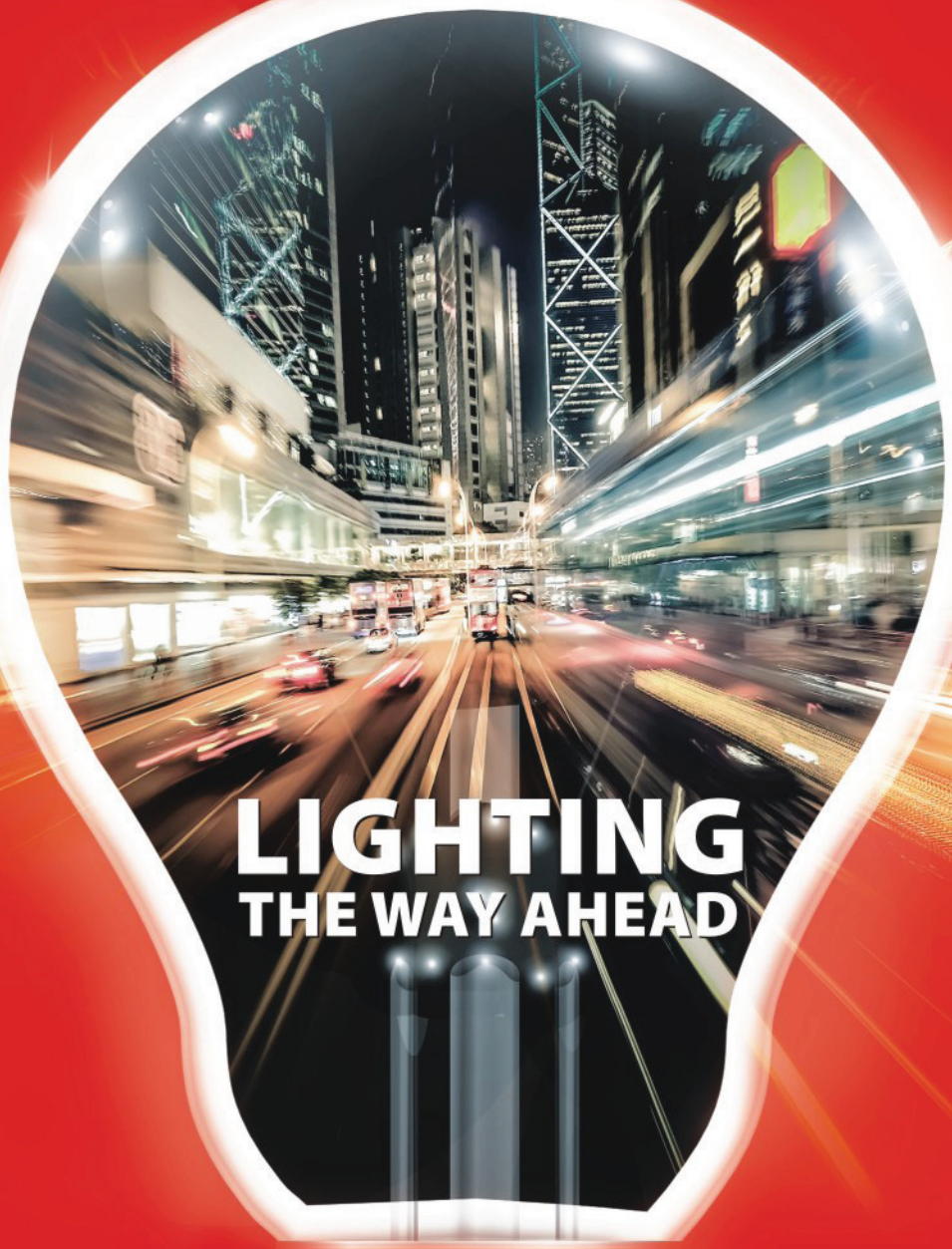
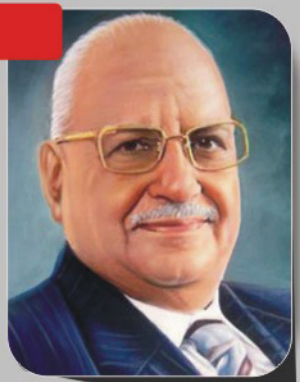


LIGHTING
THE WAY AHEAD

EON ELECTRIC
energising smiles

ANNUAL REPORT
2015-16

From the Chairman's Desk



Dear Shareholders,

Warm Greetings...!!!

