

TWENTY SIXTH ANNUAL REPORT 2015 - 2016

www.finelineindia.com

FINE-LINE CIRCUITS LTD.

Vision:-

A Globally Respected Performance Driven Growing Manufacturer.

Mission:-

A Solutions provider to the various Electronic Interconnect needs of Circuit, Material, Delivery & Volumes.

Goal:-

To efficiently execute the manufacturing ensuring a timely delivery of defect free products in the small to medium volume high part number mix PCBs arena.

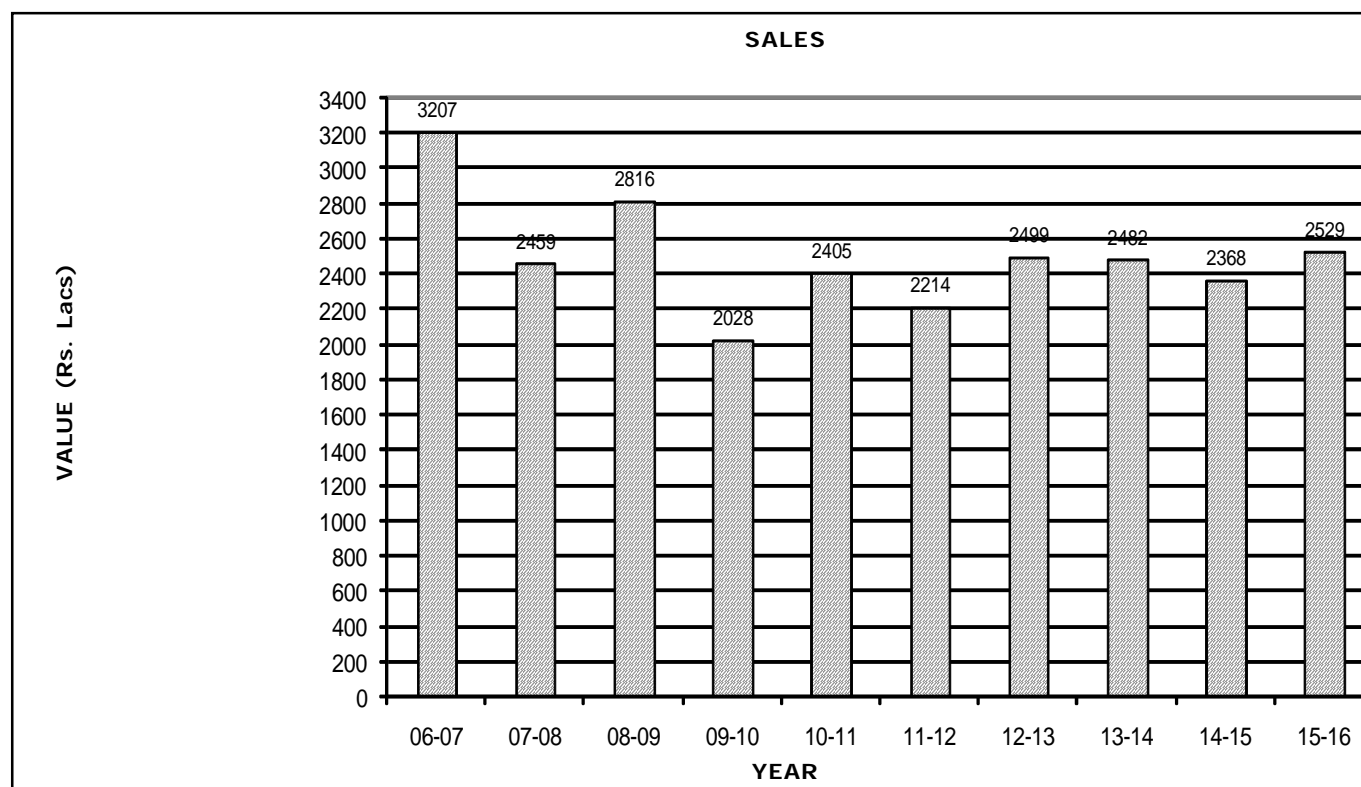
Strategy:-

On an ongoing basis the management will fulfill this vision by continuously improving the Company by making it:

Predictable Via	Sustainable Via	Profitable Via	Scalable Via
1. Listening to & responding to Customers, Suppliers & Stakeholders	1. Creating wealth & sharing it fairly with each stakeholders	1. Continuously increasing the value proposition to the customer	1. Upon reaching certain Critical Mass & Team Strength we will scale up.
2. Constant Diversification of markets in terms of Geography, Industries & Customers	2. Conducting business with integrity & professionalism & financial prudence & Social responsibility	2. Continuously improving the quantum & velocity throughput of a high variety mix with low inventory & controlled operating costs.	
3. Vigorous Employee interaction & issue resolution & Allowing everybody to work within a framework freely	3. Constant Technology growth focus & Actively Innovate on process, Capability & Product Range.	3. Constant cost reduction with special focus on Rejection reduction & Energy conservation & Water conservation.	
4. Paying attention to detail & executing efficiently	4. Constant efforts at Derisking the business & Deskillling the work.	4. Continuously increasing productivity with efficiently coordinated efforts & automation.	
5. Exceedingly strong sales team & order loading on the plant	5. Continuously generating a Talent Pipeline with good role clarity & functional competency with empowerment.	5. Continuously increasing panel capacity, panel utilization & panel size & panel complexity & panel layer count.	
6. Over communicate with Transparent information	6. International Approvals (ISO, TS, JSS)	6. Delivering Innovative & Competitive new products.	

COMPANY ASPIRATION

Our Aspiration for Fine-Line is to be a Respected, Growing, Performance driven, High Quality, Manufacturer, Exporter "Pleasing Customers 100%" in the High Count Multilayer Rigid and Flex Printed Circuit Board Market with a growing Earnings Per Share.



AT A GLANCE (Rs. In Lacs)

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
SALES & EARNINGS										
Sales	3207	2459	2816	2028	2405	2214	2499	2482	2368	2529
PBDT	400	87	46	5	84	(186)	73	76	50	72
ASSETS & LIABILITIES										
Gross Fixed Assets	1259	1418	1618	1617	1681	1758	1773	1774	1647	1687
Net Fixed Assets	240	265	319	261	291	328	312	280	317	298
Net Current Assets	874	821	667	654	871	779	933	844	890	1079
REPRESENTED BY										
Net Worth	1114	1086	986	915	922	644	652	673	677	685
Share Capital	483	483	483	483	483	483	483	483	483	483
Reserves	631	604	504	432	439	161	169	190	194	202
Borrowings	0	0	0	0	0	0	139	57	140	280
RATIOS										
Acid Test Ratio	1.9	1.4	1.1	1.5	0.8	0.4	0.5	0.7	0.6	0.6
Total Liability to Net Worth	0.3	0.2	0.3	0.2	0.3	0.4	0.5	0.4	0.4	0.5
Sales to Net Fixed Assets	13.4	9.3	8.8	7.8	8.3	6.8	8.0	8.9	7.5	8.5

CORPORATE INFORMATION

26th ANNUAL GENERAL MEETING (AGM)

Date : 13th August, 2016
 Day : Saturday
 Time : 3.30 p.m.
 Place : Gr. Floor, Frontside SDF-VI,
 SEEPZ - (SEZ), Andheri (East),
 Mumbai 400 096.
 SEEPZ-(SEZ) being Restricted Zone requires Special
 Prior Permission for entry, please see instructions
 on Attendance slip for attending the AGM

REGISTERED OFFICE

CIN :L72900MH1989PLC131521
 145, SDF - V, Seepz (SEZ),
 Andheri (East),
 Mumbai - 400 096.
 Tel. # 91 22 28290244 Fax # 91 22 28292554

AUDITORS

D K P & Associates
 Chartered Accountants

REGISTRARS & SHARE TRANSFER AGENTS

M/s Universal Capital Securities Pvt. Ltd.
 (Formerly Known as Mondkar Computers Pvt. Ltd.)
 21, Shakil Niwas, Opp. Satyasaibaba Temple,
 Mahakali Caves Road, Andheri (East),
 Mumbai - 400 093.
 Tel : 91 22 2820 7201 / 2836 6620
 Fax: 91 22 2820 7207

CONTENTS

Page No.

Corporate Information	00
Notice	1-8
Board's Report and its Annexure	9-30
Auditors' Report	31-34
Financial Statements.....	35-37
Significant accounting Policies	38
Notes On Financial Statements	39-46
Attendance Slip and Proxy Form	47

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Bhagwandas T. Doshi (DIN - 00040596) Executive Chairman
 Abhay B. Doshi (DIN - 00040644) Managing Director
 Rajiv B. Doshi (DIN - 00651098) Executive Director

NON - INDEPENDENT DIRECTORS

Dr. U. Nimmagadda (DIN - 00613289)
 Gautam B. Doshi (DIN - 00328854)

INDEPENDENT DIRECTORS

Rajendra V. Gandhi (DIN - 00189197) ***
 Prof. Juzer Vasi (DIN - 00040682)
 R. M. Premkumar (DIN - 00328942)
 Apurva R. Shah (DIN - 00004781)
 Kumudini K. Mehta (DIN - 03191065)
 Jayesh K. Rambhia (DIN - 2049473)
 ** with effect from 13th Feb, 2016
 *** (Resigned with effect from 07th November, 2015)

AUDIT COMMITTEE

Apurva R. Shah (DIN - 00004781) Chairman
 R. M. Premkumar (DIN - 00328942) Alternative Chairman
 Prof. Juzer Vasi (DIN - 00040682) Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Prof. Juzer Vasi (DIN - 00040682) Chairman
 R. M. Premkumar (DIN - 00328942) Alternative Chairman
 Abhay B. Doshi (DIN - 00040644) Member
 Rajiv B. Doshi (DIN - 00651098) Member
 Prema Radhakrishnan Chief Financial Officer
 and Compliance Officer

NOMINATION & REMUNERATION COMMITTEE

R. M. Premkumar (DIN - 00328942) Chairman
 Apurva R. Shah (DIN - 00004781) Member
 Prof. Juzer Vasi (DIN - 00040682) Member

SENIOR MANAGEMENT

Joy Chacko Nikhil Kumar
 Milan J. Trivedi Prakash M. Morgaonkar
 Prema Radhakrishnan - Chief Financial Officer

NOTICE

Notice is hereby given that the Twenty-Sixth Annual General Meeting of the Members of the FINE-LINE CIRCUITS LIMITED will be held at Gr. Floor, Front side of SDF-VI, SEEPZ-SEZ, ANDHERI (EAST), Mumbai – 400 096 on **Saturday, August 13, 2016 at 3:30 p.m.** to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Shri. Bhagwandas T. Doshi (DIN: 00040596)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri. Upendranath Nimmagadda (DIN: 00613289)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s.DKP & Associates, Chartered Accountants, Mumbai, (ICAI Registration No.126305W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS :

5. Appointment of **Shri. Jayesh Khimji Rambhia (DIN 02049473)** as a Director/Independent of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT **Shri. Jayesh Khimji Rambhia (DIN 02049473)** who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 13, 2016 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, **Shri. Jayesh Khimji Rambhia (DIN 02049473)**, a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 1 (one) year from February 13, 2016 to February 12, 2017."

6. Re-appointment of **Shri. Bhagwandas T. Doshi (DIN: 00040596)** as a Whole-time Director of the Company.

To consider, and if, thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and subject to such approvals as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of **Shri Bhagwandas T. Doshi (DIN: 00040596)** as Whole-time Director designated Executive Chairman of the Company for a period of three years with effect from 01st April, 2016 on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee as set out under:-

- I. Salary of Rs.77,000/- (Rupees Seventy Seven Thousand only) per month with an increment from time to time as may be decided by the Board of Directors within the limits as per the applicable provisions of the Companies Act, 2013.

II. Perquisites:

Shri Bhagwandas T. Doshi shall also be entitled to the following perquisites as per the Rules of the Company:

1. Housing:

- ❖ Rent free furnished residential accommodation with free use of all the facilities and amenities, provided that the expenditure incurred by the Company on hiring furnished accommodation will not exceed 60% of the salary **or**
- ❖ In case no accommodation is provided by the Company, he shall be entitled to house rent allowance subject to a ceiling of 60% of the salary **or**
- ❖ In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.

2. Re-imbursement of expenditure incurred on gas, water and electricity.

3. Medical Allowance/ Medical Insurance including hospitalization for self and family.

4. Leave Travel Allowance for self and family.

5. Personal Accident Insurance, the premium of which shall not exceed Rs.10000/- per annum.

6. Subscription to Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

7. Use of Company car with driver and telephone at his residence including mobile phones. Personal long distance calls shall be borne by **Shri.Bhagwandas T. Doshi**.

8. Encashment of un-availed leave at the end of his tenure.
9. Terminal benefits when Shri Bhagwandas T. Doshi is posted at any other place during his tenure or otherwise:
10. Air/Sea passage together with cost of transportation of household belongings to such place as may be approved by the Board of Directors.
11. Such other perquisites and allowances including Bonus, Commission, Performance Incentive, Ex - gratia, etc. in accordance with the rules of the Company or as may be agreed to by the Board of Directors of the Company.

The value of the perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable and at cost in the absence of any such Rules.

Wherein any financial year during the currency of the tenure of Shri Bhagwandas T. Doshi as Wholetime Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Shri Bhagwandas T. Doshi the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013."

Shri Bhagwandas T. Doshi shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

1. Contribution to Provident Fund, Superannuation Fund, Annuity fund and other retirement benefits to the extent the same are not taxable under the Income-tax Act, 1961.
2. Gratuity as per the provisions of the Payment of Gratuity Act or as per the Gratuity Scheme of the Company whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

7. Re-appointment of **Shri Abhay B. Doshi (DIN : 00040644)** as Managing Director of the Company

To consider, and if, thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and subject to such approvals as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Abhay B. Doshi (DIN : 00040644) as Managing Director of the Company for a period of three years with effect from 01st April, 2016 on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee as set out under:-

I. Salary of Rs.90,000/- (Rupees Ninety Thousand only) per month with an increment from time to time as may be decided by the Board of Directors within the limits as per the applicable provisions of the Companies Act, 2013.

II. Perquisites:

Shri Abhay B. Doshi shall also be entitled to the following perquisites as per the Rules of the Company:

1. Housing:
 - ❖ Rent free furnished residential accommodation with free use of all the facilities and amenities, provided that the expenditure incurred by the Company on hiring furnished accommodation will not exceed 60% of the salary **or**
 - ❖ In case no accommodation is provided by the Company, he shall be entitled to house rent allowance subject to a ceiling of 60% of the salary **or**
 - ❖ In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.
2. Re-imbursement of expenditure incurred on gas, water and electricity.
3. Medical Allowance/ Medical Insurance including hospitalization for self and family.
4. Leave Travel Allowance for self and family.
5. Personal Accident Insurance, the premium of which shall not exceed Rs. 10000/- per annum.
6. Subscription to Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
7. Use of Company car with driver and telephone at his residence including mobile phones. Personal long distance calls shall be borne by Shri Abhay B. Doshi.
8. Encashment of un-availed leave at the end of his tenure.
9. Terminal benefits when Shri Abhay B. Doshi is posted at any other place during his tenure or otherwise:
10. Air/Sea passage together with cost of transportation of household belongings to such place as may be approved by the Board of Directors.
11. Such other perquisites and allowances including Bonus, Commission, Performance Incentive, Ex-gratia, etc. in accordance with the rules of the Company or as may be agreed to by the Board of Directors of the Company.

