



Dham*pure* Speciality Sugars Ltd.

23rd Annual Report
2014 - 2015

www.sugarindia.com

23rd ANNUAL REPORT

BOARD OF DIRECTORS

MR. SORABH GUPTA
Managing Director

MR. N. K. GUPTA
Director

MR. MURLI MANOHAR
Director

MR. DESHRAJ SINGH
Director

MRS. PRAVEEN SINGH
Director

AUDITORS
M/S. S PRASAD AGARWAL & CO.

COMPANY SECRETARY
Ms. NEHA BANSAL

REGISTERED OFFICE & WORKS
Villageth - Pallawala, Tehsil - Dhampur
Distt. - Bijnor (U. P.) - 246761

**CORPORATE OFFICE &
INVESTORS' RELATION CELL**
24, School Lane, Near World Trade Centre
New Delhi - 110001
E-mail : investor@sugarindia.com

REGISTRAR & SHARE TRANSFER AGENT
MAS Service Ltd.
T-34, 2nd Floor, Okhla Industrial Area
Phase-II, New Delhi - 110020
E-mail : info@masserv.com

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NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of Dhampure Speciality Sugars Limited will be held on 30th September, 2015 at 2.00 P.M at the registered office of the Villageteh Pallawala Tehsil Dhampur, Bijnor-246761, Uttar Pradesh to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the report of the board of directors and Auditor thereon.
2. To re-appoint Mr Narender Kumar Gupta (DIN 00299795) who is itself liable to retire by rotation as the director.
3. To ratify the appointment of S. Prasad. Agarwal & Co, Chartered Accountants (Firm Registration No.021425N) as approved by Members at the Twenty Second Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty Fourth Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), for Regularisation of Additional Woman Director, Mrs. Praveen Singh the following resolution as an Ordinary Resolution:-

"Resolved that Mrs Praveen Singh (DIN: 07145827), who was appointed as an Additional Director with effect from 31st March, 2015 on the Board of the Company in terms of Section 149 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company."

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

"Resolved that pursuant to Section 196, Section 197 and other Section of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act") read with Schedule V to the Act the consent of the Company be and is hereby accorded for payment of remuneration to Mr Sorabh Gupta (DIN: 00227776) be and is hereby appointed as the Managing Director of the Company for tenure of five years w.e.f. 1st October, 2015, on the following remuneration:

1. Maximum Monthly Salary upto Rs. 2,00,000 with a liberty to the Board to review and set the level from time to time subject to the maximum of Rs. 24,00,000 per annum.

2. In addition to salary the Managing Director shall also be entitled to the following perquisites and allowances:

- (i) **Gas, Electricity, Water and Furnishings:** The expenditure incurred by the company on Gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.
- (ii) **Medical Reimbursement :** Expenses incurred for self and his family.
- (iii) **Leave Travel Concession:** Leave as per rules of the company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company.
- (iv) **Club Fees:** Fees of clubs subject to a maximum of two clubs.
- (v) **Medical Insurance:** Medical Insurance for self and his family.

3. For the purpose of calculating the above ceiling perquisites will be evaluated as per Income Tax Rules, 1962, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

4. In addition to the aforesaid the Managing Director shall also be eligible for the following perquisites, which shall not be included in the computation of the ceiling limit for minimum remuneration as above.

- (i) **Contribution to Provident Fund and Superannuation Fund :** Company's contribution towards Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together is not taxable under the Income Tax Act, 1961.
- (ii) **Gratuity:** Gratuity payable as per rules of the company not exceeding half month's salary for each completed year of service.

5. The Managing Director shall also be entitled for the following benefits:

- (i) **Car :** Provision for use of Car for Company's business purposes and partly for personal or private purposes.
- (ii) **Telephone :** Provision of Mobile phone and telephone at residence will not be considered as a perquisite but the company shall bill personal long distance calls.
- (iii) **Entertainment Expenses:** Re-imbursement of entertainment expenses actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed from time to time.

Resolved further that in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

Resolved further that the Board of Directors of the Company be and is hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Managing Director as it may deem fit and proper.

Resolved further that the Board of Directors of the Company be and are hereby severally authorised to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

Resolved further that the Board of Directors of the Company be and is hereby authorised to take all necessary steps to give effect to the aforesaid resolution."

6. To appoint Shri Murli Manohar (DIN: 01173857) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Murli Manohar (DIN: 01173857), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years from 01.04.2015 to 31.03.2020.