We are pleased to inform you that your Company has established itself as a leading player in the LED-based Lighting & Luminaires, world-class Fans, Wires & Cables, Lithium Ion Batteries and other electrical items.

With 58 years of rich legacy, the Group is committed towards making the best quality products at affordable prices through technological innovation, modernization, adoption of best practices and global bench marking. Besides ensuring human and environmental safety, EON is deeply committed to provide customer delight and satisfaction. The Company is guided by the vision to become premium brand in LED lighting and create value for its stakeholders.

In line with the Government's vision to promote energy efficiency in lighting, EON is committed to supply energy-efficient electrical products across the country. Through its focus on new generation cutting-edge technology, EON is playing an active role in conserving power for the energy-starved nation. Being a growth driven Company, EON continues to focus on increasing its market share and at the same time optimizing the costs to evolve into an organization which all stakeholders can increasingly be proud of.

Major achievements that have led EON to the path breaking success have been through the effective introduction of innovative LED Lighting initiatives, such as:

Leading Street Lighting Player- Given the NDA Government's thrust on energy efficiency, energy savings and its 'Make in India' programme, the manufacture, supply and installation of streetlights was identified as the key area where the use of LED streetlights can immediately lower power consumption for the Nation. EON is closely working with Energy Efficiency Services Limited (EESL) – a public sector undertaking that has been tasked by the Ministry of Power, Government of India to execute energy-efficiency projects. This mandate includes replacing power guzzling sodium/mercury vapour and other conventional lighting systems with state-of-the-art LED lighting systems. The project is by far one of the biggest LED street-lighting projects in the world.

The Company has successfully installed LED streetlights by replacing conventional streetlights in, Aligarh and Varanasi, U.P. and Jodhpur and other cities of Rajasthan. The Company is committed to support EESL execute energy conservation projects in many other states across the country.

Mobile Van Promotion – EON launched its Energy Efficiency Promotion Van from its corporate office in Noida. The campaign aimed to create awareness about the energy efficiency products offered by EON and help build a long-term relationship with end customers. The initiative was in line with the Government's vision to promote energy efficiency through the use of energy efficient lighting products like LED Bulbs etc. under the Domestic Efficient Lighting Programme (DELP).

Considering environmental sustainability as a social concern, EON focuses on delivering quality products with the use of energy efficient technologies for the betterment of the environment, thus creating savings for the consumers. With the mobile Van promotion activity, EON aimed not only to increase its brand awareness but also communicate to consumers the new, innovative advantages of using eco-friendly lighting products for the conservation of power, safety of environment thereby ensuring more smiling faces.

I take this opportunity to thank all our Shareholders for their attachment and loyalty to the Company's vision and growth.

I am very optimistic about EON's continued growth in the future and committed to all our stakeholders and to the communities we work in for sustainable, profitable growth with continual community engagement.

Thank you all for your continued support which I gently appreciate and cherish.

With kind and cordial regards,

V.P. Mahendru
Chairman & Managing Director

"LED ing the way to digitalize India"

CORPORATE INFORMATION

Chairman & Managing Director
Mr. Ved Prakash Mahendru

Whole-Time Directors
Mr. Vivek Mahendru
Mr. Vinay Mahendru

Independent Directors
Mr. Ramesh Chander Bansal
Mr. Ajoy Kumar Ghosh
Mr. Ranjan Sarkar
Dr. Rashmi Vij

Chief Financial Officer
Mr. K.B. Satija

Company Secretary & Compliance Officer
Mr. Vinay Aggarwal

Statutory Auditors
M/s. J. C. Bhalla & Co.,
Chartered Accountants

Bankers
State Bank of Patiala

Registrar and Transfer Agent
M/s Alankit Assignments Limited
Alankit Heights, 1E/13, Jhandewalan Extn.
New Delhi-110055, India

Registered Office
1048, Sector-14,
Sonepat, Haryana - 131001

Corporate Office
B-88, Sector - 83
Noida - 201305, (U.P)

Head Office
208, Hemkunt Tower
98, Nehru Place, New Delhi - 110019

Plant Locations

Unit : I
Plot No. 10, Sector 4, SIDCUL,
Haridwar, Uttarakhand - 249403

Unit : II
Plot No. 28-29, Sector 6B, SIDCUL,
Haridwar, Uttarakhand - 249403

Unit : III
Plot No. 1C, Sector 7, SIDCUL,
Haridwar, Uttarakhand - 249403

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DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 27th Annual Report on the business and operations of your Company along with the Audited Financial Statements for the Financial Year ended March 31, 2016.

