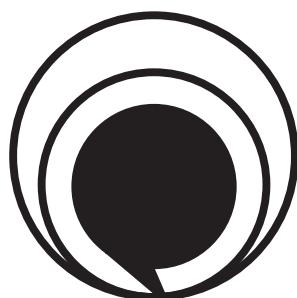


**GIRDHARILAL SUGAR
AND ALLIED INDUSTRIES LIMITED**



**27th Annual Report
2015-16**

CORPORATE INFORMATION

Board of Directors <ol style="list-style-type: none"> 1. Mr. Rajesh Agrawal- Chairman & Managing Director 2. Dr. Sadhuram Sharma- Non Executive Independent Director 3. Mr. Ram Gopal Agrawal- Non Executive Independent Director 4. Mrs.Sangeeta Agrawal- Woman Director 	Committees of Directors <p>Audit Committee</p> <ol style="list-style-type: none"> 1. Dr. S.R. Sharma - Chairman 2. Mr. Ram Gopal Agrawal-Member 3. Mr. Rajesh Agrawal-Member <p>Nomination & Remuneration Committee</p> <ol style="list-style-type: none"> 1. Dr. S.R. Sharma- Chairman 2. Mr. Ram Gopal Agrawal-Member 3. Mr. Rajesh Agrawal-Member <p>Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> 1. Dr. S.R. Sharma - Chairman 2. Mr. Ram Gopal Agrawal-Member 3. Mr. Rajesh Agrawal-Member
Company Secretary & Compliance Officer Mr. Vishnu Dutt Sharma	Registrar & Share Transfer Agent Purva Sharegistry India Private Limited 9, Shiv Shakti, Ind. Estt, J R Boricha Marg, Near Lodha Excellus, Lower Parel (E) Mumbai - 400 011 www.purvashare.com Email : purvash@mtnl.net.in/busicom@gmail.com Tel.: 022-23016761
Registered Office 45/47-A, Industrial Area No.1 A.B.Road Dewas, Madhya Pradesh-455001 Website : www.gsail.org Email : preind2002@yahoo.com Tel.: 07272-259505	Auditors M/S. M. Mehta & Co. Chartered Accountants, Indore
Bankers Canara Bank	Corporate Identification Number : L15424MP1989PLC005564

INDEX

S.NO.	PARTICULARS	PAGE
1.	Notice of AGM	01-04
2.	Directors Report	05-14
3.	Secretarial Audit Report	15-16
4.	Corporate Governance Report	17-19
5.	Management Discussion and Analysis	20
6.	Financial Statements	
	- Auditors Report	21-24
	- Balance Sheet	25
	- Statement of Profit and Loss	26
	- Cash Flow Statement	27
	- Notes to Financial Statement	28-39

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of the Company will be held on Friday 30th September, 2016 at the registered office of the Company at 45/47-A, Industrial Area No.1, A.B.Road Dewas, Madhya Pradesh-455001 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended as at March 31, 2016, the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Sangeeta Agrawal (DIN: 00419726) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to 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 M/S. M. Mehta & Co. Chartered Accountants, Indore (M.P.) (Firm Registration Number 000957C), the retiring Auditors pursuant to provisions of Section 139 of the Companies Act, 2013 be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Managing Director"

SPECIAL BUSINESS :

4. To consider and, if thought fit, to pass, the following Resolution as a Special 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(s) or reenactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the

Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

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

FOR AND ON BEHALF OF THE BOARD

Place: DEWAS (M.P.)
Date: 27th May, 2016

RAJESH AGRAWAL
CHAIRMAN & MANAGING DIRECTOR

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 and such proxy need not be a member of the company. Proxies duly stamped and signed must be deposited at the company's registered office not less than 48 hours before the time for the holding the meeting.
2. A person can act as proxy on behalf of members not exceeding 50 (fifty) 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 proxy for any other person or shareholder.
3. The relevant details as required by Regulation 27 of the Listing Regulation entered into with the Stock Exchanges, of persons seeking re-appointment/ appointment as Directors under Item No. 2 of the Notice, are annexed hereto.
4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the business under Item nos. 4 is annexed hereto.
5. Members/ Proxies are requested to bring along with them Annual Reports being sent to them and should bring the attendance slip sent herewith, duly filled, in order to attend the meeting.

