

56th Annual Report 2016-2017



GWELD

SEAL OF TRUST

GEE LIMITED

The Board of Directors

Ashok Kumar
Chairman - Independent Director

Govind Kumar Saraf
Whole time Director

Utsav Kapadia
Non Executive Non Independent Director

Rakesh Mundra
Independent Director

Shankar Lal Agarwal
Managing Director

M. P. Dhanuka
Executive Director

K. M. Panthaki
Independent Director

Sanwarmal Agarwal
Whole Time Director

Payal Agarwal
Whole Time Director - Finance & Chief Financial Officer

Sujit Sen
Independent Director

Company Secretary

Mr. Omkar Chandrakant Mhamunkar (upto 8th May, 2017)

Mr. Sumeet Sadanand More (w.e.f. 27th May, 2017)

Registered Office

Plot No. E-1, Road No. 7, Wagle Industrial Estate,
Thane (West) - 400 604

Works

Dhulagarh Industrial Park,
NH-6, Dhulagori, P.O. & Village - Kanduaah,
Howrah - 711 302, West Bengal, India.

Plot No. B-12, MIDC,
Kalyan Bhiwandi Road,
Saravali, Kalyan - 421 311
Maharashtra, India.

Auditors

M/s Ford Rhodes Parks & Co. LLP
Chartered Accountants

Cost Auditors

Ajekar Shivaraya Kini
Cost Accountants

Secretarial Auditor

M/s. Deep Shukla & Associates
Practising Company Secretaries

Bankers

The Thane Janata Sahakari Bank Ltd.
DBS Bank Ltd.
ICICI Bank Ltd.



Mumbai Plant



Kolkata Plant

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 56th Annual Report together with the Audited Statement of Accounts for the Financial Year ended 31st March 2017.

FINANCIAL RESULTS

Key aspects of your Company's financial performance for the year 2016-17 are tabulated below:-

Particulars	(₹ in million)	
	2016-2017	2015-2016
Gross Income	1988.08	1,921.74
Profit Before Interest and Depreciation & Tax	142.33	169.84
Finance Charges	53.02	65.23
Provision for Depreciation	32.83	32.28
Net Profit Before Tax	56.48	72.33
Provision for Tax	21.92	26.60
Net Profit After Tax	34.55	45.73
Balance of Profit brought forward	312.58	295.40
Balance available for appropriation	347.14	341.13
Proposed Dividend on Equity Shares	-	7.08
Tax on proposed Dividend	-	1.45
Transfer to General Reserve	20.00	20.00
Surplus carried to Balance Sheet	327.14	312.59

STATE OF AFFAIRS AND OPERATIONAL REVIEW

During the financial year under review, the Government had imposed Minimum Import Price (MIP) which allowed domestic steel manufacturers to raise the prices of steel. The Companies operating in the industry were however unable to pass on the price increase to the customers in the backdrop of stiff competition. Despite this, your Company has achieved satisfactory performance by increasing annual net revenue by 4.5% from INR 1900 million in 2015-16 to INR 1980 million in 2016-17. There is decrease in Profit Before Tax (PBT) from INR 72.33 million in 2015-16 to INR 56.48 million in 2016-17. However, this is due to non-regular income of INR 18 million in 2015-16 on account of sale of investment and interest income.

DIVIDEND

Although the Company has made a profit during the financial year ended 31st March, 2017, considering the operational performance and forecasted financial requirements and viability of the Company, the Board has not recommended dividend for the financial year ended 31st March, 2017.

RESERVES

Your Company has transferred an amount of ₹.20 million to the General Reserve for the Financial Year ended 31st March, 2017.

SHARE CAPITAL

The following is the share capital structure of the Company as on 31st March, 2017.

Particulars	Amount in (₹)	Amount in (₹)
Authorised Share Capital:		
5,00,00,000 Equity Shares of ₹ 2/- each	10,00,00,000	10,00,00,000
Issued Capital:		
2,36,44,778 Equity Shares of ₹ 2/- each	4,72,89,556	4,72,89,556
Subscribed & Paid - up share Capital:		
2,36,25,878 Equity Shares of ₹ 2/- each	4,72,51,756	4,72,51,756

During the financial year under review there is no change in the share capital of the Company. The Company had issued 9685 equity shares of ₹100/- each to M/s. Griesheim GmbH, 6, Frankfurt/Main 1, West Germany for consideration other than cash for supply of plant and machinery in terms of prospectus dated 24th October, 1967, but they were allotted only 9307 equity shares of ₹100/- each on 25th April, 1968. Hence 378 equity shares of ₹100/- each were less allotted to them against 9685 equity shares. The Board of Directors decided not to allot the rest of the issued shares. The face value of the Company's equity shares of ₹100/- each has been subdivided into face value of ₹10/- each and further it was subdivided into ₹2/- each. Hence, at present there is difference between the issued and subscribed & Paid up share capital of the Company of ₹37,800/- divided into 18900 equity shares of ₹2/- Each.