FINANCIAL RESULTS

The financial performance of your Company for the Financial Year ended March 31, 2016 is summarized below:

Particulars	Standalone		Consolidated	
	Financial Year ended 31.03.2016	Financial Year ended 31.03.2015	Financial Year ended 31.03.2016	Financial Year ended 31.03.2015
Sales & Other Income	**182.43**	**136.78**	**182.43**	**136.78**
Operating Profit / (Loss) (EBITDA)	6.88	(10.67)	6.88	(10.68)
Finance Costs	9.19	7.40	9.19	7.40
Depreciation and Amortisation Expense	2.14	2.12	2.14	2.12
Profit/(Loss) before Exceptional items and Tax	(4.45)	(20.19)	(4.45)	(20.20)
Exceptional Items	0.30	1.23	0.30	1.23
Profit/(Loss) before Tax	**(4.15)**	**(18.96)**	**(4.15)**	**(18.97)**
Less: Tax Expense	(0.13)	1.47	(0.13)	1.47
Profit /(Loss) after Tax	(4.02)	(20.43)	(4.02)	(20.44)
Profit/(Loss) for the year	**(4.02)**	**(20.43)**	**(4.02)**	**(20.44)**
Add: Balance brought forward from previous year	(31.94)	(11.44)	(32.94)	(12.43)
Less: Adjustment related to Fixed Assets	-	(0.07)	-	(0.07)
Balance carried over to Balance sheet	**(35.96)**	**(31.94)**	**(36.96)**	**(32.94)**
Earnings per Share (Face Value of Rs.5/- per Equity Share)	(2.50)	(12.73)	(2.50)	(12.73)

FINANCIAL HIGHLIGHTS (On Standalone basis)

There has been a significant improvement in the Turnover and Profitability of the Company during the financial year ended March 31, 2016.

During the financial year under review, your Company has achieved Sales and Other Income of Rs.182.43 crores as against Rs.136.78 crores in the previous financial year 2014-15, thereby recording a growth of 33.36% over the previous financial year 2014-15. The Loss before Tax for the financial year ended March 31, 2016 stood reduced to Rs.4.15 crores as against Rs.18.96 crores in the previous financial year ended March 31, 2015.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of your Company for the financial year 2015-16, have been prepared in compliance with the applicable provisions of the Companies Act, 2013, Accounting Standards and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIVIDEND AND RESERVES

Constrained by planned financial investments for faster growth, your Directors do not recommend any Dividend for the year under review.

The Company has not transferred any amount to General Reserve during the financial year 2015-16.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointments

During the period under review, Dr. Rashmi Vij was appointed as an Additional Director in the category of Independent Director by the Board of Directors, through resolution passed by circulation, on April 24, 2015. Subsequently, the Shareholders of the Company had, in their 26th Annual General Meeting held on September 29, 2015 approved the appointment of Dr. Rashmi Vij as Independent Director of the Company to hold office for a term of five consecutive years commencing from April 24, 2015 to April 23, 2020 and whose office shall not be liable to retirement by rotation.

Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Vivek Mahendru, Whole-time Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

The details of Director being recommended for re–appointment as required under Secretarial Standard 2 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Notice convening the ensuing Annual General Meeting of the Company. Appropriate Resolution seeking your approval to the re–appointment of Director is also included in the Notice.

Key Managerial Personnel

Mr. Ved Prakash Mahendru, Chairman & Managing Director, Mr. Vivek Mahendru and Mr. Vinay Mahendru, Whole-time Directors, Mr. K B Satija, Chief Financial Officer and Mr. Vinay Aggarwal, Company Secretary & Compliance Officer are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Resignations & Appointments

During the period under review, Mr. Kumar Indramani, resigned as Sr. Manager (Legal) & Company Secretary w.e.f. October 19, 2015. Mr. Vinay Aggarwal has been appointed as Company Secretary & Compliance Officer of the Company w.e.f. May 23, 2016.

