

**23<sup>rd</sup> Annual Report  
2014-2015**



**DIVYA JYOTI INDUSTRIES LIMITED**

## CORPORATE INFORMATION



<p><b>Board of Directors:</b></p> <ol style="list-style-type: none"> <li>1. Mr. Rangnath Nyati - Chairman</li> <li>2. Mr. Girdhari R. Nyati - Whole Time Director</li> <li>3. Mr. Gopal Nyati - Executive Director</li> <li>4. Mr. Sudarshan Shastri - Independent Director</li> <li>5. Mr. Shriniwas Soni - Independent Director</li> <li>6. Mrs. Babita Nyati - Non Executive Director</li> <li>7. Mr. Vitthal Das Rathi - Independent Director</li> <li>8. Mr. Johnney Paul - Independent Director</li> </ol>	<p><b>Committees of Directors Audit Committee:</b></p> <ol style="list-style-type: none"> <li>1. Mr. Shriniwas Soni - Chairman</li> <li>2. Mr. Gopal Nyati - Member</li> <li>3. Mr. Sudarshan Shastri - Member</li> </ol> <p><b>Shareholders' / Investors' grievance Committee:</b></p> <ol style="list-style-type: none"> <li>1. Mr. Rangnath Nyati - Chairman</li> <li>2. Mr. Shriniwas Soni - Member</li> <li>3. Mr. Sudarshan Shastri - Member</li> </ol> <p><b>Remuneration Committee:</b></p> <ol style="list-style-type: none"> <li>1. Mr. Sudarshan Shastri - Chairman</li> <li>2. Mr. Rangnath Nyati - Member</li> <li>3. Mr. Shriniwas Soni - Member</li> </ol>
<p><b>Chief Executive Officer:</b> Mr. Sanjay Baweja</p> <p><b>Chief Operating Officer:</b> Mr. Aniruddha Nyati</p> <p><b>Chief Financial Officer:</b> Miss Mala Rohara (Upto 30th June, 2015) Mr. Ankit Maheshwari (w.e.f 5th August, 2015)</p> <p><b>Company Secretary &amp; Compliance Officer:</b> Miss Sweety Rai (Upto 30th May, 2015) Mrs. Poorva Agrawal (w.e.f 5th August, 2015)</p>	<p><b>Cost Auditors:</b> G.K. Gupta &amp; Co. Cost Accountants EA 125, Sector A, Scheme No. 94 Ring Road, Indore - 452001 (M.P.)</p>
<p><b>Statutory Auditors:</b> Dafria &amp; Co. Chartered Accountants A1, Megh Building, 13/2 M.G. Road, Indore - 452001 (M.P.)</p> <p><b>Bankers:</b> 1 Dena Bank 2 Oriental Bank of Commerce 3 Saraswat Co-operative Bank Ltd.</p> <p><b>Registered Office:</b> Plot No. M-19 39, Sector III Industrial Area, Pithampur - 454775, Dist. Dhar (M.P.) Phone : 07292-421900-1 Fax : 07292-421947</p>	<p><b>Registrar &amp; Shares Transfer Agent:</b> Link Intime India Pvt. Limited C-13, Pannalal Silk Mills Compound LBS Marg Bhandup (W), Mumbai - 400078</p> <p><b>Corporate Office:</b> 92/3, Sapna Sangeeta Main Road Near Tanishq Showroom, Indore - 452001 (M.P.) Phone : 0731-4010900-1 Fax : 0731-4010902</p>
<p><b>Corporate Identification Number:</b> L15143MP1992PTC007090</p>	<p><b>Website:</b> <a href="http://www.divyajyoti.net">www.divyajyoti.net</a></p>

## NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of **DIVYA JYOTI INDUSTRIES LIMITED** will be held on Monday the 21st September, 2015 at 11:00 AM. at Registered Office of the company at M-19-39, Sector III, Industrial Area, Pithampur-454775 District Dhar (M.P.) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date and reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Girdhari Lal Nyati (DIN: 00118079), who retires by rotation at this Annual General Meeting and, being eligible has offered himself for re-appointment & in this connection to consider and if deemed fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT Mr. Girdhari Lal Nyati (DIN: 00118079), be and is hereby re-appointed as a Whole- Time Director of the Company, liable to retire by rotation".
3. To appoint Auditor & fix their remuneration 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 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s. Dafria & Co., (Partnership Firm) Chartered Accountants (Registration No. 001448C) be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Fourth Annual General Meeting of the company (Subject to rectification of their appointment at every AGM) by the members, on a remunerations (including the terms of payment) to be fixed by the Board of Directors."