The value of the perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable and at cost in the absence of any such Rules.

Wherein any financial year during the currency of the tenure of Shri Abhay B. Doshi as Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Shri Abhay B. Doshi the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013."

Shri Abhay B. Doshi shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

1. Contribution to Provident Fund, Superannuation Fund, Annuity fund and other retirement benefits to the extent the same are not taxable under the Income-tax Act, 1961.
2. Gratuity as per the provisions of the Payment of Gratuity Act or as per the Gratuity Scheme of the Company whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution”.

8. Re-appointment of **Shri Rajiv B. Doshi (DIN: 00651098)** as Whole time Director of the Company

To consider, and if, thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and subject to such approvals as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Rajiv B. Doshi (DIN: 00651098) as Whole time Director designated Executive Director of the Company for a period of three years with effect from 01st April, 2016 on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee as set out under:-

- I. Salary of Rs. 85,000/- (Rupees Eighty Five Thousand only) per month with an increment from time to time as may be decided by the Board of Directors within the limits as per the applicable provisions of the Companies Act, 2013.

II. Perquisites:

Shri Rajiv B. Doshi shall also be entitled to the following perquisites as per the Rules of the Company:

1. Housing:
 - a. Rent free furnished residential accommodation with free use of all the facilities and amenities, provided that the expenditure incurred by the Company on hiring furnished accommodation will not exceed 60% of the salary **or**
 - b. In case no accommodation is provided by the Company, he shall be entitled to house rent allowance subject to a ceiling of 60% of the salary **or**
 - c. In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.
2. Re-imbursement of expenditure incurred on gas, water and electricity.
3. Medical Allowance/ Medical Insurance including hospitalization for self and family.
4. Leave Travel Allowance for self and family.
5. Personal Accident Insurance, the premium of which shall not exceed Rs. 10000/- per annum.
6. Subscription to Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
7. Use of Company car with driver and telephone at his residence including mobile phones. Personal long distance calls shall be borne by Shri Rajiv B. Doshi.
8. Encashment of un-availed leave at the end of his tenure.
9. Terminal benefits when Shri Rajiv B. Doshi is posted at any other place during his tenure or otherwise:
10. Air/Sea passage together with cost of transportation of household belongings to such place as may be approved by the Board of Directors.
11. Such other perquisites and allowances including Bonus, Commission, Performance Incentive, Ex-gratia, etc. in accordance with the rules of the Company or as may be agreed to by the Board of Directors of the Company.

The value of the perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable and at cost in the absence of any such Rules.

Wherein any financial year during the currency of the tenure of Shri Rajiv B. Doshi as Whole-time Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Shri Rajiv B. Doshi the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.”

Shri Rajiv B. Doshi shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

1. Contribution to Provident Fund, Superannuation Fund, Annuity fund and other retirement benefits to the extent the same are not taxable under the Income-tax Act, 1961.
2. Gratuity as per the provisions of the Payment of Gratuity Act or as per the Gratuity Scheme of the Company whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution”.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and in holding not more than ten percent (10%) of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies in order to be effective must be received by the company at its registered office not later than forty

eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, and the information required in respect of appointment/ reappointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is provided in Corporate Governance Report forming part of Annual Report. The Board of Directors of the Company commends their respective re-appointments.
3. The Register of Members and the Share Transfer books of the Company will be closed from Sunday, August 07, 2016 to Saturday, August 13, 2016 both days inclusive.
4. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents,
Universal Capital Securities Pvt. Ltd.
21, Shakil Niwas, Opp. Satyasaibaba Temple,
Mahakali Caves Road, Andheri (E),
Mumbai 400 093
 - (iii) in respect of their physical share folios, if any, quoting their folio numbers.
5. Members are requested to bring their copy of the Annual Report to the meeting.
6. The Notice of the Annual General Meeting (AGM) along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agents/Depositories.
8. Members may also note that the Notice of the 26th Annual General meeting and the Annual report for 2015-2016 will also be available on the Company's Website: www.finelineindia.com for download.
9. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.

10. VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, and Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the company is pleased to provide members facility to exercise right to vote at 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depositories Services Limited (CDSL)

1. The instructions for members for voting electronically are as under:-

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "FINE-LINE CIRCUITS LIMITED" 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.

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. If you are a first time user follow the steps given below.

- (vi) Now, fill up the following details in the appropriate boxes:

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)
	<ul style="list-style-type: none"> • 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 the 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. <ul style="list-style-type: none"> 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).
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of "FINE-LINE CIRCUITS LIMITED".
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **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 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.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

Please follow all steps from Sl. No. (i) to Sl. No. (xiv) above, to cast vote.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The remote e-voting period commences on Wednesday, August 10, 2016 (10.00 a.m) and ends on Friday, August 12, 2016 (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 of Saturday, August 06, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. August 06, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, (may obtain the login ID and password by sending a request at evoting@cdslindia.com shall follow the procedure laid down above. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password,

you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.

8. Ms.Sarvari Shah (Membership No. ACS 27572) and failing her Mr. Mitesh Dhaliwala (Membership No. FCS 8331) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
9. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
10. Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual General Meeting but shall not be entitled to vote at the meeting.
11. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
12. The Results declared alongwith the Scrutinizer's Report shall be displayed on the Notice Board of the Company at its Registered Office and placed on the Company's website (www.finelineindia.com) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed.

By Order of the Board

Bhagwandas T Doshi
Chairman
DIN: 00040596

Registered Office:

145, SDF-V, Seepz-SEZ, Andheri (East), Mumbai - 400096.

CIN: L72900MH1989PLC131521

Tel: 22 2829 0244

E-mail: fineline@vsnl.com, Website www.finelineindia.com

Date : May28, 2016.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Shri. Jayesh Khimji Rambhia (DIN 02049473) as an Additional Director with effect from February 13, 2016 to hold office as Director till the date of the Annual General Meeting pursuant to Section 161 of the Act.

Mr. Jayesh Rambhia, aged 55 years is a BE in Mechanical Engineering. He has been very active on several forums including being a Managing Committee member of Plast India Foundation since 2012, Hon Chairman Advisory Committee - Plastvision Arabia 2014, Hon Chairman - Plastic parks and Projects AIPMA, on the Governing Board of Ascent Foundation and Hon president - The All India Plastic Manufacturers Association 2010/2011. He is also Promoter and MD - Premsons Plastics P Ltd since 1987 which manufactures the World's largest range of Sports Bottles across 50 countries worldwide. He is also an Independent Director at V Trans India Ltd - A Logistics Company.

In terms of Section 149 and other applicable provisions of the Act, Shri. Jayesh Khimji Rambhia being eligible, is proposed to be appointed as an Independent Director of the Company for a term of 1(one) year from February 13, 2016 upto February 12, 2017 not being liable to retire by rotation. The Company has received a Notice in writing from a Member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri. Jayesh Khimji Rambhia for the office of Director of the Company.

Shri. Jayesh Khimji Rambhia has consented to act as a Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Shri. Jayesh Khimji Rambhia fulfills the conditions specified in the Act and the Rules thereunder for appointment as Independent Director and he is independent of the management.

The terms and conditions of appointment of Shri. Jayesh Khimji Rambhia as Independent Director are available for inspection at the Registered Office of the Company during normal business hours on all working days and is also placed on the website of the company.

Having regard to the qualifications, experience and knowledge, his appointment as an Independent Director will be in the interest of the Company. The Board recommends the resolution as set out at Item no. 5 of the accompanying Notice for the approval by the members of the Company by way of an Ordinary Resolution.

Except Shri. Jayesh Khimji Rambhia, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NOS. 6, 7 & 8

The Board of Directors of the Company (the "Board") had by resolutions dated February 13, 2016, reappointed Shri Bhagwandas T. Doshi, Shri Abhay B. Doshi and Shri Rajiv B. Doshi as the Executive Chairman, Managing Director and Executive Director of the Company respectively for a period of three years with effect from April 1, 2016 on the terms and conditions including remuneration as contained in the respective special resolutions at item numbers 6, 7 & 8 in the accompanying notice. The said reappointment of Shri Bhagwandas T. Doshi, Shri Abhay B. Doshi and Shri Rajiv B. Doshi and the payment of remuneration to them are subject to the approval of the Members of the Company.

Shri Bhagwandas T. Doshi has already crossed the age of 70 years and accordingly his reappointment is required to be approved by a special resolution of the members of the company.

Shri Bhagwandas T. Doshi is a Promoter of the company and with varied & rich industrial experience and keeps good health. As the company stands to gain from his continuous participation and guidance, his reappointment is beneficial to the company.

Additional information required to be given alongwith a Notice calling General Meeting as per sub para (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information:				
(1) Nature of industry	Manufacturing			
(2) Date or expected date of commencement of commercial production	09/10/1989 & 01/09/2003			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.			
	(Figures in Lakhs)			
(4) Financial performance based on given indicators	2012-2013	2013-2014	2014-2015	2015-2016
Turnover *	2499	2482	2368	2529
Net profit (as computed under section 198)				
Net profit/ (Loss) as per profit and loss account	7.75	21.57	7.68	8.52
Amount of Dividend paid	NIL	NIL	NIL	NIL
Rate of Dividend declared	N.A.	N.A.	N.A.	N.A.
Earning before interest, depreciation & taxes	91.63	96.1	62.87	110.85
% of EBIDT to turnover	3.67	3.87	2.65	4.38
* Turnover does not include DEPB and duty drawback, which is included in sales				
(5) Foreign investments or collaborators, if any.	NIL			

Details of Directors seeking appointment / reappointment in 26th Annual General Meeting

II. INFORMATION ABOUT THE APPOINTEE

Name of the Director	Shri Bhagwandas. T. Doshi	Shri Abhay B. Doshi	Shri Rajiv B. Doshi
Nationality	Indian	Indian	Indian
Designation	Wholetime Director designated Executive Chairman	Managing Director	Wholetime Director designated Executive Director
Date of Birth	24th April 1935	16th April 1961	29th March 1967
Qualifications	B. Sc.	B. E., MBA	B. Com
Date of Appointment	9th October 1989	26th April 1990	1 st April 2007
Experience	Above 56 years	Above 28 years	Above 20 years
Gross Remuneration during the year 2015-2016	19,15,597/-	23,24,833/-	21,63,015/-
Award/ Recognition if any	-	-	-
Job Profile and Suitability	Management & Conduct of Business and affairs of the Company. Considering the above and having regard to age qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.	Management & Conduct of Business and affairs of the Company. Considering the above and having regard to age qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.	Management & Conduct of Business and affairs of the Company. Considering the above and having regard to age qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
Remuneration Proposed	As per resolution enclosed in the Notice of Annual General Meeting		
Comparative Remuneration Profile with respect industry, Size of the Company, Profile of the position and person	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to is low.		

Pecuniary Relationship directly or indirectly with the Company or with managerial personnel if any	The Wholetime Director designated Executive Chairman, the Managing Director and the Wholetime Director designated Executive Director have no other pecuniary relationship with the Company or with the managerial personnel except the remuneration being paid to them and in their individual capacities with the relatives who are Managerial Personnel.
--	--

III Other information:

1	Reasons of loss or inadequate profits	The inadequate Profit during the year 2015-16 was due to pressure on margin in view of tough competition in the Global Market.
2	Steps taken or proposed to be taken for improvement	Substantial marketing efforts and continuous up gradation in technology is likely to increase the profitability of the Company.
3	Expected increase in productivity and profits in measurable terms.	Expected increase in productivity by about 10% The Company expects to increase the profit by about 10% barring unforeseen circumstances.

IV. Disclosures:

The remuneration package of the above Managerial Personnel has been disclosed above and in the respective resolution. The Company does not have any scheme for grant of stock options.

Your directors recommend the resolution for your approval.

Shri Bhagwandas T Doshi, Shri Abhay B Doshi and Shri Rajiv B Doshi are concerned or interested in the said Resolutions at item nos. 6 to 8 of the accompanying notice being related to their own appointments.

Shri. Gautam Doshi being relative is interested in the said resolution.

None of the other Directors, KMPs, their relatives are in any way concerned or interested, financially or otherwise in the above resolutions.

By Order of the Board

Bhagwandas T Doshi
Chairman
DIN: 00040596

Registered Office:

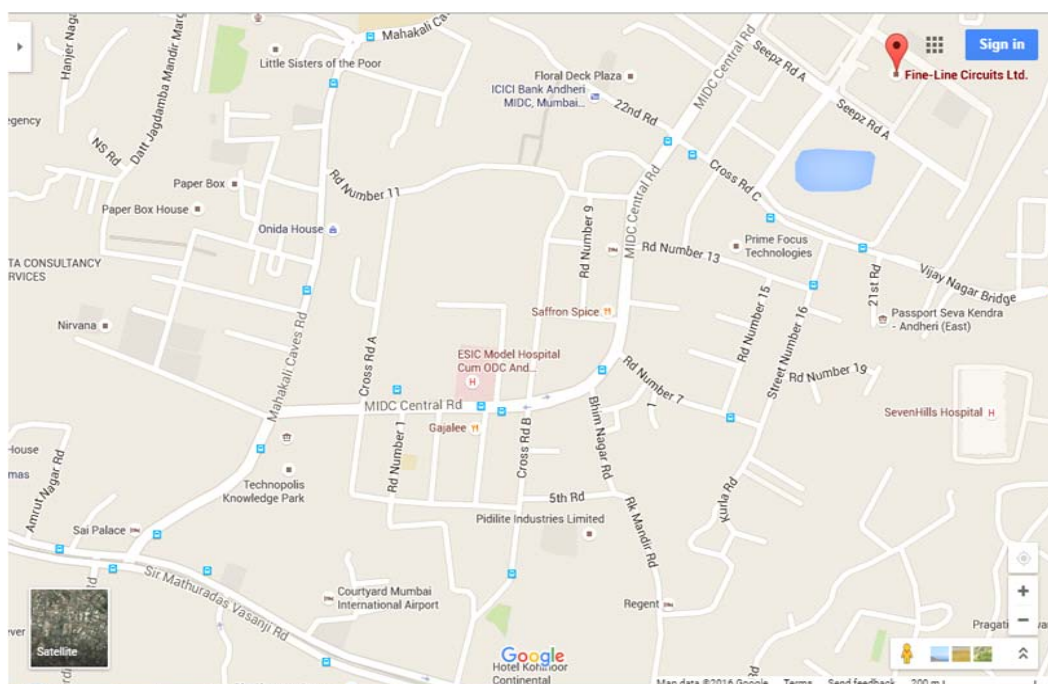
145, SDF-V, Seepz-SEZ, Andheri (East), Mumbai - 400096.

CIN: L72900MH1989PLC131521

Tel: 22 2829 0244

E-mail: fineline@vsnl.com, Website www.finelineindia.com

Date : May28, 2016.



BOARD'S REPORT*[Pursuant to Section 134(3) of the Companies Act, 2013]***To****The Members****FINE-LINE CIRCUITS LIMITED**

The Directors have pleasure in presenting the Twenty Sixth Annual Report together with the Financial Statements for the year ended on March 31, 2016.