BOARD EVALUATION

The Companies Act, 2013 mandates formal annual evaluation by the Board of its own performance and that of Committees and individual Directors. Schedule IV to the Companies Act, 2013 provides that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

Pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual evaluation of performance of Directors individually, Committees of the Board and the Board as a Whole.

The manner in which the evaluation has been carried out is explained in the Corporate Governance Report.

MEETINGS OF THE BOARD AND COMMITTEES

Six meetings of the Board of Directors were held during the year. The details of number of Meetings of the Board and various Committees of your Company are set out in the Corporate Governance Report which forms part of this report.

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated under Section 149(6) of the Companies Act, 2013 read with Schedule IV and the Rules made thereunder, as well as under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SEPARATE MEETING OF INDEPENDENT DIRCTORS

In term of requirements of Schedule IV to the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on March 23, 2016 for the Financial Year 2015-16.

The Independent Directors at the meeting reviewed the following:

a. Performance of Non-Independent Directors and the Board as a whole;

b. Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and

c. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the meeting under the Chairmanship of Mr. Ramesh Chander Bansal.

REMUNERATION POLICY

In accordance with the provisions of Section 178 of the Companies Act, 2013 read with rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Nomination and Remuneration of Directors, KMPs and Senior Management of your Company is uploaded on the website of the Company: http://www.eonelectric.com/investors/corporate-policys.html.

AUDITORS

STATUTORY AUDITORS

M/s. J. C. Bhalla & Co. Chartered Accountants, (FRN: 001111N), B 5, Sector 6, NOIDA – 201301 UP, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting. The Company has received their written consent and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the re-appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed there under.

The Audit Committee and the Board of Directors recommend the re–appointment of M/s. J.C. Bhalla & Co. Chartered Accountants, (FRN: 001111N), as the Statutory Auditors of the Company in relation to the financial year 2016–17 till the conclusion of the next Annual General Meeting.

STATUTORY AUDITORS' REPORT

The observations of Statutory Auditors in their reports on Standalone and Consolidated Financials are self–explanatory and therefore do not call for any further comments.

COST AUDITORS

Pursuant to the provisions of Section 141 read with Section 148 of the Companies Act, 2013 and Rules made there under, Mr. Krishan Singh Berk, Cost Accountant (FRN: 102044 & Membership No. 2724), 365, Sector – 15, Faridabad – 121 007 Haryana, was appointed as the Cost Auditor of the Company for the financial year ended March 31, 2016.

Your Board, on the recommendation of the Audit Committee, has re-appointed Mr. Krishan Singh Berk, Cost Accountant, for auditing the cost records of the Company for the financial year 2016-17. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, appropriate resolution seeking your ratification of the remuneration of Mr. Krishan Singh Berk, Cost Accountant, is included in the Notice convening the 27th AGM of the Company.

SECRETARIAL AUDITORS

Your Board had appointed Mr. Manish Ranjan (FCS: 5074) of M/s Manish Ranjan & Associates, Company Secretaries, 503, 5th Floor, Nipun Tower, Plot No. 15, Community Centre, Karkardooma, Delhi – 110092, to conduct the Secretarial Audit of your Company for the financial year ending March 31, 2016. The Secretarial Audit Report is annexed herewith as 'Annexure - A' to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Your Board of Directors has appointed M/s Navneet K Arora & Co., Company Secretaries, having Office at E8/1, Near Geeta Bhawan Mandir, Shivalik Road, Malviya Nagar, New Delhi – 110017, as the Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for the financial year ending March 31, 2017.

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in Form MGT – 9 as stipulated under Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is annexed herewith as 'Annexure-B', to this Report.

RELATED PARTY TRANSACTIONS

In terms of Section 134(3)(h), there is no information to be provided regarding the particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, except the transactions as stated in Note No. 38 of the Financial Statements. Accordingly, no transactions are being reported in Form No. AOC -2 in terms of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

All related party transactions that were entered into during the year under review were in the ordinary course of business and on an arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013.

Moreover, on the recommendations of the Audit Committee, the Board had adopted the Policy on Related Party Transactions in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the provisions of the Companies Act, 2013.

The policy is uploaded at the below web link:
http://www.eonelectric.com/images/investors_pdf/PolicyOnRelatedPartyTransaction.pdf.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company that have occurred between the end of financial year on March 31, 2016 to which these Financial Statements relate and the date of this Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended March 31, 2016.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as 'Annexure – C' to this Report.