7. To appoint Shri Deshraj Singh (DIN: 02838734) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Deshraj Singh (DIN: 02838734), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years 01.04.2015 to 31.03.2020.

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

"Resolved that in supersession of the earlier resolution passed, pursuant to section 293(1) (a) of the Companies Act, 1956, the consent of the company be and is hereby accorded to the Board of Directors of the company under Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to mortgage and /or create charge on all the immovable and movable properties or such assets of the company wherever situate, present and future and/ or with power to enter upon and take possession of the assets of the company in certain events on such terms and conditions and at such time or times and in such form or manner as it may think fit, to or in favour of Financial Institutions/ Banks/ Trustees for the Debenture holders issued/ proposed to be issued, for an aggregate nominal value not exceeding Rs 100,00,00,000 (Rupees One Hundred Crore only) to secure the Term Loans/ Debentures together with interest, costs, charges, expenses, and other monies including premium payable in this connection in terms of the agreement to be entered into between the company and Financial Institutions/ Banks/ Trustees for the Debenture holders, such security to rank pari-passu with, or second or subservient to, the mortgages and / or charges already created or to be created by the company or in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of creating mortgage/ charge as aforesaid and further to do all acts, deeds, matters and things and to execute all documents, writings as may be necessary, proper or desirable or expedient to give effect to this resolution."

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"Resolved that in supersession of the earlier resolution passed (pursuant to section 293(1)(d) of the Companies Act, 1956), the consent of the company be and is hereby accorded to the Board of Directors of the company under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow any sum or sums of money from time to time at their discretion, for the purpose of business of the company, notwithstanding that the money or moneys to be borrowed together with moneys already borrowed by the company, apart from temporary loans obtained from the company's bankers

in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the company, provided however, that the total amount so borrowed shall not exceed Rs 100,00,00,000 (Rupees One Hundred Crore only)."

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

By order of the board
For Dhampur Speciality Sugars Ltd.

Regd. Office:
 Villageteh Pallawala
 Tehsil Dhampur, Bijnor-246761,
 Uttar Pradesh

Sorabh Gupta
 Managing Director
 DIN: 00227776

Date: 13th August, 2015

Place : New Delhi

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 8. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. Electronic copy of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Voting through electronic means

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 facility to exercise their right to vote at the 23rd Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL)

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "MBML-remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/ PIN noted in step (a) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination

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thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens. Click on remote e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of DHAMPURE SPECIALITY SUGARS LIMITED.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rndregular@gmail.com with a copy marked to evoting@nsdl.co.in

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

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (E Voting Event Number)

USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (6:00 pm). During this period

shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2015.
- VII. Mr. Debabrata Deb Nath, Company Secretary in whole time Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.sugarindia.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- 11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

Item No. 4

The Board of Directors of the Company had appointed Mrs Praveen Singh (DIN: 07145827) an Additional Director of the Company with effect from 31st March, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Praveen Singh shall hold office up to the date of the forthcoming Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Praveen Singh signifying her candidature as an Independent Director of the Company.

A brief profile of Mrs. Praveen Singh, including nature of her expertise, is provided at Corporate Governance Report of this Annual Report.

The Board commends the Ordinary Resolution set out at Item no.4 or approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Praveen Singh, is concerned or interested (financially or otherwise) in this Resolution.

Item No. 5

Your Board has proposed to appoint Mr Sorabh Gupta the Managing Director of the Company. Mr Sorabh Gupta is the First Director of the Company and still continues to be the Director of the Company. Under the Leadership and management of Mr Sorabh Gupta, the Company and its business has expanded widely. Thus, the approval of the members of the Company is sought for the proposed appointment. Your directors recommend the resolutions for adoption by members of the Company by way of an Ordinary Resolution.

All the Directors, Key Managerial Persons or their relatives may be deemed to be concerned or interested in aforesaid resolutions financially and otherwise.