FINANCIAL RESULTS:

	2015-2016	2014-2015
	(Rs. in lakhs)	(Rs. in lakhs)
Sales	2529.22	2368
PROFIT	93.31	62.87
Less:		
Depreciation	57.91	52.08
Interest	21.62	13.18
PROFIT BEFORE TAX	13.78	(2.39)
Less: Provision for Taxation		
Current Tax	0.63	0.55
Deferred Tax	4.63	(10.62)
PROFIT AFTER TAX	8.52	7.68
Surplus brought forward from Previous Year	193.51	190.1
Balance Carried to Balance Sheet	202.03	193.51

DIVIDEND

To conserve the resources your directors do not recommend dividend on the equity shares of the Company for the financial year 2015-2016.

TRANSFER TO GENERAL RESERVES

Rs. 202.03 Lakhs is proposed to be retained in the Profit & Loss A/c of the company.

OUTLOOK

Although the first half of FY15-16 was progressing well, due to the unprecedented fall in the value of the Euro and the British Pound versus the Indian Rupee it significantly impacted your company both in terms of Sales and Profits even though the Company achieved volume growth. Due to extreme cost control done the Company was able to remain profitable. Going forward with better price realizations achieved from the EU markets and with the general strengthening of the Euro the company is are very positive with regards to FY 16-17.

BUSINESS

Your company continues to export Printed Circuit Boards (PCBs) to the G20 nations and has added New Products (Rigid Flex PCBs) and New Markets (exports to a total of 13 countries) and New Volumes (orders from many new customers of many new part numbers) which augurs well for the coming years. There has been no material change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR

There have been no material changes and commitments, if any, affecting the financial position of the Company, which have occurred between the end of the financial year and the date of the report.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

4 (Four) meetings of the Board of Directors were held during the year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri. Rajendra Gandhi (DIN 00189197) resigned as an Independent Director of the company w.e.f November 07, 2015. The board places on record sincere appreciation of the services provided by him during his tenure.

With a view to strengthen the Board and in compliance of the regulatory requirements, Shri. Jayesh Khimji Rambhia (DIN 02049473) was appointed as Additional Independent Director of the Company with effect from February 13, 2016 and holds office upto the date of this Annual General Meeting. The Company has received notice under Section 160 of the Act along with the requisite deposit proposing his appointment.

Shri. Abhay Doshi (DIN 00040644), Shri. Bhagwandas Doshi (DIN 00040596) and Shri. Rajiv Doshi (DIN 00651098) have been re-appointed as Managing Director, Whole-time Director designated as Executive Chairman, Wholetime Director designated as Executive Director w.e.f April 01, 2016.

The resolution seeking approval of the Members for the appointment/ re-appointment have been incorporated in the notice

of the forthcoming annual general meeting of the Company.

DECLARATION FROM INDEPENDENT DIRECTORS

Shri. Juzer Vasi, Shri. Ramunni Premkumar, Shri. Apurva Shah, Smt. Kumudini Mehta and Shri. Jayesh Rambhia, who are independent directors, have submitted a declaration that each of them meets the criteria of independence as provided in sub Section (6) of Section 149 of the Act and there has been no change in the circumstances which may affect their status as independent director during the year. In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

AUDIT COMMITTEE OF BOARD OF DIRECTORS

The Audit committee of the Board of directors of the Company consists of the following members

1. Shri. Apurva Shah
2. Shri R.M.Premkumar
3. Prof. Juzer Vasi

VIGIL MECHANISM

The Company has formulated and published a Whistle Blower Policy to provide a mechanism ("Vigil Mechanism") for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177 (9) of the Act and the revised listing regulations (URL : www.finelineindia.com)

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND CRITERIA FOR INDEPENDENT DIRECTORS

The Nomination and Remuneration Committee (NRC) has laid down the criteria for selection of candidates eligible to be appointed on the Board of Directors of the Company. The committee has also recommended the remuneration policy to the Board. The following attributes/criteria for selection and remuneration policy have been laid by the Board on the recommendation of the Committee:

Criteria for Selection of Directors:

The Committee shall, before making any recommendation to the Board for appointment of any director, consider the following;

- the candidate should possess the positive attributes such as Leadership, Industrialist, Business Advisor or such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company;
- the candidate should be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013;
- the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges in case of appointment of an independent director;
- the candidate should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, infrastructure, or such other areas or disciplines which are relevant for the Company's business.

Remuneration Policy:

(1) SMPs & KMPs (other than Managing Director/Wholetime Director):

- (i) Remuneration packages shall be designed in such manner that:
 - (a) motivates delivery of key business strategies, creates a strong performance-oriented environment and rewards achievement of the Company's objectives & goals over the short and long-term.
 - (b) attracts high-flier executives in a competitive global market and remunerate executives fairly and responsibly.
- (ii) Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits such as retiral benefits, health care insurance and hospitalisation benefits, telephone reimbursement etc.
- (iii) Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices/ trends shall also be given due consideration.
- (iv) Remuneration can be reset at any time considering the benchmark of international and domestic companies, which are similar in size and complexity to the Company. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- (v) The remuneration to be paid to the KMPs viz. CEO, CFO, CS or SMPs, shall be recommended by the NRC considering relevant qualification and experience of the individual as well as the prevailing market condition.
- (vi) The NRC may consider to grant Stock Options to KMPs & SMPs pursuant to any Stock Option Plan adopted by the Company, if any.

(2) Managing Director/Wholetime Director(MD/WTD):

- (i) Remuneration to the MD and WTD shall be proposed by the NRC and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required.
- (ii) Remuneration shall be evaluated annually against performance and a benchmark of international and domestic companies, which are similar in size and complexity. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- (iii) Total remuneration for the MD and WTD shall be comprised of the following:

- (a) Salary (both fixed & variable).
- (b) Perquisites like house rent allowance, domiciliary medical expenses and club memberships etc.
- (c) Retirals, made in accordance with applicable laws and policies of the Company.
- (d) In addition, they shall also be entitled to a Performance Bonus linked to their individual performance and also the performance of the Company and the individual.
- (e) It shall be ensured that total remuneration payable to MD and WTD's shall not increase 10% of the net profit of the Company (not exceeding 5% for MD), computed in accordance with Section 198 of the Companies Act, 2013.

(3) Non-Executive Directors (NEDs):

- (i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
- (ii) NEDs shall also be entitled for payment of commission, if any, as upto the limits permitted in Section 197 of the Companies Act, 2013 and approved by the shareholders from time to time.
- (iii) IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
- (iv) The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) they 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 of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has proper and adequate system of internal financial controls commensurate with its nature and size of business and meets the following objectives:

- Providing assurance regarding the effectiveness and efficiency of operations
- Efficient use and safeguarding of resources
- Compliance with policies, procedures and applicable laws and regulations and
- Transactions being accurately reported and recorded timely
- The Company has budgetary control system to monitor expenditures and operations against budgets on an ongoing basis.

The internal auditor also regularly reviews the adequacy of internal financial control system.

DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES

The Company does not have any subsidiary/ joint ventures/ associates.

EXTRACT OF ANNUAL RETURN

As provided under sub Section (3) of Section 92 of the Act, the extract of annual return is enclosed, which forms part of the directors' report as **Annexure I**.

AUDITORS

M/s. DKP & Associates, Chartered Accountants, the Auditors of the company who would retire at the ensuing Annual General Meeting offer themselves for reappointment. M/s. DKP & Associates, Chartered Accountants, the existing auditors have furnished a certificate, confirming that if reappointed for the financial year 2016-2017 their reappointment will be in accordance with Section 139 read with section 141 of the Companies Act, 2013.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh & Associates, Practicing Company Secretaries were appointed as the Secretarial Auditor for auditing the secretarial records of the Company for the financial year 2015-2016.

The Secretarial Auditors' Report is annexed as **Annexure II**.

AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT

The auditors' report does not contain any qualifications, reservations or adverse remarks.

As regards observations of Secretarial Auditor in their report, your directors have to state that the company is making efforts to find a suitable candidate for the position of Company Secretary.

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

Information in accordance with Clause (m) of Sub-section (3) of Section 134 of the Act read with Companies (Accounts) Rules, 2014 is annexed to this report as **Annexure III**.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure IV**.

DEPOSITS FROM PUBLIC

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 & MATERIAL ORDERS PASSED BY THE REGULATORY / JUDICIAL AUTHORITY

There are no significant or material orders passed by any regulator or court that would impact the going concern status of the Company and its future operations.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans or guarantees or made investments in contravention of the provisions of the Section 186 of the Companies Act, 2013.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has framed a risk management policy and is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

RELATED PARTY TRANSACTIONS

The company has not entered into related party transactions during the year and hence particulars of transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to the company.

EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

An annual evaluation of the Board's own performance, Board committees and individual directors was carried out pursuant to the provisions of the Act in the following manner:

Sr. No.	Performance evaluation of	Performance evaluation performed by
1	Board and individual directors	Board seeking inputs from all the Directors.
2	Individual directors	Nomination and Remuneration Committee
3	Non-independent directors; the Board as a whole and of the Chairman	Separate meeting of Independent Directors, taking into account the views of executive directors and non-executive directors
4	Board, its committees and individual directors	Board meeting held after the meeting of the Independent Directors, based on evaluation exercise carried out above.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and Redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2015-16, the Company has received nil complaints on sexual harassment.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, corporate governance report with auditors' certificate thereon and a management discussion and analysis are attached, which form part of this report.

Details of the familiarization programme of the independent directors are disclosed on the website of the Company (URL: www.finelineindia.com)

Policy on dealing with related party transactions is disclosed on the website of the Company (URL : www.finelineindia.com)

LISTING AGREEMENT AND LISTING FEES

The Company entered into Listing Agreement with BSE Limited in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued on September 2, 2015 effective from December 1, 2015.

The Company has paid the listing fees to BSE Limited for the year 2016-2017.

ACKNOWLEDGEMENT

We acknowledge our appreciation to our clientele and vendors for their invaluable support during the year.

We also place on record our deep appreciation for the contribution made by the staff and the contract workmen at all levels. Their contribution has in no small measure enabled the Company to remain competitive.

Grateful thanks are also due to SEEPZ-SEZ Authorities, for their continued support extended to the Company from time to time.

Shareholders' appreciation for the management's efforts in such competitive times, at the General Meeting of the Company will be of great fillip to strive for better performance in spite of severe competitive factors faced by the Company.

On behalf of the board of directors,

Mumbai
May 28, 2016

Bhagwandas T. Doshi
Chairman

ANNEXURE I**A. Extract of Annual Return as on Financial year ended 31.03.2016 [Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 and rule 7.10(1)]****I. Registration and other details:**

i.	CIN Number of the Company:	L72900MH1989PLC131521
ii.	Registration Date:	09.10.1989
iii.	Name of the Company:	FINE-LINE CIRCUITS LIMITED
iv.	Category/ Sub-category of the Company:	Public Company Limited by Shares/Indian Non-Government Company
v.	Address of Registered office and contact details:	145, SDF-V, SEEPZ-SEZ, ANDHERI (EAST), MUMBAI – 400096
vi.	Whether listed company:	Yes
vii.	Name, Address and contact details of Registrar and Transfer Agent :	M/s Universal Capital Securities Pvt. Ltd. (Formerly Mondkar Computers Pvt. Ltd) 21, Shakil Niwas, Opp. Satyasaibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai 400093 Tel: 91-22 2825 7641, 91-22 2820 7203-05. Fax: 2 820 7207 Email: info@unisec.in

II. Principal Business Activity of the Company:

All the business activities contributing to 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the product/ service	Percentage to total turnover of the company
1.	Printed Circuits Boards	HSN # 8534.00	100%

III. Particulars of Holding, Subsidiary and Associate Companies: NIL

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	Percentage of shares held	Applicable Section

IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)**i. Category wise shareholding:**

Category of Shareholder	As on 01.04.2015		As on 31.03.2016		Changes during the year	
	Total number of shares	% of total number of shares	Total number of shares	% of total number of shares	Total number of shares	% of total number of shares
Shareholding of Promoter and Promoter Group²						
Indian						
Individuals/ Hindu Undivided Family	1124584	23.39	1125334	23.41	750	0.02
Central Government/ State Government(s)	0	0	0	0	0	0
Bodies Corporate	12874	0.27	63145	1.31	50271	1.04
Financial Institutions/ Banks	0	0	0	0	0	0
Sub Total(A)(1)	1137458	23.66	1188479	24.72	51021	1.06

CIRCUITS LIMITED

Foreign						
Individuals (Non-Residents Individuals/Foreign Individuals)	223100	4.64	223100	4.64	0	0
Bodies Corporate	0	0	0	0	0	0
Institutions	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0
Sub Total(A) (2)	223100	4.64	223100	4.64	0	0
Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	1360558	28.03	1411579	29.36	51021	1.06
Public shareholding						
Institutions						
Mutual Funds/ UTI	0	0	0	0	0	0
Financial Institutions/ Banks	196466	4.09	196466	4.09	0	0
Central Government/ State Government(s)	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0
Foreign Institutional Investors	0	0	0	0	0	0
Foreign Venture Capital Investors	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0
Foreign Financial institutions	0	0	0	0	0	0
Foreign Mutual Fund	0	0	0	0	0	0
Sub-Total (B) (1)	196466	4.09	196466	4.09	0	0
Non-institutions						
Bodies Corporate	17599	0.37	0	0	0	0
Individuals						
Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	1864034	38.77	1914686	39.82	50652	1.05
ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh.	793376	16.5	692337	14.4	-101039	-2.1
Directors & Relatives	400	0.01	0	0	0	0
Non Resident Indians	572323	11.9	592218	12.32	19895	0.41
Clearing Members	3030	0.06	0	0	0	0
Hindu Undivided Families	0	0	500	0.01	500	0.01
Sub-Total (B) (2)	3250762	67.61	3199741	66.55	-51021	-1.06
Total Public Shareholding (B) = (B) (1) + (B) (2)	3447228	71.7	3396207	70.64	-51021	-1.06
TOTAL (A) + (B)	4807786	100.00	4807786	100.00	0	0
Shares held by Custodians and against which Depository Receipts have been issued						
Promoter and Promoter Group	0	0	0	0	0	0
Public	0	0	0	0	0	0
Sub-Total (C)						
GRAND TOTAL (A) + (B) + (C)	4807786	100.00	4807786	100.00	0	0

ii. Shareholding of Promoters :

Sr. No.	Name of the shareholder	AS ON 01.04.2015		AS ON 31.03.2016	
		Number of shares held	%	Number of shares held	%
1	BHAGWANDAS T DOSHI	463718	9.65	465277	9.68
2	GAUTAM DOSHI	223100	4.64	223100	4.64
3	RAJIV B DOSHI	223100	4.64	223100	4.64
4	ABHAY B DOSHI	165600	3.44	165600	3.44
5	KUSUM B DOSHI	143347	2.98	143347	2.98
6	VIBHA A DOSHI	57500	1.20	57500	1.20
7	VIJAY A KUMBHANI	45010	0.94	45010	0.94
8	CHANDRIKA KUMBHANI	25500	0.53	25500	0.53
9	B T DOSHI (HUF)	809	0.02	0	0
10	KAPURWALA PROPERTIES PVT LTD.	12874	0.27	63145	1.31
	TOTAL	1360558	28.31	1411579	29.36

iii. Change in Promoters' Shareholding: **B T Doshi**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	B T Doshi	463718	9.65	1559	0.03
	Date wise Increase / Decrease in Promoters	Date	Increase	Decrease	Reason
	Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	24.11.15	809	-	Purchase from Open Market
		26.11.15	500	-	
		27.11.15	250	-	
		Total	1559	-	
	At the end of the year				
	B T Doshi	465277	9.68	-	-