### SPECIAL BUSINESS:

#### APPOINTMENT OF INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Johnney Paul (DIN: 02334327), a Non-Executive Independent 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 in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. March 31, 2015 not liable to retire by rotation"

#### RE-APPOINTMENT OF COST AUDITOR

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 the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force and as recommended by the Board and Audit Committee, M/s G.K. Gupta & Co. Cost Accountant be and are hereby re-appointed as Cost Auditors for conducting cost audit of the company for the financial year 2015-16 at a remuneration of Rs.25000/- (Rupees Twenty Five Thousand Only) plus out of pocket expenses;

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



## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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. The instrument appointing proxy should however be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
2. Corporate Members are requested to send a duly certified copy of the Board resolution, authorizing their representative to attend and vote at the Annual General Meeting.
3. As per clause 49 of the listing agreement(s), information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted are annexed hereto.
4. The Register of members and share transfer books of the Company will remain closed from September 18, 2015 to September 21, 2015 (both days inclusive) to determine the entitlement of the shareholders to receive dividend for the year 2014-15.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
7. Members are requested to bring the copy of Annual Report at the meeting.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. Voting through electronic means: The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions. The instructions for e-voting are as under:

### SECTION A - E-VOTING PROCESS -

Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: [www.evotingindia.com](http://www.evotingindia.com).

Step 2: Click on "Shareholders" to cast your vote(s)

Step 3: Select the Electronic Voting Sequence Number (EVSN) i.e. "150826033" along with "COMPANY NAME" i.e. "Divya Jyoti Industries Limited" from the drop down menu and click on "SUBMIT".

Step 4: Please enter User ID -

a. For account holders in CDSL :- Your 16 digits beneficiary ID

b. For account holders in NSDL :- Your 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.

Step 5 : Enter the Image Verification as displayed and Click on Login

Step 6 : If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

Step 7: If you are a first time user follow the steps given below:

7.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

7.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#

Step 8: After entering these details appropriately, click on "SUBMIT" tab.

Step 9: First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system. Members holding shares in physical form will then directly reach the Company selection screen.

Step 10: Click on the EVSN of the Company i.e 150826033 to vote.

Step 11: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 12: Click on the Resolution File Link if you wish to view the Notice.

Step 13: 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.

Step 14: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

#### SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-Voting period commences on September 18, 2015 (9.00 a.m.) and ends on September 20, 2015 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of September 14, 2015 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- ii. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- iii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company
- iv. CA Mala Rohara, Practising Chartered Accountant, Membership No.: FCS 410150, (FRN No: 013822C) Address: #1109, 1st Floor, Sector 15, Panchkula 134113 Haryana, ( India), email ID camalarohara@gmail.com, has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- v. the scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same, provided that the chairman or a person authorized by him in writing who shall countersign the same.
- vi. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.divyajyoti.net](http://www.divyajyoti.net) and on the 'website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.
- vii. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- viii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- ix. Institutional Shareholders ( i. e. other than individuals , HUF, NRI etc .) are required to log o n to <https://www.evotingindia.co.in> and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- x. 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 communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- xi. 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](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Contact Details**

Company Divya Jyoti Industries Limited  
Regd. Office: " Plot No. M-19 39, Sector III,  
Industrial Area, Pithampur - 454775, Dist. Dhar (M.P.) CIN: L15143MP1992PTC007090  
E-mail ID: poorva@divyajyoti.net, shares@divyajyoti.net

Registrar and Link Intime India Private Limited  
Transfer Agent: C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078  
Phone: +91-22-25946970 Fax: +91-22-2594 6969  
e-Voting Agency : Central Depository Services (India) Limited  
E-mail ID: helpdesk.evoting@cdslindia.com

By Order of the Board of Directors

Place: Indore  
Date: August 5, 2015

Gopal Nyati  
Executive Director

---

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the Act')**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**FOR ITEM NO.4:**

The company had pursuant to Clause 49 of the Listing Agreement and Section 149 of the Companies Act 2013 proposed to appoint Mr. Johnney Paul, as Independent Director of the company for a period of 5 (five) years w.e.f. 31st March 2015.