Item No. 6 & 7

As per section 149(5) of the Companies Act, 2013 the Company is required to appoint Independent Directors under section 149(4) within a period of one year from 01.04.2014 i.e. the date of commencement of the said section and Rules made there under. Since the Company had already appointed Shri Murli Manohar & Shri Desraj Singh as Non-Executive Independent Directors subject to retirement by rotation in the past, in terms of Companies Act, 1956 and the Listing Agreement with the stock exchanges, the Board of Directors in their meeting held on 13th August, 2015 after consideration has recommended to reappoint the above said directors as Non-Executive Independent Directors Mr Murli Manohar and Shri Desraj Singh within the meaning of section 149 and 152 [including section 149(10)] of the new Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years from the Commencement of the Companies Act, 2013 till 31st March, 2020. The Company has received declarations from Shri Murli Manohar and Shri Desraj Singh that they meet the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and also under clause 49 of the Listing Agreement with the stock exchanges. They have further confirmed that they are not disqualified from being appointed as Director under section 164 of the said Act. The Board of Directors are of the opinion that Shri Murli Manohar and Shri Desraj Singh are persons of integrity and possess relevant expertise and experience and are eligible and fulfills the conditions specified by the Companies Act, 2013 for the position of an independent director of the Company. The Board considers that their association as Directors will be beneficial to and in the interest of the Company. The brief resume of the said Directors, the nature of their expertise in specific functional areas, names of Companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are separately provided in the Report on Corporate Governance forming part of the Annual Report. A copy of respective draft letters of appointment of Shri Murli Manohar and Shri Desraj Singh as Non-Executive Independent Directors setting out the

terms and conditions are available for inspection by members at the Registered Office of the Company. The Board of directors recommends the ordinary resolutions for your approval. The said independent directors are not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013. None of the Directors and key managerial personnel of the Company (including relatives of directors or key managerial personnel) other than the respective Non-Executive Independent Director himself is concerned or interested, financially or otherwise, in these resolutions.

Item No.8

In terms of the provisions of section 180(1) (a) of the Companies Act, 2013, the consent of the members by a Special Resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking the whole or substantially the whole of any such undertakings. Since mortgaging by the company of its movable or immovable properties in favour of various Financial Institutions/ Banks/ Trustees for availing terms loans/other secured borrowings is regarded as disposal of the company's properties / undertakings, it is necessary for the members to pass the resolution under section 180 (1) (a) of the Companies Act, 2013 by way of special resolution.

As required by provisions of section 180 (1) (a) of the Companies Act, 2013 and keeping in view the company's business requirements and its growth plans, it is considered desirable to increase the said limit to Rs 100,00,00,000 (Rupees One Hundred Crore only) in line with borrowings powers envisaged for the Board.

Accordingly, the Board of Directors recommend the resolution for your approval by way of a special resolution.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

Item No.9

In terms of the provisions of section 180(1) (c) of the Companies Act, 2013, the consent of the members by a Special Resolution is necessary to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

As required by provisions of section 180(1)(c) of the Companies Act, 2013 and keeping in view the company's business requirements and its growth plans, it is considered desirable to increase the said limit to Rs 100,00,00,000 (Rupees One Hundred Crore only).

Accordingly, the Board of Directors recommend the resolution for your approval by way of a special resolution.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

By order of the board
For **Dhampur Speciality Sugars Ltd.**

Regd. Office:
Villagete Pallawala
Tehsil Dhampur, Bijnor-246761,
Uttar Pradesh

Sorabh Gupta
Managing Director
DIN: 00227776

Date: 13th August, 2015

Place : New Delhi

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DIRECTORS' REPORT

To,

The Members of Dhampure Speciality Sugars Ltd

Your Directors present the 23rd Annual Report and the Audited Accounts for the year ended March 31, 2015.

1. FINANCIAL RESULTS

	Standalone	
FINANCIAL RESULTS	2014-15	2013-14
Net Sales	34,62,71,418.00	38,19,36,044.00
Other income	35,27,678.00	10,61,340.00
Profit before interest, depreciation and tax		
Finance Cost (including Interest)	6,64,130.00	4,54,029.00
Depreciation	44,00,916.00	20,19,397.00
Exceptional Item	0.00	0.00
Profit before Tax	70,44,169.00	1,06,41,248.00
Provision for		
- Current Tax	29,59,656.00	33,97,157.00
- Deferred tax	(6,24,017.00)	(20,643.00)
Profit after Tax	45,94,235.00	70,46,741.00
Extraordinary Item	0.00	0.00
Profit after tax including extraordinary item	45,94,235.00	70,46,741.00
APPROPRIATIONS		
Less:		
Dividend-Equity shares	0.00	5728960.00
Dividend Tax	0.00	929381.00
General Reserve	12,18,47,708.00	11,05,95,132

2. OPERATIONS

During the year under review total income of the Company was Rs. 34,62,71,418 as against Rs. 38,29,97,384 in the previous year. The Company was able to earn a marginal profit for the year of Rs. 45,94,235 against a profit of Rs. 3,88,400. Your Directors are putting in their best efforts to improve the performance of the Company.