Change in Promoters' Shareholding: **B T Doshi (HUF)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	B T Doshi (HUF)	809	0.02	-	-
	Date wise Increase / Decrease in Promoters	Date	Increase	Decrease	Reason
	Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	24.11.15	-	309	Open Market-Sale
		26.11.15	-	250	
		27.11.15	-	250	
		Total	-	809	
	At the end of the year				
	B T Doshi (HUF)	-	-	-	-

Change in Promoters' Shareholding: **Kapurwala Properties Pvt Ltd.**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Kapurwala Properties Pvt Ltd.	12874	0.27	50271	1.04

CIRCUITS LIMITED

Date wise Increase / Decrease in Promoters	Date	Increase	Decrease	Reason
Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	20.04.15	1100	-	Purchase from Open Market
	27.04.15	1000	-	
	06.05.15	200	-	
	08.06.15	83	-	
	10.06.15	500	-	
	12.06.15	700	-	
	15.06.15	200	-	
	17.06.15	1000	-	
	22.06.15	700	-	
	23.06.15	400	-	
	30.06.15	500	-	
	07.07.15	199	-	
	08.07.15	373	-	
	09.07.15	200	-	
	15.07.15	1700	-	
	12.08.15	400	-	
	13.08.15	2000	-	
	19.08.15	2000	-	
	20.08.15	50	-	
	21.08.15	2000	-	
	02.09.15	48	-	
	07.09.15	1507	-	
	09.09.15	199	-	
	10.09.15	2000	-	
	11.09.15	2000	-	
	04.12.15	1000	-	
	09.12.15	2000	-	
	10.12.15	100	-	
	14.12.15	10	-	
	16.12.15	453	-	
	22.12.15	1900	-	
	24.12.15	2000	-	
	20.01.16	200	-	
	21.01.16	100	-	
	22.01.16	100	-	
	27.01.16	100	-	
	28.01.16	100	-	
	15.02.16	1820	-	
	16.02.16	2500	-	
	17.02.16	321	-	
	19.02.16	190	-	
	27.02.16	1800	-	
	25.02.16	116	-	
	26.02.16	1500	-	
	03.03.16	200	-	
	08.03.16	120	-	
	09.03.16	2000	-	
	10.03.16	2000	-	
	11.03.16	2000	-	
	14.03.16	2000	-	
	15.03.16	81	-	
	17.03.16	1000	-	
	22.03.16	1252	-	
	28.03.16	1275	-	
	29.03.16	974	-	
	Total	50271	-	
At the end of the year Kapurwala Properties Pvt Ltd.	63145	1.31	-	-

iv. Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01/04/2015)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ICICI BANK LTD At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	196366 196366	4.08 4.08	196366 196366	4.08 4.08
2	SANGEETHA S At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	152068 152068	3.16 3.16	152068 152068	3.16 3.16
3	AJAY PRANLAL SHAH At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	131913 131913	2.74 2.74	131913 131913	2.74 2.74
4	VIJAY AGGARWAL At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	75000 75000	1.56 1.56	75000 75000	1.56 1.56
5	SUBHADRA PRANLAL SHAH At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	55408 55408	1.15 1.15	55408 55408	1.15 1.15
6	RAVI KUMAR AGGARWAL At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	160100 160100	3.33 3.33	160100 160100	3.33 3.33
7	HARSHA RAMESH VALA At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	56875 56875	1.18 1.18	56875 56875	1.18 1.18
8	USHARANI NIMMAGADDA At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	470100 470100	9.78 9.78	470100 470100	9.78 9.78
9	VENKATESHWARA RAO POLAVARAJU At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	55200 55200	1.15 1.15	55200 55200	1.15 1.15
10	HAYATAHMED ANSARI At the beginning of the year (01/04/2015) At the End of the year (31/03/2016)	31526 31526	0.66 0.66	31526 31526	0.66 0.66

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No	Folio/Beneficiary Account no	Name of the ShareHolder	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	1203150000 198645	ABHAY B DOSHI	01/04/15	AT THE BEGINING OF THE YEAR	165600	3.44		
			31/03/16	AT THE END OF THE YEAR	165600	3.44	0	0
2	1203150000 198630	BHAGWANDAS T DOSHI	01/04/15	AT THE BEGINING OF THE YEAR	463718	9.65		
			31/03/16	AT THE END OF THE YEAR	465277	9.68	1559	0.03
3	1203150000 204913	GAUTUM B DOSHI	01/04/15	AT THE BEGINING OF THE YEAR	223100	4.64		
			31/03/16	AT THE END OF THE YEAR	223100	4.64	0	0
4.	1203150000 198913	RAJIV B DOSHI	01/04/15	AT THE BEGINING OF THE YEAR	223100	4.64		
			31/03/16	AT THE END OF THE YEAR	223100	4.64	0	0

Key Managerial Personnel

1	PREMA RADHAKRISHNAN	1/4/2015	At the beginning of the year	NIL	
		31/03/16	At the end of the year	NIL	
	TOTAL				

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(1) Principal Amount	15516321	NIL	NIL	15516321
(2) Interest due but not paid	0			0
(3) Interest accrued but not due	6963728			6963728
Total(i+ii+iii)	22485049			22485049
Change in Indebtedness during the financial year				
- Addition	15855957	NIL	NIL	15855957
- Reduction	(1521308)			(1521308)
Net Change	14334649			14334649
Indebtedness at the end of the financial year				
(i) Principal Amount	29850970	NIL	NIL	29850970
(ii) Interest due but not paid	0			0
(iii) Interest accrued but not due	7746066			7746066
Total(i+ii+iii)	37597036			37597036

VI. Remuneration of Directors and Key Managerial Personnel

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

	Bhagwandas Doshi	Abhay Doshi	Rajiv Doshi
Gross Salary			
a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	900000	984000	885600
b) Value of Perquisites u/s 17(2) of Income Tax Act, 1961	123517	266281	290103
c) Profits in lieu of salary u/s 17(3) of Income Tax Act, 1961	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission	-	-	-
Others			
HRA	540000	590400	531360
LTA	75000	81996	73800
Medical	75000	81996	73800
PF	-	118080	106272
Incentives	202080	202080	202080
Total (A)	1915597	2324833	2163015
Ceiling as per the Act			

B. Remuneration to other Directors

NAME OF DIRECTORS	Remuneration (Rs)	SITTING FEES (Rs.)	Commission (Rs.)
Independent Directors			
Apurva Shah	-	33000	-
JuzerVasi	-	44500	-
R. M. Premkumar	-	44500	-
Jayesh K Rambhia	-	5000	-
Kumudini Mehta	-	10000	-
TOTAL (B1)	-	137000	
Other Non-Executive Directors			
Gautam Doshi	-	15000	-
U. Nimmagadda	-	10000	-
TOTAL (B2)	-	25000	
TOTAL B1+B2	-	162000	

C. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD-

	Prema Radhakrishnan (CFO)
Basic Salary	161040
Perquisites	0
Incentives	104911
Others, please specify (Bonus)	8400
HRA	322560
LTA	44196
Medical	39504
CA	19200
Total	699811

VII. Penalties/ Punishment/ Compounding of Offences- NONE

ANNEXURE II**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,
FINE-LINE CIRCUITS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fine-Line Circuits Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 generally 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 made available to us and 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 Contract (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;
- (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 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time; (Not applicable to the Company during the audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (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; (Not applicable to the Company during the audit period)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (vi) Other laws specifically applicable to the Company namely

1. Special Economic Zones Act, 2005 and the rules made thereunder.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above except that the Company is yet to fill up the position of whole-time Company Secretary (KMP) as required under Section 203 of the Act.

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 was 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.

Decisions at the Board Meetings were taken unanimously.

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.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh & Associates
Company Secretaries

Place: Mumbai

Date: May 28, 2016

Signature:

Name of Company Secretary: Shalini Bhat
FCS No: 6484 CP No: 6994

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.

'Annexure A'

To,
The Members
FINE-LINE CIRCUITS LIMITED

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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, 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 have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, 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 Parikh & Associates
Company Secretaries

Place: Mumbai

Date: May 28, 2016

Signature:

Name of Company Secretary: Shalini Bhat
FCS No: 6484 CP No: 6994

ANNEXURE III

A. Conservation of energy, technology absorption, foreign exchange earnings and outgo: [Rule 9.10(3)]

1. Conservation of energy:

Your Company has a systematic in-house energy conservation program on the lines of ISO 50000. Several measures have been taken to conserve the energy and these are being implemented satisfactorily.

2. Technology absorption :

The Company continues to use latest technologies for improving the productivity & quality of its products. The Company's operation do not require significant import of technology.

Research & Development :

Since last 17 years, through the pursuit of several R&D initiatives the Company has been incurring R&D expenditures on the following activities:

- Development of new products and of higher complexities and of newer materials
- Continuous improvement of existing products to better Thermal, Mechanical and Electrical reliability
- New processes, upgradation and existing production process improvement
- Redesigning of manual processes for automation
- Better environmental compliance.

Research & Development was completed on the following projects :

- Production of 24 layer Multilayer PCBs
- Production of On Board / Space standards compliant pcbs
- Minimum board thickness (0.30 mm)
- Minimum finished hole size 0.20 mm
- Immersion Nickel Immersion Palladium Gold surface finish

Research & Development was continued on the following projects :

- Metal backed (Thick Copper plane/core) pcbs
- Ceramic filled with PTFE PCBs
- Various Hybrid materials PCBs
- Tighter controlled impedance tolerance (+/-8%)
- Much improved electrical testing capabilities.
- Unbalanced Copper design PCB production

Research & Development was initiated on the following projects :

- Production of >24 layer Multilayer PCBs
- Production of Pcb with Gold Deposition on various other metal bases
- Production of Air gap rigid flex Pcb
- Production of via in pad Pcb
- Tighter Electrical stability on high frequency materials
- Processing of Halogen free materials of higher Tg
- Processing of <12 mil BGAs
- Processing of oversized boards stabilized of additional different materials & copper thickness

Benefits:

- Benefits derived as a result of R&D are improvement of Quality of the products and reduced operational cycle time through infusion of the latest technology.
- Upgradation of the products to higher standards
- Meeting the expectations of the demanding customers in the high reliability markets
- Import substitution
- Cost reduction

Future plan of action:

Future R&D will continue along similar lines as at present and also grow with an enhanced focus on ability to serve the demanding customers in the Medical, Defence and Aerospace markets.

Expenditure incurred on Research and Development

Over the last 17 years, in pursuit of its R & D endeavours, the company has been regularly incurring expenditure on R&D. The same is reflected in the respective accounts of Balance Sheet and Profit and Loss Account. During the Financial Year 2015-16 the company has incurred Rs.11.30 lakhs as R&D revenue expenditure. (Previous Year Rs.8.21 Lakhs)

3. Foreign exchange earnings and Outgo

The details of Foreign Exchange Earnings and Outgo (in Rs. Lacs) are as under:

Year ended 31st March	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007
Foreign Exchange										
Earning	2183	2178	2375	2230	2316	2312	1796	2686	2444	2911
Outgo	1060	1063	1256	1137	970	1172	690	1266	1072	1703
Net Earning	1122	1115	1119	1093	1347	1140	1106	1420	1372	1208

ANNEXURE IV

PARTICULARS OF EMPLOYEES

B. Remuneration of Directors [Section 197(12) and Rule 13.3]

- (a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Ratio to median remuneration
Bhagwandas T. Doshi	6.39
Abhay B. Doshi	7.75
Rajiv B. Doshi	7.21

- (b) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase/decrease in remuneration in the financial year
Director	
Bhagwandas T. Doshi	1.03%
Executive Director	
Rajiv B. Doshi	1.09%
Managing Director :Mr.Abhay B. Doshi	1.07%
Chief Financial Officer :Mrs.PremaRadhakrishnan	1.05%

- (c) The percentage increase in the median remuneration of employees in the financial year: 6 %

- (d) The number of employees of the company as on 31st March, 2016 was 155. (Previous Year 153)

- (e) The explanation on the relationship between average increase in remuneration and company performance:

On an average, employees received an increase of 6% in India. The individual increments on an average would vary from 6 to 10%.

In developed countries average wage hike has been 2% to 4% and 4% to 6% in the developing countries. The increase in remuneration is in line with the market trends in the respective countries. In order to ensure that remuneration reflects company performance, the performance pay is also linked to organization performance and individual utilization in addition to individual performance.

- (f) Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY16 (Rs. crore)	0.71
Revenue (Rs. crore)	25.29
Remuneration of KMPs (as % of revenue)	2.81
Profit before Tax (PBT) (Rs. crore)	0.14
Remuneration of KMP (as % of PBT)	507

- (g) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2016	March 31, 2015	% Change
Market Capitalisation (Rs. crore)	4.81	3.37	70
Price Earnings Ratio	55.56	43.75	78.74

- (h) Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2016	(IPO)	% Change*(?)
Market Price (BSE)	10	10	Nil

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

The average annual increment was around 10%.

However, during course of the year, the total increase is approx 10%, after accounting for promotions and other event based compensation revisions.

Increase in the managerial remuneration for the year was 6%.

- (j) Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	Managing Director	Executive Directors	CFO
Remuneration in FY16 (Rs. crore)	0.23	0.41	0.07
Revenue (Rs. crore)	25.29		
Remuneration as % of revenue	0.92	1.62	0.28
Profit before Tax (PBT) (Rs. crore)	0.14		
Remuneration (as % of PBT)	164	293	25

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

- External Customer Rejection in NSQMs
- Internal Process Rejections in NSQM%
- On Time Delivery including Samples
- Productivity SQM / Manmonths
- Manuf. Value Addition (Sales – All var. Costs) / Sales%

- (l) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - None

- (m) Affirmation that the remuneration is as per the remuneration policy of the Company

The Company affirms remuneration is as per the remuneration policy of the Company.

- (n) Statement showing details of employees of the company:

The Company doesn't have any employee, who is drawing remuneration more than Rs.60, Lakhs Per Annum or Rs.5 Lakhs per Month.

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy of Corporate Governance:

The Company's philosophy of Corporate Governance is to protect the long-term interest of the shareholders while respecting interest of other stakeholders and society at large. The company has set up adequate review process, internal controls and efficient management information systems.

The Company is committed to good corporate governance and transparency in its dealings and lays emphasis on integrity and regulatory compliance.

2. Board of Directors

The total strength of Board of Directors of the Company as on 31st March, 2016 was 10 (Ten) including 7 (Seven) Non-Executive Directors, out of which 5 (Five) directors were independent directors including one woman director. The Directors are eminent professionals from amongst persons from the fields of business, finance, medicine, education and industry.