Mr. Johnney Paul is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Independent Director. The Company has also received declaration alongwith the deposit of requisite amount under section 160 from Mr. Johnney Paul that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Johnney Paul fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Copy of the draft letter for respective appointment of Mr. Johnney Paul as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Mr. Johnney Paul is interested in the resolutions set out respectively at item No. 4 of the notice with regard to their respective appointment.

The Board recommends the said Resolution for approval by the Shareholders.

**FOR ITEM NO.5**

The Board, on the recommendation of the Audit Committee, has approved the reappointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the appointment of the Cost Auditors has to be confirm by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for confirmation of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the above resolution. The Board commends the Resolution for approval by the members.

By Order of the Board of Directors

Place: Indore  
Date: August 5, 2015

Gopal Nyati  
Executive Director

## DIRECTORS' REPORT



Dear Members,

Your Directors are pleased to present the 23<sup>rd</sup> Annual Report and the Company's audited accounts for the financial year ended 31st March, 2015.

### FINANCIAL HIGHLIGHTS

The Company's financial performance for the year ended on 31<sup>st</sup> March, 2015 is summarized below:

	(Amt. in ₹)	
Particular	2014-15	2013-14
<b>Revenue from Operations</b>	19277.61	38,161.96
Other Income	13.85	18.98
<b>Total Revenue</b>	19291.46	38,180.93
Earnings Before Interest & Depreciation & Tax (EBIDTA)	663.09	791.36
Less: Financial Costs	414.22	409.45
<b>Profit Before Depreciation</b>	248.88	381.91
Less: Depreciation And Amortisation Expenses	133.24	156.24
<b>Profit Before Tax (PBT)</b>	115.63	225.67
Less:		
(a) Current Tax	27.63	67.24
(b) Deferred Tax	-13.06	8.67
<b>Profit After Tax (PAT)</b>	101.07	149.76
Add: Profit Brought Forward	895.83	746.07
Add: Transferred during the year	-71.56	-
<b>Profit Available for Appropriation</b>	<b>925.34</b>	<b>895.83</b>

### BUSINESS PERFORMANCE

During the year under review, your Company has recorded total revenue of ₹192.91 crores. The consolidated revenue from operations of the Company for the year ended 31st March, 2015 was down due to sharp increase in all overhead expenses and in the cost of raw material and in turn the cost of finished goods remained almost the same resulting into fall in the operating profit.

### EXTRACT OF 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 is annexed as Form No. MGT-9 with this report.

### MEETINGS OF THE BOARD

6 (Six) meetings of the Board of Directors were held during the year. For further details, please refer report on Corporate Governance of this Annual Report.

### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to section 134 (5) of the Companies Act, 2013, the Directors confirm that:-

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
- (ii) They have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- (iii) They have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) They have prepared the annual accounts on a going concern basis.

- (v) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has a vigil Mechanism named Vigil Mechanism/ Whistle Blower Policy to deal with instances of fraud and mismanagement, if any.

#### **FAMILIARISATION PROGRAMME**

The company has a Familiarization Programme which deals with familiarizing the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

The weblink to visit the policy on the company's website is <http://www.divyajyoti.net/Policies.html>

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013.

An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

No complaints pertaining to sexual harassment were received during FY 2014-2015.

#### **AUDIT COMMITTEE**

The Audit Committee comprises Independent Directors namely Mr. Shriniwas Soni (Chairman), Mr. Gopal Nyati and Mr. Sudarshan Shastri as other members. All the recommendations made by the Audit Committee were accepted by the Board.

#### **AUDITORS AND AUDITORS' REPORT**

M/s Dafria & Co., Chartered Accountants, Statutory Auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment.

The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under section 141(3) (g) of the Companies Act, 2013 and they are not disqualified for re-appointment.

The Notes on the Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

#### **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided.

#### **DIVIDEND**

The Company intends to retain internal accruals to maintain the liquidity and for funding growth to generate a good return for shareholders. The Board of Directors has decided not to declare dividend for the year ended 2015.

#### **CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars relating to energy conservation, Technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Director's Report.



## I. CONSERVATION OF ENERGY

The Company has been laying emphasis on the conservation of energy and taking several measures like effective control on utilization of energy and regular monitoring of its consumption etc. The adoption of these measures to conserve energy has resulted in saving of the same.

