

**33rd
ANNUAL REPORT
2016 – 2017**

The Dhar Textile Mills Limited

REGD. OFFICE: C-1/A, Low Land Area, Pologround Industrial Estate, Indore – 452015

BOARD OF DIRECTORS

Shri Pankaj Jajoo	-	Chairman and Managing Director
Shri Manish Jajoo	-	Non-Executive Director
Shri Pankaj Singhal*	-	Non-Executive Independent Director
Shri Sunil Choudhary	-	Non-Executive Independent Director
Shri Vijay Bakliwal	-	Non-Executive Independent Director

* Resigned from the board w.e.f. 05.11.2016

CHIEF FINANCIAL OFFICER

Smt. Indu Batni

Auditors:

M/s B. Bansal & Co.
Chartered Accountants
E-2, Ratlam Kothi,
Indore- 452001 (M.P.)

ARC's:

Asset Reconstruction Company (India) Ltd (ARCIL)
ASREC (India) Limited

Registrar and Share Transfer Agent:

M/s Link Intime India Private Limited
C – 13, Kantilal Maganlal Estate,
Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai (M.H.) - 400 078
Tel No: 25963838
Fax No: 022 - 25946969
Email: rnt.helpdesk@linkintime.co.in

Registered Office & Fabric Division:

C-1/A, Low Land Area,
Pologround Industrial Estate,
Indore-452015

Yarn Division:

188, Sector I, Pithampur Dist
Dhar, M.P.

Contact Details:

Phone: +91 731 2423456
Fax: +91 731 2421940
Email: sunil@dhartextile.com
Website: <http://www.dhartextile.com>
CIN: L17121MP1984PLC002484

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NOTICE

NOTICE is hereby given that 33rd Annual General Meeting of the Members of the Company will be held on Saturday, 30th December, 2017 at 10.30 A.M. at the registered office of the Company at C-1/A, Low Land Area, Pologround Industrial Estate, Indore-452015 (M.P.).

Also, as per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide its members the facility to cast their vote by electronic means, i.e. **E-voting**, on all resolutions set forth in the Notice. **E-Voting is optional.**

The Annual General Meeting of the Members of the Company will be held to transact the following business:

AS ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements for the financial year ended on 31st March, 2017 together with the Auditors and Board's Report thereon.
2. To appoint a director in place of Shri Manish Jajoo (DIN: 00153407), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Airen & Saluja., Chartered Accountants, (ICAI Firm Registration No.: 0004588C) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. B. Bansal & Co., Chartered Accountants, (ICAI Firm Registration No.: 000450C), the retiring Statutory Auditor, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting, at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

For and on Behalf of the Board,
The Dhar Textile Mills Limited

Place: Indore
Date: 30.11.2017

Pankaj Jajoo
Chairperson & Managing Director
DIN: 00017748

NOTES:

1. Wherever applicable, the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the special business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. 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 a Member.
3. All documents referred to in the Notice will be available for inspection at the Company’s registered office during normal business hours on working days up to the date of the AGM.
4. The register of members and transfer books of the Company shall remain closed from <<21st day of December, 2017>> to <<30th day of December, 2017>> (both days inclusive) for the purpose of Annual General Meeting.
5. Any query relating to accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company’s Registered Office at least seven days before the date of the Meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to lodge a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate not later than 48 (forty eight) hours before commencement of the meeting authorizing such person to attend and vote on its behalf at the meeting.
7. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
8. Members may also note that Notice calling AGM will be available on Company’s website viz., <http://www.dhartextile.com>.
9. Members who are holding Company’s shares in dematerialized form are required to bring details of their Depository Account Number for identification.
10. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
11. In case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
12. Members / Proxies should bring their attendance slip duly filled in for attending the meeting. Members are also requested to inform company of any change in their address immediately so as to enable the company to dispatch any further communication at their correct address.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, 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 who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Link Intime India Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
14. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, the Company is pleased to provide members the facility to exercise their right to vote through remote e-voting in respect of the resolution proposed to be passed at the Annual General Meeting (AGM) by using the electronic voting facility provided by Central Depository Services Limited (CDSL).
16. Mr. Sahive Alam Khan Partner of Alam Khan & Co., Practicing Company Secretaries shall act as Scrutinizer for conducting the E-voting process in a fair and transparent manner.
17. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on < **From 09.00 A.M. (IST) on 27th Day of December, 2017**> and ends on < **upto 05.00 P.M. (IST) on 29th Day of December, 2017**>. 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 day of December, 2017**>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) **Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.**
- (iii) The shareholders should log on to the e-voting website **www.evotingindia.com**
- (iv) Click on **"Shareholders"**.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker.
Dividend Bank Details and Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ➤ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

NOTE: PLEASE KEEP THE SEQUENCE NO. IN SAFE CUSTODY FOR FUTURE E VOTING.