3. STATEMENT OF AFFAIRS OF THE COMPANY

Dhampure Speciality Sugars Ltd is incorporated under the Companies Act, 1956 having registered office at Villageteh Pallawala Tehsil Dhampur Bijnor, Uttar Pradesh-246761. The Company is listed at Bombay Stock Exchange. During the year Company earned a profit of Rs. 45,94,235. Export sales of the company during the year is Rs. 6162289.

4. CHANGE IN NATURE OF BUSINESS OF THE COMPANY

There has been no change in the nature of business of the Company.

5. MATERIAL CHANGES ETC.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company-31st March, 2015 and the date of this Report.

6. DIVIDEND

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

7. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2015 was Rs. 7,16,12,000. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

8. EXPORTS

During the year under review total export sale of the Company was Rs. 6162289 as against Rs. 6707048 in the previous year. Your Directors are putting in their best efforts to improve the performance of the Company.

9. RESEARCH AND DEVELOPMENT

Continuous efforts on R & D and Application Development activities are being made to expand the domestic and export markets particularly in Sugar Industry.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

11. DEPOSITS

The Company has not accepted deposit from the public within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

12. DETAILS OF SUBSIDIARY COMPANIES

During the year S.T. Foods Private Limited was the wholly owned subsidiary company of the company and on 25th December, 2014 the Company sell all the shares. As on 31st March, 2015 the Company has no Subsidiary Company.

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

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are attached as 'ANNEXURE 1' which forms part of this report.

14. LISTING

At present, the equity shares of the Company are listed at BSE Ltd. The annual listing fees for the financial year 2015-16 to BSE has been paid.

15. CORPORATE GOVERNANCE

The Company has complied with the provisions of Clause 49 of the Listing Agreement relating to the Corporate Governance. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. A Certificate from Company Secretary in Practice on compliance of Clause 49 of the Listing Agreement.

Certificate of the CEO/CFO, inter-alia, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the Audit Committee in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, is attached in the Corporate Governance Report and forms part of this Report as ANNEXURE 2.

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16. DIRECTORS

Pursuant to Section 149(1) of the Companies Act, 2013 the Board of Directors of the Company had on 31st March, 2015 appointed a Women Director Mrs. Praveen Singh as Additional Director. Mrs. Praveen Singh shall hold office upto the date of the ensuing AGM of the Company and, being eligible, offer herself for re-appointment. The Company has also received a notice in writing from a member proposing her candidature for the office of Director along with a deposit of Rupees one lakh. She will be subject to retirement by rotation.

The brief resume of the Directors being appointed/ reappointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are provided in the report on Corporate Governance forming part of the Annual Report.

Further as per Section 149(5) of the Companies Act, 2013 the Company is required to appoint Independent Directors under Section 149(4) within a period of one year from 1st April, 2014 i.e. the date of commencement of the said Section and Rules made thereunder. Since the Company had already appointed Mr Murli Manohar and Mr Deshraj Singh as Non-Executive Independent Directors subject to retirement by rotation in the past, in terms of Companies Act, 1956 and the Listing Agreement. The Board of Directors in their meeting held on August 13, 2015 after consideration has recommended to reappoint all the aforesaid Directors as Non-Executive Independent Directors within the meaning of Section 149 and 152 [including Section 149(10)] of the new Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years.

Mr. Narendra Kumar Gupta, Director liable to retire by rotation and being eligible offer himself for reappointment at the ensuing Annual General Meeting.

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

17. KEY MANAGERIAL PERSONNEL'S

Name	Designation
Mr. Sorabh Gupta	Managing Director
Mr. Ilyas Ahmed ¹	Chief Financial Officer
Mr. Ziaul Hasan Khan ²	Company Secretary
Ms. Neha Bansal ³	Company Secretary
1. Mr. Ilyas Ahmed resigned w.e.f. 30/05/2015 2. Mr. Ziaul Hasan Khan Resigned w.e.f 31/05/2015 3. Ms. Neha Bansal appointed w.e.f. 18/07/2015	

18. POLICY ON DIRECTORS APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached which forms part of this report.

19. PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/EMPLOYEES

There are no employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached which forms part of this report.

20. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors.