

23rd
ANNUAL REPORT
2014 = 2015

SURAJ INDUSTRIES LTD

CIN : L26943HP1992PLC016791

BOARD OF DIRECTORS

Chairman	Shri J.K. Jain
Director	Shri Shashi Sharma
Director	Shri Narendra Singh Bisht
Director	Smt. Suchi Bahl
Company Secretary	Bhanumati Ramachandran
Bankers	Punjab National Bank
Auditors	M/s. Satendra Rawat & Co. Chartered Accountants
Registered Office	Plot No. 2, Phase III, Sansarpur Terrace, Himachal Pradesh-173212
Share Transfer Agent	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 rd Floor, 99, Madangir, New Delhi-110062

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Notice

23RD ANNUAL REPORT 2014-2015

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of **M/s SURAJ INDUSTRIES LTD** will be held on Tuesday, September 29, 2015 at 3.00 p.m. at the Registered Office of the Company at Plot No. 2, Phase-III, Sansarpur Terrace, Himachal Pradesh-173212 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 and the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Janeshwar Kumar Jain who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, **M/s Satendra Rawat & Company, Chartered Accountants**, having Firm Registration No. 008298C, be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as fixed by the Board of Directors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Narendra Singh Bisht who was appointed as an Additional Director of the Company with effect from November 14, 2014 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term upto November 13, 2019 and shall not be liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT Ms. Suchi Bahl who was appointed as an Additional Director of the Company with effect from February 14, 2015 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose office shall be liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“Resolved that pursuant to section 149 and all other applicable provisions of the Companies Act, Listing Agreement and Member’s resolution dated 30.09.2014, the tenure of Mr Shashi Sharma, independent director be and is hereby fixed for a period of 5 years from the date of appointment i.e. 30.09.2014 till 29.09.2019 “

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percentage of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percentage of the total share capital 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.

- b) Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 25, 2015 to Tuesday, September 29, 2015 (both days inclusive).
- d) Corporate members are requested to send duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.

- e) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out is annexed hereto.
- f) All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' notice in writing of the intention so to inspect is given to the Company.
- g) Members desirous of obtaining any information concerning the accounts and operation of the Company requested to send their query to the Company at least 10 days before the date of the Annual General Meeting so that any information required by the members may be made available at the meeting.
- h) Members are requested to notify immediately any change in their address, quoting folio numbers to the Company.
- i) The Company has a dedicated E-mail address secretarial@surajindustries.org for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest. The Company's website www.surajindustries.org has a dedicated section on Investors.
- j) As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards for general meeting issued by the Institute of Companies Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting".

k) Voting Options:

The business set out in the Notice of the AGM may be transacted through electronic voting system from a place other than the venue of the meeting (remote e-voting) or through Polling Paper at the AGM. . Information relating to e-Voting facility and voting at the AGM is given below:

(1) Voting through electronic means

- I. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the items of business given in the Notice of the AGM may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by NSDL.
- III. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences at 9:00 a.m. on Saturday, September 26, 2015 and ends at 5:00 p.m. on Monday, September 28, 2015. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Tuesday, September 22, 2015 ("**Cut off date**"), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for remote e-Voting are as under:
 - A. **In case of members receiving an e-mail from NSDL**
 - i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - ii. Click on "Shareholders" tab.
 - iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - iv. Now enter your User ID;
 - a. For CDSL: 16 digits beneficiary Id,
 - b. For NSDL: 8 Character DP Id followed by 8 Digits Client Id,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. 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.

vii. If you are a first time user follow the steps given below:

For members holding shares in Demat Form and Physical Forms	
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 RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

Viii. After entering these details appropriately, click on "SUBMIT" tab.

- ix. Members holding shares in physical form will then reach directly 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of Suraj Industries Ltd. which is **150924003**.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for –Non Individual Shareholders and Custodians:
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xix. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving physical copies of the Notice of the AGM

- (i) Initial Password, along with User ID and EVEN is provided at the bottom of Attendance Slip.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(1) Voting at AGM

The members who have not cast their vote by remote e-Voting can exercise their voting rights at the AGM via polling papers. The Company will make arrangements of Polling Papers in this regard at the AGM venue.

(2) Other Instructions

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of www.evoting.cdsl.com or call at toll free no.: 1800-200-5533.
- II. If you are already registered with CDSL for remote e-Voting, you can use your existing User ID and Password for casting your vote.
- III. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).
- IV. Voting rights (for voting through remote e-Voting as well as Polling Paper) shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date i.e. September 22, 2015.
- V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-off date i.e. September 22, 2015, may obtain the User ID and Password by sending a request (alongwith Name, Folio No./ DP ID & Client ID, as the case may be and shareholding) at evoting@cdsl.co.in or RTA at beetalrta@gmail.com

However, if you are already registered with CDSL for remote e-Voting then you can use your existing User ID and Password for casting your vote. If you forgot your Password, you can reset your Password by using “Forgot User Details/ Password” option available on www.evoting.cdsl.com or contact CDSL on toll free no.: 1800-200-5533.

In case of any queries or grievances connected with voting by electronic means, you may contact Mr. Wenceslaus Furtado, Deputy Manager, CDSL through e-mail at evoting@cdsl.co.in or on Toll Free No.: 1800-200-5533 or Mr. Bhawendra Jha M/s. Beetal Financial Computer Services Pvt. Ltd through email at beetalrta@gmail.com or on Telephone No.: 9312771085.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through Polling Paper. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
- VIII. Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) of M/s DMK Associates, Company Secretaries, has been appointed as “Scrutinizer” to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for the same purpose.
- IX. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- X. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.

- XI. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will, not later than three (3) days of conclusion of the AGM, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing.
- XII. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.surajindustries.org and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him and the results shall also be communicated to the Stock Exchanges. The results shall be displayed at the Registered Office at Plot No. 2, Phase III, Sansarpur Terrace, Himachal Pradesh-173212
- XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 23rd AGM scheduled to be held on Tuesday, September 29, 2015.
- The route map of the venue for the Annual General Meeting is attached herewith.
 - Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking reappointment at the annual general meeting, forms integral part of the notice. The concerned Director has furnished the requisite declarations for his re-appointment and his brief profile forms part of the explanatory statement.

By Order of the Board
For **Suraj Industries Ltd**

BHANUMATI RAMACHANDRAN

COMPANY SECRETARY

Membership No. ACS 9145

Address: E 13 GTB Hospital, Staff Quarters, Delhi-110095

Place : New Delhi

Dated : 02.09.2014

Registered Office:

Plot no. 2, Phase- 3, Sansarpur Terrace, Himachal Pradesh

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

ITEM NO. 4

Mr. Narendra Singh Bisht was co-opted by the Board of Directors as an Additional Director (Independent and Non-executive) with effect from November 14, 2014 pursuant to Section 161(1) of the Companies Act, 2013. Mr. Narendra Singh Bisht holds office till the date of the ensuing Annual General Meeting.

Pursuant to the provisions of Section 149 of the Act read with the Rules made thereunder, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall not be liable to retire by rotation.

Notice along with deposit of the requisite amount as stipulated under Section 160 of the Act has been received from a member intending to propose Mr. Narendra Singh Bisht as a candidate for the office of Director. The Company has also received a declaration from Mr. Narendra Singh Bisht that he meets the criteria of independence as prescribed under Section 149(6) of the Act. Mr. Narendra Singh Bisht is not disqualified from being appointed as a Director in terms of Section 164 of the Act and all the documents related to present appointment are available for inspection at the meeting, and also such documents shall also be available for inspection in physical or in electronic form during business hours at the registered office of the company.

In the opinion of the Board, Mr. Narendra Singh Bisht fulfills the conditions specified in the Act read with the Rules made thereunder for his appointment as an Independent Director and is independent of the management of the Company

Except Mr. Narendra Singh Bisht, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

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

ITEM NO. 5

Ms. Suchi Bahl was co-opted by the Board of Directors as an Additional Director (Promoter and Non-executive) with effect from February 14, 2014 pursuant to Section 161(1) of the Companies Act, 2013. Ms. Suchi Bahl holds office till the date of the ensuing Annual General Meeting.

Notice along with deposit of the requisite amount as stipulated under Section 160 of the Act has been received from a member intending to propose Ms. Suchi Bahl as a candidate for the office of Director and all the documents related to present appointment are available for inspection at the meeting, and also such documents shall also be available for inspection in physical or in electronic form during business hours at the registered office of the company.

Except Ms. Suchi Bahl, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM No. 6

Mr. Shashi Sharma was appointed via Member's Resolution dated 30.09.2014 as per section 149 and Listing Agreement of the Companies Act, 2013

At the time of appointment no tenure was fixed, however, an independent director is required to be appointed for a period of 5 years a per companies Act and Listing Agreement, therefore, to meet the aforesaid requirement, the tenure is required to be fixed as recommended.

Except Mr. Sashi Sharma, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE

ITEM NO-2

Mr. Janeshwar Kumar Jain

Mr. Janeshwar Kumar Jain is a Commerce graduate. He has vast experience of over 50 years in the areas of trading, manufacturing, finance and allied matters in India. He has an in-depth knowledge and strong understanding of edible oil industry over 20 year. He has versatile experience & tremendous exposure in the concerned field.

The Company has benefited a lot by the knowledge and expertise of Mr. Janeshwar Kumar Jain. His tenure is liable to be retire by rotation at the forthcoming Annual General Meeting. The Board of Directors has already recommended for his appointment.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

ITEM No-4

Mr. Narendra Singh Bisht is a Arts graduate. He has vast experience of more than 20 years in the area of business, management, finance and allied matters in India. His best asset is diversity in the area of handling companies of various types and currently his director in 8 other companies.

By Order of the Board
For **Suraj Industries Ltd**

BHANUMATI RAMACHANDRAN

COMPANY SECRETARY

Membership No. ACS 9145

Address: E 13 GTB Hospital, Staff Quarters, Delhi-110095

Place : New Delhi

Dated : 02.09.2014

Registered Office:

Plot no. 2, Phase- 3, Sansarpur Terrace, Himachal Pradesh

Directors' Report

23RD ANNUAL REPORT 2014-2015

To,
The Members,
Suraj Industries Ltd

Your Directors are delighted to present their Report on Company's Business Operations along with the Audited Statement of Accounts for the Financial Year ended March 31, 2015.

FINANCIAL RESULTS OF THE COMPANY

The financial results of the Company for the year under review and comparative figures for the previous year are summarized below:

	(In Rs.)	
	2014-2015	2013-2014
Income	1,05,108	-
Profit/(Loss) before Depreciation	21,712	(86,720)
Depreciation	-	33,734
Net Profit (Loss) after depreciation before tax	21,712	(1,20,454)
Provision for Taxation		
Income Tax	-	-
Net Profit/(Loss) after tax for the year	21,712	(1,20,454)
Additional Depreciation as per Schedule II of Companies Act, 2013 charged against reserves.	(301,447)	-
Profit/ (Loss) Brought Forward	(10,42,65,122)	(10,41,44,668)
Net Profit/ (Loss) Carried to Balance Sheet	(10,45,44,857)	(10,42,65,122)

OPERATIONAL PERFORMANCE:

During the financial year 2014-15, the Company has recorded revenue of Rs. 105,108. The Company has earned net profit of Rs. 21,712 during the year as compared to net loss of Rs. 120,454 in the last year.

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The Company is exploring various business avenues to restart operations in the Company which can give it steady returns in the long run.

DIVIDEND

In view of Financial Results of the Company, your Directors, are unable to recommend any dividend for the year under review..

AMOUNTS TRANSFERRED TO RESERVES:

Due to inadequate profits, the company has not transferred any amount to reserves.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of section 152 of the Companies Act, 2013 and in accordance with provisions of Articles of Association of the

Company, Mr. J K Jain, Director of the Company, is liable to retire by rotation and being eligible, offers himself for re-appointment.

Mr.J.K Jain is not disqualified under Section 164(2) of the Companies Act, 2013.

Mr.Narendra Singh Bisht has been appointed as non-executive independent director by the Board of Directors of the Company for a term of 5 years commencing from November 14, 2014 in pursuance of the section 149, 152 and 161(1) read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

During the year under review, Mr.PradeepGupta, Whole Time Director ceased to be a Director of the Company with effect from November 14, 2014.

Ms.SuchiBahl has been appointed as Non-Executive Director on the Board of Directors of the Companyw.e.f February 14, 2015

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure A"

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- That in the preparation of the Annual Accounts for the year ended March 31, 2015, the applicable Accounting standards have been followed and that there are no material departures.
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit or loss of the Company for the Financial year ended March 31, 2015.
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- With the closure of all the business segments as mentioned in Note no. 1 under Basis for Qualified Audit Opinion of Auditor's Report, the accounts have been prepared not following the going concern assumption and all expenses of revenue nature incurred during the year relating to above segment have been charged off to Profit & Loss Account.
- The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial Position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report.

AUDIT COMMITTEE

The details of the Audit Committee including its composition and terms of reference are mentioned in the Corporate Governance Report which forms part of the Director Report.

The Board, during the year under review, had accepted all the recommendations made to it by the Audit Committee..

AUDITORS

M/s SatendraRawat& Company, Chartered Accountants, Statutory Auditors of the company hold office until the conclusion of ensuing Annual General Meeting and your Directors recommend their re-appointment. The company has received the requisite certificate from M/s SatendraRawat& Company, Chartered Accountants to the effect that their re-appointment, if effected, would be in accordance with the provisions of Section 139 (2) of the Companies Act, 2013 and Rules made there under.

AUDIT REPORT

The Auditor had pointed out certain remarks, which are replied by the Board of Directors hereunder:

Auditors Remark – 1

In the Auditor Report under point no. 1 of Basis for Qualified Audit Opinion, it has been stated that “Attention is drawn to note no. 1(a) and note 14 of the Balance Sheet to the effect that these accounts have been prepared without following the going concern assumption on the closure & cessation of the two business segments by the Company and disposal of major assets of these discontinued segments in preceding years”.

Board's Reply

As the members are aware that the Company has exited from the edible oils business due to adverse market conditions and bleak prospects & all the workers and the employees employed at the factory at Sansarpur Terrace had resigned voluntarily. Thereafter looking at the bleak prospects, the Company had sold off its assets at the factory after taking permission from the members of the Company, to pay off its liabilities. Thereafter the Company ventured into marketing and distribution of liquor but the same has also been discontinued. Since at present the Company had no continuing business except for the liquidation/realization of the liabilities/assets of the previous businesses, the accounts of the Company have been drawn without following the going concern assumption.

Auditors Remark – 2

In the Auditor Report under point no. 2 of Basis for Qualified Audit Opinion, it has been stated that “Company has a sum of Rs. 6.38 lacs as recoverable advances on account of sales tax and income tax refunds, which in view of long time lag, in our opinion, are not realisable and should have been written off. Therefore, the profit of

the year and current assets are shown more by Rs. 6.38 lacs and deficit in statement of profit and loss account is shown less to that extent”.

Board's Reply

The company is pursuing the recovery of these dues from Sales Tax & Income Tax Department. In view of this, these amounts have not been written off as non- recoverable.

SECRETARIAL AUDITOR

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Ms. Monika Kohli, Company Secretary in Practice to undertake the Secretarial Audit of the Company for financial year 2014-15.

The Secretarial Audit Report in prescribed form MR-3 for Financial Year 2014-15 forms part of the Annual Report as “**Annexure B**” to the Board Report.

SECRETARIAL AUDIT REPORT

The Secretarial Auditor had pointed out certain remarks, which are replied by the Board of Directors hereunder:

Secretarial Auditors Remark – 1

The Company has not appointed any executive director in terms of provisions of Listing Agreement.

Board's Reply

Since the Company is not doing any business activity for many years therefore there was no person who has shown his interest to become the Whole Time (Executive) Director in the Company, However your management is taking steps to appoint executive director to comply the requirement of law.

The Management has identified some person and is in the process of selection the candidate for the post of Whole Time Director. It is expected that Company shall appoint the Whole Time Director shortly.

Secretarial Auditors Remark – 2

The Company was required to appoint Internal Auditor as per the section 138 of the Companies Act, 2013 read with rule 13 of Companies (Accounts) Rule 2014. However, it is observed that no Internal Auditor has been appointed by the Company.

Board's Reply

Since the Company did not have any continuing business operations and the volumes of transactions are very less and the company is a loss making entity, therefore, it was not feasible to appoint internal auditor. However, the internal controls were adequately exercised.

Secretarial Auditors Remark – 3

The Company was required to appoint Managing Director/Manager/ Chief Executive Officer/Whole-time Director and Chief Financial Officer (as prescribed under section 203 of the Companies Act, 2013 read with rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. However, no Managing Director/