- (ix) After entering these details appropriately, click on **"SUBMIT"** tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVS**N for the relevant <**The Dhar Textile Mills Limited**> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download

the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Mr. Sahive Alam Khan Partner of Alam Khan & Co., Practicing Company Secretaries, having his office at Office 302, Man Heritage, Opposite High Court, South Tukoganj, Indore 452001 (M.P.), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) 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.

Other Instructions:

- (A) The facility to exercise the right of voting through ballot paper shall also be made available at the meeting for the members attending the meeting who have not already cast their vote by remote e-voting.
- (B) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (C) A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date (record date) of **<23rd Day of December, 2017>**, only shall be entitled to avail the facility of remote e-voting as well as voting in the meeting.
- (D) Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds shares as on the cut-off date i.e. **<23rd Day of December, 2017>** should follow the instructions for E-voting as mentioned for **FIRST TIME USER**. In case of any queries, the shareholder may also contact the Registrar & Transfer Agent viz. M/s. Link Intime India Private Limited.
- (E) The Scrutinizer shall, after the conclusion of the AGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of the AGM, prepare a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, and submit it to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results of the voting.
- (F) The Results so declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website viz. www.dhartextile.com and on the website of CDSL. The results shall also be forwarded to Stock Exchanges
- (G) Electronic copy of the Notice along with the Explanatory Statement is being sent to all the members whose email ID’s 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 copy of the Notice along with the Explanatory Statement is being sent in the permitted mode.
- (H) Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company’s Registrar & Transfer Agents, M/s. Link Intime India Private Limited by sending an e-mail to rnt.helpdesk@linkintime.co.in along with details like Name, Folio No. etc.
- (I) In case you have any queries or issues regarding e-voting, you may contact on below mentioned details:

Registrar and Share Transfer Agent:

M/s Link Intime India Private Limited

C – 13, Kantilal Maganlal Estate, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West), Mumbai (M.H.) - 400 078

Tel No: 25963838, Fax No: 022 – 25946969

Email: rnt.helpdesk@linkintime.co.in

(J) A route guide map of the Annual General Meeting venue is given in the last page of this Annual Report.

For and on Behalf of the Board,
The Dhar Textile Mills Limited

Place: Indore
Date: 30.11.2017

Pankaj Jajoo
Chairperson & Managing Director
DIN: 00017748

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

For Item No. 2

Details of Directors seeking re-appointment pursuant to of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mr. Manish Jajoo (Retire by Rotation)
Date of Birth	09/04/1968
Date of Appointment	31/08/1990
Qualification	B.E.
Expertise in specific functional areas	Mr. Manish Jajoo has nurtured the Dhar Textile Mills Ltd. (DTM) soon after its inception with pro-active and uncompromising approaches to business. He remains actively involved in all day-to-day business aspects of DTM that includes finance, production, marketing, purchase and human resources. He has excellent communication and rapport with everyone related to the company: from workers to managers, suppliers to customers and outside agencies to consultants. He is totally committed and motivated for rehabilitation and revival of the company.
No. of Shares held in the Company	24000
Directorships held in other companies (excluding private and foreign cos.)	Nil
Memberships / Chairmanships of committees to the Board of other Public Companies (includes only Audit Committee and Stakeholders' Relationship Committee.	Nil

For and on Behalf of the Board,
The Dhar Textile Mills Limited

Place: Indore
Date: 30.11.2017

Pankaj Jajoo
Chairperson and Managing Director
DIN: 00017748

BOARD'S REPORT

To,
The Members,
THE DHAR TEXTILE MILLS LIMITED
Indore

Your Board of Directors has immense pleasure in presenting the 33rd Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended on 31st March, 2017. Further, in compliance with the Companies Act, 2013 the Company has made requisite disclosures in this Board's Report with the objective of accountability and transparency in its operations to make you aware about its performance and future perspective of the Company.