6. The Share Transfer Book and Register of Members of the Company will remain closed from 20th September 2016 to 24th September, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company.
7. Members are requested to send their queries, if any, at least seven days in advance of the meeting.
8. The Register of Director's Shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection at the venue to the Annual General Meeting of the company during the Annual General Meeting. The Register of Director's Share Holding is also available for inspection of the members at the registered office of the company, fourteen days before and three days after, the date of the Annual General Meeting of the Company.
9. The Company has connectivity from the CDSL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Purva Shareregistry India Private Limited 9, Shiv Shakti, Ind. Estt, J R Boricha Marg, Near Lodha Excellus, Lower Parel (E) Mumbai-400 011
10. To promote green initiative as per circular issued by Ministry of Corporate Affairs in 2011, Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.

Voting through electronic means

The Instructions for shareholders voting electronically are as under

- (i) The voting period begins on 09.00 A.M. Tuesday, 27th September, 2016 and ends on 5.00 P.M. 29th September, 2016. 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) Tuesday 20th September, 2016 to Saturday, 24th September, 2016 (physical)& Saturday, 24th September, 2016 (demat)

respectively 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 tab.
- (v) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) 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.
- (ix) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA000000001 in the PAN field.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (DOB) (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>1) 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).</p>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Note for Non Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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) 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 2 - Brief profile of director, who retires by rotation and offers himself for re-appointment.

Smt. Sangeeta Agrawal (DIN 00419726), aged about 53 years is the Director of the Company. She is one of the Promoters of the company. She is Arts graduate and having more than 20 years of rich experience in the field of Business management and forming the policies relating to Marketing and Human Resource Development.

None of the Directors, except Smt. Sangeeta Agrawal and Shri Rajesh Agrawal or their relatives is in any way concerned or interested, financially or otherwise, in the said

resolution.

The Board recommends resolutions under Item No. 2 to be passed as an ordinary resolution

As Special Business

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s M. Goyal & Co., Cost Accountant (Firm Reg. No. 000051) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, the audit fees will be 35000 /- Including .Service Tax (Rupees Thirty Five Thousand Only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board Recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders

Place: DEWAS (M.P.)

Date: 27th May, 2016

FOR AND ON BEHALF OF THE BOARD

RAJESH AGRAWAL
CHAIRMAN & MANAGING DIRECTOR

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Clause 36 of the Listing Agreement)

Particulars	Date of Birth	Date of Appointment	Qualifications	Expertise in specific functional areas	Chairman ships / Directorships/ Memberships of committees of other Public Companies
Mrs. Sangeeta Agrawal	02.12.1963	18.03.2015	B.A.	Business Management	-

DIRECTOR'S REPORT

Dear Shareholders,

Your directors are pleased to present the Twenty Seventh Annual Report and the Audited Financial Statements for the financial year ended 31st March, 2016.

1. Financial Highlights

The highlights of the financial results of the Company for the year ended 31st March, 2016 is summarized below

Particulars	(₹ in Lacs)	
	2015-2016	2014-2015
Sales, Interest and other receipts	10452	13656
Gross Profit before financial cost & Depreciation & Exceptional Items	633	664
Financial Cost	243	112
Depreciation	98	47
Profit for the year	292	505
Less: Tax Expenses	73	180
Balance	219	325
Balance brought forward from last year	788	463
Balance Carried to Balance Sheet	1007	788

2. Operational Highlights & Future Prospects

During the year, the company has completed its modernization cum expansion programme in terms of BIFR order dated 15/01/2014. The company has incurred aggregate cost of Rs.1340 lacs (including capital work in progress of Rs.1003 lacs as on 31/03/2015) for acquiring Fixed Assets under modernization programme for which Canara Bank had disbursed Term Loan of Rs.1000 lacs to the company. The modernization program has resulted in net saving in cost of production. The Company further expects to stabilize dairy operations in the current year. All these measures will improve the bottom-line of the company.

Your Directors are also glad to inform that the company has since complied with most of the requisite formalities in terms of Revival cum merger proposal sanctioned by BIFR vide its order dt 15/01/2014.

