

Annual Report

FY 2016 - 17

PHOTOQUIP[®] INDIA LTD.

BOARD OF DIRECTORS	Jayant P. Soni – Chairman And Managing Director Dhaval J. Soni – Wholetime Director Anju D. Soni – Non-executive Director Pulin D. Soni – Additional Director Mohib N. Khericha – Independent Director Mohan M. Jayakar – Independent Director Dr. Vishnu J. Acharya – Independent Director Parvin J. Dumasia - Additional Director
REGISTERED / CORPORATE OFFICE	A/33, Royal Industrial Estate Naigaon Cross Road Wadala, Mumbai – 400 031.
AUDITORS	M/S. MAYANK SHAH & ASSOCIATES Chartered Accountants
BANKERS	APNA SAHAKARI BANK LTD. D. Sarfare Chowk Branch, Wadala.
SHARE TRANSFER AGENT	SHAREX DYNAMIC (INDIA) PVT. LTD. Unit-1, Luthra Industrial Premises Andheri-Kurla Road, Safed Pool Andheri (E), Mumbai – 400 072.
DEPOSITORY NO.	ISIN – INE 813B01016
REGISTERED OFFICE ADDRESS	A-33, ROYAL INDUSTRIAL ESTATE, NAIGAON CROSS ROAD, WADALA MUMBAI – 400 031
EMAIL ID	info@photoquip.com
CONTACT NO.	022-61474000

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of the Members of PHOTOQUIP INDIA LTD. will be held on Monday 28th September, 2017 at 9:30 A.M. at the Registered Office of the Company at A-33 Royal Industrial Estate, Naigaon Cross Road, Wadala (E), Mumbai 400 031, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013 and the Listing Agreement entered into with the Stock Exchanges, Mr. Dhaval J. Soni (DIN: 000751362), Director of the Company, who is liable to retire by rotation at the Annual General Meeting and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as a whole-time director of the Company, whose term shall be subject to retirement by rotation.”

“RESOLVED FURTHER that all other terms and conditions as mentioned in the ordinary resolution passed at the 22nd Annual General Meeting held on 30th September, 2014 in relation to the appointment of Mr. Dhaval J. Soni, the Whole-time Director of the Company shall remain unchanged.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient or desirable to give effect to this resolution.”

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

“RESOLVED THAT the appointment of M/s. F P and Associates, Chartered Accountants, (Firm Registration No. 143262W), the Statutory Auditors, to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company to be held in the year 2018 on a remuneration of as may be determined by the Board of Directors.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient or desirable to give effect to this resolution.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Clause 49 of Listing Agreement including any modification or amendment thereof, Mr. Pulin D. Soni (DIN: 07606822), who was appointed as an additional director by the board of directors of the Company and who holds office up to the date of this annual general meeting and in respect of whom the company has received a notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Mr. Pulin D. Soni as candidate for the office of director of the company, be and is hereby appointed as an Executive Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient or desirable to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013 and the Listing Agreement entered into with the Stock Exchanges, Mrs. Parvin J. Dumasia(DIN: 07606857), who was appointed as an additional director by the board of directors of the Company and who holds office up to the date of this annual general meeting and in respect of whom the company has received a notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Mrs. Parvin J. Dumasia as candidate for the office of director of the company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 4 (four) consecutive years from the date of this AGM till the date of the 29thAGM of the Company in the calendar year 2021.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient or desirable to give effect to this resolution.”

By Order of the Board

Jayant P. Soni
Chairman & Managing Director

Place : Mumbai
Date : 30th May, 2017

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.

Proxies, to be effective, should be duly completed, stamped and signed and must be received at the registered office of the company 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Proxy shall have no right to speak on any business item in the meeting.

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

2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 and Listing Agreement, in respect of Special Business at the meeting, is annexed hereto and forms a part of this notice.

A statement giving the relevant details of the Directors seeking re-appointment under Item No. 2 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered with the Stock Exchanges is annexed herewith.

3. Relevant documents referred to in the accompanying Notice and the Statement pursuant to the Section 102 of the Act, shall be open for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days, barring Saturdays and Sundays, prior to the date of the AGM.
4. Electronic copy of the Annual Report for 2016-17 along with Notice of the 25th AGM is being sent to all the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of it. The members who have not registered their e-mail addresses, physical copies of the Annual Report along with Notice of 25th AGM are being sent to them in the permitted mode, inter alia indicating the process and manner of e-voting along with attendance slip and proxy form.
5. Members can opt for only one mode of voting i.e. either physical voting at the AGM or voting through electronic means. A member, who has voted through e-voting mechanism, is not debarred from participating in the general meeting physically. However, he shall not be allowed to vote in the meeting again and his earlier vote (cast through e-means) shall be treated as final.

6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Pursuant to the provisions of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

Corporate Email id – info@photoquip.com

Compliance Officer – Mr. Vivek Divekar

Email id – vivek.divekar@photoquip.com

The Annual Report, including the notice of the 25th AGM, is available on the website of the Company www.photoquip.com

8. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Further the members are requested to bring their copies of the Annual Report to the AGM. As a measure of economy, no copies will be distributed at the Meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. (a) In accordance with the provision of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evotingindia.com during the following voting period:
- | | | |
|--------------------------|---|--|
| Commencement of e-voting | : | 9.00 am on Monday, 25 th September, 2017 |
| End of e-voting | : | 5.00 pm on Wednesday, 27 th September, 2017 |

E-voting shall not be allowed beyond 5.00 pm on 27th September, 2017. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is 21st September, 2017.

- (b) Mrs. Kala Agrawal, Company Secretary in Whole Time Practice, has been appointed as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - (c) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'. It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their DEMAT accounts. Members holding shares in physical form should submit their PAN to the Company.
12. The register of members and share transfer book of the Company will remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive).
13. Instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 25th September, 2017 from 9.00 am and ends on 27th September, 2017 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders):</p> <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 last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend \ Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio .</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Photoquip India Ltd. on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the 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.
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 they have to create a compliance user 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.

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

ANNEXURE THE NOTICE

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

ANNEXURE TO ITEM No. 2 OF THE NOTICE

Name of the Director	Mr. Dhaval J. Soni
Director Identification Number (DIN)	00751362
Date of Birth	13 th December, 1958
Nationality	Indian
Date of Appointment on Board	24 th July, 1992
Qualification	B. Sc.
Experience	27 years
Terms and conditions of appointment and remuneration	The terms and conditions of appointment of Mr. Dhaval J. Soni shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours prior to the date of the AGM.
Relationship with other Directors, Managers and KMP of the Company	Son of Mr. Jayant P. Soni Husband of Mrs. Anju D. Soni Father of Mr. Pulin D. Soni
Shareholding in Photoquip India Limited as on 31 st March, 2017	5,31,400 Equity Shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Public Limited Companies: Nil Private Limited Companies: Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	3

ANNEXURE TO ITEM No. 4 OF THE NOTICE

Name of the Director	Mr. Pulin D. Soni
Director Identification Number (DIN)	07606822
Date of Birth	06 th September, 1986
Nationality	Indian
Date of Appointment on Board	17 th September, 2016
Qualification	B. Sc. (Engineering Management)
Experience	5 years
Terms and conditions of appointment and remuneration	The terms and conditions of appointment of Mr. Pulin D. Soni shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours prior to the date of the AGM.
Relationship with other Directors, Managers and KMP of the Company	Son of Mr. Dhaval J. Soni Son of Mrs. Anju D. Soni Grandson of Mr. Jayant P. Soni
Shareholding in Photoquip India Limited as on 31 st March, 2017	8,400 Equity Shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Public Limited Companies: Nil Private Limited Companies: Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil

ANNEXURE TO ITEM No. 4 OF THE NOTICE

Name of the Director	Mrs. Parvin J. Dumasia
Director Identification Number (DIN)	07606857
Date of Birth	18 th September, 1963
Nationality	Indian
Date of Appointment on Board	17 th September, 2016
Qualification	BHMS
Experience	21 years
Terms and conditions of appointment and remuneration	The terms and conditions of appointment of Mrs. Parvin J. Dumasia shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours prior to the date of the AGM.
Relationship with other Directors, Managers and KMP of the Company	Not applicable
Shareholding in Photoquip India Limited as on 31 st March, 2017	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Public Limited Companies: Nil Private Limited Companies: Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil

BOARD'S REPORT

To
The Members
Photoquip India Ltd.

Your Directors have pleasure in presenting the 25th Annual Report on the business and operations of the Company and the accounts for the financial year ended 31st March, 2017.

Financial Summary of the Company

Certain key aspects of the Company's performance during financial year ended 31st March, 2017 as compared to previous financial year are summarised as below :

Particulars	Rs. In Lacs	
	2016-17	2015-16
Gross Operating Income	4,973.64	6,034.01
Add: Other Income	31.52	211.21
Total Income	5,005.16	6,245.22
Profit Before Interest, Depreciation and Exceptional items	(1.65)	(27.66)
Less: Finance Charges	187.68	194.04
Less: Provision for Amortization and Depreciation	69.66	191.21
Less: Exceptional items	Nil	52.98
Net Profit / (Loss) Before Tax	(258.98)	(465.89)
Less: Deferred Tax Liability / (Asset)	(89.71)	(125.81)
Less: Taxes of earlier years	12.62	12.21
Net Profit / (Loss) After Tax	(181.89)	(352.29)
Add: Balance of Profit brought forward	1,805.10	2,157.39
Surplus carried to Balance Sheet	1,623.21	1,805.10

Operational Review

The financial year 2016-17 has been beset with both opportunities and challenges on several fronts, including global and domestic issues. Developments like demonetization of high denomination currency, steep raw material costs and decrease in exports have resulted in a mixed bag for the Company during the financial year under review.

During the year, the turnover of the Company decreased by 19.86% and stood at Rs. 5,005.16 Lacs. However, inspite of the compressed topline the net loss during the year reduced by 48.36% as compared to the previous financial year and stood at Rs.181.89 Lacs mainly on account of reduction in overall operating costs.

Raw Material Consumption has gone down by 3.5%, overall expenses also have reduced, though marginally by 1.56%. These are encouraging signs on the Company's recovery path. The Company is upbeat about turning the corner during FY 2017-18.

The summarized key indicative figures are mentioned below. (Rs. In Lacs)

Particulars	2016-17	2015-16
Sales / Other Receipts	4,973.64	6,034.01
Exports	2,728.85	3,322.01
Net Profit / (Loss)	(181.89)	(352.29)

Dividend

In the absence of profits your Company has not declared dividend for the year under review.

Internal Financial Control Systems and its adequacy

The Company has adequate internal financial controls with reference to financial statements. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

Business Risk Management

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has constituted a Business Risk Management Committee. The details of the committee and its terms of reference are set out in the corporate governance report forming a part of the Board's report.

Whistle Blower Policy

Pursuant to the provisions of Sections 177(9) and (10) of the Companies Act, 2013, a Whistle Blower for Directors and employees to report genuine concerns has been established, which is embedded in the Company's Code of Conduct. It serves as a guide for daily business interactions, reflecting your Company's standard for appropriate behavior and corporate values. The Code of Conduct has been uploaded on the website of the Company.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under Section 134(3)(m) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 are appended as **Annexure I**

Corporate Governance and Management Discussion and Analysis Report

The Corporate Governance Report together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance and Management Discussion and Analysis Report, which form an integral part of this Report, is set out as **Annexure II** and **Annexure III** respectively, as stipulated in the Listing Regulations.

Particulars of Employees

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' which is available for inspection by the members at the registered office of the Company during business hours on working days, barring Saturdays and Sundays, prior to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Committees. The way the evaluation has been carried out has been explained in the Corporate Governance Report.

Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Prevention, prohibition and redressal of sexual harassment at workplace

The Company has zero tolerance for sexual harassment at workplace and has formulated a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Company has also constituted an Internal Complaints Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

There were no cases reported / filed pursuant to the Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act, 2013 during the year under review.

Particulars of loans, guarantees or investments under Section 186

The Company has not given any loans covered under the provisions of Section 186 of the Companies Act, 2013. The details of guarantees and investments made by Company are given in the notes to the financial statements.

Corporate Social Responsibility (CSR)

The CSR initiatives of the Company are aligned with the business strategies. During the year under review the Company has contributed as follows-

Sr. No.	CSR Contribution to	Amount (in Rs.)	Purpose
1	Indian Army Welfare Fund	2,25,000	Education and rehabilitation, training facilities for specially-abled children of Indian Army personnel (Asha School, Jaipur).
2	Matoshri Vriddhashram (an old age home based at Khadavali, Dist. Thane)	75,000	To support livelihood of senior citizens who are alone, face health problems, depression and loneliness.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that -

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit and loss of the Company for year ended on that date;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual financial statements have been prepared on a going-concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Declaration by Independent Director(s)

The Independent Directors have given the declaration pertaining to the criteria of independence as per Section 149 (6) of the Act. The Company has provided suitable training to independent directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and business model of the Company.