1.1 FINANCIAL RESULTS (STANDALONE) AND STATE OF COMPANY'S AFFAIR AND CHANGE IN THE NATURE OF BUSINESS:

The Board's Report is prepared based on the stand alone financial statements of the company for the year ended March 31, 2017 is summarized below:

	Year ended 31/03/2017	(Rs. In Lacs) Year ended 31/03/2016
Income from operation	414.35	2496.84
Profit/loss before providing Depreciation and Interest	(2.79)	(335.42)
Less: Depreciation	3.43	3.43
Interest	0.00	157.48
Profit/loss Before Exceptional & Extraordinary Items	(6.22)	(496.33)
Less: Exceptional Items	0.00	0.00
Profit/loss Before Taxation	(6.22)	(496.33)
Less: Current Tax	0.00	0.00
Deferred Tax Liability	0.00	0.00
Profit /Loss after Taxation	(6.22)	(496.33)

The Company had started its journey as a Private Limited Company in the year 1984, subsequently converted in Public Company and further, infused capital through an IPO and got listed in capital market. The company is engaged in Textile Sector and currently having Yarn Spinning Unit (Yarn Division) and Fabric Weaving and Processing Unit (Fabric Division). Company's Yarn Division is located in Industrial Area, Pithampur (MP) and its Fabric Division is located in Industrial area, Indore (MP). Both the Divisions and all the products, including performance and business environment thereof have been covered in detail in the Management Discussion and Analysis Report separately, which is annexed as **ANNEXURE II** with this report and shall form part of the Board's report.

1.2 WORKING PERFORMANCE REVIEW:

During the financial year incomes of the company is decreased from Rs. 2496.84 Lacs to Rs. 414.35 Lacs and resulting in loss of Rs. 6.22 Lacs against the loss of Rs. 496.33 Lacs in the previous year.

Being a Sick Company, your Directors are continuously trying hard to revive it by increase the profitability during the current financial year with dedicated efforts of the management and with improving ability to source raw materials required from multiple sources in a timely and cost effective manner, with reduced dependence on third parties.

During the year all the revenues were generated by Yarn Division only. The Fabric Division of the Company was not in operation throughout the year. Further, the detailed performance covered in the Management Discussion and Analysis Report separately which is annexed as **ANNEXURE II** with this report and shall form part of the Board's report.

1.3 CHANGES IN NATURE OF BUSINESS:

There is no change in the nature of business of the Company during the financial year 2016-17.

1.4 SHARE CAPITAL:

The paid up equity capital as on March 31, 2017 was Rs. 630.8753 Lacs. During the year under review, the Company has not issued shares to its shareholders. Further that none of the directors were holding convertible instruments as on date. Apart from that Company is also having Preference Share Capital of Rs. 350.00 Lacs, which are due for redemption.

1.5 REVISION IN FINANCIAL STATEMENTS:

In terms of section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of section 129 or section 134 of the act and that no revision has been made during any of the three preceding financial years.

1.6 SICK INDUSTRIAL COMPANY:

The Company is a Sick Company, as its net worth was completely eroded due to heavy accumulated losses. BIFR has restored the reference of the Company in earlier year to its original number. BIFR has also directed to the Company to prepare a Draft Rehabilitation Scheme and submit the same to Operating Agency and the same is under process. Debt of the Company has been taken over by the Asset Reconstruction Company (India) Limited (ARCIL) from the Bankers.

2. RESERVES:

There is no transfer of any amount to reserves.

3. DIVIDEND:

Due to loss in the year under review, the Board is unable to recommend any dividend for the year.

4. DEPOSITS:

The Company has neither accepted nor invited any deposit from the public and hence directives issued by Reserve Bank of India and the provisions of Chapter V (Acceptance of deposits by Companies) of the Companies Act, 2013 and rules framed there under are not applicable for the year.

5. MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR UPTO THE DATE OF THIS REPORT:

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

6. PERFORMANCE AND FINANCIAL POSITION OF ASSOCIATE COMPANIES:

As per the Companies Act, 2013 and as on date the company is neither having any Subsidiary Company u/s 2(87) nor any Associate Company u/s 2(6) and hence, do not call for any disclosure under this head.