RISK MANAGEMENT

Pursuant to the provisions of Section 134(3)(n) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Risk Management Policy and established a risk management framework to identify, mitigate and control the risks, which may threaten the existence of the Company.

INTERNAL FINANCIAL CONTROLS

The Company has a comprehensive Internal Financial Controls system with reference to Financial Statements. During the year, such controls were tested and no reportable material weakness in the design or operations were observed.

The report on the Internal Financial Control issued by the M/s. J. C. Bhalla & Co. Chartered Accountants, (FRN: 001111N), the Statutory Auditors of the Company forms part of the Annual Report. In the opinion of the Board, the existing Internal Financial Control framework is adequate and commensurate with the size and nature of the business of the Company.

WHISTLE BLOWER AND VIGIL MECHANISM

Your Company has formulated a Vigil Mechanism in place namely, Whistle Blower Policy, in accordance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 4 (d)(iv) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to deal with instances of unethical behaviour, actual or suspected, fraud or violation of Company's Code of Conduct. The details of policy is explained in Corporate Governance Report and also uploaded on Company's website under the web link:

http://www.eonelectric.com/images/investors_pdf/WhistleBlowerPolicy.pdf

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by the Companies (Appointment and Remuneration of Managerial Personnel) ammended Rules, 2016 are provided in the 'Annexure D' to this Report.

Pursuant to the provisions of Section 197(12) of Companies Act, 2013 read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by the Companies (Appointment and Remuneration of Managerial Personnel) ammended Rules, 2016, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said rules is also given in 'Annexure D'.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules 2014, the statement containing salient features of the Financial Statements of the Company's Joint Ventures / Associates (in form AOC-1) is attached to this Report as 'Annexure E'.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the Financial Year 2015-16, the provisions of Section 186 of the Companies Act, 2013 were not applicable on the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

DEPOSITS

The Company has not accepted/received any deposits during the year under report falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

(a) that in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards and Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;

(b) that the Directors 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 at March 31, 2016 and of the loss of the Company for the year ended on that date;

(c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) that the annual accounts have been prepared on a going concern basis;

(e) that proper internal financial controls to be followed by the Company were laid down and that such internal financial controls were adequate and operating effectively; and

(f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and such systems were adequate and operating effectively.

OTHER INFORMATION

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith as 'Annexure F' to this Report.

Certificate on Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India. The report on Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report and annexed herewith as 'Annexure G' to this Report.

The requisite certificate from M/s. J. C. Bhalla & Co. Chartered Accountants, (FRN: 001111N), Statutory Auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed herewith to this Report.

Prevention of Sexual Harassment at Workplace

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 & Redressal) Act, 2013 and the Rules made thereunder. 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. There was no complaint received from any employee of the Company during the financial year 2015-16.

Listing of Shares

The shares of the Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).

The Company entered into Uniform Listing Agreement with the BSE Limited and the National Stock Exchange of India Limited in the month of February in order to carry out a novation of the erstwhile Listing Agreement.

The Company has paid annual listing fee for the Financial Year 2016-17 to the BSE Limited and the National Stock Exchange of India Limited.

Personnel

Personnel relations with all employees and workers remained cordial and harmonious throughout the year. Your Directors wish to place on record their sincere appreciation for the devoted services of all the employees and workers of the Company.

Acknowledgements

Your Company's organizational culture upholds professionalism, integrity and continuous improvement across all functions, as well as efficient utilization of the Company's resources for sustainable and profitable growth.

The Directors wish to place on record their appreciation for the valuable co-operation and support received from the Government of India, various State Governments, the Banks and other stakeholders such as, shareholders, customers and suppliers, among others. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to their continued support in future.

For and on behalf of the Board of Directors

Place: New Delhi
Dated: August 13, 2016

Ved Prakash Mahendru
Chairman & Managing Director
DIN: 00005338

ANNEXURE "A"

Form No. MR-3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2016
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2016

To
The Members
Eon Electric Limited
House No. 1048, Sector-14,
Sonepat – 131001, Haryana

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Eon Electric Limited** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, documents, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing; (Not applicable to the Company during the audit period)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008; (Not applicable to the Company during the audit period)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993, regarding the Companies Act, 2013 and dealing with the clients.

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and; (Not applicable to the Company during the audit period)