PUBLIC DEPOSITS

The Company has not accepted any deposits during the period under review as envisaged under Section 73, 74 & 76 read with Companies (Acceptance of Deposits) Rules, 2014 and amendment thereof.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, as amended, the Board of Directors have constituted a CSR Committee. The details of the Committee are provided in the Corporate Governance Report, which forms part of this Annual Report.

Our aim is to be one of the most respected companies delivering superior and sustainable value to all our customers, business partners, shareholders and host communities. In accordance with the provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, your Company as part of its CSR initiatives have undertaken projects as per the CSR Policy and the details of the CSR Activities are given as 'Annexure I' which forms part of this Report.

The Company's CSR policy is available at [weblinkhttp://www.geelimited.com/upload/media/Investor/policies/GEE-Policy-on-Corporate-Social-Responsibility.pdf](http://www.geelimited.com/upload/media/Investor/policies/GEE-Policy-on-Corporate-Social-Responsibility.pdf)

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

Details of energy conservation, technology absorption, foreign exchange earnings and outgo, in accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 are given as 'Annexure II' which forms part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

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

BOARD AND ITS COMMITTEES

The details pertaining to Board and following committees formed by the Board of Directors are included in the Corporate Governance Report, which forms part of this Report:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility

PARTICULARS OF CONTRACTS AND TRANSACTION WITH RELATED PARTY

The Company has formulated a Policy on dealing with Related Party Transactions. The Policy is disclosed on the website of the Company i.e. www.geelimited.com. During the financial year 2016-17, your Company has entered into various transactions with related parties as defined under the Companies Act, 2013 read with applicable rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all of them are in the ordinary course of business and at arm's length basis. However, pursuant to the provisions of Section 178, 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, omnibus approval of the Audit Committee was sought for entering into the related party transactions.

During the year, the Company had not entered into any contract, arrangement or transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Information on transactions with related parties pursuant to Section 134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC - 2 as 'Annexure III' which forms part of this report.

In accordance with Accounting Standard 18, the related party transactions are disclosed under Note No 37 of the Financial Statements.

DETAILS OF FRAUDS REPORTED BY AUDITORS

There were no frauds reported by the Statutory Auditors under provisions of Section 143(12) of the Companies Act, 2013 and rules made thereunder.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not provided any loans, guarantee, security or made any investment covered under the provisions of Section 186 of the Companies Act, 2013.

DIRECTORS

Appointment and Re-appointment

At the 55th Annual General Meeting held on 3rd September, 2016, Mr. Utsav Kapadia (DIN : 00034154) was re-appointed as the Director of the Company, liable to retire by rotation.

In accordance with provisions of Section 152 of the Companies Act, 2013, Mr. Shankarlal Agarwal (DIN 01205377), Director retires by rotation and being eligible, offers himself for reappointment to the Board.

Declaration by Independent Directors

All the Independent Directors have given a declaration under sub-section (7) of Section 149 of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Listing Regulations.

Disclosures by the Directors

The members of Board of Directors have submitted notice of interest under Section 184(1), intimation under Section 164(2) and declaration as to compliance with the Code of Conduct of the Company.

Performance evaluation and its criteria

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual evaluation of the Board as a whole, various Committees, Directors individually and the Chairman.

The statement including the manner in which the evaluation exercise was conducted is included in the Corporate Governance Report, which forms part of this Annual Report.

Key Managerial Personnel

Mr. Omkar Chandrakant Mhamunkar (ICSI Membership ACS-26645) resigned with effect from close of business hours of 8th May, 2017 from the position of Company Secretary & Compliance Officer of the Company. Mr. Sumeet Sadanand More (ICSI Membership ACS-48681) has been appointed as Company Secretary and Compliance Officer with effect from 27th May, 2017.

AUDITORS

Statutory Auditors

M/s. Ford, Rhodes, Parks & Co. LLP, Chartered Accountants (Firm Registration No. 102860W/W100089), the Statutory auditors of the Company will be retiring from the conclusion of this 56th Annual General Meeting of the Company.

Accordingly, the Board has identified M/s. P B Shetty, Chartered Accountants (Firm Registration No.: 110102W) and recommend their appointment as the Statutory Auditors of the Company.

In this regard, M/s. P B Shetty, Chartered Accountants has submitted their written consent that they are eligible and qualified to be appointed as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013.

The Statutory Auditors Report does not contain any qualifications, reservations or adverse remarks on the financial statements of the Company.

Secretarial Audit

The Board of Directors appointed Mr. Deep Shukla of M/s Deep Shukla and Associates, Company Secretary in Practice as the Secretarial Auditors of the Company under the provision of Section 204 of the Companies Act, 2013, for conducting the secretarial audit for the financial year 2016-17. The Secretarial Audit report does not contain any adverse remark, qualification or reservation or disclaimer which requires any explanation/ comments by the Board. The Secretarial Audit Report is annexed as 'Annexure IV' which forms part of this report.

Cost Audit

In terms of the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost records and Audit) Rules, 2014 including any amendment there to, M/s. Ajekar Shivaraya Kini, Cost Accountants, appointed as Cost Auditors to conduct the audit of cost records of your Company for the financial year 2017-18. As required under the Companies Act, 2013, a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms part of the notice convening the Annual General Meeting.

NOMINATION AND REMUNERATION POLICY

For the purpose of selection of any Director, Key Managerial Personnel and Senior Management Employees, the Nomination & Remuneration Committee identifies persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee also ensures that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel & Senior Management. The Nomination & Remuneration Policy of the Company and Performance Criteria is annexed herewith as 'Annexure V' which forms part of this Report.

VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and employees by adopting a Whistle Blower Policy which is available at the website of the Company and weblink thereto is <http://www.geelimited.com/upload/media/Investor/policies/GEE-Policy-on-Whistle-Blower-Vigil-Mechanism.pdf>

MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of the Report.

RISK MANAGEMENT

The Company has formulated a Risk Management Policy as per the provisions of Section 134(3)(n) of the Companies Act, 2013. The policies and procedures are reviewed by the Board annually to ensure that there is timely identification and assessment of risks, measures to mitigate them, and mechanism for their proper and timely monitoring and reporting.

EXTRACT OF ANNUAL RETURN

Pursuant to the Provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended, extract of the Annual Return of the Company in the Form MGT-9 is annexed as 'Annexure VI' to the Report.

COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE FINANCIAL YEAR

During the financial year under review, there are no companies which becomes and/or ceased to be subsidiaries, Joint Venture or Associate Company.

DISCLOSURE UNDER SECTION 129(3) OF THE COMPANIES ACT, 2013

The Company does not have any subsidiary company, associate and Joint venture Company and hence no information as per the provisions of Section 129(3) of the Companies Act, 2013 read with applicable rules is furnished.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management discussion and analysis report on Company's operational performance, industry trends and other material changes with respect to the company prepared in compliance of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as 'Annexure VII' which forms part of this report.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company's internal control procedures are adequate to ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations. The internal control system in place throughout the Company is aimed at systematic and thorough identification and assessment of all major risks, which threaten the achievement of objectives, including risks related to business operations, finance, legal and strategic. It makes an important contribution towards ensuring compliance with the laws that apply as well as providing assurance on the propriety and reliability of internal and external financial reporting. The internal control system is therefore a significant

factor in the management of process risks. Your Company has internal audit team which provide reports and necessary actions where required on various activities covering observation on adequacy of internal controls and their recommendations.

The CEO and CFO Certification provided in the CEO and CFO Certification section and Auditor's Report which forms part of Annual Report, discuss the adequacy of our internal control systems and procedures.

PARTICULARS OF REMUNERATION OF DIRECTORS, KMP'S AND EMPLOYEES

The information as per Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report as per 'Annexure VIII'.

Statement containing Particulars of Employees pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(2), Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, forms part of the Annual Report. As per the provisions of Section 136 of the Companies Act, 2013, the reports and Financial Statements are being sent to shareholders of the Company and other stakeholders entitled thereto, excluding the Statement containing Particulars of Employees. The copy of the said statement is available at the Registered Office of the Company during the business hours on any working day excluding Saturdays, Sundays and Public Holidays up to the date of Annual General Meeting. Any shareholder interested in obtaining such details may write to the Company Secretary and Compliance Officer of the Company. Further, the copies of the said statement shall also be available at the Annual General Meeting.

EMPLOYEE STOCK OPTION PLAN

The Company has not provided stock options to any of its employees.

CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34(3) read with Schedule V(C) of the Listing Regulations, a Report on Corporate Governance forms part of this Annual Report. The Auditors' certificate certifying compliance with the conditions of corporate governance as prescribed under Schedule V(E) of the Listing Regulations is annexed to the Corporate Governance Report.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the Company's operations in future.

DISCLOSURE ON COMPLIANCE WITH THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has set up an Internal Complaints Committee for providing a Redressal mechanism pertaining to sexual harassment of women employees at the workplace. There was no case of sexual harassment reported during the year under review. The policy is available on the website of the Company i.e. www.geelimited.com

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The unclaimed dividend for a period of seven years is mandatorily deposited in Investor Education and Protection Fund (IEPF) Account in accordance with Section 124 of the Companies Act, 2013. The details of unclaimed dividend are available on the website of the Company at www.geelimited.com. The Company has transferred ₹ 46,126.00 pertaining to the financial year 2008-09 to the Investor Education and Protection Fund towards Unclaimed Dividend.

In accordance with Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to IEPF Suspense Account of the IEPF Authority. The Rules also prescribe the procedures to be followed by an investor, to claim the shares/ amount transferred to IEPF. The Company has also uploaded the details of such members and shares due for transfer to the IEPF Authority on its website www.geelimited.com under "Investor Info" section, to enable such members to verify the details of shares liable to be transferred to the IEPF Authority.

ADOPTION OF INDIAN ACCOUNTING STANDARDS

Your Company has adopted Indian Accounting standards (Ind AS) with effect from 01st April, 2017 pursuant to the Ministry of Corporate Affairs notification dated 16th February, 2015 notifying the Companies (Indian Accounting Standards) Rules, 2015. The quarterly unaudited results for 30th June, 2017 will be prepared as per the applicable Ind AS to the Company.

ACKNOWLEDGEMENTS

Your Directors would like to thank all stakeholders, customers, shareholders, dealers, suppliers, bankers, employees and all other business associates for the continuous support given by them to the Company and its Management.

For and on Behalf of the Board

Place: Kalyan

Date: 18th August, 2017

Ashok Kumar

Chairman

DIN: 01369217

Annexure I : Annual Report on Corporate Social Responsibility (CSR) Activities**1. A brief outline of the Company's CSR Policy, including overview of Projects or Programs proposed to be undertaken and a reference to the web link to the CSR Policy and Projects or Programs:**

The concept of Corporate Social Responsibility (CSR) has gained prominence from all the avenues. Sustainable Development is a Company's commitment towards all its stakeholders including shareholders, investors, banks, employees, customers, creditors, suppliers, business associates, statutory and regulatory authorities, Government, local communities, environment and society. CSR envisages an investment in the society for integrating business processes with social processes.

The Company is not only aware about its social responsibilities but also actively taking efforts for fulfilling the aspirations of the society even before the issue of CSR become the global concern and the part of regulatory enactments.

The CSR policy comprises the Company's philosophy and acknowledging its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The CSR Policy focuses on enhancing the stakeholder's value, generating economic value of the nation and working towards well-being of the society through addressing critical social, environmental and economic needs of the marginalized / underprivileged sections of the society.

CSR Policy of the Company is disclosed on the website of the Company i.e. www.geelimited.com

2. Composition of the CSR Committee: CSR Committee comprises of the following Members:

- | | | | |
|------|------------------------|---|----------|
| i) | Mr. Ashok Kumar | - | Chairman |
| ii) | Mr. Shankarlal Agarwal | - | Member |
| iii) | Mr. Utsav Kapadia | - | Member |

3. Average net profit of the Company for last three Financial Years: ₹ 5,99,13,143/-**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) :** ₹ 11,98,262.87 (Rounded off to ₹ 11,99,000/-)**5. Details of CSR spent during the Financial Year:**

a. Total amount to be spent for the Financial Year : ₹ 11,99,000/-

b. Amount unspent, if any : Nil

c. Manner in which the amount spent during the Financial Year is detailed below:

(1) Sr. No.	(2) CSR Project or activity identified	(3) Sector in which the Project is Covered	(4) Projects or Programs 1) Local area or other 2) State or district where Projects or Programs was Undertaken	(5) Amount outlay (budget) project or Program wise	(6) Amount spent on the Projects or Programs 1) Direct exp. 2) Overheads	(7) Cumulative expenditure upto to the reporting period	(8) Amount spent : Direct or through implementing agency
1	Donation towards purchase of one Sovereign Compact Console Universal Phaco machine of Abbot Medical Optics along with Installation, UPS & other accessories for the purpose of eye cataract operation by Phaco emulsification technology	Health care	State - West Bengal	11,00,000/-	11,00,000/- (Direct Exp.)	11,00,000/-	Implementing Agency : Nagrik Swasthya Sangh, Kolkata
2	Imparting the basics of education to the unschooled children, providing a nutritious and palatable midday meals to students, weekly health check ups, and vocational training units that impart necessary skills to women towards self reliance	Education, Healthcare and Self Reliance	State - West Bengal	99,000/-	99,000/- (Direct Exp.)	99,000/-	Implementing Agency : Dakshini Prayash, Kolkata

Details of Implementing Agency:

i) Nagrik Swasthya Sangh, Kolkata

Nagrik Swasthya Sangh was established in the year 1951 and has been active in various social activities related to eye treatment, ambulance services, medical aid camp, baby clinic, eye donation camp etc at a nominal charges. The Nagrik Swasthya Sangha conducts programme. With a view to provide proper treatment of Eye ailments and after refractions advice for spectacles are given by Eye Specialist. Spectacles are provided at very nominal charges and number of persons were benefited by this service. With the Programme named Drug Bank surplus and unused medicines are collected from kind hearted doctors and generous families, to distribute the same among the needy persons ensuring minimize the wastage. The Sangh is running a charitable dispensary under supervision of Homoeopathic Doctors. With feelings of "Netradan Mahadan" Sangh has initiated Eye Bank Project since 2004 to motivate and aware people about the value of eyes. Govt. formalities are in process.

ii) Dakshini Prayash, Kolkata

The first efforts of Dakshini Prayash was directed at imparting the basics of education to the unschooled children. Currently the school caters to children right from the playschool stage up to Class VII with plans for further expansion under active consideration. The school has two buildings of its own, with about 12 classrooms and an area for recreation, dining and for the staff. Special tutorial classes conducted for candidates appearing for their school finals as well as higher secondary examinations have been of great assistance in improving the performance in the examinations. Dakshini Prayash provides wholesome and free midday meals and healthcare services. To further incentivise the literacy programme, the children are also provided with free uniforms and study materials. Sharing of meals by the teaching and supervisory staff further enhances the bonding and promotes a homely and caring atmosphere that is conducive to self-motivated learning.

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: N.A.
7. The CSR committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Shankarlal Agarwal
Managing Director
DIN: 01205377

Place: Kalyan

Date: 18th August, 2017

Ashok Kumar
Chairman of CSR Committee
DIN : 01369217

Annexure II : Conservation of Energy, Technology Absorption and Foreign Exchange Earning

The information under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of Directors' Report for the year ended 31st March 2017

(A) Conservation of Energy**i) The steps taken or impact on conservation of energy**

Energy Conservation continued to be priority area for the Company for effective control on electricity. The Company continues its efforts in upgradation of systems and equipment, with a view to improving the quality of the products, minimizing energy consumption.

ii) The steps taken by the Company for utilisation of alternate source of energy

The Company to the extent possible prefer exploring use of sunlight instead of artificial lights.

iii) The capital investment on energy conservation equipment

The Company continues its efforts to use energy efficient equipment as well as maintaining less impact on environment.

(B) Technology Absorption**i) The efforts made towards technology absorption.**

Your Company's R & D function continues to focus on development of organoleptic superior product innovations, renovation of the current portfolio for superior product experience, value engineering, new claims development and validation for healthier product range, building analytical excellence and regulatory compliance for the portfolio. The management is keen on imparting new technology for business development.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution.

Core research areas will enable your Company to innovate ahead of the market and competition, renovate the products for superior value and cost reduction while delivering the same experience for profitable growth and sustainable growth.

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable**c) Foreign Exchange earnings and outgo**

Particulars	Amount (in ₹) 31st March, 2017
Foreign Exchange earned in terms of actual inflows	21,62,75,275
Foreign Exchange outgo in terms of actual outflows	19,92,03,808

For and on Behalf of the Board

Place: Kalyan

Date: 18th August, 2017

Ashok Kumar

Chairman

DIN: 01369217