Composition and category of Directors are as under:

Sr.	Name of Director	Category of Director	Attendance at Board Meetings held During the year	Attendance At last AGM (August 08, 2015)	Number of other Directorships*	Committees (Other than Fine-Line Circuits Ltd.) *	
						Member	Chairman
1	Bhagwandas T. Doshi	PD	3	Absent	1	1	Nil
**2	Rajendra Gandhi	NI	-	Absent	3	Nil	1
3	Juzer Vasi	NI	4	Present	Nil	Nil	Nil
4	R.M Premkumar	NI	4	Present	5	Nil	Nil
5	U. Nimmagadda	NE	2	Absent	Nil	Nil	Nil
6	Apurva R. Shah	NI	3	Present	4	3	Nil
***7	Jayesh Rambhia #	NI	1	Absent	2	1	2
8	Gautam. B. Doshi	NE	3	Absent	Nil	Nil	Nil
9	Rajiv B. Doshi	ED	4	Present	Nil	Nil	Nil
10	Abhay B. Doshi	MD	4	Present	Nil	Nil	Nil
11	Kumudini Mehta	NI	2	Present	Nil	Nil	Nil

PD = Promoter Director (Executive)
ED = Executive Director
NE = Non-Executive Director
NI = Non-Executive Independent Director
MD = Managing Director

*Excludes Directorship in Private Limited Companies, Foreign Companies, Section 8 Companies and Government Bodies and Alternate Directorships. Only Audit Committee and Stakeholders Relationship Committee have been considered for the Committee position.

** Resigned as Director w.e.f November 07, 2015.

*** Appointed as Director/Independent Director w.e.f February 13, 2016

Not a Director on the date of last Annual General Meeting.

None of the Directors are directors in more than 20 companies at the same time and are also not serving as independent director in more than seven listed companies or serve as whole-time Director in any other listed company.

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which they are Directors. All directors have disclosed their committee positions to the Company.

Shri Abhay B. Doshi, Shri Gautam B. Doshi and Shri Rajiv B. Doshi are sons of Shri Bhagwandas T. Doshi, Executive Chairman of the Company and hence are related to each other.

The Non Executive Directors of the Company are paid sitting fees for attending meetings of the Board of Directors and Committees. Besides sitting fees non-executive Directors are not paid any other remuneration or commission. The Executive Directors are not paid sitting fees.

The following non executive director hold shares in the Company as shown here under:

Shri Gautam B. Doshi 223100 Equity Shares

No other Non Executive Directors hold any shares in the company.

In accordance with requirements of Section 149(6) and (7) of the Companies Act, 2013, all the independent directors have given declaration of independence in the first board meeting of the current financial year held on 28th May, 2016.

The Company conducted a familiarization program for the Independent Directors with regards to their role, rights and responsibilities as Independent Directors. The Independent Directors are also regularly briefed on the nature of the Manufacturing and Providing of Technical services in relation to Printed Circuit Boards. Industry and the Company's business model. The familiarization programs have been uploaded on the website of the company at www.fine-lineindia.com.

Number and date of Board Meetings held

4 (Four) Board Meetings were held during the year 2015-16. The dates on which the said meetings were held are as follows: 30th May, 2015, 08th August, 2015, 07th November, 2015 and 13th February, 2016.

The Company has a process to provide, inter-alia, the information to the Board as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Corporate Governance. The Board also periodically reviews the compliances by the Company of all applicable laws.

The Board of Directors in their meeting regularly discuss and are satisfied that the Company has plans in place for orderly succession for appointment to the Board of Directors and Senior Management.

The Company has not entered into any materially significant transactions during the year under report with promoters, directors, key/senior management personnel, etc. other than the transactions entered into in the normal course of Company's business. Transactions with related parties are disclosed under notes forming part of the accounts.

The Company complies with the requirement of placing minimum information before the Board of Directors as contained in Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

• Information on Directors retiring by rotation and seeking appointment / re-appointment

Shri. B.T.Doshi (DIN 00040596)

Shri Bhagwandas T. Doshi, is an Indian National, on the board of the Company since 1991, B.Sc. is the Executive Chairman of the Company. Under his dynamic leadership the Company has excelled its performance in all the areas and has prospered in good economic times and survived through the recession phase. He is the promoter director and has nurtured the industry from its infancy. He is a senior citizen of above 81 years and has foresighted vision. With his active participation and under his leadership the progress will witness varied horizons. He is a director in Gujarat Reclaim & Rubber Products Ltd., Kapurwala Properties Pvt. Ltd. He is a member of Audit Committee and Remuneration Committee of Gujarat Reclaim & Rubber Products Ltd.

Shri. B.T.Doshi holds 465277 Equity Shares in the Company.

Shri. U. Nimmagadda (DIN 00613289)

Shri. Upendranath Nimmagadda is an US National, aged about 74 years is on the Board of the Company since 1991. He holds a MBBS degree from Andhra University and ECFMG passed in 1965. He retired as a Surgeon having over three decades of an outstanding medical career. He is presently teaching at the Illinios Masonic Medical Center at Chicago. He is the Chairman of Executive Committee of National Republic Bank of Chicago, IL, USA since 1986. He is also member of following institutions:

1. American College of Surgeons,
2. Royal College of Surgeons of Canada
3. India Medical Association of Ilinois and

4. Association of American Physicians of India (AAPI).
5. Past President And present Trustee of Hindu Temple of Greater Chicago.

He is an active investor in many businesses and has interests in academic entrepreneurial and charitable activities. Shri U.Nimmagadda holds 4,70,100 equity shares in the Company through Mrs. Usharani Nimmagadda, his wife

Shri. Jayesh Rambhia (DIN02049473)

Mr. Jayesh Rambhia, is an Indian National, is on the board of the Company since 2016, aged 55 years is a BE in Mechanical Engineering. He has been very active on several forums including being a Managing Committee member of Plast India Foundation since 2012, Hon Chairman Advisory Committee – Plastvision Arabia 2014, Hon Chairman – Plastic parks and Projects AIPMA, on the Governing Board of Ascent Foundation and Hon president – The All India Plastic Manufacturers Association 2010/2011. He is also Promoter and MD – Premsons Plastics P Ltd since 1987 which manufactures the World's largest range of Sports Bottles across 50 countries worldwide. He is also an Independent Director at V Trans India Ltd – A Logistics Company.

Mr. Jayesh Rambhia holds NIL Equity Shares in the Company.

Shri. Abhay Doshi (DIN 00040596)

Shri Abhay B. Doshi is an Indian National, aged about 55 years is on the Board of the Company since 1990. He is a promoter director and has been involved in managing the Company since its inception. He is a graduate in Electronics and Communication Engineering (B.E.) from Mysore, India with a post Graduate M.B.A. degree in Finance from University of California, Berkeley, USA. He has experience in the High Technology area through his work experience at Maxtor Corporation in San Jose, CA, USA (Silicon Valley) prior to promoting Fine-Line Circuits Limited. He is a Director in SEESA (Seepz Exporter Energy Savings Association). He is a Member in SEEMA (Santacruz Electronics Export Manufactures Association).

Shri Abhay B. Doshi holds 165600 equity shares in the Company.

Shri. Rajiv Doshi (DIN No. 00651098)

Shri Rajiv Doshi is an Indian National, aged 49 years is on the Board of the Company since April 01, 2007. He is a Commerce Graduate and has obtained "Certificate of Achievement" in Business Administration awarded by De Anza College, California, USA. Shri Rajiv B. Doshi had wide experience of about 16 years in the Marketing and operations field with other concerns. He acquired detailed products knowledge while on training in India at Fine-Line Circuits Limited. He is handling entire Export since last 11 years. Prior to his joining the Board, Shri Rajiv B. Doshi was working in the Company as General Manager and was supervising the entire Export Market operations and Factory Administration. He is a Director in Kapurwala Properties Pvt. Ltd. He is not a member of committees in any company.

Shri Rajiv B. Doshi holds 223100 equity shares in the Company.

Code of Conduct

The Board has laid down a code of conduct for Board members and senior management personnel of the Company. The code also incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website www.finelineindia.com. The Board members and senior management personnel have affirmed compliance with the said code of conduct. A certificate to this effect given by Shri. Abhay B. Doshi, Managing Director of the Company is attached to this report.

The Company has adopted a code of conduct for prevention of insider trading based on SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company www.ipca.com. All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

3. Audit Committee

The terms of reference to this Committee, inter-alia, covers all the matters specified under Section 177 of the Companies Act, 2013 and also all the matters listed under Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 such as oversight of the Company's financial reporting process; recommending the appointment/re-appointment, remuneration and terms of appointment of statutory auditors; review and monitor the Auditors independence and performance and effectiveness of audit process, approval of transactions with related parties, sanctioning of loans and investments, evaluation of internal financial control and risk management system, reviewing with the management annual financial statements and Auditors report thereon, quarterly financial statements and other matters as covered under role of Audit Committee in Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company as well as seek outside legal and professional advice.

The members of the Audit Committee have knowledge on financial matters and majority of them have accounting or related financial management expertise. The Chairman of the Audit Committee is an independent director.

The statutory auditors, finance and personnel are invitees to the meetings of the audit committee. Shri.Divyesh Mehta(CA) who is the Internal Auditor of the Company is also an invitee to the meetings of the Audit Committee.

The Audit Committee reviews all the information that is required mandatorily to be reviewed by it under corporate governance.

The Chairman of the Audit Committee was present at the 25th Annual General Meeting held on August 08, 2015.

Four meetings of the Committee on the dates mentioned below were held during the year 2015-16:

30th May, 2015, 08th August, 2015, 07th November, 2015 and 13th February, 2016.

The Composition of the Audit Committee and the details of the Meetings attended are as follows:

Sr. No.	Name of Director	Category	Committee	No. of Meeting attended
1	Apurva R. Shah	NI	Chairman	3
2	R.M.Premkumar	NI	Alternate Chairman	4
3	Rajendra V. Gandhi (upto 07.11.2015)	NI	Member	Nil
4	Juzer Vasi	NI	Member	4

4. Nomination and Remuneration Committee

All the directors of the Committee are independent and Non-Executive directors. The Nomination and Remuneration Committee deals with the matters specified in Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 178 of the Companies Act, 2013 and also reviews the overall compensation structure and policies of the Company. The role of this Committee; inter-alia, includes:

- Formulation of the criteria relating to the remuneration of the directors, key managerial personnel and other employees which is displayed on the Company's website (weblink - www.finelineindia.com)
- Performance criteria for evaluation of Independent Directors and the Board which is displayed on the Company's website (weblink - www.finelineindia.com)
- Devising a policy on Board diversity (weblink - www.finelineindia.com)
- Overseeing the familiarization programmers for directors (weblink - www.finelineindia.com)
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company's policy on the evaluation criteria is displayed on the Company's website (weblink - www.finelineindia.com)

There were 2 (Two) meetings of this Committee during the Financial Year 2015-16 which are as follows:

30th May, 2015 and 13th February, 2016.

The Composition of the Nomination and Remuneration Committee and the details of the Meetings attended are as follows:

Sr. No.	Name of Director	Category	Committee	No. of Meeting attended
1	R.M.Premkumar	NI	Chairman	2
2	Apurva R. Shah	NI	Member	2
3	Juzer Vasi	NI	Member	2
4	Rajendra V. Gandhi (upto 07.11.2015)	NI	Member	Nil

The remuneration paid to Managing Director and Executive Directors is stated here in below. The Non-Executive Directors are not drawing any remuneration. However, following sitting fees are paid to the Non-Executive Directors for attending meetings of the Board of Directors/ Committees.

Name of Director	Sitting Fees	Salaries & Perquisites	Performance Incentive	Total
A. Executive Directors				
Bhagwandas T. Doshi	Nil	19,15,597	Nil	19,15,597
Abhay B. Doshi	Nil	23,24,833	Nil	23,24,833
Rajiv B. Doshi	Nil	21,63,015	Nil	21,63,015
Total	Nil	64,03,445	Nil	64,03,445
B. Non-Executive Directors				
R.V. Gandhi (upto 07.11.2015)	Nil	Nil	Nil	Nil
Kumudini Mehta	10,000	Nil	Nil	10,000
Juzer Vasi	44,500	Nil	Nil	44,500
U. Nimmagadda	10,000	Nil	Nil	10,000
Gautam Doshi	15,000	Nil	Nil	15,000
Apurva R. Shah	33,000	Nil	Nil	33,000
R. M. Premkumar	44,500	Nil	Nil	44,500
Jayesh Rambhia	5,000	Nil	Nil	5,000
Total	162,000	Nil	Nil	162,000

Salaries and perquisites include contribution to Provident Fund, Leave Travel Allowance, reimbursement of medical expenses, wherever applicable as per the rules of the Company. The services are terminable by either party by giving to the other 6 (six) calendar month's notice in writing or by payment of a sum of equivalent remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed

Sitting Fees includes payment for Board level committee meetings.

Stock Options: The members of the Company have approved the Stock Options scheme for the benefit of the persons who are in the permanent employment of the Company. The Company is yet to frame the scheme for grant of stock options.

5. Stakeholders Relationship Committee

The Following are the members of the Committee:-

Sr. No.	Members	Committee	No. of Meetings attended
1	Juzer Vasi	Chairman	12
2	R. M. Premkumar	Alternate Chairman	12
3	Abhay B. Doshi	Member	24
4	Rajiv B. Doshi	Member	24
5	Prema Radhakrishnan	Compliance Officer	24

The Committee normally meets every fortnight and/ or at the frequency required on the exigency of the transfer volume. The Chief Financial Officer and Compliance Officer of the Company-Mrs. Prema Radhakrishnan monitors the legal compliances.

Universal Capital Securities Pvt. Ltd, (Formerly Mondkar Computers Pvt. Ltd) the Registrar and Transfer Agents do the pre-transfer scrutiny of shares. They are authorized to communicate with the transferor and transferee to redress and attend to their needs. They generate reports, update members' records and provide data to the Committee for various statutory compliances. There are no pending share transfers as on March 31, 2016.

Investors Services

Complaints received during the year:

Sr. No.	Particulars	2015-16	2014-15
1	Complaints received during the year	—	1
2	Resolved to the satisfaction of shareholders.	—	1
3	No. of pending complaints	—	Nil

There are no legal proceedings pending relating to transfer of shares.

The Shareholders' grievances are dealt by M/s. Universal Capital Securities Pvt. Ltd (Formerly Mondkar Computers Pvt. Ltd) and reported to the Committee regularly.

6. Subsidiary Companies

The company does not have any subsidiary company. The company has one branch office in USA, the financial statements of which are regularly reviewed by the Audit Committee.

7. Risk Management

The Company has adopted a risk management policy. The Board of Directors have been informed from time to time the business risks faced by the Company and the steps taken by the management to face them.

8. Independent Directors Meeting

During the year under review, the Independent Directors met on February 13, 2016, without the attendance of non-independent directors and members of the management, inter-alia, to discuss:

- 1) Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- 2) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors; and
- 3) Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Except Smt. Kumudini K Mehta, all the independent Directors were present at the said meeting.

9. General Body Meetings

- Details of the location and time where the last three Annual General Meeting (AGM) were held.

AGM	Year	Venue	Day & Date	Time	Special resolution, if any
25 th	2014-15	Gr. Floor, Frontside SDF – VI, Seepz – (SEZ), Andheri (E), Mumbai 400096	08-Aug-15	3:30 p.m.	Yes 1. Adoption of new set of articles of association of the company.
24 th	2013-14	Gr. Floor, Frontside SDF – VI, Seepz – (SEZ), Andheri (E), Mumbai 400096	09-Aug-14	3:30 p.m.	Yes 1. Special resolution under Section 180(1)(c) of the Companies Act, 2013 for granting authority to borrow upto Rs. 50 crores. 2. Special resolution under Section 180(1)(a) of the Companies Act, 2013 granting authority to create charge on the borrowings made of upto Rs. 50 crores.
23 rd	2012-13	Gr. Floor, Frontside SDF – VI, Seepz – (SEZ), Andheri (E), Mumbai 400096	27-Jul-13	3.30 p.m.	Yes. 1. Special resolution for reappointment of Shri. Abhay B. Doshi as Managing Director. 2. Special resolution for reappointment of Shri. Bhagwandas T. Doshi as Whole time Director 3. Special resolution for reappointment of Shri. Rajiv B. Doshi as Whole time Director

No postal ballots were used for voting in last year. At the ensuing Annual General Meeting, there is no item on the agenda that needs approval by postal ballot.

10. Disclosures

- i) Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large.

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company. (Weblink – www.finelineindia.com). There were no material significant related party transactions during the year that may have potential conflict with the interest of the Company.

- ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by SEBI, ROC, Stock Exchanges or any other statutory authorities on any matter related to capital market during the last 3 financial years.

None

- iii) Whistle Blower Policy/ Vigil Mechanism

The Company has a Whistle Blower Policy/Vigil Mechanism and that no personnel has been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blower Policy is posted on the website of the Company. (weblink – www.fine-lineindia.co).

- iv) The Company has complied with all the mandatory requirements of corporate governance under listing regulations as amended from time to time.
- v) The CEO/CFO compliance certification under Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 forms part of this Annual Report.

Proceeds from Initial Public Offerings (IPO), etc.

The Company has not made any IPO during the year under report.

Management discussions and analysis

The management discussion and analysis forms part of this Annual Report.

8. Means of communication

- a) Quarterly & Half yearly Results: The Company publishes its quarterly & Half-yearly financial results in the Newspapers and is regularly submitted to the Stock Exchange.
- b) The results are normally published in Free Press Journal & Navshakti newspapers.
- c) The results are displayed and available on Company's website: www.fine-lineindia.com.
- d) In view of the above and as cost and economy measures the quarterly results were not sent individually to the shareholders.
- e) There were no presentations made to the institutional investors or analysts.

9. General Shareholders Information

AGM : Date, Time and Venue	: Saturday, August 13, 2016 at 3:30 p.m. at Gr. Floor, Front side SDF VI, Seepz-SEZ, Andheri (East), Mumbai 400096
Financial Year	: 1 st April – 31 st March
First quarter results	: first week of August*
Second quarter results	: last week of October*
Third quarter results	: first week of February*
Annual results	: last week of May*
	: * tentative
Date of Book closure	: Sunday, 07 th August, 2016 to Saturday, 13 th August, 2016 (both days inclusive).
Dividend Payment dates(s)	: The Company has not paid any interim or final dividend on the equity share capital for the financial year 2015-16.
Listing on Stock Exchanges	: BSE Limited (BSE)
	: Listing fees have been paid to the stock exchange for the financial year 2016-17 in April, 2016. The fees of the depositories for the financial year 2016-17 are also paid in the month of April, 2016.
Stock code – Physical and ISIN Number for NSDL and CDSL	: 517264 on BSE; INE087E01011
Corporate Identity Number allotted by Ministry of Corporate Affairs	: L72900MH1989PLC131521

Market price data: high, low during each month in last financial year :

Stock Price Data during 2015-16 (BSE Table below gives the monthly highs and lows of the Company's shares on the Mumbai Stock Exchange (BSE))

High and Low prices of the Company's Shares on BSE with corresponding BSE sensex April 2015 to March 2016.				
Months	High (Rs.)		Low (Rs.)	
	FLCL Price	BSE Sensex	FLCL Price	BSE Sensex
Apr 15	7.71	29,094.61	7.35	26,897.54
May 15	7.50	28,071.16	7.50	26,423.99
Jun 15	7.50	27,968.75	7.00	26,307.07
Jul 15	8.44	28,578.33	6.01	27,416.39
Aug 15	8.85	28,417.59	7.22	25,298.42

Sep 15	9.00	26,471.52	7.90	24,833.54
Oct 15	9.19	27,618.14	8.33	16,168.71
Nov 15	8.72	26,824.30	7.92	25,451.42
Dec 15	11.33	26,256.42	8.70	24,867.73
Jan 16	12.35	26,197.27	11.16	23,839.76
Feb 16	12.07	25,002.32	10.00	22,494.61
Mar 16	11.40	25,479.62	9.50	23,133.18

Stock performance in comparison to BSE Sensex

: This has been shown in the table based Indices given above in comparison with BSE Sensex.

Registrars and share transfer agents

: M/s Universal Capital Securities Pvt. Ltd.
 (Formerly Mondkar Computers Pvt. Ltd)
 21, ShakilNiwas, Opp.Satyasaibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai 400093
 Tel: 91-22 2825 7641, 91-22 2820 7203-05.
 Fax: 2 820 7207 Email: info@unisec.in

Share transfer system

: All share transfers and related operations are conducted by M/s Universal Capital Securities Pvt. Ltd., (Formerly Mondkar Computers Pvt. Ltd) the Registrar and Share Transfer Agents of the Company. They are registered with SEBI. The company has constituted as Stakeholders Relationship Committee for redressing shareholders' and Investors' complaints.

Distribution of shareholding/ shareholding pattern as on 31.03.2016

Shareholdings of Nominal Value	Shareholders		Shares Held	
	Number	%	No. of Shares	%
Upto 500	10820	96.87%	1313895	27.33%
510-1000	182	1.63%	150353	3.13%
1001-2000	72	0.64%	108848	2.26%
2001-3000	27	0.24%	68275	1.42%
3001-4000	12	0.11%	41531	0.86%
4001-5000	12	0.11%	55514	1.16%
5001-10000	14	0.12%	106766	2.22%
10000 and above	31	0.28%	2962604	61.62%
Total	11170	100.00%	4807786	100.00%

b) Categories of Shareholding as on 31st March 2016

	Category	No. of Shares Held	% Of Share holding
A	Promoter's holding		
1	Promoters		
	- Indian Promoters	1188479	24.72
	- Foreign Promoters	223100	4.64
2	Person Acting in concert	—	—
	Sub - Total	1411579	29.36
B	Non-Promoters Holding	-	-
3	Institutional Investors	-	-
A	Mutual funds & UTI	-	—
B	Bank, Financial Institutions, Insurance Companies (Central/ State Govt. Institution/ Non- Govt. Institutions	196466	4.09
C	FIIS	-	-
	Sub - Total	196466	4.09
4	Others	-	-
A	Private Corporate Bodies	-	-
B	Indian Public	2607023	54.22
C	NRIs/ OCBs	592218	12.32
D	Any other shares in transit – clearing members	500	0.01
E	Trusts	-	-
	Sub - Total	3199741	66.55
	GRAND TOTAL	4807786	100

Dematerialisation of shares and liquidity : Demat Position as on 31st March, 16:

NSDL — 1424040 29.62%

CDSL — 1871846 38.93%

Total Demat **3295886 68.55%**

In Demat form the shares are tradable in the unit of one equity share giving maximum amount of flexibility and liquidity

Outstanding GDRs/ADRs/warrants/convertible instruments, etc. : **NIL**

Plant Locations :

Unit 1

145, SDF-V, SEEPZ-SEZ
ANDHERI East, MUMBAI 400096
Tel: 91-22 2 829 0244 /45
Fax: 91-22 2 829 2554
E-mail: fineline@vsnl.com

Unit 2

HIGH TECHNOLOGY MULTILAYER UNIT
148, SDF-V, SEEPZ -SEZ,
ANDHERI (E), MUMBAI 400 096.
Tel: 91-22 42472222
Fax: 91-22 2 829 2554.
E-mail: flcindia@vsnl.com

Address for Correspondence:

Registrar and Share Transfer Agents :
M/s Universal Capital Securities Pvt. Ltd.
(Formerly known as Mondkar computers Pvt. Ltd.)
21, ShakilNiwas, Opp. Satyasaibaba Temple,
Mahakali Caves Road, Andheri (East)
Mumbai 400093
Tel: 91-22 2825 7641, 91-22 2820 7203-05.
Fax : 91-22 2 820 7207
Email: info@unisec.in

Registered office
Compliance Officer:
Ms. PremaRadhakrishnan
Fine-line Circuits Limited
145, SDF-V, SEEPZ-(SEZ)
ANDHERI (E), MUMBAI - 400 096
e-mail: fineline@vsnl.com

Details of equity shares held in suspense account as per Regulation 34 (3) and Schedule V Part F of SEBI Listing Regulations - There are no shares held in Suspense Account.

DECLARATION

As provided under the SEBI Listing regulations, the Board members and the senior management personnel have affirmed compliance with the code of conduct for the Board of directors and senior management for the year ended 31st March 2016.

On behalf of the Board

Place: Mumbai
Dated: 28th May, 2016

ABHAY DOSHI
MANAGING DIRECTOR

AUDITOR'S CERTIFICATE

**TO THE MEMBERS OF
FINE- LINE CIRCUITS LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by Fine – Line Circuits Limited ("the Company"), for the year ended on 31st March, 2016, as stipulated in:
 - Clause 49 (excluding clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 01, 2015 to November 30, 2015.
 - Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
 - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016 and
 - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations 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 and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C , D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For DKP & ASSOCIATES
Chartered Accountants
(Firm Registration Number 126305W)

Deepak K.Doshi
Partner
Membership Number 037148

Mumbai
Date 28th May 2016

INDEPENDENT AUDITOR'S CERTIFICATE

TO THE MEMBERS OF
FINE-LINE CIRCUITS LIMITED

Report on the Standalone Financial Statements

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone 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 standalone 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 misstatement.

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

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.
 - e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. There are no foreseeable losses as required on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DKP & Associates
Chartered Accountants
(Firm Registration Number 126305W)

Deepak. K. Doshi
Partner
Membership No. : 037148
Mumbai
Dated : 28th May, 2016

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF FINE-LINE CIRCUITS LIMITED

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls over financial reporting of **Fine-Line Circuits Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For DKP & ASSOCIATES
Chartered Accountants
(Firm Registration Number 126305W)

Deepak. K. Doshi
Partner
Membership No. 037148

Mumbai
Date : 28th May, 2016

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

- i. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) The Company does not have any immovable property, therefore the provisions of Sub Clause (c) of Clause (i) of paragraph 3 of the Order is not applicable to the Company.
- ii. In our opinion the inventories have been physically verified during the year by the Management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firm or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 and hence clause iii (a), iii(b) and iii(c) of the order is not applicable to the company.
- iv. The Company has not given loans; guarantees and security to directors or to any other person in whom the director is interested and provision of section 186 have been complied for investments made in the past by the Company.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- vi. The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the Companies Act, 2013 and are of the opinion that, *prima facie*, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
 - a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2016 for a period of more than six months from the date of becoming payable.
 - b) According to the information and explanation given to us, there are no disputed dues of income tax or sales tax or service tax or duty of custom or duty of excise or value added tax pending as on 31st March 2016.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans to the Bank.
- ix. In our opinion and according to the information and explanations given to us, monies raised by way of the term loans have been applied by the Company during the year for the purposes for which they were raised.
- x. In our opinion and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of Paragraph 3 of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us the Company's transactions with its related party are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of Paragraph 3 of the Order are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
- xvi. In our opinion and according to information and explanations provided to us, the Company is not required to be register under section 45-IA of the Reserve Bank of India Act, 1934.

For DKP & Associates
Chartered Accountants
(Firm Registration Number 126305W)

Deepak. K. Doshi
Partner
Membership No. : 037148

Mumbai
28th May 2016

Amt. in Rupees					
BALANCE SHEET AS AT 31st MARCH, 2016					
Particulars	Note No.		As at 31st March, 2016		As at 31st March, 2015
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	1	48,264,860		48,264,860	
Reserves & Surplus	2	20,202,539		19,350,884	
			68,467,399		67,615,744
Non - Current Liabilities					
Long - term Borrowings	3	15,598,258	15,598,258	12,880,266	12,880,266
Current Liabilities					
Short - term Borrowings	4	12,425,921		1,145,238	
Trade Payables	5				
- Total Outstanding Dues to Micro and small enterprises		-		-	
- Total Outstanding Dues to Creditors Other than Micro and small enterprises		36,434,013		35,752,919	
Other Current Liabilities	6	6,595,235		6,017,848	
Short - term Provisions	7	4,129,900	59,585,069	3,456,051	46,372,056
TOTAL			143,650,726		126,868,066
ASSETS					
Non - Current Assets					
Fixed Assets	8				
Tangible assets		29,669,218		31,210,899	
Intangible assets		163,156		356,751	
Capital Work in progress		-		100,821	
Deferred tax assets (Net)	9	3,026,553		3,490,131	
Long term Loans and Advances	10	2,855,216		2,738,205	
Total Non Current Assets			35,714,143		37,896,807
Current Assets					
Inventories	11	52,774,715		47,623,618	
Trade receivables	12	36,572,911		26,956,138	
Cash and Cash Equivalent	13	13,655,437		7,352,239	
Short - term loans and advances	14	4,933,520		7,039,264	
Total Current Assets			107,936,583		88,971,259
TOTAL			143,650,726		126,868,066

Significant Accounting Policies

Notes on Financial Statements

1 to 30

As per our Report of even date

For D K P & Associates

Chartered Accountants

For and on behalf of the Board

Bhagwandas T. Doshi
(Chairman)Rajiv B. Doshi
(Executive Director)Abhay B. Doshi
(Managing Director)Prema Radhakrishnan
(CFO)Deepak K Doshi
Partner

Place : Mumbai

Date : 28th May, 2016

Place : Mumbai

Date : 28th May, 2016

					Amt. in Rupees
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2016					
Particulars	Note No.		2015-16		2014-15
INCOME					
Revenue from Operations	15		252,921,961		236,838,181
Other Income	16		239,117		492,855
Total Revenue			253,161,078		237,331,036
EXPENSES :					
Raw Materials Consumed	17		97,152,602		93,149,031
Changes in Inventories of finished goods	18		(2,991,647)		(3,442,902)
Work-in-progress and Stock-in-Trade					
Employess Benefits Expenses	19		43,373,113		38,954,347
Finance Costs	20		2,162,608		1,317,655
Depreciation and amortization expense	21		5,791,056		5,208,210
Other Expenses	22		108,046,868		105,283,400
TOTAL EXPENSES			253,534,600		240,469,741
Profit / (Loss) before			(373,522)		(3,138,705)
Exceptional items and taxes					
Exceptional Income			1,752,306		2,900,000
Profit / (Loss) before Taxes			1,378,784		(238,705)
Tax expenses:					
Current tax		63,551		55,561	
Deferred tax		463,578	527,129	(1,061,910)	(1,006,349)
Profit / (Loss) for the Year			851,655		767,644
Earnings per equity share: (Face value is Rs.10)					
Basic & Diluted	23		0.18		0.16

Significant Accounting Policies

Notes on Financial Statements

1 to 30

As per our Report of even date

For D K P & Associates

Chartered Accountants

For and on behalf of the Board
Bhagwandas T. Doshi
(Chairman)

Rajiv B. Doshi
(Executive Director)

Abhay B. Doshi
(Managing Director)

Prema Radhakrishnan
(CFO)