The current financial year was overall favorable for the company, mainly due to Dairy business. During the year under consideration the company's turnover and other receipts stands at Rs.10452 Lacs as against Rs.13656 Lacs achieved during last year. The year ended with a net profit of Rs.219 Lacs after considering interest, depreciation and deferred tax as against net profit of Rs.325 Lacs in the previous year.

During the year the Company has closed its soya

operations including refinery in the month of November 2016, due to continuous disparity for the last few years. However, the company is in a position to restart its soya operations in future whenever the said operations become profitable. The company has processed 15738 MT of Soya been seed in the current year as against 18802 MT in the previous year. Similarly, the company has refined 106 MT of crude oil in its Refinery as against 92 MT in the previous year. The Soya Division recorded a net turnover and other receipts of Rs.6278 Lacs as against Rs. 6480 Lacs in the previous year.

In Dairy division the company has processed 22549 KI of Milk and 75 Mt of S.N.F. (including 14468 KI of Milk on job work basis) as against 18093 KI of milk and 748 Mt of S.N.F/Fat in the previous year (Including 5881 KI on job work basis) and has achieved a turnover of Rs.4174 Lacs as against Rs.7176 Lacs achieved in the previous year. It is important to note that Dairy Plant was closed for 4-5 months for carrying out the modernization and expansion.

The Dairy operation continues to be favorable during the year. The company has achieved satisfactory capacity utilization by processing milk for self as well as on behalf of other reputed parties mainly Govt. milk federations.

3. Share Capital

The company's application to BSE/CDSL for listing/admission of 578887 shares issued to the

shareholders of Premier Industries (India) Ltd (Transferor company) in terms of BIFR order dt 15/01/2014 is pending and the company expects to get their approval shortly.

4. Dividend

Due to financial prudence, no dividend is declared.

5. Directors

Smt. Sangeeta Agrawal (DIN:00419726) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

6. Deposits

During the year under review, your Company has not accepted any fixed deposits under Section 73 of the Companies Act, 2013.

7. Fixed Assets

During the year the company has added Fixed Assets of Rs.1340 Lacs (including 1003 lacs capital work in progress carried from earlier year). The Fixed Assets are adequately insured.

8. Management Discussion and Analysis

The Management's Discussion and Analysis of operations for the year under review, as stipulated under clause 49 of the listing agreement with the stock exchanges, is provided in annexure attached to this report.

9. E-Voting Facility

The company has already provided E-Voting facilities to the shareholders of the company.

10. Appointment of Cost Auditor

As per the Companies (Cost Records and Audit) Rules, 2014 the Company has appointed M/s. M. Goyal & Co., Cost Accountants, Jaipur (Raj.), FRN 000051 as the Cost Auditors for the purpose of conduct of Cost Audit of the Cost Accounting Records of the Company for the Financial Year 2016-2017.

11. 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

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. 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 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 for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

12. Number of meetings of the board

Four meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

13. Board evaluation

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") laid down in Schedule V of the (Listing Regulations and Disclosure Requirements) Regulation, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information

and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

14. Audit committee

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

15. Auditors

The Company's Statutory Auditors, M/S. M. Mehta & Co. Chartered Accountants, Indore (M.P.) FRN 000957C will retire at the ensuing Annual General Meeting of the company and being eligible offers themselves for re-appointment. The Company has received a certificate from M/s. M. Mehta & Co to the effect that their appointment, if made, would be within the limits prescribed under Section 141 of The Companies Act, 2013. The Board of Directors recommends to the shareholders the appointment of M/s. M. Mehta & Co as Statutory Auditors of the Company.

16. Auditors' report

Your Directors would like to provide following clarification on points mentioned in the Auditors Report.

A. Under Qualified Opinion

The Company has not provided for liabilities for Minimum Alternate Tax (MAT) under Income Tax Act, 1961 as the company of the opinion that-

- a) That the Board for Industrial and Financial

Reconstruction (BIFR), vide its order dated 15/01/2014, had ordered for merger of Premier Industries (India) Ltd.(Transferor Company) with Girdharilal Sugar And Allied Industries Limited (Transferee Company) with all its Assets and Liabilities.

- b) That the BIFR had provided in its order several reliefs and concessions to the merged company (GSAIL). According to clause-16.7 of Relief & Concessions, BIFR has directed CBDT to consider "to exempt/grant relief to the company from the provisions of Section 41(1), 45,72(3), 43B, 79,80 read with 139, 115JB and provisions of Chapter-XVII of the Income Tax Act."
- c) That the company in the meanwhile has approached the concerned Income Tax authorities for granting aforesaid relief under various Sections/Chapter of income Tax Act.

B. Under Emphasis on matters

- 1) As regards interest on loans given to related party, your Directors would like to clarify that the said related party is a sick company since 2002, registered with BIFR as Case No.449/2002 and are facing severe liquidity crunch. The said related company had approached to our company for waiver of interest for this financial year and for earlier financial year. Your Directors in their meeting had considered the request and agreed for waiver thereof in view of precarious liquidity crunch in the said related company
- 2) Various unpaid/undisputed liabilities relate to the transferor company i.e. Premier Industries (I) Ltd., which was sick industrial company since 1999. The company is of the opinion that it will enjoy waiver of interest on payment of those liabilities in view of its BIFR status as well as Relief Undertaking status which is likely to be granted by State Government of M.P in due course in terms of BIFR order.
- 3) As regards non deposition of unclaimed Debenture amount your Directors would like to state that BIFR vide its order dt 15/01/2014, under clause 16.1.2 (Debenture Holders) has given direction "to exempt the company from the provisions of section 205 C of The Companies Act 1956 (now section 125 of The Companies Act 2013). BIFR has further deferred repayment of Debenture Holders liabilities for 3 years commencing from F.Y.2014-15 till 2016-17.
- 4) The company has provided its liabilities towards Gratuity based on the calculation provided under the

Gratuity Act as in previous years. Actuarial Valuation of gratuity liability will be completed in the current year 2016-17 and differences, if any, will be adjusted accordingly.

17. Secretarial auditors' report

Secretarial auditors' report does not contain any major qualifications, reservations or adverse remarks. The company is complying with all the necessary formalities and further improvement is being made in this regard. Report of the secretarial auditor is given as an annexure which forms part of this report

18. Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

19. Transactions with related parties

The transaction with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in the Financial Statement.

20. Extract of annual return

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure II in the prescribed Form MGT-9, which forms part of this report.

21. Particulars of employees

The Company has not paid any remuneration attracting the provisions of the Companies Act, 2013 under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

22. Disclosure requirements

As per Regulation 36 of the listing obligation entered into with the stock exchanges, corporate governance report with practicing company secretary's report thereon and management discussion and analysis are attached, which form part of this report.

The Company has formulated a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of

the Section 177(9) of the Act.

23. Code of conduct

The Board has laid down a code of conduct for all Board members and Senior Management personnel of the Company. Board members and senior management personnel have affirmed compliance with the said code of conduct for the financial year 2015-16.

24. Listing

The equity shares of the Company are listed with Bombay Stock Exchange and efforts are being made to lift the suspension of trading in NSE. The Shares of the company is admitted at CDSL and efforts are being made to get it admitted at NSDL.

25. Conservation of Energy, Research and Development, Technology Absorption, Foreign exchange Earning and outgo

The details regarding Energy Conservation, Technology Absorption, Foreign Exchange Earning and outgo as required by section 134 (3m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given in Annexure-1 and forms part of this report.

26. Corporate Governance

The Company has been practicing the principles of good Corporate Governance during the year. As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the report on Management Discussion and Analysis, Corporate Governance as well as the Auditors certificate on corporate governance form part of the Annual Report. Your Company is also following the Secretarial Standard norms issued by the Institute of Company Secretaries of India (ICSI).

27. Acknowledgement

Your Directors place on record their sincere appreciation for significant contribution made by employees through their dedication, hard work and commitment.

Your Directors also acknowledge the support extended by the bankers, government agencies, shareholders and investors at large and look forward to receive the same support for our endeavor to grow consistently.

FOR AND ON BEHALF OF THE BOARD

RAJESH AGRAWAL
CHAIRMAN & MANAGING DIRECTOR

Place: DEWAS (M.P.)
Date: 27th May, 2016