(Amt. in ₹)

Power and Fuel Consumption	2014-15	2013-14
<b>Electricity:</b>		
Unit (KWH)	2768496	4998960
Total Amount (In ₹)	20167379	30871063
Rate/Unit (In ₹)	7.28	6.46
<b>Coal :</b>		
Quantity (Metric ton)	5687.330	108404.85
Total Cost (In ₹)	32304861	55988904
Average Rate (In ₹)	5680.15	5181.83
<b>Diesel:</b>		
Quantity (Litre)	16000	12996
Total Cost (In ₹)	980100	687986
Average Rate (In ₹)	61.26	52.93

## II. TECHNOLOGY ABSORPTION

### (A) Research & Development

1. The Company is not carrying any R&D in special area but is continuously engaged in improvement of Plant and Machinery to conserve energy for better working results.
2. Benefits derived as a result of the above R&D: N.A.
3. Future Plan of Action : At the moment, the company has no special areas to carry R&D.
4. Expenditure on R&D.: N.A.

### (B) Technology Absorption, Adaption and Innovation

1. The technology is innovated on the basis of experience gained in the working of the plant.
2. However, it is not possible to evaluate the exact cost reduction and production improvement.
3. We do not have any improved technology and hence, the details required to be given for imported technology is not applicable.

## III. FOREIGN EXCHANGE EARNING & OUTGO

The Company has already established an export market for its products and has been taking keen interest for developing new export market for its products and to increase exports.

### 1. Earnings

The Company has directly exported Lecithin for FOB value \$ 3,38,737.00 amounting ₹ 2,08,40,268.00 and Soya Fatty Acid for \$ 50,155.00 amounting to ₹ 30,49,513.00 during the year.

### 2. Out Go

Value of CIF Imports	Nil
Expenditure in Foreign Currency	Nil

## IV. ENVIRONMENT PROTECTION

The Company has implemented for disposal of effluents an E.T.P. system at its Solvent Extraction & Refinery Plant.

## PUBLIC DEPOSITS

The Company has not invited/accepted public deposit within the meaning of section 73 of the Companies Act, 2013 and rules made thereunder, during the year under review.

## DIRECTORS

In accordance with provisions of the Companies Act, 2013 and Article of Association of the Company, Mr. Girdhari Lal Nyati Director of the Company, retires by rotation and being eligible offer himself for re-appointment & the Declaration has been received from him certifying that he meets with criteria of Director as prescribed.

Also, during the period under review, Mrs. Babita Nyati was appointed as Non- Executive Director (Woman Director) of the company. Mr. Vitihai Das Rathi and Mr. Johnney Paul were appointed as Independent Directors of the company.

All the Independent Directors qualify all the requirements of sub-section (6) of section 149 of the Companies Act, 2013 and Listing Agreement & shall abide the code of Independent Directors.

## REPORT ON CORPORATE GOVERNANCE

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India forms part of this Annual Report.

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Clause 49 is attached to the Report on corporate governance.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India is presented in a separate section and forming part of the Annual Report.

## LISTING OF SECURITIES

The Equity Shares of the Company are listed at Bombay Stock Exchange & Madhya Pradesh Stock Exchange Limited, Indore (Since Madhya Pradesh Stock Exchange Limited have closed their activities hence Annual Listing Fees has not been deposit). The Company had duly paid the listing fees to the Bombay Stock Exchange for the financial year 2015-16.

## DEMAT STATUS

The Company's shares are presently held in both electronic and physical modes.

## SECRETARIAL AUDITOR

The Board has appointed M/s. M. Maheshwari & Associates., Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2015-2016. The Secretarial Audit Report for the financial year ended 31st March, 2015 is annexed here with marked as Form No. MR- 3 to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report. 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 are provided in the Annual Report.

## COST AUDITORS

M/s. G K Gupta & Co., Cost Accountant were appointed as Cost Auditors for auditing the cost records of your Company for the financial year 2014-15 by the Board of Directors on a consolidated remuneration of Rs. 18,000/- only, the remuneration was recommended by the Audit Committee of the Company. Further, the remuneration proposed to be paid to them for the financial year 2015-16 requires ratification of the shareholders of the Company and in views of the same the proposal for the ratification of appointment and remuneration have been included in the Notice of Annual General Meeting for your approval.

## ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers

On behalf of the Board of Directors

Place : Indore  
Date : August 5, 2015

Rangnath Nyati  
Chairman