrd as and when there is any change in the e-mail address.



DIRECTORS REPORT

To
The Shareholder,

Your Directors have pleasure in presenting their 25th Annual Report together with AUDITED ACCOUNTS for the year ended on 31st March 2014.

FINANCIAL RESULTS

| PARTICULARS | Current Year (Rupees in Lacs) 2013-14 | Previous Year (Rupees in Lacs) 2012-13 |
|----------------------------------|---|--|
| Sales(net) | 4363.2 | 3457.32 |
| Profit before Tax | 176.99 | 167.69 |
| Less: | | |
| a. Current Tax | 37.85 | 48.00 |
| b. Fringe Benefit Tax | — | — |
| c. Deferred Tax | 22.58 | 13.07 |
| d. Short provision of Income Tax | 1.00 | 0.60 |
| Net Profit | 115.56 | 106.02 |

DIVIDEND

To plough back the profit for the capital expansion your Directors do not propose any dividend for the financial year 2013-14

OPERATIONS

During the year under review, the Company's net sales increased to Rs. 4363.2 Lacs as compared to Rs. 3457.32Lacs during the previous year showing the growth of over 26.20 compared to previous year. Despite the steep price increase by the suppliers of the vital raw material on account of spiraling crude oil prices in the international prices, the efficient management of resources and cost controls exercised by the international prices, your Company has performed exceedingly well during the year and hopes to continue the growth momentum in the current year also.

PLANS AND PROSPECTS

Your Directors have a great sense of excitement at the unprecedented opportunities unfolding in the infrastructure sector and expect further boost to our industry as its future has been directly linked to the growth in the infrastructure and the related sectors.

On the whole, the business environment looks, encouraging, the demand for the Company's products continue to be robust in the home market.

Although your Directors are confident of maintaining the growth in the coming years, with new entrants and almost all manufactures enhancing their capacities, market will be fiercely competitive, there by margins are expected to be under some pressure.

DEPOSITORY SYSTEM

Your Company has entered into an agreement with the National Securities Depository Limited (NSDL) This enables you to hold your shares in a dematerialized form with either of these depositories.

Since this mode facilitates quick transfers and prevents forgery, those shareholders who have not opted for this facility are advised to dematerialize their shares in their own interest.

INSURANCE

All the assets of the Company have been adequately insured.

PERSONNEL

There were no employees drawing remuneration as mentioned under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

DIRECTORS

Shri Vishal V. Agarwal retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Shri Harishkumar Dhanjibhai Joshi (DIN: 01871634) and Shri Udaibhan Bansdev Tripathi (DIN: 02571149) are the independent Directors appointed on 15/03/2007 and 30/03/2005 respectively. In view of the provision of Section 149(4) of the Companies Act, 2013, the Company has to appoint an independent Director for a term of 5 years. In view of the amendment in the Companies Act, these Directors are appointed in terms of the Section 149 of the Companies Act, 2013 for a period of 5 years, commencing from the date of Annual General Meeting i.e. 30/09/2014. The office of these Directors shall not be determined for the purpose of calculating rotational Directors as well as the strength of the Board.

The Board is of the opinion that these Directors are person of integrity and possesses relevant expertise and experience. They have/had not any pecuniary relationship with Company and its associates except for getting sitting fees for attending Board and Committee meetings. The Board is of the view that their appointment will be in the interest of the Company.

There is no pecuniary relationship of transactions of the non-executive Director's vis-à-vis the Company except as mentioned above. The Company has not granted any stock option to any of its Directors.

During 2013-14, the Company did not advance any loans to any of its Directors.