Board of Directors and Key Managerial Personnel

During the year under review, Board of Directors of the Company on recommendation of Nomination, Remuneration and Corporate Governance and Audit Committee, appointed Mr. Pulin D. Soni and Mrs. Pravin J. Dumasia as an independent directors of the Company effective 17th September, 2016.

As per the provisions of Companies Act, 2013, Mr. Dhaval J, Soni retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Meetings

During the year under review, 5 (five) Board Meetings and 22 (twenty-two) Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Board and Committee Meetings was within the period prescribed under the Companies Act, 2013.

Extract of Annual Return

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in MGT 9 is a part of this Annual Report at **Annexure IV**.

Material Changes and Commitments

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which these financial statements relate and on the date of this report.

Particulars of contracts or arrangements with related parties:

Particulars of every contract or arrangement entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC-2 at **Annexure V**.

Statutory Auditors and Auditor's Report

M/s Mayank Shah and Associates, Chartered Accountants will retire at the ensuing Annual General Meeting.

The Board of Directors of the Company at their meeting held on 30th May, 2017, on the recommendation of the Audit Committee, have made its recommendation for appointment of M/s F.P. and Associates, Chartered Accountants, (Firm Registration No. 143262W) as the Statutory Auditors of the Company from the conclusion of this AGM until the conclusion of next Annual General Meeting to be held in year 2018 subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

The Company has received their written consent and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

There are no qualifications or adverse remarks in the Auditors Report. The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, Kala Agarwal, Practicing Company Secretary, has been appointed Secretarial Auditor of the Company for the year 2016-17. The report of the Secretarial Auditor is enclosed at **Annexure VI** to this report. The qualifications in the Secretarial Auditor's report for the year 2016-17 have been appropriately dealt with at the respective areas.

General

No disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme
4. No significant or material orders were passed by the regulators or court or tribunals which impact the going concern status and Company's operation in future.

Acknowledgments

The Company wishes to place on record its sincere appreciation of all with whose help, co-operation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

Jayant P. Soni

Chairman and Managing Director

Place : Mumbai

Date : 30th May, 2017

ANNEXURE INDEX

Annexure	Content
I	Conservation of energy, technology absorption and foreign exchange earnings and outgo
II	Corporate Governance Report
III	Management Discussion and Analysis Report
IV	Annual Return Extracts in MGT-9
V	AOC 2 – Related Party Transactions disclosure
VI	MR-3 Secretarial Audit Report

Annexure - I**a) Conservation of energy**

(i)	the steps taken or impact on conservation of energy	No new energy conservation measures were undertaken during the year under review.
(ii)	the steps taken by the Company for utilizing alternate sources of energy	The Company is not a major user of energy. However, the measures taken by the Company have resulted in savings in energy consumption
(iii)	the capital investment on energy conservation equipment's	Nil

(b) Technology absorption

(i)	the efforts made towards technology absorption	Ongoing import substitution of various passive electronic components and sub-assemblies used in Digital Studio Flash Lights.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Considerable benefits have been derived by the Company from its Research and Development activities primarily by way of improvement in quality and cycle time.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Not applicable
	(a) the details of technology imported	Not applicable
	(b) the year of import;	Not applicable
	(c) whether the technology been fully absorbed	Not applicable
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not applicable
(iv)	the expenditure incurred on Research and Development	Rs. 5,727

(c) Foreign Exchange earnings and Outgo

During the year, the total foreign exchange outflow was Rs. 982.03 Lacs and the total Foreign Exchange inflow was Rs. 2,728.85 Lacs.

Annexure II**Corporate Governance Report for the year 2016-17****Company Philosophy:**

We continue to believe that good corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. The Company is listed on the Bombay Stock Exchange. The Company has complied with in all material respect with the features of corporate governance as specified in the Listing Regulations. The securities are being regularly traded at Bombay Stock Exchange.

Board of Directors:

The Board of Directors has a mix of Executive and Independent Non-Executive Directors. The Board comprises of the Chairman and Managing Director, one Whole-Time Director, one Woman Director, three Independent Non-Executive Directors and two additional directors. Accordingly, the composition of the Board is in conformity with the Listing Regulations.

Other relevant details of Directors:

Name of Director	Category	No. of Directorship(s) held in Indian public and private Limited Companies (Including Photoquip)	Committee(s) position (including Photoquip)	
			Member	Chairman
Jayant P. Soni	Chairman and Managing Director	1	Nil	Nil
Dhaval J. Soni	Whole-time Director	1	1	2
Mohib N. Khericha	Independent, Non-executive Director	15	5	4
Mohan M. Jayakar	Independent, Non-executive Director	8	4	1
Dr. Vishnu J. Acharya	Independent, Non-executive Director	1	1	Nil
Anju D.Soni	Non-executive Woman Director	2	Nil	Nil
Pulin D. Soni	Additional Director	1	Nil	Nil
Parvin Jahabux Dumasia	Additional Director	1	Nil	Nil

During the year 2016-17, five Board Meetings were held on 30th May, 2016, 12th August, 2016, 17th September, 2016, 14th November, 2016 and 14th February, 2017. The last Annual General Meeting of the Company was held on 17th September, 2016. The attendance details of each Director are given below:

Name of Director	No. of Board Meetings attended	Attendance at the AGM held on 17 th Sep, 2016
Jayant P. Soni	5	Yes
Dhaval J. Soni	5	Yes
Mohib N. Khericha	5	Yes
Mohan M. Jayakar	5	Yes
Dr. Vishnu J. Acharya	5	Yes
Anju D. Soni	5	Yes
Pulin D. Soni	3	Yes
Parvin Jahabux Dumasia	3	No

Committees of the Board of Directors

The Board has constituted five committees to review various aspects of business. Details of members of committee, meetings held, terms of reference of each committee are as under:

(a) Audit Committee

The Audit Committee continued working under Chairmanship of Mohib N. Khericha with Mohan M. Jayakar and Dr. Vishnu J. Acharya as co-members. During the year, the sub-committee met on five occasions with full attendance of all the members.

The composition of the Audit Committee as at 31st March, 2017 and details of the members' participation at the Meetings of the Committee are as under:

Attendance Meeting held on	Name of Directors		
	Mohib N. Khericha	Mohan M. Jayakar	Vishnu J. Acharya
	Chairman	Member	Member
30 th May, 2016	Yes	Yes	Yes
12 th August, 2016	Yes	Yes	Yes
17 th September, 2016	Yes	Yes	Yes
14 th November, 2016	Yes	Yes	Yes
14 th February, 2017	Yes	Yes	Yes

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

The terms of reference of the Audit Committee include:

- To review any change in accounting policies and practices.
- To confirm whether major accounting entries are based on exercise of judgments by management.

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- To recommend the appointment, remuneration and terms of appointment of auditors of the Company.
- To check whether there are any qualifications made in the draft Auditors' Report.
- To review whether there are any significant adjustments arising out of audit.
- To confirm whether the accounts are prepared on going concern basis.
- To confirm whether the accounts are prepared by applying applicable accounting standards.
- To review whether the financial statements comply with the Stock Exchange and Legal requirements.
- To check whether there are any related party transactions which may have potential conflict with interests of Company.
- To discuss with auditors on whether they have any post audit concerns.
- To check whether there are any defaults in payment to creditors and shareholders.
- To evaluate internal financial controls and risk management systems of the Company.
- To review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- To approve the appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the Finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Chief Internal Auditor to get their inputs on significant matters relating to their areas of audit.

(b) Risk Management Committee -

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The composition of the Risk Management Committee as at 31st March, 2017 and details of the Members participation at the Meetings of the Committee are as under:

Attendance Meeting held on	Name of Directors		
	Dhaval J. Soni	Mohib N. Khericha	Mohan M. Jayakar
	Chairman	Member	Member
30 th May, 2016	Yes	Yes	Yes
12 th August, 2016	Yes	Yes	Yes
17 th September, 2016	Yes	Yes	Yes
14 th November, 2016	Yes	Yes	Yes
14 th February, 2017	Yes	Yes	Yes

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.

(c) Stakeholder's Relationship Committee

The composition of the Stakeholders' Relationship Committee as at 31st March, 2017 and details of the members' participation at the Meetings of the Committee are as under:

Date of the Meeting	Name of Directors		
	Mohib N. Khericha	Dhaval J. Soni	Mohan M. Jayakar
	Chairman	Member	Member
30 th May, 2016	Yes	Yes	Yes
12 th August, 2016	Yes	Yes	Yes
17 th September, 2016	Yes	Yes	Yes
14 th November, 2016	Yes	Yes	Yes
14 th February, 2017	Yes	Yes	Yes

The terms of reference of the Committee are:

- Transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- Issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- Issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- To grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- To issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- To approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- To authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- Monitoring expeditious redressal of investors / stakeholders grievances;
- All other matters incidental or related to shares and debentures

During the year 2016-17, shareholder's complaints received through SCORES (online portal of SEBI for lodging complaints against listed companies) have been promptly attended to and action taken reports on these complaints as received from Transfer Agent have been submitted to the SEBI through SCORES.

During the year, no complaint was received from shareholder. As on 31st March, 2017, no investor grievance has remained unattended/ pending for more than 30 (thirty) days.

(d) Independent Directors' Meeting

During the year under review, pursuant to requirements of Schedule IV of the Companies Act 2013, a separate meeting of Independent Directors without the presence of executive directors was held on 14th November 2016, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive Directors;
- Evaluation of the quality, content and time lines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties;

Date of the Meeting	Name of Directors		
	Dr. Vishnu Acharya	Mohib N. Khericha	Mohan M. Jayakar
	Member	Member	Member
14 th November, 2016	Yes	Yes	Yes

(e) Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee".

The composition of the Nomination and Remuneration Committee as at 31st March, 2017 and details of the Members participation at the Meetings of the Committee are as under:

Date of the Meeting	Name of Directors		
	Vishnu Acharya	Mohib N. Khericha	Mohan M. Jayakar
	Chairman	Member	Member
30 th May, 2016	Yes	Yes	Yes
12 th August, 2016	Yes	Yes	Yes
17 th September, 2016	Yes	Yes	Yes
14 th November, 2016	Yes	Yes	Yes
14 th February, 2017	Yes	Yes	Yes

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior

Management positions;

- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

(f) Corporate Social Responsibility Committee

The composition of the Stakeholders' Relationship Committee as at 31st March, 2017 and details of the Members participation at the Meetings of the Committee are as under:

Date of the Meeting	Name of Directors		
	Anju D Soni	Dhaval J. Soni	Dr. Vishnu J. Acharya
	Chairman	Member	Member
14 th November, 2016	Yes	Yes	Yes
14 th February, 2017	Yes	Yes	Yes

The terms of reference of the Committee are:

1. Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken.
2. Approve the projects that are in line with the CSR Policy.
3. Put monitoring mechanisms in place to track the progress of each project
4. Recommending the amount of expenditure for the CSR activities, and
5. Monitoring CSR activities from time to time.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Terms of Appointment and Remuneration of Directors

Remuneration paid to Directors (excluding contribution to Gratuity and Provision for Leave Encashment on Retirement) during the year ended 31st March, 2017 are given below:

Sr. No.	Name	Designation	Salary and Perquisites Rs.	Sitting fees Rs.	Commission Rs.	Total Rs.
1	Jayant P. Soni	Chairman and Managing Director	2,400,000	Nil	Nil	2,400,000
2	Dhaval J.Soni	Whole-time Director	2,400,000	Nil	Nil	2,400,000
3	Mohib N. Khericha	Independent Director	Nil	103,750	Nil	103,750
4	Mohan M. Jayakar	Independent Director	Nil	103,750	Nil	103,750
5	Dr. Vishnu J. Acharya	Independent Director	Nil	163,000	Nil	163,000
6	Anju D. Soni	Non-executive, Woman Director	Nil	Nil	Nil	Nil
7	Pulin D Soni	Additional Director	840,054	Nil	Nil	840,054
8	Parvin J. Dumasia	Additional Director	Nil	40,000	Nil	40,000

Note:

- The Salary and Perquisites include all fixed and variable elements of remuneration ie. salary, performance linked bonus and other allowances and benefits
- There were no other pecuniary relationships or transactions of non-executive director's vis a vis the Company. The Company has not issued any Stock Options to the Directors
- Pursuant to the limits approved by the Board, all Non-Executive Directors are paid Sitting fees of Rs. 20,000 for attending Board Meeting and Rs. 750 for attending Committee Meetings.
- Details of Service contract are given below :

Name	Date of Initial Appointment	Current Terms	From / To
Jayant P. Soni	1 st November, 1993	3 years	1 st April, 2014 to 31 st March, 2017

- For any termination of Service contract, the Company or the Non-Executive Director is required to give a notice of 3 months or pay 3 months' salary in lieu thereof to the other party.

EXECUTIVE DIRECTORS:

Managerial Remuneration

Disclosure pursuant to Section 197(12) of Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided below:

There were 78 permanent employees on the rolls of the Company as on 31st March, 2017 with median remuneration of Rs. 3,25,504

Details of the ratio of the remuneration of each director to the median employee's remuneration of the Company for the year 2016-17 are given as below.

Name of Director	Nature of Director ship	Median Ratio
Jayant P. Soni	Chairman and Managing Director	7.37 : 1
Dhaval J. Soni	Whole-time Director	7.37 : 1
Mohib N. Khericha	Independent Director	0.32 : 1
Mohan M. Jayakar	Independent Director	0.32 : 1
Dr. Vishnu J. Acharya	Independent Director	0.32 : 1
Pulin D. Soni	Independent Director (wef. 17 th Sep 2016)	2.58 : 1
Parvin J. Dumasia	Independent Director (wef. 17 th Sep 2016)	0.12 : 1

Disclosures:**(a) Related party transactions**

There were no materially significant related party transactions having potential conflict with the interest of the Company at large during the F. Y. 2016-17. Related party disclosures are included in the notes forming part of the accounts as per Accounting Standard – 18 notified by the Companies (Accounting Standards) Rules, 2006.

(b) Disclosure requirement as per Listing Regulations on Corporate Governance

The Company has broadly complied with all statutory requirements of the Listing Regulations with the stock exchanges as well as regulations and guidelines prescribed by SEBI.

During the preceding 3 years, no penalty was imposed and / or stricture was made on it by any stock exchange or SEBI or any other statutory authority, on any matter related to capital markets or guidelines issued by the Government.

(c) Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 read with General Circular 8/2014 dated 4th April, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

(d) Internal Controls

The Company has a formal system of internal controls which examines both design and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on Microsoft Dynamics NAV platform and have a strong monitoring and reporting process resulting in financial discipline and accountability.

(e) CEO and MD / CFO Certification

The CEO and MD and the CFO have issued relevant certificates pursuant to the provisions of Regulation 17 (8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed to and forms a part of this Annual Report.

(f) Code of Conduct

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.photoquip.com

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and on matters relating to integrity at the work place in business practices and in dealing with stakeholders. The Code gives guidance, through examples, on the expected behaviour from an employee in each situation and the reporting structure.

All the Board Members, Senior Management personnel and designated employees have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

(g) **Vigil Mechanism / Whistle Blower Policy**

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and that no discrimination will be meted out to any person for a genuinely raised concern. Pursuant thereto, the concerned person should make full disclosure of all facts and circumstances thereof to Managing Director of the Company. Also, officers and employees must first obtain approval from the Managing Director before accepting a Directorship.

(h) **Prevention of Insider Trading**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Company Secretary and Head Compliance is responsible for implementation of the Code.

(i) **Means of Communication**

I. In which newspapers quarterly results were normally published	Financial Express, Mumbai Lakshadweep
ii. Any Website where results or official news are displayed	BSE Official Website, and company's Official Website, www.photoquip.com

General Shareholder Information

A) Market Information

Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name and Address of the Stock Exchanges	Stock Code/ Scrip Code	ISIN Number for NSDL/CDSL (Dematerialized share)
BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	526588	ISIN – INE 813B01016

B) Share Price on BSE vis-a-vis BSE Sensex April 2016 - March 2017

Month	BSE Sensex Close	Share Price				No. of shares traded during the month	Turnover Rs.
		Open	High	Low	Close		
Apr-2016	25606.62	19.30	23.50	18.85	23.50	19,043	4,33,245
May-2016	26667.96	22.35	22.90	21.25	21.80	10,797	2,42,151
Jun-2016	26999.72	20.75	23.15	19.65	21.45	9,403	1,96,990
Jul-2016	28051.86	22.40	24.45	21.05	22.05	41,025	9,14,271
Aug-2016	28452.17	20.95	21.00	18.10	19.00	39,621	7,49,759
Sep-2016	27865.96	18.10	19.65	16.65	16.65	8,690	1,54,654
Oct-2016	27930.21	17.40	19.00	17.00	17.55	11,331	2,00,528
Nov-2016	26652.81	17.10	20.10	16.10	17.95	13,678	2,55,445
Dec-2016	26626.46	17.50	22.70	16.45	22.70	5,474	95,852
Jan-2017	27655.96	23.20	23.20	19.50	21.85	1,469	29,673
Feb-2017	28743.32	22.70	24.90	21.70	22.75	503	11,565
Mar-2017	29620.50	23.65	24.65	23.45	24.45	281	6,603

C) Book Closure :

The register of members and share transfer books of the Company will remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive)

Share Transfer System and other related matters**a) Share transfers**

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

b) Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

c) Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

d) Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

Sr. No.	Nature of Queries/Compliant	Pending as on 1 st April, 2016	Received during the year	Redressed during the year	Pending as on 31 st March, 2017
1	Transfer/Transmission/Issue of Duplicate Share Certificate	Nil	Nil	Nil	Nil
2	De-materialisation/Re-materialisation of Shares	Nil	Nil	Nil	Nil
3	Complaints received from:				
	SEBI	Nil	Nil	Nil	Nil
	Stock Exchanges/NSDL/CDSL	Nil	Nil	Nil	Nil
	ROC/MCA/Others	Nil	Nil	Nil	Nil
4	Others	Nil	Nil	Nil	Nil
	Grand Total	Nil	Nil	Nil	Nil

E) Reconciliation of Share Capital Audit

As required by the Securities and Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

Shareholding Pattern on the basis of ownership as on 31st March, 2017

Sr. No.	Category	No. of Shares	Total Shares	% to Share Holding
A	Based in India (Promoter)			
i.	Indian Ind/HUF and Relatives	24,66,990		51.387
ii.	Persons acting in concert	1,25,000	25,91,990	2.604
B	Public Holding (Institutions)			
i.	Mutual Funds	5,000		0.104
ii.	Any other	1,300	6,300	0.027
C.	Non Institutions			
i.	Individual Holding			
ii.	Upto Rs. 2/- lac	10,52,717		21.928
	Above Rs. 2/- lac	9,80,467	20,33,184	20.423
D.	Any Other Clearing Members	1,69,326	1,69,326	3.527
	TOTAL	48,00,800	48,00,800	100.00

The Company has not issued any GDRs / ADRs.

SEBI has directed that all issuer Companies shall obtain quarterly certificate regarding reconciliation of shares held in both depositories and in physical form. The said certificate is obtained from a practicing Company Secretary and submitted to the stock exchange within 30 days of the end of each quarter.

Statement showing Shareholding of more than 1% of the Capital as on 31st March, 2017

Sr. No.	Name of the Shareholder	No. of Shares	Percentage of Capital
1	Jayant Purshottam Soni	9,27,247	19.31
2	Dhaval Jayant Soni	5,31,400	11.07
3	Tara Jayant Soni	5,27,395	10.99
4	Vimal Jayant Soni	4,44,277	9.25
5	Dimple Amar Parikh	2,30,000	4.79
6	Dheeraj Kumar Lohia	1,32,876	2.77
7	Piri Systems Pvt. Ltd.	1,25,000	2.60
8	Rajesh Kumar Agrawal	1,04,611	2.18
9	Sudha Ashok Ajmera	75,191	1.57
10	Raj Kumar Lohia	72,883	1.52
11	Ashok Paramanand Ajmera	50,237	1.05
	Total	32,21,117	67.10

Dematerialisation of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on 31st March, 2017, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	4,28,451	8.92
Demat Segment		
NSDL	34,33,660	71.53
CDSL	9,38,689	19.55
Total	48,00,800	100.00

General Body Meetings

Particulars of last three Annual General Meetings held at registered office situated at A/33, Royal Industrial Estate, Naigaon Cross Road, Wadala (E) Mumbai- 400 031.

AGM	For the Year ended	Date	Time
22 nd	31 st March, 2014	30 th September, 2014	11.00 a.m.
23 rd	31 st March, 2015	28 th September, 2015	03.00 p.m.
24 th	31 st March, 2016	17 th September, 2016	09:30 a.m.

Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
1 st Quarter	30 th May, 2016
2 nd Quarter	12 th August, 2016
3 rd Quarter	14 th November, 2016
4 th Quarter	14 th February, 2017

e-voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 25th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Ltd. (CDSL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the Company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholder's resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

Financial Calendar - 2016-17:

Listing of Equity shares on stock exchanges.	Bombay Stock Exchange
BSE Stock Code	526588
Registrar and Transfer Agents	Sharex Dynamic India Pvt. Ltd.

Financial Year – FY 2016-17	1 st April 2016 to 31 st March 2017
Board Meeting for consideration of audited results for the financial year ended 31 st March, 2017	30 th May 2017
Posting of Annual Reports – FY 2016-17	4 th September, 2017
Book Closure Date	22 nd Sept, 2017 to 28 th Sept, 2017 (Both days inclusive)
Last date for receipt of Proxy Forms	Before 9.30 a.m. on 26 th September, 2017
AGM – FY 2016-17	28 th September, 2017 at 9.30 am A/33, Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400031
Dividend Payment Date	Not applicable

Financial Calendar – 2017-18

Financial Year – 2017-18	1 st April, 2017 to 31 st March, 2018
Unaudited financial results for the first three quarters	Board meeting to be held within 45 days from the end of each quarter, Financial results will be intimated to stock exchanges within fifteen minutes of the conclusion of Board meeting.
Fourth quarter results / annual audited financial results for the year ending on 31 st March, 2018	Board meeting to be held on or before 30 th May, 2018. Financial results will be intimated to stock exchanges within fifteen minutes of the conclusion of Board meeting.
AGM – FY 2017-18	September, 2018 (tentative)

By Order of the Board

Jayant P. Soni
Chairman and Managing Director

Place: Mumbai
Date: 30th May, 2017

Annexure - III**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****❖ FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, based on any subsequent developments, information or events.

❖ INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is engaged in Photographic and Allied Products industry. The Company manufactures, exports and trades in Digital Studio Flashlights and Photographic Accessories and similar products. It is an OEM for Elinchrom SA, a Company based in Switzerland and a renowned named in the global photographic industry. It is a distributor for Elinchrom SA in India since 1986. The Company, over the decades, has been understanding and catering to the needs of the photographic fraternity and has dedicatedly ensured that every photo studio is equipped with the best equipment that meets the most stringent requirements.

The Government expects India's GDP to expand at a growth rate between 6.75-7.5 percent during 2017-18. There are certain challenges faced by the country's economic growth due to subdued manufacturing, lower exports and lower capital expenditure. Initiatives such as Make in India, Invest India and Start Up India and are expected to further improve the ease of doing business and provide a boost to manufacturing sector in the country. But, cheap borrowing costs and fading impact of demonetisation could increase the private consumption and is expected to drive economic growth in F.Y.2018. The improvement in tax compliance and governance which might provide an impetus to the investments and growth in the country is expected after the implementation of Goods and Services Tax (GST).

The strong fundamental character of Indian economy indicating the increase in production activities act as fuel for the growth of the Company.

❖ BUSINESS OVERVIEW

The financial highlights of FY 2016-17 are given below: -

Particulars	Rs. In Lacs
Sales for the Financial year 2016-17	4,973.64
Add: Other Income	31.52
Gross Operating Income	5,005.16
Provision for Taxation	Nil
Deferred Tax Liability / (Asset)	(89.72)
Taxes of Earlier years	12.62
Profit / (Loss) after tax	(181.89)
Paid-up equity Share Capital as on 31 st March, 2017	480.08

❖ MARKETING

The Company is setting up a good marketing team to boost its turnover.

❖ SWOT ANALYSIS**a) STRENGTHS**

Our strengths are our experience and our presence in this field since last 5 decades, adaptation to modern technology and a competent and committed workforce, who have extensive experience in the industry. Their skills, industry knowledge and operating experience provide significant competitive advantages to the Company.

b) OPPORTUNITIES

The photographic market is rapidly maturing in India and therein lies an opportunity for the Company to capitalize. The Company has strong Research and Development base and uses cutting edge technology in development of digital studio flash lights and other products.

The Company participates in various exhibitions and workshops and is in the process of tapping the right opportunities to expand its client base.

c) THREATS / WEAKNESSES

The Company entire exports are made to a single buyer i.e. Elinchrom. The constant fluctuations in foreign exchange and global recession are a threat that the Company encounters frequently. Intense competition in the market for technology products could affect our pricing which, in turn, could impact our revenue.

❖ INTERNAL CONTROL

The Company has adequate internal control system commensurate with the size of its operations. Adequate records and documents are maintained as required by applicable laws. The Company's Audit Committee reviews the internal control system. During the year such controls were tested and no reportable material weaknesses in the design or operations were observed.

❖ SEGMENTWISE REPORTING

During the year under review, Company has only one primary segment i.e. Digital Studio Lights and Photographic accessories. Two secondary segments have been identified based on the geographical locations of customers i.e. domestic and exports.

❖ OUTLOOK

Effective initiatives have been initiated by your Company for technological advances in the areas of business which has resulted in reduction in cost of production and improvement in quality of products.

❖ MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company organizes various developmental programs for its employees relating to improvement of behavioral / managerial and core competencies. These programs help employees to keep them updated with the latest developments and changes happening in the field of operations, technology, HR, finance etc.

❖ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The Company is aggressively pursuing its marketing strategy of increasing the market share. However due to adverse overseas markets conditions, exports of the company had declined to Rs. 2,728.85 Lacs during the FY 2016-17.

The turnover during the financial year 2016-17 has decreased to Rs. 4,973.64 Lacs as compared to Rs. 6,034.00 Lacs in the previous year on account of decrease in export turnover and steep raw material cost.

❖ **RISKS AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

❖ **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

Annexure - IV**FORM NO. MGT- 9
EXTRACT OF ANNUAL RETURN**As on financial year ended on 31st March, 2017

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

I. Registration and Other Details:

CIN	L74940MH1992PLC067864
Registration Date	24 th July, 1992
Name of the Company	Photoquip India Ltd.
Category/Sub-category of the Company	Company Limited by Shares
Address of the Registered office and contact details	A/33, Royal Industrial Estate, Naigaon, Cross Road, Wadala, Mumbai – 400 031. Phone : 022- 61474000
Whether listed Company	Listed Company
Name, Address and contact details of the Registrar and Transfer Agent, if any.	Sharex Dynamic (India) Private Ltd. Unit -1, Luthra Industrial Premises, Safed Pool, Andheri-Kurla Road, Andheri (E), Mumbai – 400 072. Phone: 2851 5606, 2851 5644, Fax : 2851 2885.

II. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Digital Studio Flash Lights and Photographic Accessories	31505 and 33208	100%

III. **SHARE HOLDING PATTERN**

- A) Equity Share Capital Breakup as percentage of Total Equity) – Refer **Annexure IV-A**
 B) Shareholding of Promoter- Refer **Annexure IV-B**
 C) Change in Promoters' Shareholding – Refer **Annexure IV-B**
 D) Shareholding of Directors and Key Managerial Personnel - Refer **Annexure IV-B**
 E) Shareholding Pattern of top ten Shareholders:
 (Other than Directors, Promoters and Holders of GDRs and ADRs) – Refer **Annexure IV-C**

IV. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Amount in Rs.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,56,11,405	Nil	Nil	3,56,11,405
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	3,56,11,405	Nil	Nil	3,56,11,405
Change in Indebtedness during the financial year				
- Addition	34,14,649	Nil	Nil	34,14,649
- Reduction	2,02,56,369	Nil	Nil	2,02,56,369
Net Change	(1,68,41,720)	Nil	Nil	(1,68,41,720)
Indebtedness at the end of the financial year				
i) Principal Amount	1,87,69,685	Nil	Nil	1,87,69,685
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	1,87,69,685	Nil	Nil	1,87,69,685

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Amount in Rs.
		Jayant P. Soni	Dhaval J. Soni	Pulin D. Soni	
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	24,00,000	24,00,000	8,40,054	56,40,054
	(b) Value of perquisites u/s 17 (2) of Income -Tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary u/s 17(3) of Income - Tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	24,00,000	24,00,000	8,40,054	56,40,054

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors				Amount (in Rs.)
		Mohib N. Khericha	Mohan M Jayakar	Dr. Vishnu J Acharya	Parvin Dumasia	
1	Independent Directors					
	Fees for attending board committee meetings	1,03,750	1,03,750	1,03,750	40,000	3,51,250
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)					
2	Other Non-Executive Directors	Nil	Nil	Nil	Nil	Nil
	Fees for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	1,03,750	1,03,750	1,03,750	40,000	3,51,250

C. Remuneration to Key Managerial Personnel other than Managing Director / Manager / Whole-time Director – The Company does not have any other Key Managerial Personnel other than mentioned above. Hence no information is provided.

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Annexure IV-A
SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY)
I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). individual	2461990	0	2461990	51.283	2466990	0	2466990	51.387	0.104
(b). Central Govt.									
(c). State Govt(s).	0	0	0		0	0	0		0
(d). Bodies Corp.	125000	0	125000	2.604	125000	0	125000	2.604	0
(e). FIINS / BANKS.	0	0	0	0	0	0	0		0
(f). Any Other	0	0	0	0	0	0	0		0
Sub-total (A) (1):-	2586990	0	2586990	53.887	2591990	0	2591990	53.991	0.104
(2). FOREIGN									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0
(d). Banks / FI	0	0	0	0	0	0	0	0	0
(e). Any Other Specify	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2586990	0	2586990	53.887	2591990	0	2591990	53.991	0.104
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	5000	5000	0.104	0	5000	5000	0.104	0
(b). Banks / FI	0	0	0	0	0	0	0		0
(c). Central Govt.									
(d). State Govt.	0	0	0	0	0	0	0	0	0
(e). Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f). Insurance Companies	0	0	0	0	0	0	0	0	0
(g). FIs	15411	1300	16711	0.348	0	1300	1300	0.027	-0.321
(h). Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i). Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	15411	6300	21711	0.452	0	6300	6300	0.131	-0.321
2. Non-Institutions									
(a). BODIES CORP. - Indian	46811	11900	58711	1.223	33558	11900	45458	0.947	-0.276
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	695867	321551	1017418	21.193	675341	320251	995592	20.738	-0.455
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	996761	0	996761	20.762	1037592	0	1037592	21.613	0.851
(c). Other (specify)									
Non Resident Indians	29024	90000	119024	2479	26125	90000	116125	2.419	-0.06
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	185	0	185	0.004	7743	0	7743	0.161	0.157
Trusts	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	1768648	423451	2192099	45.661	1780359	422151	2202510	45.878	0.217
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1784059	429751	2213810	46.113	1780359	428451	2208810	46.009	-0.104
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0
Grand Total (A+B+C)	4371049	429751	4800800	100.00	4372349	428451	4800800	100.00	0

Annexure IV-B**(i) Shareholding of Promoters**

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2016			Share holding at the end of the Year 31/03/2017			% change in share holding during theyear
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	PIRI SYSTEMS PVT LTD	125000	2.604		125000	2.604	0	
2	DHAVAL JAYANT SONI	531400	11.069		531400	11.069	0	
3	JAYANT PURSHOTTAM SONI	922247	19.21		922247	19.314	0.104	
4	VIMAL JAYANT SONI	444277	9.254		444277	9.254	0	
5	TARA JAYANT SONI	527395	10.986		527395	10.986	0	
6	ANJU DHAVAL SONI	16300	0.34		16300	0.34	0	
7	KRUTI HARSHVADAN SUTHAR	5971	0.124		5971	0.124	0	
8	PULIN DHAVAL SONI	8400	0.175		8400	0.175	0	
9	JENITA DHAVAL SONI	6000	0.125		6000	0.125	0	

(ii) Change in promoters' Shareholding (please specify, if there is no change)

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2016			Share holding at the end of the Year 31/03/2017			% of total Shares of the company
		No. of Shares at the beginning (01-04-2016) end of the year (31-03-2017)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	JAYANT PURUSHOTAM SONI	922247	19.21	01-04-2016				
				11-11-2016	2000 Buy	924247	19.252	
	-Closing Balance			18-11-2016	3000 Buy	924247	19.314	
				31-03-2017		924247	19.314	

(iii) Shareholding of Directors and Key Managerial Personnel

SR No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning (01-04-2016) end of the year (31-03-2017)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	Mohan Motiram Jayakar	9900	0.206	01-04-2016				
	-Closing Balance			31-03-2017		No Change	9900	
							0.206	

Annexure IV-C

Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SR NO	Name	No. of Shares at the beginning (01-04-2016) / end of the year (31-03-2017)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1	DIMPLE AMAR PARIKH	230000	4.791	01-04-2016				
	-Closing Balance			31-03-2017		No Change	230000	4.791
2	DHEERAJ KUMAR LOHIA	102241	2.13	01-04-2016				
				08-04-2016	1000	Buy	103241	2.15
				29-04-2016	8908	Buy	112149	2.336
				03-06-2016	90	Buy	112239	2.338
				10-06-2016	2992	Buy	115231	2.4
				17-06-2016	1690	Buy	116921	2.435
				24-06-2016	550	Buy	117471	2.447
				08-07-2016	5305	Buy	122776	2.557
				29-07-2016	5100	Buy	127876	2.664
				26-08-2016	5000	Buy	132876	2.768
	-Closing Balance			31-03-2017			132876	2.768
3	RAJESH KUMAR AGRAWAL	97603	2.033	01-04-2016				
				06-05-2016	1	Buy	97604	2.033
				10-06-2016	2	Buy	97606	2.033
				17-06-2016	60	Buy	97666	2.034
				01-07-2016	-2967	Sold	94699	1.973
				29-07-2016	13	Buy	94712	1.973
				12-08-2016	106	Buy	94818	1.975
				26-08-2016	4104	Buy	98922	2.061
				09-09-2016	5002	Buy	103924	2.165
				23-09-2016	581	Buy	104505	2.177
				04-11-2016	635	Buy	105140	2.19
				11-11-2016	-511	Sold	104629	2.179
				18-11-2016	-5	Sold	104624	2.179
				25-11-2016	2	Buy	104626	2.179
				23-12-2016	-19	Sold	104607	2.179
				30-12-2016	1	Buy	104608	2.179
				20-01-2017	2	Buy	104610	2.179
				17-03-2017	1	Buy	104611	2.179
	-Closing Balance			31-03-2017			104611	2.179
4	SUDHA ASHOK AJMERA	73891	1.539	01-04-2016				
				19-08-2016	500	Buy	74391	1.55
				26-08-2016	600	Buy	74991	1.562
				07-10-2016	100	Buy	75091	1.564
				03-02-2017	100	Buy	75191	1.566
	-Closing Balance			31-03-2017			75191	1.566
5	RAJ KUMAR LOHIA	61626	1.284	01-04-2016				
				20-05-2016	2839	Buy	64465	1.343
				17-06-2016	1999	Buy	66464	1.384
				24-06-2016	3138	Buy	69602	1.45
				08-07-2016	3281	Buy	72883	1.518
	-Closing Balance			31-03-2017			72883	1.518

Annexure IV-C

Shareholding Pattern of top shareholders (other than Directors, Promoters and Holders and ADRs):

SR NO	Name	No. of Shares at the beginning (01-04-2016) / end of the year (31-03-2017)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
6	ASHOK PARMANAND AJMERA	50237	1.046	01-04-2016				
	-Closing Balance			31-03-2017		No Change	50237	1.046
7	SANJAY B SHAH	45417	0.946	01-04-2016				
	-Closing Balance			31-03-2017		No Change	45417	0.946
8	LUTHRIA GIRISH GHANSHAMDAS	42300	0.881	01-04-2016				
	-Closing Balance			31-03-2017		No Change	42300	0.881
9	ASHOK PARMANAND AJMERA (HUF)	37293	0.777	01-04-2016				
				29-04-2016	1000	Buy	38293	0.798
				22-07-2016	-25	Sold	38268	0.797
				23-09-2016	200	Buy	38468	0.801
				11-11-2016	20	Buy	38488	0.802
				25-11-2016	1000	Buy	39488	0.823
				23-12-2016	-10	Sold	39478	0.822
	-Closing Balance			31-03-2017			39478	0.822
10	HARESH CHAMANLAL SONI	35500	0.739	01-04-2016				
				05-08-2016	-100	Sold	35400	0.737
				09-09-2016	-2	Sold	35398	0.737
	-Closing Balance			31-03-2017			35398	0.737

Annexure V**FORM NO. AOC -2 – Disclosure of particulars of contracts / agreements with Related parties
(Pursuant to clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies
(Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr.No.	Particulars	Details
a)	Name (s) of the related party and nature of relationship	Piri Systems Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	Leave and License agreement for use of office premises
c)	Duration of the contracts/arrangements/transaction	1 st March, 2009 to 28 th February, 2019
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Monthly lease rentals of Rs. 21,000
e)	Justification for entering into such contracts or arrangements or transaction's	Business purpose
f)	Date of approval by the Board	21 st January, 2009
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	30 th September, 2009

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr.No.	Particulars	Details
a)	Not applicable	

Annexure VI**FORM NO. - MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017,**

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

To
The Members
M/S. Photoquip India Ltd.
A/33-34Royal Industrial Estate
Naigaon Cross Road,
Wadala Mumbai – 400031

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **PHOTOQUIP INDIA LTD. (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 my opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns are filed and other records are maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017, 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 scrutinized the books, papers, minute books, forms and returns filed and other records maintained by “the Company” for the financial year ended on **31st March, 2017**, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) Other laws applicable specifically to the Company:
 - a) Income Tax Act, 1961
 - b) Service Tax Act, 1994
 - c) Customs Act, 1962
 - d) Central Excise Act, 1944
 - e) The Indian Stamp Act, 1889
 - f) The Industrial and Labour Laws consisting of
 - i. Factories Act, 1948
 - ii. Contract Labour (Regulation and Abolition) Act, 1970
 - iii. The Minimum Wages Act, 1948
 - iv. The Payment of Wages Act, 1936
 - v. Payment of Gratuity Act, 1972
 - vi. Equal Remuneration Act, 1976
 - vii. The Maternity Benefit Act, 1961
 - viii. Sale of Goods Act, 1930
 - ix. The Employees' Provident Fund And Miscellaneous Provisions Act, 1952
 - x. Shop and Establishment Act, as applicable
 - xi. The Payment of Bonus Act, 1965, and rules made thereunder
 - xii. Employees' State Insurance Act, 1948, and rules made thereunder
 - xiii. Hazardous Wastes (Management, Handling & Transboundary Movement) Rules, 2008.
 - xiv. Sexual Harassment of Women at work place (Prevention and Redressal) Act, 2013

We have also reviewed the compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and Ahmedabad Stock Exchange.

During the period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. As per the explanation given and on basis of examinations of records produced by the management, it was observed that Company has made efforts in getting the appointment of suitable candidate for the post of whole time Company Secretary in employment with the company as required under provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and a qualified Company Secretary as their Compliance officer as required under Chapter III of Regulation 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015.

2. The Wholetime Director of the Company, Dhaval Jayant Soni, performs the activities as the Chief Financial Officer of the Company. However, he is not appointed a Chief Financial Officer as required under provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

We further report that, the Board of Directors of the Company is duly constituted, maintaining proper balance of Executive Directors, Non-Executive Directors and Independent Directors except to the extent as specified above. There were no changes in the composition of Board of Directors of the Company during the audit period.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through, while the dissenting members' views are captured and recorded as part of the minutes.

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 to the best of our knowledge and belief, no other events having a major bearing on the company's affairs have been occurred during the audit period in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

Kala Agarwal

Practising Company Secretary
COP No.: 5356

Place: Mumbai

Date: 30th May, 2017

Note: 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,
M/S. Photoquip India Ltd.
A/33-34 Royal Industrial Estate
Naigaon Cross Road,
Wadala Mumbai – 400031

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes 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 procedures 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.

Kala Agarwal
Practising Company Secretary
COP No.: 5356

Place: Mumbai
Date: 30th May, 2017

CEO/CFO CERTIFICATION AS PER REGULATION 17(8) OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors
Photoquip India Ltd.

We have reviewed the financial statements and the cash flow statement of Photoquip India Ltd. for the year ended 31st March, 2017 and to the best of our knowledge and belief:

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

Jayant P. Soni
Chairman and Managing Director

Dhaval J. Soni
Whole-time Director

Place : Mumbai
Date : 30th May, 2017

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

As provided under Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March, 2017.

By Order of the Board

Jayant P. Soni
Chairman and Managing Director

Place : Mumbai
Date : 30th May, 2017

DECLARATION BY MANAGING DIRECTOR UNDER LISTING REGULATIONS

To
The Members
Photoquip India Ltd.

I hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with their respective codes for the financial year ended 31st March, 2017.

By Order of the Board

Jayant P. Soni
Chairman and Managing Director

Place : Mumbai
Date : 30th May, 2017

MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

706, MAHAKANT OPP. V.S.HOSPITAL,
ELLISBRIDGE, AHMEDABAD –380 006.

**INDEPENDENT AUDITOR’S REPORT
TO THE MEMBERS OF PHOTOQUIP INDIA LIMITED**

Report on the financial Statements

We have audited the accompanying financial statements of **PHOTOQUIP INDIA LIMITED** (“the Company”), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

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

Auditor’s Responsibility

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

We 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 there under.

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

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

Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its Loss and its Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Sub-Section(11) of Section 143 of the Companies Act, 2013, we give in the '**Annexure A**' a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in '**Annexure B**'.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March, 2017 on its financial position in its financial statement – Refer Note 29 to the Financial Statements.
 - ii. The Company did not have any pending long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education & Protection Fund by the Company; and
 - iv. The Company has provided requisite disclosures in its Financial Statements as to holding as

well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and according to information and explanations given to us, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced before us by the Management – Refer Note 16.1 to the Financial Statements.

For Mayank Shah & Associates

Chartered Accountants

Firm Registration No: 106109W

M.S. SHAH

Partner

Membership No. 044093

Place : Mumbai

Date : 30th May, 2017

Annexure 'A' to the Independent Auditors' Report
(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date)

- (i)
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets;
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventory except goods-in-transit has been physically verified by the Management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. For goods-in-transit at year end, relevant evidences have been obtained. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been dealt with in books of account.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of Clause (iii) of paragraph 3 of the order are not applicable to the Company. However company had granted interest-free unsecured deposits for leased premises taken by Company of Rs. 68,71,156/- and advances of Rs. 12,61,618/- for Capital Assets to concern in which Directors are interested.
- (iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Sections 186 of the Act in respect of investments made or loans or guarantees or security provided to the parties covered under Section 186.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit nor has any unclaimed deposit within the meaning of the provisions of Sections 73 to 76 or any other relevant provision of the Act and the rules framed there under. Accordingly, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues

including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess, and any other material statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other material statutory dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, details of dues towards Income Tax, Sales Tax which have not been deposited by the Company on account of disputes are as follows:

Statement of Disputed Dues

Name of the Statute	Nature of the Dues	Amount (in Rs)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	26,70,921	A.Y. 2006-07	Income Tax Appellate Tribunal
	TDS	11,21,430	Various Years	CPC
	Income Tax	9,69,000	A. Y. 2008-09	Assessing Officer
Maharashtra Value Added Tax Act, 2002	Sales Tax	1,53,57,425	A.Y. 2013-14 to A.Y. 2016-17	Sales Tax Tribunal

According to the information and explanations given to us, there are no dues of Service Tax, Excise Duty, Custom Duty and Cess which have not been deposited with the appropriate authorities on account of any dispute.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from government and has not issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, the provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clauses (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (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 transaction with the Directors or Persons connected with its Directors and covered under Section 192 of the Act. Accordingly, the provisions of Clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45- IA of the Reserve Bank of India Act, 1934. Accordingly, Clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

For Mayank Shah & Associates

Chartered Accountants

Firm Registration No: 106109W

M.S. SHAH

Partner

Membership No. 044093

Place : Mumbai

Date : 30th May, 2017

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements" section 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 PHOTOQUIP INDIA LIMITED ('the Company') as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and 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 the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal

financial control over financial reporting includes those policies and procedures that:

- (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) 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
- (c) 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 controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, 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 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Mayank Shah & Associates

Chartered Accountants

Firm Registration No: 106109W

M.S. SHAH

Partner

Membership No. 044093

Place : Mumbai

Date : 30th May, 2017

Auditors Certificate on Corporate Governance

To The Members of
Photoquip India Limited

We have examined the compliance of conditions of Corporate Governance by **Photoquip India Limited** ('the Company'), for the year ended 31st March, 2017, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub – Regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ('Listing Regulations').

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

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purpose (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub – Regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of the Listing Regulations, as applicable.

We further 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.

Restriction on use

This Certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For Mayank Shah & Associates
Chartered Accountants
Firm Registration No: 106109W

M.S. SHAH
Partner
Membership No. 044093

Place : Mumbai
Date : 30th May, 2017

PHOTOQUIP INDIA LIMITED
BALANCE SHEET AS AT 31st MARCH, 2017

Amount in Rs.

PARTICULARS	NOTES	As at 31 st March,2017	As at 31 st March,2016
EQUITY AND LIABILITIES			
1 Shareholder's funds			
Share Capital	2	48,008,000	48,008,000
Reserves & Surplus	3	162,320,985	180,510,255
		210,328,985	228,518,255
2 Non-current liabilities			
Long term Borrowings	4	411,415	15,205,219
		411,415	15,205,219
3 Current liabilities			
Short-term Borrowings	5	95,719,440	98,258,710
Trade Payables	6		
-Due to Micro and Small Enterprises			
-Due to others		123,315,439	101,272,808
Other Current Liabilities	7	18,787,424	20,860,797
Short-term Provisions	8	10,701,314	11,670,043
		248,523,616	232,062,357
TOTAL Rs.		459,264,016	475,785,831
ASSETS			
1 Non-current Assets			
Fixed Assets	9		
Tangible Assets		110,123,790	116,488,850
		110,123,790	116,488,850
Non-current Investments	10	286,300	286,300
Deferred Tax Assets (Net)	11	41,669,216	32,697,694
Long-term Loans and Advances	12	122,466,106	120,277,138
Other Non Current Assets	13	12,363,077	11,816,130
		176,784,699	165,077,262
2 Current Assets			
Inventories	14	95,902,222	72,634,434
Trade Receivables	15	29,757,911	49,489,621
Cash and Bank Balances	16	418,664	12,784,239
Short-term Loans and Advances	17	37,091,767	51,354,366
Other Current Assets	18	9,184,964	7,957,058
		172,355,527	194,219,718
TOTAL Rs.		459,264,016	475,785,831
Significant Accounting Policies	1		

The notes are an integral part of the financial statements
As per our report of even date attached

For **MAYANK SHAH & ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Registration No. 106109W

M. S. SHAH
PARTNER
Membership No. 44093

Place : Mumbai
Date : 30th May, 2017

For AND ON BEHALF OF THE BOARD OF DIRECTORS

Jayant P. Soni
Chairman & Managing Director
DIN : 00249057

Dhaval J. Soni
Whole-time Director
DIN : 00751362

Place : Mumbai
Date : 30th May, 2017

PHOTOQUIP INDIA LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

Amount in Rs.

PARTICULARS	NOTES	Year 2016- 17	Year 2015-16
INCOME			
Revenue from Operations	19	497,364,292	603,400,767
Other Income	20	3,152,264	21,121,888
Total Revenue		500,516,556	624,522,655
EXPENDITURE			
Cost of Material Consumed	21	237,778,893	273,194,208
Purchase of Stock in Trade	22	187,348,674	215,221,999
Changes in Inventories	23	(23,781,246)	19,564,920
Employee Benefit Expenses	24	44,756,811	45,493,684
Finance Costs	25	18,767,777	19,403,679
Depreciation and Amortisation Expense	26	6,965,504	19,121,497
Other Expenses	27	54,578,599	84,410,198
Total Expenses		526,415,013	676,410,185
Profit/(Loss) Before Tax and Exceptional Items		(25,898,457)	(51,887,530)
Less : Exceptional Items	28	-	5,298,095
Profit/(Loss) Before Tax		(25,898,457)	(46,589,435)
Tax Expenses			
Current Tax			
Deferred Tax		(8,971,522)	(12,581,109)
Tax in respect of Earlier Years		1,262,335	1,220,832
		(7,709,187)	(11,360,277)
Profit / (Loss) for the year		(18,189,270)	(35,229,158)
Basic & Diluted Earning per Share after tax & before Exceptional Items of face value of Rs. 10 each in Rs.		(3.79)	(8.44)
Basic & Diluted Earning per Share after tax & after Exceptional Items of face value of Rs. 10 each in Rs.		(3.79)	(7.34)
Significant Accounting Policies	1		

The notes are an integral part of the financial statements
As per our report of even date attached

For MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 106109W

M. S. SHAH
PARTNER
Membership No. 44093

Place : Mumbai
Date : 30th May, 2017

For AND ON BEHALF OF THE BOARD OF DIRECTORS

Jayant P. Soni
Chairman & Managing Director
DIN : 00249057

Dhaval J. Soni
Whole-time Director
DIN : 00751362

Place : Mumbai
Date : 30th May, 2017

PHOTOQUIP INDIA LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2017

PARTICULARS	Amount in Rs.	
	Year 2016-17	Year 2015-16
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before Tax and after Exceptional Items	(25,898,457)	(46,589,435)
Adjustment for		
Depreciation and amortisation expense	6,965,504	19,121,497
Unrealised Foreign Exchange Loss / (Gain)	(382,364)	(1,404,367)
Interest & Other Borrowing Cost	18,767,777	19,403,679
(Profit)/Loss on Sale of Assets/Investment	-	154
Exceptional Items	-	(5,298,095)
Interest/Dividend received	(873,575)	(7,663,532)
Operating profit before Working Capital Changes	(1,421,115)	(22,430,099)
Adjustment for :		
(Increase) / Decrease in Trade Receivables	20,114,074	(21,160,444)
(Increase) / Decrease in Inventories	(23,267,787)	28,942,686
(Increase) / Decrease in Loans & Advances, other current / non-current assets	17,475,920	14,231,748
Increase / (Decrease) in Trade Payables & Other Current Liabilities	19,969,258	(28,871,357)
Cash generated from Operations	32,870,351	(29,287,466)
Direct Taxes Paid (Net of Refund)	2,231,064	559,512
Net Cash from Operating Activities (A)	30,639,287	(29,846,978)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(600,444)	(616,968)
Decrease/(Increase) in Capital Work in Progress	-	2,737,671
Sale of Fixed Assets	-	30,000,000
Interest/Dividend received	873,575	7,663,532
Net Cash used in Investing Activities (B)	273,131	39,784,235
C CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Long Term Borrowings	(14,793,804)	(14,951,587)
Increase / (Decrease) in Short Term Borrowings	(2,539,270)	19,283,414
Finance Cost	(18,767,777)	(19,403,679)
Net Cash received from Financing Activities (C)	(36,100,851)	(15,071,852)
NET INCREASE/(DECREASE) IN CASH & EQUIVALENTS	(5,188,433)	(5,134,595)
CASH & CASH EQUIVALENTS- OPENING BALANCE	5,607,097	10,741,693
CASH & CASH EQUIVALENTS- CLOSING BALANCE	418,664	5,607,097

The notes are an integral part of the financial statements

As per our report of even date attached

For **MAYANK SHAH & ASSOCIATES**
CHARTERED ACCOUNTANTS
 Firm Registration No. 106109W

For AND ON BEHALF OF THE BOARD OF DIRECTORS

M. S. SHAH
PARTNER
 Membership No. 44093

Jayant P. Soni
 Chairman & Managing Director
 DIN : 00249057

Dhaval J. Soni
 Whole-time Director
 DIN : 00751362

Place : Mumbai
 Date : 30th May, 2017

Place : Mumbai
 Date : 30th May, 2017

PHOTOQUIP INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2017

COMPANY BACKGROUND

Photoquip India Ltd is a public limited company listed at Bombay Stock Exchange.

The company is engaged in manufacturing of Digital Studio Flash Lights and Photographic Accessories, it is 100% EOU and is an OEM for a company based in Switzerland. The Company also operates a trading division wherein it trades in similar products and has exclusive rights to market in India the products of the Swiss company.

1 . Significant Accounting Policies:**1 . 1 Basis of Preparation of Financial Statements****a) Basis of Accounting**

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

b) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

c) Current / Non Current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between acquisition of assets for processing and their realization in cash and cash equivalents, The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

1.2 Fixed Assets and Depreciation / Amortisation**a) Tangible Fixed Assets**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if

they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful life as specified in Schedule II.

Depreciation on tangible fixed assets of the company is provided on Straight line method on pro-rata basis at rates and in manner specified in Schedule II of the Companies Act, 2013.

b) Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortization and accumulated impairment loss, if any.

Costs incurred on acquisition of intangible assets are capitalized and amortized on a straight-line basis over their technically assessed useful lives.

c) Capital Work-in-Progress

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

d) Impairment

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

1.3 Investments

Investments are classified into current and non-current investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as non-current investments.

Current investments are carried at the lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

Non-current investments are stated at cost. A provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is recognised in the Statement of Profit and Loss.

1.4 Inventories

a) Raw materials, finished goods, stock-in-trade, and stores and spares are carried at the lower of cost and net realizable value after providing for obsolescence, if any. The comparison of cost and net realizable value is made on an item-by item basis.

b) In determining the cost of raw materials, stock-in-trade, stores and spares, First-in-First-Out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

c) Cost of finished goods includes the cost of raw materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition.

1.5 Transactions in Foreign Currency:

a) Initial recognition:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss.

b) Measurement of foreign currency items at the Balance Sheet date:

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

c) Forward exchange contracts:

The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or expense for the period.

1.6 Revenue Recognition

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer, the Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are recognised net of trade discounts, rebates, sales taxes and excise duties (on goods manufactured and outsourced).

Export Incentives are recognised when the right to receive credit as per the terms of incentives is established in respect of the exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Dividend Income is recognised when the right to receive dividend is established.

Interest income is recognised on the time proportion basis.

Other incomes are accounted on accrual basis.

1.7 Employee Benefits**a) Short Term Employees Benefit**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, ex-gratia, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

b) Post Employment Benefit**Defined Contribution Plans:**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Employee Provident Fund to Government administered provident fund scheme and Employees' State Insurance Corporation (ESIC) which are a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

The Company recognizes all actuarial gains and losses arising from defined benefit plans

immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognized in employee benefits expense in the Statement of Profit and Loss. The Company recognizes gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

The Company has funded its gratuity liability with Life Insurance Corporation of India (LIC) under the Employees Group Gratuity Cash Accumulation Plan.

Termination Benefits:

Termination Benefits are charged to the Statement of Profit and Loss in the year of accrual.

Compensated Absences:

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

1.8 Borrowing Cost

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, are added to the cost of those assets, upto the date when the assets are ready for their intended use. All other borrowing costs are expensed in the period they occur.

1.9 Provisions and Contingencies

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

1.10 Taxes on Income

Income tax expenses comprise current and deferred taxes. Current tax is determined on income for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws and after considering credit for Minimum Alternate Tax (MAT) available under the said Act. MAT paid in accordance with the tax laws which gives future economic benefits in the form of adjustments to future tax liability, is considered as an asset if there is convincing evidence that the future economic benefit associated with it will flow to the Company resulting in payment of normal income tax.

Deferred tax is recognised on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax assets are

recognised for timing differences other than unabsorbed depreciation and carry forward losses only to the extent that there is a reasonable certainty that there will be sufficient future taxable income to realise the assets. Deferred tax asset pertaining to unabsorbed depreciation and carry forward of losses are recognised only to the extent there is a virtual certainty of its realisation.

1.11 Segment Accounting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. The Company's primary segment is identified as business segment based on nature of products, risks, returns and the internal business reporting system and secondary segment is identified based on the geographical location of the customers.

1.12 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

1.13 Research and Development Expenditure

Expenditure on Research and Development of revenue nature incurred by the Company are charged to Profit and Loss Account, while those of capital nature are treated as Fixed Assets.

1.14 Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

1.15 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017

Amount in Rs.

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016		
2	Share Capital				
	Authorized: 15,000,000 (P. Y. 15,000,000) Equity Shares of Rs.10/- each	150,000,000	150,000,000		
	TOTAL RS.	150,000,000	150,000,000		
	Issued, Subscribed & Fully Paid-up: 4,800,800 (P. Y. 4,800,800) Equity Shares of Rs. 10/- each	48,008,000	48,008,000		
	TOTAL RS.	48,008,000	48,008,000		
2.1	Reconciliation of the number of shares.				
	PARTICULARS	As at 31st March, 2017	As at 31st March, 2016		
		No. of Shares	No. of Shares		
	Equity Shares				
	At the beginning of the period	4,800,800	4,800,800		
	Issued during the period	-	-		
	Outstanding at the end of the period	4,800,800	4,800,800		
2.2	Rights, preferences and restrictions attached to Equity shares				
	The company has one class of Equity shares having a par value of Rs. 10 per share. Each share holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.				
2.3	Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company @ :				
	Name of Shareholder	As at 31st March, 2017		As at 31st March, 2016	
		No. of Shares	% held	No. of Shares	% held
	Equity Shares				
	Jayant Purshottam Soni	927,247	19.31%	922,247	19.21%
	Dhaval Jayant Soni	531,400	11.07%	531,400	11.07%
	Tara Jayant Soni	527,395	10.99%	527,395	10.99%
	Vimal Jayant Soni	444,277	9.25%	444,277	9.25%
	@As per the records of the company, including its register of members.				

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017

Amount in Rs.

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
3	Reserves & Surplus		
a)	Capital Reserves		
	At the commencement and at the end of the year	23,000,000	23,000,000
b)	General Reserves		
	At the commencement and at the end of the year	13,395,462	13,395,462
c)	Surplus in the Statement of Profit and Loss		
	At the commencement of the year	144,114,793	179,343,950
	Add / (Less) : Surplus / (deficit) during the year	(18,189,270)	(35,229,158)
	At the end of the year	125,925,523	144,114,793
	TOTAL Rs.	162,320,985	180,510,255

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
4	Long-term borrowings		
a)	Secured Loan		
	Term Loans		
	From Banks	411,415	15,205,219
	TOTAL RS.	411,415	15,205,219

Current Maturities of Long Term Borrowings *18,358,270 *20,406,186

*Amount disclosed under other current liabilities (Refer Note 7)

4.1 Nature of Security and terms of repayment for Long Term secured borrowings

- 4.1.1 Term Loan of Rs. 175.88 Lacs (P.Y. Rs. 335.12 Lacs) is primarily secured by way of Equitable Mortgage of Property Situated at C.S No.10/116, Salt Pan Division, Antop Hill, Mumbai, and further Secured by Personal Guarantees of Promoter Directors of company repayable in 60 Monthly Instalments starting from April, 2013. Last Instalment due in March, 2018. Rate of Interest 13.5% p.a. (Previous Year 13.5% p.a.) at year end.
- 4.1.2 Term Loan of Rs. Nil (P.Y. Rs. 5.99 Lacs) is secured by Hypothecation of the specific Vehicle of the company repayable in 36 Monthly Instalments starting From April, 2014. Last Instalment due in March, 2017. Rate of Interest 10.50% p.a. at year end.
- 4.1.3 Term Loan of Rs. 11.82 Lacs (P.Y. Rs. 15.00 Lacs) is secured by Hypothecation of the specific Vehicle of the company repayable in 60 Monthly Instalments starting From April, 2015. Last Instalment due in February, 2020. Rate of Interest 10.50% p.a. at year end.
- 4.2 Instalments falling due in respect of all the above Loans up to 31st March, 2018 have been grouped under "Current maturities of long-term debt".
- 4.3 The Company has not defaulted in the repayment of loans and interest in current and previous year.

PHOTOQUIP INDIA LIMITED**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017**

Amount in Rs.

	PARTICULARS	As at 31st March, 2017	As at 31st March, 2016
5	Short-term Borrowings		
	Secured		
	Cash Credit Facility (Refer Note 5.1)	95,719,440	98,258,710
	TOTAL RS.	95,719,440	98,258,710

- 5.1 Cash Credit facility is primarily secured by stock and book debts, present and future and further collaterally secured by sole charge on Gala Nos C-23 and A-33 located at Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai and property situated at 10/116, Salt Pan Division, Antop Hill, Mumbai. It is further collaterally secured by Personal Guarantees of Promotor Directors and secured by Lien marked Fixed Deposit of Rs.60,00,000 & Interest accrued thereon.

	PARTICULARS	As at 31st March, 2017	As at 31st March, 2016
6	Trade Payable		
	Due to Micro and Small Enterprises (Refer Note 38)	-	-
	Due to others (Refer Note 6.1)	123,315,439	101,272,808
	TOTAL RS.	123,315,439	101,272,808

- 6.1 Trade Payables include Rs. 3,085,449/- (P.Y. Rs. 3,261,002/-) to related parties (Refer Note 32 b)

	PARTICULARS	As at 31st March, 2017	As at 31st March, 2016
7	Other Current Liabilities		
	Current Maturities of Long Term Debt (Refer Note 4)	18,358,270	20,406,186
	Statutory Liabilities (Refer Note 7.1)	397,143	454,611
	Other Current Liabilities	32,010	-
	TOTAL Rs.	18,787,424	20,860,797

- 7.1 Statutory liabilities represent amounts payable towards TDS, Service Tax etc.

	PARTICULARS	As at 31st March, 2017	As at 31st March, 2016
8	Short-term Provisions		
	Provision for Employee Benefits (Refer Note 31)	10,701,314	8,932,688
	Provision for Taxes (Net of Advance Tax & TDS)	-	2,737,354
	TOTAL Rs.	10,701,314	11,670,043

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017

Amount in Rs.

9 Fixed Assets	Gross Block			Depreciation/Amortisation				Net Block	
	As at 1 st April, 2016	Additions during the Year	Deductions during the Year	As at 31 st March, 2017	As at 1 st April, 2016	During the Year	Deduction / Adjustment	As at 31 st March, 2017	As at 31 st March, 2016
Tangible Assets									
Land	45,039,530	-	-	45,039,530	-	-	-	45,039,530	45,039,530
Office Building	9,298,321	-	-	9,298,321	403,015	350,610	-	8,544,695	8,895,306
Factory Building	23,218,982	-	-	23,218,982	5,924,241	724,572	-	16,570,169	17,294,741
Machinery	4,314,360	-	-	4,314,360	2,188,131	256,813	-	1,869,416	2,126,229
Lab Tools/Equipment	492,272	-	-	492,272	467,658	-	-	24,614	24,614
Dies & Moulds	67,564,587	335,000	-	67,899,587	35,013,753	2,431,990	-	30,453,844	32,550,834
Electrical Fittings	760,365	-	-	760,365	600,447	78,035	-	81,883	159,918
Office Equipment	2,949,514	160,044	-	3,109,558	2,549,748	315,087	-	244,723	399,766
Air Conditioner	1,656,767	-	-	1,656,767	917,296	85,458	-	654,013	739,471
Computers	10,938,587	105,400	-	11,043,987	9,588,233	390,005	-	1,065,749	1,350,354
Typewriter	-	-	-	-	-	-	-	-	-
Sign Board	933,671	-	-	933,671	886,987	-	-	46,684	46,684
Furniture & Fixtures	7,746,609	-	-	7,746,609	5,696,001	522,070	-	1,528,538	2,050,608
Motor Car	11,038,752	-	-	11,038,752	5,227,957	1,810,864	-	3,999,931	5,810,795
Total Tangible Assets	185,952,317	600,444	-	186,552,761	69,463,467	6,965,503	-	110,123,791	116,488,850
Intangible Assets									
Trade Mark	-	-	-	-	-	-	-	-	-
Web Site	-	-	-	-	-	-	-	-	-
Total Intangible Assets	-	-	-	-	-	-	-	-	-
Capital Work in Progress	-	-	-	-	-	-	-	-	-
Total Fixed Assets	185,952,317	600,444	-	186,552,761	69,463,467	6,965,503	-	110,123,791	116,488,850
Previous Year	214,377,736	616,968	29,042,387	185,952,317	72,044,100	12,423,321	15,003,954	116,688,850	145,071,307

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017

Amount in Rs.

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
10	Non-current Investments		
	Long Term Investment		
	Trade Investment(Unquoted)		
	4000 (P.Y. 4000) Equity Shares of Apna Sahakari Bank Ltd. of Rs. 25/- Each Fully Paid Up	100,000	100,000
	Total Of Trade Investments	100,000	100,000
	Other Non Current Investments (Quoted)		
	9000 (P.Y. 9000) Equity Shares of Chartered Capital Investment Ltd of Rs. 10/- Each Fully Paid Up	180,000	180,000
	175 (P.Y. 175) Equity Shares of NHPC Ltd. of Rs. 10/- Each Fully Paid Up	6,300	6,300
	Total Of Other Non-Current Investments	186,300	186,300
	Total Rs.	286,300	286,300
Aggregate of Quoted Investments:			
At Book value		186,300	186,300
At Market Price		536,609	382,218
Aggregate of Unquoted Investments:		100,000	100,000
PARTICULARS		As at 31st March, 2017	As at 31st March, 2016
11	Deferred Tax Assets (Net)		
	Deferred Tax Liability		
	Difference between book depreciation and tax depreciation	(12,259,597)	(1,261,550)
	Deferred Revenue Expenditure		-
	Deferred Tax Assets		
	Expenditure Covered by Section 43B of the Income Tax Act,1961	589,047	668,878
Carried Forward Loss/Unabsorbed Depreciation	53,339,766	44,290,366	
TOTAL Rs.		41,669,216	32,697,694
PARTICULARS		As at 31st March, 2017	As at 31st March, 2016
12	Long Term Loans and Advances		
	(Unsecured and considered Good)		
	Capital Advances	28,292,450	29,758,694
	Security Deposit	629,220	1,401,640
	Advance Tax (Net of Provision for tax)	2,233,966	-
	Balance With Statutory Authorities (Refer Note 12.1)	81,425,197	79,226,531
	Staff Advances	252,500	257,500
	Intercorporate loans	1,500,000	1,500,000
Other Advances (Refer Note 12.2)	8,132,774	8,132,774	
TOTAL Rs.		122,466,106	120,277,138

12.1 Balance with Statutory Authorities includes balances with Sales Tax, Octroi etc.

12.2 Other advances include Rs. 8,132,774/- (P.Y. Rs. 8,132,774/-) to related parties (Refer note 32)

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017

Amount In Rs.

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
13	Other Non-Current Assets (Unsecured and considered Good)		
	Deferred Revenue Expenditure	-	17,861,800
	Less : Transferred to Statement of Profit & Loss	-	6,698,176
	Less: Sold during the year	-	11,163,624
		-	-
	MAT Credit Entitlement	4,373,444	4,373,444
	Bank Deposits		
	-Maturing after 12 months from the reporting date	7,989,633	7,442,686
	TOTAL Rs.	12,363,077	11,816,130

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
14	Inventories (Valued at the lower of cost and net realisable value)		
	Raw Materials	25,959,737	26,473,196
	Stock In Trade	69,942,484	46,161,238
	TOTAL Rs.	95,902,222	72,634,434

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
15	Trade Receivables (Unsecured, considered good)		
	Trade receivables outstanding for a period exceeding six months from the due date for payment	21,968,004	1,327,980
	Trade receivables outstanding for a period less than six months from the due date for payment	7,789,907	48,161,641
	TOTAL Rs.	29,757,911	49,489,621

15.1 Trade Receivables are shown as net off advance received from customers in routine course of business.

15.2 Trade Receivables includes Rs. 2,25,95,297 (P.Y. Rs. 2,25,89,995) to related parties. (Refer Note 32)

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
16	Cash and Bank Balances		
	Cash and Cash Equivalents		
	Cash on Hand	373,219	4,293,546
	Balance with Banks	45,445	1,313,551
		418,664	5,607,097
	Other Bank Balances		
	Term Deposits with original maturity of more than 3 months but less than 12 months	-	7,177,142
	TOTAL Rs.	418,664	12,784,239

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st March, 2017

- 16.1 Details of Specified Bank Notes (SBN) held and transacted during demonetisation period from 08th November, 2016 to 30th December, 2016

Particulars	SBNS * (RS.)	Other Denominations Notes (Rs.)	Total Rs.
Closing Cash in hand as on 08 th Nov, 2016	4,498,000	725	4,498,725
(+) Permitted receipts	-	200,301	200,301
(-) permitted payments	-	6,000	6,000
(-) Amount deposited in Banks	4,498,000	79,301	4,577,301
Closing cash in hand as on 30 th Dec, 2016	-	115,725	115,725

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

Amount in Rs.

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
17 Short Term Loans and Advances (Unsecured & considered good) Advance Receivable in cash or kind Advance to Suppliers For Goods Staff Advances Other Advances *		
	35,173,506	48,494,481
	22,529	257,705
	1,895,732	2,602,180
*Other Advances includes prepaid expenses, interest receivable and insurance claim		
TOTAL Rs.	37,091,767	51,354,366

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
18 Other Current Assets Export Incentive Receivable		
	9,184,964	7,957,058
TOTAL Rs.	9,184,964	7,957,058

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
19 Revenue from Operations Sale of Products Sale of Stock in Trade Other Operating Income		
	272,885,291	336,906,545
	220,420,476	259,372,397
	4,058,526	7,121,825
TOTAL Rs.	497,364,292	603,400,767
19.1 Details of Sales of Products Components & Photographic Accessories Digital Studio Flash Lights LED Lights		
	68,452,442	82,512,777
	204,432,849	244,603,280
	-	9,790,488
TOTAL Rs.	272,885,291	336,906,545

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017

Amount in Rs.

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
19.2	Details of Sale of Stock In Trade		
	Components & Photographic Accessories	56,816,330	86,731,518
	Digital Studio Flash Lights	163,604,146	177,340,810
	TOTAL Rs.	220,420,476	259,372,397

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
20	Other Income		
	Dividend	10,298	12,070
	Interest Income	863,277	7,651,462
	Royalty Income	-	4,273,612
	Other Income *	869,744	2,962,045
	Exchange Rate Difference (Net)	1,408,945	6,222,699
	TOTAL Rs.	3,152,264	21,121,888

* Other Income Includes Prior Period Income

PARTICULARS		As at 31 March 2017	As at 31 March 2016
21	Cost of Materials Consumed		
	Opening Stock	26,473,196	35,850,962
	Add : Purchases during the year	237,265,435	263,816,442
		263,738,631	299,667,404
	Less : Closing Stock	25,959,737	26,473,196
	TOTAL Rs.	237,778,893	273,194,208
21.1	Major Raw Material Consumed		
	Electronic Sub-assemblies	129,460,600	138,262,645
	Flash Tubes	20,771,257	24,052,379
	Other Electronic / Plastic Moulded Components	87,547,036	110,879,184
	TOTAL Rs.	237,778,893	273,194,208

21.2 Composition of Raw Material Consumed

Particulars	2016-17		2015-16	
	%	Amount	%	Amount
Imported	31.71	75,396,551	68.26	186,488,374
Indigenous	68.29	162,382,342	31.74	86,705,834
TOTAL Rs.	100.00	237,778,893	100.00	273,194,208

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017

Amount in Rs.

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016		
22	Purchase of Stock In Trade				
	Purchase of Stock in Trade	187,348,674	215,221,999		
	TOTAL Rs.	187,348,674	215,221,999		
22.1	Details of Purchase of Stock In Trade				
	Digital Studio Flash Lights	137,682,835	147,536,473		
	Components & Photographic Accessories	49,665,839	67,685,526		
	TOTAL Rs.	187,348,674	215,221,999		
22.2	Composition of Purchase of Stock In Trade				
		2016-17		2015-16	
		%	Amount	%	Amount
	Imported	12.71	23,821,038	18.61	40,062,029
	Indigenous	87.29	163,527,636	81.39	175,159,970
	TOTAL Rs.	100.00	187,348,674	100.00	215,221,999
23	Changes In Inventories Of Stock In Trade				
	Inventories at the end of the year	69,942,484	46,161,238		
	Total (A)	69,942,484	46,161,238		
	Inventories at the beginning of the year	46,161,238	65,726,158		
	Total (B)	46,161,238	65,726,158		
	Total (B) - (A)	(23,781,246)	19,564,920		
24	Employee Benefit Expenses				
	Salaries, Wages and Bonus	39,821,137	40,984,956		
	Contribution to Provident and other funds (Refer Note 31b)	4,247,768	3,746,606		
	Staff welfare expenses	687,906	762,122		
	TOTAL Rs.	44,756,811	45,493,684		
25	Finance Cost				
	Interest Expenses	17,834,778	18,114,495		
	Other Borrowing Cost	932,999	1,289,184		
	TOTAL Rs.	18,767,777	19,403,679		

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017

Amount in Rs.

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
26	Depreciation/Amortisation		
	Depreciation on Tangible Assets	6,965,504	7,083,090
	Amortization of Intangible Assets	-	5,340,231
	Amortization of Deferred Revenue Expenses	-	6,698,176
	TOTAL Rs.	6,965,504	19,121,497

PARTICULARS		As at 31 st March, 2017	As at 31 st March, 2016
27	Other Expenses		
	Designing & Development	55,000	-
	Loading & Unloading	34,901	20,513
	Electricity Expenses	441,810	345,545
	Repair Maintenance	1,079,044	975,652
	Legal & Professional fees (Note 27.1)	5,377,174	8,464,277
	Printing & Stationary	574,127	633,494
	Rent & Taxes	380,522	3,161,797
	Repair & Maintenance - Vehicles	496,480	767,146
	Insurance	1,370,068	1,975,414
	Telephone	872,382	1,132,444
	Travelling Expenses	3,330,944	2,305,882
	Loss on Sale of Investment/Assets	-	154
	Research & Development Expenses	5,727	7,000
	Advertisement & Sales Promotion	26,804,519	49,848,107
	Freight Charges	2,234,789	2,451,359
	Packing Expenses	228,583	585,568
	Exhibition Expenses	5,182,827	6,141,372
	Other Expenses	6,109,703	5,594,474
	TOTAL Rs.	54,578,599	84,410,198

27.1 Includes Payment to Statutory Auditor's (inclusive of service tax) as below :

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
i) Audit Fees	350,000	275,000
ii) Other Services	265,000	125,000

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
28 Exceptional Items		
Profit on sale of Intangible Asset (Refer Note 28.1)	-	5,298,095
TOTAL Rs.	-	5,298,095

PHOTOQUIP INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2017

- 28.1 Exceptional items refers to profit from sale of Intellectual Property Rights related to the brand 'corvi' to Corvi LED Pvt. Ltd. The said sale was proposed by the Board of Directors in their meeting held on 28th December, 2015 and further approved by shareholders via postal ballot on 18th February, 2016.

29 Contingent Liabilities and Commitments (to the extent not provided for)

Sr. No.	Contingent Liabilities	As at 31 st March, 2017	As at 31 st March, 2016
A)	Disputed matters in appeals/contested in respect of: TDS Income Tax Sales Tax	1,121,430 3,639,921 15,357,425	- 2,670,921 15,357,425
	Future cash outflows in respect of the above are determinable only on receipt of Judgments /decisions pending with various forums/authorities. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.		
B)	Bonds/Undertakings given by the Company under Concessional duty/ exemption to Customs/Excise Authorities(Net of redemption applied for)	25,000,000	25,000,000

30 Foreign Currency Exposure

The company does not enter into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. Details of un-hedged foreign currency exposure as on 31st March, 2017 is as follows :

Particulars	Currency	Foreign Currency Value		Foreign Currency Value (In Rs.)	
		As at 31 st March, 2017	As at 31 st March, 2016	As at 31 st March, 2017	As at 31 st March, 2016
Debtors (Net)	CHF	143,276	335,083	9,292,271	23,095,862
Advance to Supplier of Goods	USD	253,436	301,540	16,432,453	20,002,005
Creditors for Goods	CHF	-	5,210	-	359,103
Creditors for Goods (Net)	USD	279,716	170,215	18,136,415	11,290,837

31 Employees' Benefits

a) Defined Benefit Plan

Gratuity:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Corporation of India in the form of qualifying insurance policy. The following table sets out the funded status of the gratuity plan and the amounts recognised in the company's financial statements based on actuarial valuations being carried out as at 31st March, 2017.

Change in present value of obligations	31st March, 2017	31st March, 2016
Present value of obligations as at beginning of year	6,544,041	6,131,153
Interest cost	523,523	490,492
Current Service Cost	449,117	359,928
Benefits Paid	(147,137)	(629,933)
Actuarial (gain)/Loss on obligations	466,710	192,401
Present value of obligations as at end of year	7,836,254	6,544,041
Change in the fair value of plan assets		
Fair value of plan assets at beginning of year	153,796	736,343
Expected return on plan assets	7,517	22,327
Employers Contributions	34,750	25,060
Benefits paid	(147,137)	(629,933)
Actuarial (gain)/Loss on plan assets	Nil	Nil
Fair value of plan assets at the end of year	48,926	153,796
Net Gratuity Cost		
Current Service cost	449,117	359,928
Interest Cost	523,523	490,492
Expected return on plan assets	(7,517)	(22,327)
Net Actuarial (gain)/Loss recognised in the year	466,710	192,401
Net Gratuity Cost	1,431,833	1,020,494
Actual Return on Plan Assets		
Expected return on plan assets	7,517	22,326
Actuarial Gain/(Loss) on plan assets	Nil	Nil
Actual return on plan assets	7,517	22,326
Balance Sheet Reconciliation		
Present Value of Obligations as at the end of the year	7,836,254	6,544,041
Fair value of plan assets as at the end of the year	48,926	153,796
Funded status	(7,787,328)	(6,390,245)
Net assets / (Liability) recognised in balance sheet	(7,787,328)	(6,390,245)
Category of Assets		
Insurer Managed Funds (100%)	48,926	153,796
Assumptions		
Discount Rate	8%	8%
Salary Escalation	5%	5%

The estimated future salary increases take account of inflation, seniority, promotion and other retirement factors such as supply and demand in the employment markets.

Amount recognised in current year and previous four years

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Defined Benefit Obligation	7,836,254	6,544,041	6,131,153	4,898,759	4,265,154
Fair Value of Plan Assets	48,926	153,796	736,343	652,237	814,055
(Surplus) / Deficit in the plan	7,787,328	6,390,245	5,394,810	4,246,522	3,451,099
Actuarial (gain) / loss on plan obligation	466,710	192,401	(533,156)	(226,853)	585,139
Actuarial (gain) / loss on plan assets	Nil	Nil	Nil	Nil	Nil

The expected contributions for Defined Benefit Plan for the next financial year will be in line with F.Y. 2016-17

b) Defined Contribution Plan

The company has recognized the following amount in profit and loss account which is included under contribution to funds-

Particulars	31 st March, 2017	31 st March, 2016
Employer's Contribution to Provident Fund	2,399,326	2,268,943
Employer's Contribution to E.S.I.C.	186,792	150,116
NPS	217,980	-

32 Related Party Disclosure**a) I. Key Management Personnel and their relatives (KMP)**

1. Jayant P. Soni	Chairman & Managing Director
2. Dhaval J. Soni	Whole Time Director
3. Vimal J. Soni	Relative of Director
4. Tara J. Soni	Relative of Director
5. Pulin D. Soni	Additional Director
6. Anju D. Soni	Non Executive, Woman Director

II. Enterprise under significant influence of key management personnel (Enterprise)

1. Piri Systems Pvt. Ltd.
2. Vijay Studio System
3. Photoquip
4. Corvi LED Pvt. Ltd.

b) Transactions with related parties

Related party disclosure	Relationship	31 st March, 2017	31 st March, 2016
Remuneration(Including Perquisites)			
Jayant P. Soni	KMP	2,400,000	2,400,000
Dhaval J. Soni	KMP	2,400,000	2,400,000
Tara Soni	KMP	840,000	840,000
Pulin Soni	KMP	840,055	840,055
Rent paid			
Piri Systems Pvt. Ltd.	Enterprise	252,000	252,000
Royalty Income			
Corvi LED Pvt. Ltd.	Enterprise	-	4,273,612
Sales of Assets			
Corvi LED Pvt. Ltd.	Enterprise	-	30,000,000
Amounts Payable			
Piri Systems Pvt. Ltd.	Enterprise	-	651,888
Pulin Soni	KMP	18,217	170,198
Tara Soni	KMP	1,163,815	929,000
Dhaval J. Soni	KMP	367,359	177,754
Jayant P. Soni	KMP	1,536,058	904,744
Vimal J. Soni	Relative	-	427,418
Amounts Receivable			
Piri Systems Pvt. Ltd.	Enterprise	2,116,583	-
Photoquip	Enterprise	3,535,774	3,535,774
Vijay Studio System	Enterprise	4,597,000	4,597,000
Corvi LED Private Ltd.	Company	20,478,714	22,589,995

Notes:-

(i) No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.

33 Segment Reporting

The Company's primary segment is identified as business segment based on nature of products, risks, returns and the internal business reporting system and secondary segment is identified based on the geographical location of the customers as per Accounting Standard 17. The Company is principally engaged in a single business segment viz., "Digital Studio Lights and Photographic Accessories".

The geographical segment has been considered for disclosure as secondary segment.

Two secondary segments have been identified based on the geographical locations of customers i.e. domestic and export. Information about geographical segments are as below :

	31st March, 2017	31st March, 2016
a) Sales and Operating Income:-		
Domestic Operation	220,420,476	259,372,397
External Operation	276,943,817	344,028,370
Total	497,364,292	603,400,767
b) Carrying Amount of Segment Assets		
Domestic Operation	433,539,292	419,529,547
External Operation	25,724,724	56,256,284
Total	459,264,016	475,785,831
c) Segment Capital Expenditure		
Domestic Operation	600,444	616,968
External Operation	-	-
Total	600,444	616,968

- a) Revenue from external operations comprises of income from sale of products, and other operating revenues.
- b) Carrying amount of segment assets comprises of non-current assets and current assets identified to the respective segments. However segment assets in India also includes certain common assets used to generate revenue in both segments but not feasible of allocation.
- c) Capital expenditure during the year represents net additions to Tangible and Intangible assets and movement in Capital work in progress.

34 Earnings per Equity Share

Particulars	31st March, 2017	31st March, 2016
Net (Loss) / Profit before Tax & Exceptional items	(18,189,270)	(40,527,253)
Weighted average number of Equity Shares for Basic and diluted EPS	4,800,800	4,800,800
Basic and Diluted Earnings per Share	(3.79)	(8.44)
Nominal Value per Share	10	10
Net (Loss) / Profit after Tax & Exceptional items	(18,189,270)	(35,229,158)
Weighted average number of Equity Shares for Basic and diluted EPS	4,800,800	4,800,800
Basic and Diluted Earnings per Share	(3.79)	(7.34)
Nominal Value per Share	10	10

35	Value Of Import CIF Basis Imports	31st March, 2017 108,155,018	31st March, 2016 148,365,985
36	Earning In Foreign Currency F.O.B. Value of Exports	31st March, 2017 276,943,817	31st March, 2016 344,028,370
37	Expenditure in Foreign Currency Travelling Consultancy Charges	31st March, 2017 2,249,882 -	31st March, 2016 1,262,041 969,998

- 38 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2016-17, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act :

		31st March, 2017	31st March, 2016
a	Principal and interest amount remaining unpaid	-	-
b	Interest due thereon remaining unpaid	-	-
c	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
e	Interest accrued and remaining unpaid	-	-
f	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

39 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The area for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as the Act.

- A. Gross amount required to be spent by the Company during the year 2016-17 – Rs. NIL (Previous year – Rs. 2.37 Lacs)

B. Amount spent during the year on :

Particulars	2016-17			2015-16		
	In Cash*	Yet to be paid in Cash	Total	In Cash*	Yet to be paid in Cash	Total
i) Construction / Acquisition of any Assets	Nil	Nil	Nil	Nil	Nil	Nil
ii) Purposes other than (i) above	Nil	Nil	Nil	300,000	Nil	300,000

*Represents actual outflow during the year.

40 Previous year's figures have been rearranged and reclassified wherever necessary.

Signature to Notes 1 to 41

As per our Report of even date attached

For Mayank Shah & Associates
Chartered Accountants
Firm Registration No. 106109W

M. S. SHAH
PARTNER
Membership No. 44093

Place : Mumbai
Date : 30th May, 2017

For and on behalf of the Board of Directors

Jayant P. Soni
Chairman & Managing Director
DIN : 00249057

Dhaval J. Soni
Whole Time Director
DIN : 00751362
Place : Mumbai
Date : 30th May, 2017

PHOTOQUIP INDIA LIMITED

CIN NO. L74940MH1992PLC067864

A/33 Royal Industrial Estate, Naigaon Cross Road, Wadala, Mumbai 400 031

www.photoquip.com, info@photoquip.com, Tel No. 022-61474000

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

PROXY FORM

Name of the Company	Photoquip India Ltd.
Registered Address	A/33, Royal Industrial Estate, Naigaon Cross Road, Wadala,
	Mumbai - 400 031.

Name of the Memeber(s)		
Registered Address:		
E-mail Id	Folio No. / Client ID	DP ID

I/We, being the members(s) holding _____ shares of Photoquip India Ltd., hereby appoint

Name :	E-mail Id:
Address:	
Signature _____, or failing him	

Name :	E-mail Id:
Address:	
Signature _____, or failing him	

Name :	E-mail Id:
Address:	
Signature _____, or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 25th AGM of the company, to be held on the 28th September, 2017 at 9.30 am at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
1.	Adoption of statement of Profit and Loss, Balance Sheet, report of Director and Auditors for the financial year ended 31 st March, 2017		
2.	Re-appointment of Dhaval Soni as Whole Time Director liable to retire by rotation		
3.	Appointment of M/s. F P & Associates, Chartered Accountants, as Statutory Auditors and authorizing the Board to fix their remuneration		
4.	Appointment of Pulin D. Soni as an Executive Director liable to retire by rotation		
5.	Appointment of Parvin J. Dumasia as an Independent Director for a period of 4 years from the date of this AGM till the date of the 29 th AGM of the Company in the calendar year 2021.		

Signed this _____ day of _____ 2017

Signature of Shareholder Signature of Proxy holder

Affix Revenue Stamp of Appropriate Value

Note:

- 1) This form of proxy, in order to be effective, should be duly completed, stamped and signed and deposited at the Registered Office of the Company 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company.

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