7. EXTRACT OF THE ANNUAL RETURN:

In compliance with section 92(3), section 134 (3) (a) and rule 11 of the Companies (Management and Administration) Rules, 2014 the extract of the annual return in Form No. MGT-9 which is annexed as **ANNEXURE I** with this report and shall form part of the Board's report.

8. COMPOSITION AND NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES THEREOF:

During the year under review various meetings of the Board of Directors and their Committees were held for various purposes which were in compliance with the provisions of The Companies Act, 2013, rules made there under and all applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, below are the Compositions of the Board and its Committees alongwith the details of their meetings held during the year and attendance thereon:

Board Composition:

Sr. No.	Name	Category	Designation
1	Mr. Pankaj Jajoo	Executive/ Non Independent	Managing Director
2	Mr. Manish Jajoo	Non Executive/ Non Independent	Director
3	Mr. Pankaj Singhal*	Non Executive/ Independent	Director
4	Mr. Sunil Choudhary	Non Executive/ Independent	Director
5	Mr. Vijay Bakliwal	Non Executive/ Independent	Director

**Resigned w.e.f. 05/11/2016.*

Board Meetings and Attendance:

Particulars	30.05.2016	13.08.2016	07.09.2016	11.11.2016	21.11.2016	02.12.2016	14.02.2017
Mr. Pankaj Jajoo	Attended	Attended	Attended	Attended	Attended	Attended	Attended
Mr. Manish Jajoo	Attended	Attended	Attended	Attended	Attended	Attended	Attended
Mr. Pankaj Singhal*	Attended	Attended	Attended	NA	NA	NA	NA
Mr. Sunil Choudhary	Attended	Attended	Attended	Attended	Attended	Attended	Attended
Mr. Vijay Bakliwal	Attended	Attended	Attended	Attended	Attended	Attended	Attended

**Resigned w.e.f. 05/11/2016.*

Audit Committee Composition:

The Audit Committee was reconstituted by the Board. The Audit Committee comprises of 3 members of which two, including the Chairman of the Committee, are Independent Directors. Member Directors of the Audit Committee presently are as under:-

Sr. No.	Name	Designation
1	Mr. Sunil Choudhary	Chairman
2	Mr. Pankaj Singhal*	Member
3	Mr. Vijay Bakliwal	Member
4	Mr. Manish Jajoo	Member

**Resigned w.e.f. 05/11/2016.*

Audit Committee Meetings and Attendance:

Particulars	30.05.2016	13.08.2016	11.11.2016	14.02.2017
Mr. Sunil Choudhary	Attended	Attended	Attended	Attended
Mr. Pankaj Singhal*	Attended	Attended	NA	NA
Mr. Vijay Bakliwal	Attended	Attended	Attended	Attended
Mr. Manish Jajoo	Attended	Attended	Attended	Attended

**Resigned w.e.f. 05/11/2016.*

The Board has considered all recommendations of the Audit Committee as and when provided during the year under review and hence, do not call for any disclosure under Section 177(8) of the Companies Act, 2013.

Nomination and Remuneration Committee Composition:

The Nomination and Remuneration Committee was reconstituted by the Board. The Nomination and Remuneration Committee comprises of 4 members of which two, including the Chairman of the Committee, are Independent Directors. Member Directors of the Nomination and Remuneration Committee presently are as under :-

Sr. No.	Name	Designation
1	Mr. Sunil Choudhary	Chairman
2	Mr. Pankaj Singhal*	Member
3	Mr. Vijay Bakliwal	Member
4	Mr. Manish Jajoo	Member

**Resigned w.e.f. 05/11/2016.*

Nomination and Remuneration Committee Meetings and Attendance:

Particulars	30.05.2016	13.08.2016	11.11.2016	14.02.2017
Mr. Sunil Choudhary	Attended	Attended	Attended	Attended
Mr. Pankaj Singhal*	Attended	Attended	NA	NA
Mr. Vijay Bakliwal	Attended	Attended	Attended	Attended
Mr. Manish Jajoo	Attended	Attended	Attended	Attended

**Resigned w.e.f. 05/11/2016.*

Stakeholders Relationship Committee Composition:

The Stakeholders Relationship Committee was reconstituted by the Board. The Stakeholders Relationship Committee comprises of 4 members of which two, including the Chairman of the Committee, are Independent Directors. Member Directors of the Stakeholders Relationship Committee presently are as under :-