Deepak K Doshi
Partner

Place : Mumbai

Date : 28th May, 2016

Place : Mumbai

Date : 28th May, 2016

CASH FLOW STATEMENT FOR THE YEAR 2015-16						
Particulars	2015-16		2014-15			
	Rs.		Rs.			
A CASH FLOW FROM OPERATING ACTIVITIES :						
Net profit (loss) before tax and exceptional items	(373,522)		(3,138,705)			
Adjustment for :						
Depreciation and amortization expense	5,791,056		5,208,210			
Loss (gain) on fixed assets (net)	(3,611)		(222,663)			
Interest income	(182,308)		(253,321)			
Interest on loan	2,162,608		1,317,655			
Effect of exchange rate change due to revaluation	99,994		81,270			
Provision for gratuity	673,849		5,719			
Operating profit before working capital changes	8,168,068		2,998,165			
Adjustment for :						
Trade and other receivables	(5,669,569)		6,528,487			
Inventories	(5,151,097)		(2,863,545)			
Trade and other payables	684,438		(878,435)			
Cash generated from operations	(1,968,162)		5,784,672			
Taxes paid /Refund received	(38,699)		(103,285)			
NET CASH INFLOW FROM OPERATING ACTIVITIES(A)	(2,006,861)		5,681,387			
B CASH FLOW FROM INVESTING ACTIVITIES :						
Purchase of fixed assets	(4,794,968)		(8,815,226)			
Proceed from fixed assets	7,111		347,810			
Interest received	182,308		253,321			
NET CASH USED IN INVESTING ACTIVITIES : (B)	(4,605,549)		(8,214,095)			
C CASH FLOW FROM FINANCING ACTIVITIES :						
Effect of exchange rate change	318,841		(4,165)			
Long Term Loans taken	5,000,000		15,000,000			
Long Term Loans repaid	(1,521,308)		(628,917)			
Short Term Loans taken	11,280,683		15,970,238			
Short Term Loans repaid	-		(20,515,441)			
Dividend paid /	-		(278,800)			
Interest paid on loan	(2,162,608)		(1,317,655)			
NET CASH (USED) IN FINANCING ACTIVITIES : (C)	12,915,608		8,225,260			
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)	6,303,198		5,692,552			
Opening Balance of Cash and cash equivalents :	7,352,239		1,659,687			
Closing Balance of Cash and cash equivalents :	13,655,437		7,352,239			
(Figures in brackets are cash outflows)						
<table><tr><td>As per our Report of even date For D K P & Associates Chartered Accountants</td><td>For and on behalf of the Board Bhagwandas T. Doshi (Chairman) Rajiv B. Doshi (Executive Director)</td><td>Abhay B. Doshi (Managing Director) Prema Radhakrishnan (CFO)</td></tr></table>				As per our Report of even date For D K P & Associates Chartered Accountants	For and on behalf of the Board Bhagwandas T. Doshi (Chairman) Rajiv B. Doshi (Executive Director)	Abhay B. Doshi (Managing Director) Prema Radhakrishnan (CFO)
As per our Report of even date For D K P & Associates Chartered Accountants	For and on behalf of the Board Bhagwandas T. Doshi (Chairman) Rajiv B. Doshi (Executive Director)	Abhay B. Doshi (Managing Director) Prema Radhakrishnan (CFO)				
Deepak K Doshi Partner						
<table><tr><td>Place : Mumbai Date : 28th May, 2016</td><td>Place : Mumbai Date : 28th May, 2016</td></tr></table>				Place : Mumbai Date : 28th May, 2016	Place : Mumbai Date : 28th May, 2016	
Place : Mumbai Date : 28th May, 2016	Place : Mumbai Date : 28th May, 2016					

1. SIGNIFICANT ACCOUNTING POLICIES:

A) General:

The financial statements have been prepared on the historical cost convention and in accordance with generally accepted accounting principles and the provisions of the Companies Act, 2013 as adopted consistently by the company. Accounting policies not specifically referred to otherwise are consistent with earlier years and in consonance with generally accepted accounting principles.

B) Method of Accounting:

All items of income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

C) Fixed Assets and Depreciation:

- i) Fixed Assets are stated at cost of acquisition, less accumulated depreciation. All costs including cost of financing till commencement of commercial production and including net pre-operative expenditure are capitalised.
- ii) Depreciation on fixed assets have been provided on Written Down Value method, at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013. In respect of assets situated in USA Branch, depreciation is provided on Straight Line Method and is amortized in Five years.

D) Intangible Assets:

Intangible assets are stated at cost of acquisition less accumulated depreciation. These assets are amortised over a period of two years on straight line basis.

E) Valuation of Inventories:

Raw materials, Chemicals, Consumables, Spares and Tools are valued at weighted average cost. Works in process is valued at estimated cost, based on stages of completion, or net realisable value whichever is less. Cost includes raw materials cost and related production overheads. Finished goods are valued at cost or estimated net realisable value, whichever is lower.

F) Foreign Currency Transactions:

- i) Transactions denominated in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. All monetary items denominated in foreign currency at the end of the year are translated at the year end rates. The exchange difference arising on settlement of transaction / translation is recognised in the Profit and Loss Account.
- ii) In respect of branch, which is integral foreign operation, all the transactions are translated at the rates prevailing at the time of transactions or that approximates the actual rate as at the date of transaction. Branch monetary assets and liabilities are restated at the year end rates.

G) Employees' Benefits:

- i) Short term Employees benefits are recognized as an Expense at the undiscounted amount in the Profit & Loss Account of the year in which the related service is rendered.
- ii) Post employment and other long term employee benefits are recognized as an expense in the Profit & Loss Account in the year in which the Employee has rendered Services. The Expenses is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gain or losses in respect of the post employment and other long term benefits are charged to Profit & Loss Account.

H) Revenue Recognition:

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Sales are net of Customs and other duties / Taxes and Returns.

I) Impairment of Assets:

An asset is treated as impaired when the carrying cost of assets exceeds its receivable value. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

J) Taxation:

- (i) Current tax is provided after taking into consideration relief available under Income Tax Act, 1961.
- (ii) Deferred tax is recognized on timing difference, being the difference between taxable incomes and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2016

	AS AT 31.03.2016 RUPEES	AS AT 31.03.2015 RUPEES
1. SHARE CAPITAL		
Authorised		
7,500,000 Equity Shares of Rs. 10/- each	75,000,000	75,000,000
Issued, Subscribed and Paid-up :		
4,807,786 (4,807,786) equity shares of Rs. 10/- each fully called up	48,077,860	48,077,860
Add : Forfeited shares	187,000	187,000
(Amount originally paid up on 37,400 (37,400) Equity Shares)	48,264,860	48,264,860

Reconciliation of No. of shares Outstanding at the beginning & at the end of the year								
Opening No. of Shares		4,807,786					4,807,786	
Closing No. of Shares		4,807,786					4,807,786	
The details of Shareholding More than 5 %								
Name of the Shareholder		No. of Shares held		% of Holding		No. of Shares held	% of Holding	
Bhagwandas T. Doshi		465,277		9.68%		463,718	9.65%	
Usharani Nimmagadda		470,100		9.78%		470,100	9.78%	
(There are no shares with differential voting rights)								
2. RESERVES & SURPLUS								
Capital Reserve								
As per Last Balance Sheet				2,024,811			2,024,811	
Capital Redemption Reserve								
As per Last Balance Sheet				5,848,140			5,848,140	
Profit & Loss Account								
Balance as per Last Balance sheet		11,477,933				11,136,704		
Less : Adjustment Related to Fixed Assets (Refer Note No. 30)		-				(426,415)		
Add : Profit/(Loss) for the year		851,655				767,644		
				12,329,588			11,477,933	
				20,202,539			19,350,884	
3. Long Term Borrowings								
				AS AT		AS AT		
				31.03.2016		31.03.2015		
Secured								
Term Loans from a Bank				17,849,775		14,371,083		
Less : Short Term Maturities of Term Loans				(2,251,517)		(1,490,817)		
				15,598,258		12,880,266		
3.1 Term loan from Apna Sahakari Bank Ltd. Aggregating to Rs. 1,78,49,775/- is secured by								
(a) Personal guarantee of the two Directors of the Company								
(b) Pledge of Rs. 70,00,000/- of Fixed deposit								
(c) Pledge of Rs. 9,30,000/- of Fixed deposit of Third Party with Bank								
(d) Shares of Rs. 25000/- of Apna Sahakari Bank Ltd.								
(e) Primary Security : First Charge on Plant & Machinery of the Company								
(f) Collateral Security : Hypothecation of new Machine procured in future								
3.2 Repayment Schedule and rate of interest of Term Loans from Apna Sahakari Bank Ltd., as below:								
Loan No.	Rate of Interest	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
1	13.50%	12,03,746	13,74,178	15,68,741	17,90,850	20,44,407	5,54,821	
2	13.50%	5,56,131	6,34,871	7,24,759	8,27,374	9,44,517	9,82,840	
3	13.50%	4,91,639	5,62,740	6,42,415	7,33,371	8,37,206	9,55,741	9,94,519
4. Short-term Borrowings								
Secured								
Cash Credit from Apna Sahakari Bank Ltd.				12,001,195				1,145,238
Temporary Overdraft as per books				424,726				
				12,425,921				1,145,238
4.1 Cash Credit from Apna Sahakari Bank Ltd. Aggregating to Rs.1,20,01,195/- @ 13.50% , is secured by:								
(a) Personal guarantee of the two Directors of the Company								
(b) Pledge of Rs. 15,70,000/- of Fixed deposit of Third Party with Bank								
(c) Primary Security : First Charge on Plant & Machinery of the Company								
(d) Collateral Security : Hypothecation of all Stocks of the Company								

5. Trade Payable										
- Total outstanading dues to Micro and Small Enterprises	-									
- Total outstanading dues to Creditors other than Micro and Small Enterprises	36,434,013		35,752,919							
	36,434,013		35,752,919							
@ The Company has not received information from the vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to the amounts unpaid as at the year end together with Interest paid / payable under this Act have not been given.										
6. OTHER CURRENT LIABILITIES										
Current Maturities of Long Term Loan (Secured) (Refer Note No.3)	2,251,517		1,490,817							
Advances from customers	-		9,858							
Creditors for capital expenditure	13,536		850,045							
Other liabilities	4,330,182		3,667,128							
	6,595,235		6,017,848							
# This figure do not include any amount due and outstanding, to be credited to Investor Education and Protection Fund.										
7. SHORT TERM PROVISIONS										
Provision for Gratuity (Refer Note No. 18.1)	4,129,900		3,456,051							
	4,129,900		3,456,051							
8. FIXED ASSETS										
	Gross Block				Depreciation				Net Block	
Particulars	As at 31.03.2015	Additions	Deductions	As at 31.03.2016	As at 01.04.2015	For the Year	Deduction	up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
Plant and Machinery	150,688,044	3,507,121	-	154,195,165	122,619,156	4,562,680	-	127,181,836	27,013,328	28,068,887
Vehides	3,132,243	-	-	3,132,243	2,120,878	295,453	-	2,416,331	715,912	1,011,365
Furniture & Fittings	2,581,639	72,750	-	2,654,389	1,782,018	259,136	-	2,041,154	613,235	799,621
Computers	1,587,868	63,618	-	1,651,486	1,394,343	115,459	-	1,509,802	141,684	193,525
Office Equipments	4,001,289	361,411	70,000	4,292,700	3,310,952	265,737	66,500	3,510,189	782,511	690,337
Civil Works Factory Building	589,551	-	-	589,551	142,387	44,616	-	187,003	402,548	447,164
Intangible Assets										
Software	2,124,349	54,380	-	2,178,729	1,767,598	247,975	-	2,015,573	163,156	356,751
Total as at 31.03.2016	164,704,983	4,059,280	70,000	168,694,263	133,137,332	5,791,056	66,500	138,861,888	29,832,374	31,567,650
Total as at 31.03.2015	177,367,590	9,380,838	22,043,445	164,704,983	149,421,005	5,634,625	21,918,298	133,137,332	31,567,650	-
9. DEFERRED TAX ASSETS (NET)						RUPEES				RUPEES
Related to Fixed Assets						3,026,553				3,490,131
						3,026,553				3,490,131
10. LONG TERM LOANS AND ADVANCES										
(Unsecured, considered good)										
Advance payment of tax (Net of Provisions)						45,883				70,735
Deposits						2,809,333				2,667,470
						2,855,216				2,738,205
11. INVENTORIES										
(As verified, valued and certified by the management)										
Raw Materials						11,098,048				9,117,831
Raw Materials in Transit						1,394,081				4,654,333
Works in process						9,768,462				8,238,925
Finished Goods						7,666,854				6,204,744
Chemicals, Consumables, Stores & Tools						19,772,882				17,442,866
Chemicals, Consumables, Stores & Tools in Transit						3,074,388				1,964,919
						52,774,715				47,623,618

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2016					
				2015-16 RUPEES	2014-15 RUPEES
12. TRADE RECEIVABLES					
(Unsecured, considered good unless otherwise stated and subject to confirmation)					
a) Debts outstanding more than six months				939,034	149,445
b) Other Debts				35,633,877	26,806,693
				36,572,911	26,956,138
13. CASH AND CASH EQUIVILENTS					
Balances with Banks In Current Account				6,537,988	7,123,468
Balances with Banks In Fixed Deposits				7,000,000	
Cash on hand				117,449	228,771
				13,655,437	7,352,239
14. SHORT TERM LOANS AND ADVANCES					
(Unsecured, considered good and subject to confirmation)					
Others #				4,933,520	7,039,264
				4,933,520	7,039,264
# Includes mainly VAT / Service Tax refund Receivable, Prepaid Expenses.					
15. REVENUE FROM OPERATIONS					
Sale of Products				253,009,191	237,038,428
Less:					
Custom / Excise duty				(87,230)	(200,247)
Total :				252,921,961	236,838,181
15.1 Particulars of Sale of Products					
Sale of Printed Circuit Boards				252,921,961	236,838,181
				252,921,961	236,838,181
16. OTHER INCOME					
Miscellaneous Income				53,198	16,871
Profit on Sale of Assets (Net)				3,611	222,663
Interest Income				182,308	253,321
				239,117	492,855
17. COST OF RAW MATERIALS CONSUMED					
		%		%	
Imported	100.00%	97,152,602	100.00%	93,149,031	
Indigenous	0.00%	-	0.00%	-	
	100.00%	97,152,602	100.00%	93,149,031	
17.1 Particulars of Raw Material Consumed					
Laminates		25,768,562		24,750,307	
Blanks		57,699,349		52,776,061	
Others		13,684,691		15,622,663	
		97,152,602		93,149,031	
18. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE					
Inventories - (At close)					
Finished Goods		7,666,854		6,204,744	
Work-in-process		9,768,462		8,238,925	
		17,435,316		14,443,669	
Inventories - (At commencement)					
Finished Goods		6,204,744		5,512,690	
Work-in-process		8,238,925		5,488,077	
		14,443,669		11,000,767	
		2,991,647		3,442,902	

19. - EMPLOYEE BENEFITS EXPENSES			
Salaries, Bonus and other allowances	39,265,982		35,480,541
Contribution to provident and other funds	1,996,593		1,398,220
Staff Welfare Expenses	<u>2,110,538</u>	43,373,113	<u>2,075,586</u> 38,954,347
19.1. The disclosures of employee Benefits as defined in Accounting Standard AS-15 are given below:			
Defined Contribution Plan :			
Contribution to defined contribution plan recognised as expenses for the year is as under:			
Employers contribution to Provident Fund Rs 11,34,758/- (Previous Year Rs. 11,13,882/-)			
Defined Benefit Plan :			
The employees Gratuity Fund Scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation. The obligation for Leave encashment is recognised in the same manner as Gratuity.			
Assumptions			
Discount rate	8%		8%
Salary Escalation	8%		8%
1. Present value of Defined Benefit Obligation	Rs.		Rs.
Defined Benefit obligation at the beginning of the year	4,155,381		3,989,128
Interest Cost	329,003		319,130
Current Service cost	305,504		428,686
Benefits Paid	(85,691)		-
Actuarial (gain) / Loss on obligations	103,832		(581,563)
Defined Benefit of obligation as at end of the year	4,808,029		4,155,381
2. Reconciliation of opening and closing balances of fair value of plan assets			
Fair value of plan assets at beginning of the year	699,324		538,796
Adjustment to opening balance	(25,432)		-
Expected return on plan assets	51,757		47,266
Contributions	31,822		104,049
Benefits paid	(85,691)		-
Actuarial Gain / (Loss) on Plan assets	6,349		9,213
Fair value of plan assets at End of the year	678,129		699,324
3. Fair value of plan assets			
Fair value of plan assets at beginning of the year	699,324		538,796
Adjustment to opening balance	(25,432)		-
Actual return on plan assets	58,106		56,479
Contributions	31,822		104,049
Benefits Paid	(85,691)		-
Fair value of plan assets at end of the year	678,129		699,324
Funded Status	(4,129,900)		(3,456,057)
Excess of Actual over estimated return on plan assets	6,349		9,213
4. Actuarial Gain / (Loss) recognised			
Actuarial Gain / (Loss) for the year -Obligation	(103,832)		581,563
Actuarial Gain / (Loss) for the year -Plan Assets	6,349		9,213
Total (Gain)/Loss for the year	(97,483)		590,776
Actuarial (gain)/Loss recognised in the year	(97,483)		590,776
5. Amounts recognised in the Balance Sheet			
Present value of obligations as at the end of the year	4,808,029		4,155,381
Fair value of plan assets as at the end of the year	678,129		699,324
Funded status	(4,129,900)		(3,456,057)
Net Assets/(Liability) recognised in balance sheet	(4,129,900)		(3,456,057)
6. Expenses Recognised in statement of Profit and Loss Accounts			
Current Service cost	305,504		428,686
Interest cost	329,003		319,130
Expected return on plan assets	(51,757)		(47,266)
Net Actuarial (gain)/Loss recognised in the year	97,483		(590,776)
Expenses recognised in statement of Profit & Loss	680,233		109,774

	31.03.2016		31.03.2015
	Leave Encashment (Funded)		Leave Encashment (Funded)
Assumptions			
Discount rate	8%		8%
Salary Escalation	4%		4%
1. Present value of Defined Benefit Obligation			
Defined Benefit obligation at the beginning of the year	1,001,395		915,570
Interest Cost	80,112		72,446
Current Service cost	315,361		280,771
Benefits Paid	-		(20,000)
Actuarial (gain) / Loss on obligations	(318,154)		(247,392)
Defined Benefit of obligation as at end of the year	1,078,714		1,001,395
2. Reconciliation of opening and closing balances of fair value of plan assets			
Fair value of plan assets at beginning of the year	1,424,670		1,307,037
Adjustment to Opening Balance	163,390		
Expected return on plan assets	127,045		114,366
Contributions	-		-
Benefits paid	-		-
Actuarial Gain / (Loss) on Plan assets	(122,761)		3,267
Fair value of plan assets at End of the year	1,592,344		1,424,670
3. Fair value of plan assets			
Fair value of plan assets at beginning of the year	1,424,670		1,307,037
Adjustment to Opening Balance	163,390		
Actual return on plan assets	4,284		117,633
Contributions	-		-
Benefits Paid	-		-
Fair value of plan assets at end of the year	1,592,344		1,424,670
Funded Status	513,630		423,275
Excess of Actual over estimated return on Plan Assets	(122,761)		3,267
4. Actuarial Gain / (Loss) recognised			
Actuarial Gain / (Loss) for the year -Obligation	318,154		247,392
Actuarial Gain / (Loss) for the year -Plan Assets	(122,761)		3,267
Total Gain/(Loss) for the year	195,393		250,659
Actuarial Gain/(Loss) recognised in the year	195,393		250,659
5. Amounts recognised in the Balance Sheet			
Present value of obligations as at the end of the year	1,078,714		1,001,395
Fair value of plan assets as at the end of the year	1,592,344		1,424,670
Funded status	513,630		423,275
Net Assets/(Liability) recognised in balance sheet	513,630		423,275
6. Expenses Recognised in statement of Profit and Loss Accounts			
Current Service cost	315,361		280,771
Interest cost	80,112		72,446
Expected return on plan assets	(127,045)		(114,366)
Net Actuarial (gain)/Loss recognised in the year	(195,393)		(250,659)
Expenses recognised in statement of Profit & Loss	73,035		(11,808)
20. FINANCE COSTS			
Interest on Loans	2,162,608		1,317,655
	2,162,608		1,317,655
21. DEPRECIATION AND AMORTISATION			
Depreciation and amortisation	5,791,056		5,208,210
	5,791,056		5,208,210

CIRCUITS LIMITED

22. OTHER EXPENSES				
MANUFACTURING EXPENSES :				
Chemicals, Consumables and Stores consumed	48,960,143		44,080,915	
Power, Fuel & Water	27,546,710		24,859,418	
Repairs & Maintenance	2,213,925		2,751,000	
Job Work Charges	131,860	78,852,638	532,314	72,223,647
ADMINISTRATIVE EXPENSES :				
Rent	5,271,428		4,718,978	
Rates & Taxes	419,824		364,471	
Insurance	414,192		390,975	
Auditors' Remuneration :				
For Audit Fees	140,000		140,000	
For Tax Audit Fees	35,000		35,000	
Vehicle Expenses	764,763		702,485	
Travelling & Conveyance	2,999,735		3,486,463	
Legal & Professional Fees	1,861,558		1,788,720	
Postage, Telephone etc.	1,774,882		1,909,338	
Printing & Stationery	734,035		914,505	
Directors' Sitting Fees	162,000		121,000	
Security and Other Services	859,358		791,948	
Sundry Expenses (Including Research & Development Charges)	2,161,546		2,745,358	
NSDL Expenses - Seepz	495,000		420,000	
Octroi Charges	1,342,384		699,725	
Donations	1,250		3,000	
Bank Charges	1,414,363		2,598,109	
		20,851,318		21,830,075
Exchange Difference (Net)		(3,597,344)		69,578
SELLING & DISTRIBUTION EXPENSES :				
Freight Outward	11,085,710		10,654,780	
Clearing Charges on Export & Local	340,190		291,163	
Commission on Export	217,380		63,263	
Compensation to Customers	296,976	11,940,256	150,894	11,160,100
		<u>108,046,868</u>		<u>105,283,400</u>
22.1 Value of Chemicals consumables and Stores consumed :				
		%		%
Imported	42.22%	21,325,270	36.00%	16,186,616
Indigenous	57.78%	29,179,467	64.00%	28,779,548
	100.00%	50,504,737	100.00%	44,966,164
22.2 Value of Imports on CIF Basis :				
Raw Materials		99,132,820		88,626,516
Cosnumables and Stores and Spares		18,551,450		13,899,656
Capital Goods		2,293,501		5,687,539
22.3 Expenditure in Foreign Currencies :				
Foreign Travelling		342,689		1,304,410
Foreign Branch Expenses		2,813,189		3,264,431
23. Earning in Foreign Exchange				
F.O.B. Value of Exports		210,356,739		207,384,078

24. EARNING PER SHARE (Basic and Dilluted)		
Profit (Loss) for the year	851,655	767,644
No. of Shares	4,807,786	4,807,786
Face value per Share	10	10
Earning Per Share	0.18	0.16
25. Foreign Currency exposure that are not hedged by Derivative instruments or forward contracts as at March, 31, 2016 amount to Rs. 6,46,62,125/- (Previous Year Rs. 5,21,20,943/-)		
26. Segment Information		
The Company has only one primary segment viz: "Printed Circuit Board". The Company has only one major secondary segment viz : Exports out of India. Hence no additional disclosure is required under Accounting Standard AS-17.		
27. The net amount of foreign exchange difference Credited to Profit & Loss Accounts is Rs. 35,97,344/- (Previous Year Rs. 69,578/-Debited.)		
28. Contingent Liabilities :		
In respect of :		
(i) Bonds executed in favour of President of India in respect of Custom Duty on Import of Machinery and Raw Materials	288,918,000	288,918,000
(ii) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	NIL	NIL
29. Related Party Disclosures: (As certified by the management)		
a. Key Management Personnel:		
a - Key Management Personnel		
1. Shri. B. T. Doshi		
2. Shri. A. B. Doshi		
3. Shri. R. B. Doshi		
b - Parties where control exists		
1. Kapurwala Properties Pvt. Ltd.		
2. Shri. Gautam B. Doshi		

b. Transactions with the above parties:

Name of Related Party	Nature of Transaction	For the Year 2015 - 2016 Rs.	Nature of Transaction	For the Year 2014 - 2015 Rs.
A - Key Management Personnel 1. Shri B. T. Doshi	Remuneration	1,915,597		1,850,979
	Loan taken	NIL		NIL
	Loan Repaid	NIL		NIL
	Loan Outstanding	NIL		NIL
	Interest on Loan	NIL		NIL
2. Shri A. B. Doshi	Remuneration	2,324,833		2,176,344
	Loan taken	NIL		6,375,000
	Loan repaid	NIL		6,375,000
	Interest on Loan	NIL		342,816
3. Shri R. B. Doshi	Remuneration	2,163,015		1,989,114
	Loan taken	NIL		3,950,000
	Loan repaid	NIL		3,950,000
	Interest on Loan	NIL		261,432
B - Parties where control exists 1. Shri. Gautam Doshi	Loan Outstanding	NIL		5,000,000
	Loan taken	NIL		4,500,000
	Loan Repaid	NIL		9,500,000
	Interest on Loan	NIL		423,623

30. Previous year's figures have been regrouped / rearranged / recast wherever necessary.

Signature to Notes 1 to 30

As per our Report of even date
For D K P & Associates
Chartered Accountants

For and on behalf of the Board
Bhagwandas T. Doshi
(Chairman)

Abhay B. Doshi
(Managing Director)

Rajiv B. Doshi
(Executive Director)

Prema Radhakrishnan
(CFO)

Deepak K Doshi
Partner

Place : Mumbai
Date : 28th May, 2016

Place : Mumbai
Date : 28th May, 2016

SEEPZ - SEZ is a Restricted Zone requiring prior permission for entry. The Shareholders / Proxies are requested to fax the form (mentioned below) to 022-28292554 or post to the attention of Accounts Department so as to reach latest by Thursday, August 11, 2016 to enable the Company take the individual permission for Entry to Seepz (SEZ).

FINE-LINE CIRCUITS LIMITED

Regd. Office: 145, SDF-V, Seepz-SEZ, Andheri (East), Mumbai - 400096 CIN: L72900MH1989PLC131521
Tel: 91 22 2829 0244 E-mail: fineline@vsnl.com, Website : www.finelineindia.com

Attendance Slip

--

I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company at Gr. Floor, Front side of SDF-VI, SEEPZ- SEZ, Andheri East, Mumbai- 400096 on Saturday the 13th day of August, 2016 at 03.30 P.M.

SIGNATURE OF THE ATTENDING MEMBER / PROXY

Notes : 1. Shareholder /Proxyholder wishing to attend the meeting must bring the Attendance slip to the meeting and hand it over at the entrance duly signed.
2. Shareholder/Proxyholder desiring to attend the meeting should bring his / her copy of the Annual Report for reference at the meeting.

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]

FINE-LINE CIRCUITS LIMITED

Regd. Office: 145, SDF-V, Seepz-SEZ, Andheri (East), Mumbai - 400096 CIN: L72900MH1989PLC131521
Tel: 91 22 2829 0244 E-mail: fineline@vsnl.com, Website : www.finelineindia.com

Name of the Member (s) : _____
Registered address: _____
E-mail Id: _____
Folio No./ Client ID: _____
DP ID No. _____

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

1. Name :
Address :
E-mail Id :
Signature : _____, or failing him / her:
2. Name :
Address :
E-mail Id :
Signature : _____, or failing him / her:
3. Name :
Address :
E-mail Id :
Signature : _____, or failing him / her:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 26th Annual General Meeting of the Company, to be held on Saturday, 13th day of August, 2016 at 3:30 p.m. at Gr. Floor, Front side of SDF-VI, SEEPZ- SEZ, Andheri East, Mumbai- 400096, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolutions
1.	Adoption of Audited Financial Statements for the year ended March 31, 2016
2.	Re-appointment of Shri. Bhagwandas Doshi (DIN: 00040596) as a director of the Company,
3.	Re-appointment of Shri. Upendranath Nimmagadda (DIN: 00613289) as a director of the Company
4.	Re - appointment of Statutory Auditors of the company.
5.	Appointment of Shri. Jayesh Khimji Rambhia (DIN 02049473) as Director/Independent Director of the company.
6.	Re-appointment of Shri Bhagwandas T. Doshi as Wholetime Director designated as Executive Chairman of Company for a period of three years with effect from 01st April, 2016.
7.	Re-appointment of Shri Abhay B. Doshi as Managing Director of the Company for a period of three years with effect from 01st April, 2016.
8.	Re-appointment of Shri Rajiv B. Doshi as Wholetime Director designated as Executive Director of the Company for a period of three years with effect from 01st April, 2016.

Signed this ____ day of _____, 2016

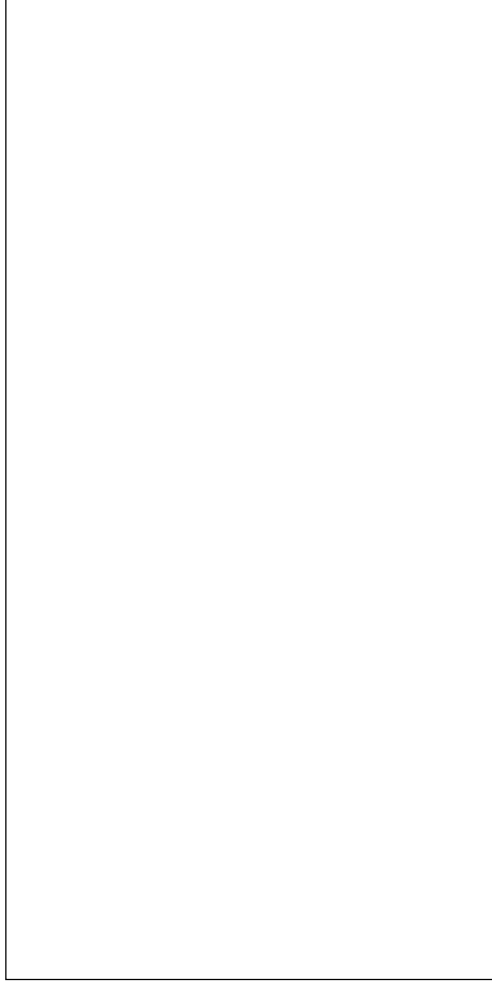
Signature of Shareholder

Signature of Proxy Holder (s)

Affix
Revenue
Stamp
of Re. 1/-

Note: 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.

BOOK POST



If undelivered, please return to:
FINE-LINE CIRCUITS LIMITED
145, SDF - V, Seepz (SEZ), Andheri
(East), Mumbai - 400 096.