Directorship held in the other Companies by the aforesaid Directors are as follows:

| Sr. No | Name of Directors | DIN | Directorship in other Companies |
|--------|------------------------------|----------|---|
| 1. | Vishal VijayKumar Agarwal | 01763739 | Salasar laminates limited Heritage board limited Heritage ply board private limited Heritage industries private limited Salasar agropanel private limited |
| 2. | Harishkumar Dhanjibhai Joshi | 01871634 | — |
| 3. | Udaibhan Bansdev Tripathi | 02571149 | — |

The Board therefore, recommends the appointment of Shri Harishkumar Dhanjibhai Joshi (DIN: 01871634) and Shri Udaibhan Bansdev Tripathi (DIN: 02571149) as an Independent Director in terms of Section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA)/ 134(3)(5) of the Companies Act, 1956/2013 with respect to Directors Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the accounts for the financial year ended 31st March 2014, the applicable accounting standards have been followed along with proper explanation relating to the material departures.
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review,
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- (iv) that the Directors have prepared the annual accounts on a 'going concern' basis.

LISTING AGREEMENT

Your Company is committed to good corporate governance practices. Under clause 49 of the listing agreement, your Directors are pleased to inform that your Company has implemented all the major stipulations prescribed under clause 49 of the listing agreement with the Stock Exchange(s) A certificate from the Statutory Auditors of the Company in line with clause 49 is annexed to and forms part of the Annual Report.

The Company has complied with all the Clauses of the Listing Agreement and has paid the Listing fees for the financial year 2013-14.

SECRETARIAL COMPLIANCE CERTIFICATE

Pursuant to the amendment made by The Companies (Amendment) Act, 2008 in Section 383 A of The Companies Act, 1956, Our Company is required to obtain Secretarial Compliance Certificate from a Practising Company Secretary for the F.Y. 2013-14. The Shareholders have appointed M/s. D.N. Motwani & Co., Company Secretaries to issue the said certificate for the financial year 2013-14. Accordingly, the Certificate issued by M/s. D.N. Motwani & Co., Company Secretaries, in the format prescribed under the Companies (Compliance Certificate) Rules, 2001 in respect of the Compliance of the Provisions of the Companies Act, 1956 for the F.Y. 2013-14 is attached.

FIXED DEPOSITS

The Company has not accepted deposits from public.

AUDITORS

You are requested to appoint the auditors for the current year and to fix their remuneration. The retiring auditors J.T. Shah & Co., Chartered Accountants, are eligible and offer themselves for re-appointment. The Company has received a certificate from J.T. Shah & Co., to the effect that their re-appointment, if made, will be within the prescribed limits specified in Section 224(1-B) of the Companies Act, 1956/ 2013.

Cost Auditors

The Board Of Directors has reappointed,subject to the approval of the Central Government, M/s Ajay Jaisingh & Associates , Cost Accountants as the Cost Auditors of the Company under the section 233B of the Companies Act,1956. to audit the Cost Accounts of the Company For the Financial Year 2013-2014.

AUDITORS REPORT

The observations of the Auditors are explained wherever necessary in the appropriate notes annexed to the accounts. The explanations contained in the notes may be treated as information/explanations submitted by the Board as contemplated U/s.217(3)/134(2) of the Companies Act, 1956/2013.

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

The information pursuant to Section 217(1)(e)/134(3)(m) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure-1 forming part of this report.

ACKNOWLEDGEMENT

Your Directors wish to thank all the Employees and the bankers of the company for their support in the operations of the Company.

Date: 14/08/2014
Place: Ahmedabad

For, Deco Mica Limited,
Vijaykumar Agrawal
(DIN: 01869337)
Chairman & Managing Director

ANNEXURE - I

| PARICULARS | | 2013-2014 | 2012-2013 |
|--|----------------|-----------|-----------|
| I A - Electricity | | | |
| Purchased Units | Nos. (in Lacs) | 9.69 | 9.62 |
| Total Amount | (Rs.in lacs) | 64.21 | 60.93 |
| Rate Per Unit | Rs. | 6.62 | 6.33 |
| B - Own Generation Through | | | |
| Diesel Generator | | | |
| No. of units | | 13100 | 10693 |
| Diesel Lts. | | 4220 | 3080 |
| Units per Litre of Diesel oil | Nos. | 3.10 | 3.33 |
| Total Amount | (Rs.in lacs) | 2.45 | 1.61 |
| Cost per Unit | Rs. | 18.69 | 15.05 |
| II Consumption per unit of Production | | | |
| Electricity Unit Per sheet | | 0.106 | 01.21 |
| Diesel Lts.per sheet | | 0.001 | 0.001 |

(B) Technology Absorption

The Company has updated some of the machineries which may impact by way of cost saving,eco friendly environment,quality improvement etc.

(c) FOREIGN EXCHANGE EARNINGS AND OUT GO

| | 2013-2014 | 2012-2013 |
|---------------------------------|-----------|-----------|
| Expenditure in Foreign Currency | 186,626 | 606.76 |
| Earning in Foreign Currency | Nil | Nil |

VOTING THROUGH ELECTRONIC MEANS:

- a) PURSUANT TO THE 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 THE FACILITY TO EXERCISE THEIR RIGHT TO VOTE AT THE ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND THE BUSINESS MAY BE TRANSACTED THROUGH E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL).
- b) A MEMBER MAY EXERCISE HIS VOTE AT ANY GENERAL BY ELECTRONIC MEANS AND COMPANY MAY PASS ANY RESOLUTION BY ELECTRONIC VOTING SYSTEM IN ACCORDANCE WITH THE RULE 20 OF THE COMPANIES(MANAGEMENT AND ADMINISTRATION) RULES, 2014.
- c) DURING THE E-VOTING PERIOD, MEMBERS OF THE COMPANY, HOLDING SHARES EITHER IN PHYSICAL FORM OR DEMATERIALIZED FORM, AS ON THE CUT-OFF DATE I.E. **29.08.2014**, MAY CAST THEIR VOTE ELECTRONICALLY.
- d) THE E-VOTING PERIOD COMMENCES AT 9:00 A.M. ON FRIDAY, 26th SEPTEMBER, 2014 AND ENDS AT 5:30 P.M ON SUNDAY, 28th SEPTEMBER, 2014. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.
- e) ONCE THE VOTE ON A RESOLUTION IS CAST BY THE SHAREHOLDER, THE SHAREHOLDER SHALL NOT BE ALLOWED TO CHANGE IT SUBSEQUENTLY.
- f) VOTING RIGHTS SHALL BE RECKONED ON THE PAID-UP VALUE OF SHARES REGISTERED IN THE NAME OF THE MEMBERS AS ON THE DATE OF DISPATCH OF NOTICE.
- g) THE BOARD OF DIRECTORS AT THEIR MEETING HAVE APPOINTED MR. D.N.MOTWANI, PRACTICING SECRETARY AS THE SCRUTINIZER TO SCRUTINIZE THE E-VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

IN CASE OF MEMBERS RECEIVING E-MAIL:

- (i) LOG ON TO THE E-VOTING WEBSITE WWW.EVOTINGINDIA.COM
- (ii) CLICK ON "SHAREHOLDERS" TAB.
- (iii) NOW, SELECT THE "DECO MICA LTD." FROM THE DROP DOWN MENU AND CLICK ON "SUBMIT"
- (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 LAST 8 DIGITS OF THE DEMAT ACCOUNT/FOLIO NUMBER IN THE PAN FIELD. IN CASE THE FOLIO 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 FOLIO NUMBER 100 THEN ENTER RA00000100 IN THE PAN FIELD.

DOB# ENTER THE DATE OF BIRTH AS RECORDED IN YOUR DEMAT ACCOUNT OR IN THE COMPANY RECORDS FOR THE SAID DEMAT ACCOUNT OR FOLIO IN DD/MM/YYYY FORMAT.

DIVIDEND BANK DETAILS# ENTER THE DIVIDEND BANK DETAILS AS RECORDED IN YOUR DEMAT ACCOUNT OR IN THE COMPANY RECORDS FOR THE SAID DEMAT ACCOUNT OR FOLIO. PLEASE ENTER THE DOB OR

DIVIDEND BANK DETAILS IN ORDER TO LOGIN. IF THE DETAILS ARE NOT RECORDED WITH THE DEPOSITORY OR COMPANY PLEASE ENTER THE NUMBER OF SHARES HELD BY YOU AS ON THE CUT OFF DATE IN THE DIVIDEND BANK DETAILS FIELD.

- (viii) AFTER ENTERING THESE DETAILS APPROPRIATELY, CLICK ON "SUBMIT" TAB.
- (ix) MEMBERS HOLDING SHARES IN PHYSICAL FORM WILL THEN REACH DIRECTLY 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 < 140906026 > FOR THE RELEVANT < DECO MICA LTD > 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 OUT PRINT OF THE VOTING DONE BY YOU BY CLICKING ON "CLICK HERE TO PRINT" OPTION ON THE VOTING PAGE.
- (xvii) IF DEMAT ACCOUNT HOLDER HAS FORGOTTEN THE CHANGED PASSWORD THEN ENTER THE USER ID AND THE IMAGE VERIFICATION CODE AND CLICK ON FORGOT PASSWORD & ENTER THE DETAILS AS PROMPTED BY THE SYSTEM.
- INSTITUTIONAL SHAREHOLDERS (I.E. OTHER THAN INDIVIDUALS, HUF, NRI ETC.) ARE REQUIRED TO LOG ON TO <https://www.evotingindia.co.in> AND REGISTER THEMSELVES AS CORPORATES.
- THEY SHOULD SUBMIT A SCANNED COPY OF THE REGISTRATION FORM BEARING THE STAMP AND SIGN OF THE ENTITY TO helpdesk.evoting@cdslindia.com
- AFTER RECEIVING THE LOGIN DETAILS THEY HAVE TO CREATE A USER WHO WOULD BE ABLE TO LINK THE ACCOUNT(S) WHICH THEY WISH TO VOTE ON.
- THE LIST OF ACCOUNTS SHOULD BE MAILED TO HELPDESK.EVOTING@CDSLINDIA.COM AND ON APPROVAL OF THE ACCOUNTS THEY WOULD BE ABLE TO CAST THEIR VOTE.
- THEY SHOULD UPLOAD A SCANNED COPY OF THE BOARD RESOLUTION AND POWER OF ATTORNEY (POA) WHICH THEY HAVE ISSUED IN FAVOUR OF THE CUSTODIAN, IF ANY, IN PDF FORMAT IN THE SYSTEM FOR THE SCRUTINIZER TO VERIFY THE SAME.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- (A) PLEASE FOLLOW ALL STEPS FROM SL. NO. (I) TO SL. NO. (XVII) ABOVE TO CAST VOTE.
- (B) THE VOTING PERIOD COMMENCES AT 9:00 A.M. ON Friday 26th SEPTEMBER, 2014 AND ENDS AT 5:30 P.M ON Sunday 28th SEPTEMBER, 2014. 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 < 29.08.2014 >, MAY CAST THEIR VOTE ELECTRONICALLY. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.

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.co.in UNDER HELP SECTION OR WRITE AN EMAIL TO helpdesk.evoting@cdslindia.com

CORPORATE GOVERNANCE

Your Company is committed to the highest standards of corporate governance in all its activities.

Company's Philosophy on code of governance:

The Company's Philosophy of corporate governance is aimed at assisting the top management of the company in the efficient conduct of its business and in meeting its obligation to stakeholders.

Board of Directors:

a) Composition

The Board of Directors of the Company consists of 4 Members comprising of.

- Two Promoters Directors who is in the Whole time employment of the Company and the other is Non-Executive Director.
- Two Independent Director.

b) Other Directorship / Committee memberships held.

| Name of Director | Relation ship With Other Directors | Catagory | No. of Meetings Held | No. of Meetings Attended | Whether Attendance Last AGM | No. of Outside Director Ship of Public Companies | No. of Outside Director Ship of Private Companies |
|---------------------|------------------------------------|-------------------|----------------------|--------------------------|-----------------------------|--|---|
| Vishal Agarwal | Son | Director | 5 | 5 | YES | 2 | 3 |
| Vijay Kumar Agarwal | Father | Maneging Director | 5 | 5 | YES | 2 | - |
| Harishbhai Joshi | - | Director | 5 | 5 | YES | - | - |
| Udaybhan V. Triputi | - | Director | 5 | 5 | YES | - | - |

DIRECTORS SEEKING RE-APPOINTEMENT

Mr. Vishal V. Agarwal retires as Directors by rotation and being eligible has offers themselves for reappointment.

| S. No. | Date of Board Meeting |
|--------|-----------------------|
| 1. | 29-05-2013 |
| 2. | 13-08-2013 |
| 3. | 14-11-2013 |
| 4. | 14-02-2014 |
| 5. | 05-12-2013 |
| 6. | |
| 7. | |
| 8. | |
| 9. | |

d) Attendance of Directors at Board Meetings and Last Annual General Meeting :

| Name of Director | Meetings Attended | Attendance at last AGM |
|---------------------------|-------------------|------------------------|
| Shri Vijaykumar Agarwal | 5 | Yes |
| Shri Vishal V. Agarwal | 5 | Yes |
| Shri Udaybhan V. Tripathi | 5 | Yes |
| Shri Harishbhai Joshi | 5 | Yes |

Audit Committee

(a) **Terms of Reference**

The Audit Committee Provides the Board with additional Assurance as to the adequacy of the Company's internal control systems and financial disclosures. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors, and the Board of Directors. The Broad terms of reference of the Audit Committee are to review with the Management and / or Internal Auditors and / or Statutory Auditors in the following areas.

- i. Overview of Company's financial reporting process and financial information disclosures.
- ii. Review with Management, external and internal audits, the adequacy of internal control systems.
- iii. Review the adequacy and effectiveness of accounting and financial controls of the Company, compliance with the company's policies and applicable laws and regulations.
- iv. Review with Management, the Annual financial statement before submission to the Board.
- v. Recommending the appointment / removal of external and internal auditors, fixation of Audit fees.

NOTE: At present the Company has formed the Audit Committee consisting of Mr. Udaibhan B. Tripathi, Independent Director as Chairman and Mr. Vijay Kumar Agarwal as a member of the Committee.

(b) **Composition, name of members and Chairman**

The Audit Committee of the Company comprises two members. The names of the members of the Audit Committee are as follows.

1. Shri Udaibhan Tripathi
2. Shri Vijay Kumar Agarwal

Mr. Udaibhan Tripathi, the Chairman of Audit Committee.

Meetings and Attendance During the Year

| Name of the Director | No. of Meetings Held | No. of Meetings Attended |
|---------------------------|----------------------|--------------------------|
| Shri Udaybhan V. Tripathi | 4 | 4 |
| Shri Vijay Kumar Agarwal | 4 | 4 |

Remuneration policy

The Company does not have a Remuneration Committee. The Remuneration payable to whole-time Directors and Non-executive Directors are decided by the Board of Directors, subject to the approval of the Members.

Details of Remuneration to Directors paid / payable for the Financial year 2013-14 is as follows.

a) Executive Directors (Amount in Rupees)

| Particulars | Designation | Amount in Rs. |
|--------------------------|--------------------|---------------|
| Shri Vijay Kumar Agarwal | Managing Director. | 33,64,908 |

b) Non-Executive Directors

Non-Executive Directors are not paid sitting fees for attending Board and Committee Meetings.

Shareholders / Investors Grievance Committee

As a measure of Good corporate Governance and to focus on the shareholder's grievances and towards strengthening investor relations, an investor's Grievance Committee has been constituted as subcommittee of the Board.

a) The functions of the Committee include :

To specifically look into redressing investor's grievances pertaining to;

1. Transfer of shares
2. Dividend
3. Dematerialization of Shares
4. Replacement of lost / stolen / mutilated Share certificates.
5. Non-receipt of rights / bonus / split share certificates
6. Any other related issues

b) Constitution and composition

The committee was constituted with three directors under the Chairmanship of Non executive Director as follow.

Shri Harishbhai Joshi

Shri Vijay Agrawal

Investor Complaints Received and resolved during the year

Investor Complaints Received and resolved during the year

| Nature of Complaints | 2013-2014 |
|----------------------|-----------|
| Nil | Nil |

General Body Meetings

a) Particulars of last three Annual General Meetings:

| Venue | Date | Time | No. of Special Resolutions |
|--|----------------------------------|-----------|----------------------------|
| 408-10, Milestone Building, Nr. Drive In Theater, Ahmedabad-54 | 27 September, 2013 | 9.00A.M. | |
| 408-10, Milestone Building, Nr. Drive In Theater, Ahmedabad-54 | 28 September, 2012 | 9.00A.M. | |
| Company's Registered Office | 30 th September, 2011 | 4.00 P.M. | |

b) Particulars of last three Extraordinary General Meetings

| Purpose | Venue | Date | Time |
|---|-------|------|------|
| NO EXTRA ORDINARY GENERAL MEETING WAS HELD. | | | |

Disclosures

- 1) The company has related party transactions in the ordinary course of business, which are not having any potential conflict with the interest of the company.
- 2) The company has complied with the requirements of regulatory authorities on capital markets and no penalties / strictures have been imposed against it in the last three years.

Share Transfer System

The Company has appointed MCS Limited as Register and Transfer Agent, for transfer. Of shares in Physical and Demate form.

Date, time and Venue of the 25th Annual General Meeting:

Friday, 30th September, 2014 at 09.00 A.M. at Milestone Building Nr. Drive-In Cinema, Drive-In Road, Ahmedabad-54

Dividend Payment Date

Not applicable.

Dematerialization of Shares:

The company has established connectivity with the NSDL. In the interest of shareholder the stakeholder are requested to hold their shares in electronic form.

Financial Calendar (tentative)

| | |
|--|---------------------------------|
| Financial reporting for the quarter ending June 30, 2014 | 14 th August, 2014 |
| Financial reporting for the quarter/half year ending September 30, 2014. | 15 th November, 2014 |
| Financial reporting for the quarter ending December 31, 2014 | 15 th February, 2015 |
| Financial reporting for the quarter ended March 31, 2015 | 29 th May 2015. |

Means of Communication

Quarterly/ Annual Results published in Western Times & English & Gujarati Edition

Distribution of shareholding (as on 31 March, 2014)
A) On the basis of Share held

| No of Shares | No. of Shareholders | % of Share holders | No. of Shares held | % of Total |
|----------------|---------------------|--------------------|--------------------|------------|
| Up to 500 | 858 | 76.68 | 225600 | 05.37 |
| 501-1000 | 108 | 9.65 | 92100 | 02.19 |
| 1001-2000 | 56 | 05.00 | 86600 | 02.06 |
| 2001-3000 | 16 | 01.42 | 41800 | 01.00 |
| 3001-4000 | 16 | 01.42 | 50800 | 01.38 |
| 4001-5000 | 18 | 01.61 | 79800 | 01.90 |
| 5001-10,000 | 14 | 01.25 | 98500 | 02.35 |
| 10,001-50000 | 22 | 01.70 | 538500 | 12.82 |
| 50001-100000 | 08 | 0.71 | 561900 | 13.38 |
| 100001 & above | 06 | 0.54 | 2258500 | 57.55 |
| Total | 1119 | 100 | 4200000 | 100 |

On the basis of Category

| Category | No. of shares held | Voting strength (%) |
|--|--------------------|---------------------|
| (A) Promoters, Relatives & Associate Companies | 29, 41,900 | 70.05 |
| (B) Public | - | - |
| NRI/ FII's/ OCB's | - | - |
| Banks and Mutual Funds | 27,100 | 0.64 |
| Domestic Companies | 12,31,000 | 29.31 |
| Others | - | - |
| Total (A+B) | 42, 00,000 | 100 |

Listing on Stock Exchange at :

The Ahmedabad Stock Exchange, Kamdhenu Complex, Panjarapole, Opp. Sahajanand College Ahmedabad.

The Bombay Stock Exchange, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 023.

Listing Fees for the year 2014-15 has been paid to the Stock Exchanges

Stock Code

A.S.E. Code :- 13251

B.S.E. Code :- 531227

Registered Office & Shareholders Correspondence address

306, 3rd Floor, Iscon Mall, Star Bazaar Building, Nr. Jodhpur Char Rasta, Ahmedabad-15

Factory:

Plot No. 1195, Rajpur, Chhatral-Mehsana Highway, Taluka-Kadi, Gujarat

For and on behalf of the Board

Place : Ahmedabad

Date : 23-05-2014

Vijay kumar Agarwal
Chairman & Managing Director

DECLARATION

I hereby declare that all the members of the Board & the Senior Management Personnel of the Company have affirmed Compliance with the code of conduct.

It is further, declare that the Board of Directors of the Company had at its meetings held on 23-05-2014 taken note of the CEO/CFO Certificate.

For and on behalf of the Board

Place : Ahmedabad

Date : 23-05-2014

Vijay kumar Agarwal
(DIN : 01869337)
Chairman & Managing Director

COMPLIANCE CERTIFICATE FOR THE FINANCIAL YEAR ENDED 31-03-2014

To,

**The Members,
DECO MICA LIMITED
Ahmedabad**

We have examined the registers, records, books and papers of Deco Mica Limited. CIN L20299GJ1988 PLC010807 as required to be maintained under The Companies Act, 1956 and rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014. In our opinion and to the best of our information and according to our examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of aforesaid financial year. However, there is Non Compliance in filing of Return of Deposits and Statement in lieu of Advertisement.

01. The Company has kept and maintained all registers as stated in "Annexure A" to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded
02. The Company has duly filed the forms and returns as stated in "Annexure B" to this certificate, with the Registrar of Companies or other authorities within prescribed time under the Act and the rules made there under.
03. The Company being public limited company it is not required to give number of members.
04. The Board of Directors duly met Five times (5) on 29.05.2013, 13.08.2013, 14.11.2013, 05.12.2013, and 14.02.2014, in respect of which meetings, proper notices were given and proceedings were properly recorded and signed.
05. The Company has closed the Register of Members and Complied with Provision of Section 154 of the Companies Act, 1956.
06. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 27th September, 2013 after giving due notice to the members of the company and the resolutions passed there at were duly recorded in the minutes book maintained for the purpose.
07. No Extra Ordinary General Meeting were held as under during the year.
08. The Company has not advanced any loans to its directors and /or persons or firms or Companies referred in the section 295 of the Act.
09. The Company has complied with Provisions of Section 297 of the Act in respect contracts specified in the section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. No Salary is drawn by Director (s) of the company is within the purview of Section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company:

- (i) has delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act and also intimated the registrar for crediting the shares to holders in electronic form.
 - (ii) was not required to deposit any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) was not required to post dividend warrants as no dividend was declared during the financial year.
 - (iv) was not required to deposit unpaid dividend, application money due for refund matured deposit, matured debentures and interest accrued thereon to Investor Education and Protection Fund as there were no such outstanding amount for a period of seven years or more.
 - (v) has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted.
15. The Salary drawn by the Director is as per the appointment made under Section 269 of the Companies Act, 1956. Salary paid to Vijaykumar Agarwal is as per the limit prescribed in Schedule XIII.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of Central Government, Company Law Board and Regional Director.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued shares during the financial year.
20. The Company has not bought back any securities during the financial year.
21. The Company has no preference shares.
22. There were no transaction necessitating the company to keep in abeyance the rights to dividends, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted any deposits under section 58 of the Act from Public.
- However, no Return of deposit and statement in lieu of Advertisement is filed in respect of deposit from Shareholder and Relative of Directors.
24. The company has not borrowed any sum attracting the provisions of Section 293(1) (d) of the Act.
25. The Company has not made loans and investments, or given guarantees or provided securities to bodies corporate.
26. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to objects of the company during the year under scrutiny.



28. The Company has not altered the provisions of the memorandum with respect to the name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its articles of association during the financial year.
31. No prosecution initiated against or notices received by the company for any offences under the Act.
32. The Company has not received any security from its employees during the year under certification.
33. The provisions of section 418 of the Act is not applicable.

Date: 23-05-2014
Place: Ahmedabad

For, D.N. Motwani & Company
Company Secretaries

D.N. Motwani
(Proprietor
C.P.No.2431

MANAGEMENT DISCUSSION AND ANALYSIS**1. Overall Review :**

The overall performance during the financial year 2013-2014 has been satisfactory.

2. Financial Review :

Total turnover for the year ended 31st March, 2014 was Rs. 4363 crores. This increase was mainly on account of improvement in manufacturing process and sales promotion drive, Better working capital management was also one of the emphasis on which proper weightage was laid upon.

3. Internal Control System and their adequacy ;

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition,

4. Business Environment ;

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

5. Risk and Concern :

The building, plant and machinery, vehicle and stocks of the company are adequately insured.

6. Cautionary Statement :

Statements in this report on management Discussion and analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations,

The Company assumes no responsibilities in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of event

BY ORDER OF THE BOARD OF DIRECTORS

Place: Ahmedabad
Date : 23.05.2014

For Deco Mica Limited
Mr. Vijaykumar Agarwal

Chairman

CERTIFICATION BY MANAGING DIRECTOR TO THE BOARD

I, Mr. Vijaykumar Agrawal, Managing Director of M/S Deco Mica Limited certify that:

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

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

Date : 23.05.2014

Place : Ahrnedabad

sd/-

Managing Director

Certificate on Corporate Governance

To
The Members of
DECO MICA LIMITED
AHMEDABAD

We have examined the compliance of conditions of Corporate Governance by Deco Mica Limited, for the year ended on March 31, 2014 as stipulated clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

As per the records of the Company and certificate issued by registrar, no investor grievances are pending for a period exceeding one month against the Company.

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

**For, J.T. SHAH & CO
CHARTERED ACCOUNTANTS**

**(J.T. SHAH)
Proprietor**

**Date: 23.05.2014
Place: Ahmedabad**

Independent Auditors' Report

The Members of
DECO-MICA LIMITED
Ahmedabad

1. Report on the Financial Statements

We have audited the accompanying financial statements of **DECO-MICA LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended (herein after referred to as financial statements), and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditors' Responsibility

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

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

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

4. Opinion

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

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- ii. In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- ii. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For, J. T. Shah & Co.
Chartered Accountants,
[Firm Registration No. 109616w]

Place : Ahmedabad
Date : 23/05/2014

[J. T. Shah]
Partner
[M. No. 3983]

ANNEXURE

Referred to in paragraph 5(i) of our report of even date for the year ended 31st March 2014.

1 In respect of Fixed Assets:

- a. The present register of Fixed Assets requires completion in certain respects & we have been informed that the work is in progress.
- b. All the fixed assets of the Company have not been physically verified by the management during the year but there is a regular phased programme of physical verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its fixed assets. No material discrepancies were noticed on such verification.
- c. During the year, the Company has not disposed off any major/substantial part of the fixed assets.

2 In respect of its Inventories:

- a. As explained to us, physical verification of the inventory was carried out at reasonable intervals by the management.
- b. In our opinion, and according to the information and explanation given to us, the procedure of physical verification of inventory followed by the management, are reasonable and adequate in relation to the size of the Company and nature of its business.
- c. In our opinion, and according to the information and explanation given to us, the Company has maintained proper records of its inventory, and the discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.

3 In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

- a. The Company has not granted any loans, secured or unsecured, to the companies, firms or other parties covered in the register, maintained under section 301 of the Companies Act, 1956, and therefore the paragraphs 4(iii)(a), (b), (c) and (d) of The Companies (Auditor's Report) Order, 2003 are not applicable.
- b. The Company has taken loan from Companies and parties covered in the register maintained under section 301 of the Companies Act, 1956. There are fourteen parties covered in the register maintained under section 301 of the Companies Act, 1956 from whom the company has taken loans. The maximum amount involved during the year was Rs. 231.87 Lacs and the year end balance of loans taken from such parties was Rs. 230.20 Lacs.
- c. In our opinion and according to the information and explanation given to us, in case of loans taken during the year, the rates of interest, wherever applicable and other terms and conditions are prime facie not prejudicial to the interest of the Company.
- d. There are no stipulated terms of repayment of loans taken thereon by the company from the companies/firms/parties listed in the register maintained under section 301 of