Madhur Industries Ltd.

(A Govt. recognised Export House)

FORM: B

Clause 31 (a) of Listing Agreement

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	**MADHUR INDUSTRIES LIMITED**
2.	Annual financial statements for the year ended	31st March, 2015
3.	Type of Audit qualification	Qualified
4.	Frequency of qualification	Occasional
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	**Qualifications:** Non Compliance with the following Accounting Standards- *1. Accounting Standard – 15 on "Retirement Benefits".* **Response of Management:** The Board of Directors would take precautionary measures to avoid such qualification in future.
	Additional comments from the board / audit committee chair:	The Board of Directors and committee members would take corrective steps to avoid such qualification in future.
5.	To be signed by:	
	Managing Director	**(MR. VINIT PARIKH)**
	CFO	**(MR. VINIT PARIKH)**
	Audit Committee (Chairman)	**(MR. VITTALA SHETTY)**
	Auditor of the Company	**(For, M/S. V. S. MANWANI & CO.)** Chartered Accountants (FRN: 140076W) MR. VIJAY MANWANI Proprietor (M. No.: 162129)

MADHUR GROUP

"Madhur Complex", 3rd Floor, Stadium Cross Road, Navrangpura, Ahmedabad - 380 009. (India) • Phone: +91-79 - 32925331
Fax: +91-79 - 26563861 • E-mail: info@madhurindustrieslimited.com • Visit us at: http://www.madhurindustrieslimited.com
Export Office: G-49/A.P.M.C. Market No.1, Phase II, Vashi, New Mumbai-400 705. (India)
Phone: +91-22-27655589, 27655591 • Fax: +91-22-27655590 • E-mail: mfpl@bom3.vsnl.net.in

MADHUR INDUSTRIES LIMITED

(CIN: L51909GJ1973PLC002252)

REGISTERED OFFICE:

MADHAVPURA MARKET,
SHAHIBAG ROAD,
AHMEDABAD

CORPORATE & ADMINISTRATION OFFICE:

MADHUR COMPLEX,
STADIUM CROSS ROAD,
NAVRANGPURA,
AHMEDABAD – 380009

ANNUAL REPORT

2014-15

BOARD OF DIRECTORS:

MR. VINIT PARIKH	:	MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER
MR. SHALIN PARIKH	:	PROMOTER DIRECTOR
MR. NARENDRA CHAVDA	:	INDEPENDENT DIRECTOR
MR. VITTALA SHETTY	:	INDEPENDENT DIRECTOR
MRS. BHAVNA MEHTA	:	DIRECTOR

AUDITORS:

M/S. V.S. MANWANI & CO.
CHARTERED ACCOUNTANTS (M. No.: 162129)
305, 24 CARAT COMPLEX,
NEAR ROCK REGENCY HOTEL,
C G ROAD,
AHMEDABAD - 380009

REGISTRAR & SHARE TRANSFER AGENT:

M/S. LINK INTIME INDIA PVT LTD
UNIT NO 303, 3RD FLOOR,
SHOPPERS PLAZA, OPP. MUNICIPAL MARKET,
BEHIND SHOPPERS PLAZA II,
OFF C G ROAD,
AHMEDABAD- 380009

STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:

1. **THE BOMBAY STOCK EXCHANGE LIMITED**

   25TH FLOOR, P. J. TOWERS,
   DALAL STREET, FORT,
   MUMBAI – 400001

2. **THE AHMEDABAD STOCK EXCHANGE LIMITED**

   KAMDHENU COMPLEX,
   OPP. SAHJANAND COLLEGE,
   PANJARAPOLE, AMBAWADI,
   AHMEDABAD - 380015

MADHUR INDUSRIES LIMITED

NOTICE

[illegible] give [illegible] LIM[illegible] held [illegible] STADIUM [illegible] ROA[illegible] [illegible]PANGPURA [illegible] [illegible] M[illegible] the following [illegible]

ORDINARY BUSINESS:

1. To receive, consider and [illegible] the Financial Statements [illegible] ended March 31, 2015, including the Audited Balance [illegible] Statement of Profit and [illegible] Board of Directors [illegible]

2. To appoint a Director [illegible] Statutory terms of Section [illegible] [illegible]

3. To appoint the Sta[illegible] consider and if thought [illegible] resolution as an **Ordinary Resolution**:

   RESOLVED THAT [illegible] there [illegible] M. S. A. S. MANWANI & CO. [illegible] Accountants (Membership No. [illegible]) [illegible] the Company [illegible] Meeting [illegible] of Forty Second [illegible] [illegible] Company and the Auditors.

MADHUR INDUSRIES LIMITED

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, read with Schedule IV to the Act, as amended from time to time and subject to approval of the members of the Company, MRS. BHAVNA MEHTA (DIN: 07002645), a Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be appointed as an Independent Director of the Company with effect from 30th September, 2015 for a consecutive period of Five (5) financial years and not liable to retire by rotation."

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

   "**RESOLVED THAT** pursuant to the provisions of Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions and rules framed thereunder, approval of the members of the Company be and is hereby accorded to pay the Managerial Remuneration to MR. VINIT PARIKH, Managing Director of the Company (DIN: 00494521) of Rs. 75,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and Mr. Vinit Parikh w.e.f. 1st April, 2015."

"**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of the profits of the Company in any financial year, the remuneration as mentioned in the above stated resolution shall be paid as Minimum Remuneration to Mr. Vinit Parikh for the remaining term of his appointment and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions and rules framed thereunder, approval of the members of the Company be and is hereby accorded to pay the Managerial Remuneration to MR. SHALIN PARIKH, Director of the Company (DIN: 00494506) of Rs. 30,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and Mr. Shalin Parikh w.e.f. 1st April, 2015."

"**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of the profits of the Company in any financial year, the remuneration as mentioned in the above stated resolution shall be paid as Minimum Remuneration to Mr. Shalin Parikh and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution."

PLACE: AHMEDABAD

DATE: 14/08/2015

BY THE ORDER OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED

Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.

2. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

3. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

4. Information as required under clause 49 (VIII) (E) (1) of the Listing Agreement regarding appointment / reappointment of Directors are annexed hereto.

5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on **FRIDAY, 14TH AUGUST, 2015**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 23rd September, 2015** to **Wednesday, 30th September, 2015** (both days inclusive) in connection with AGM.

7. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.

8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.

9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of Listing Agreement, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **23RD SEPTEMBER, 2015**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal http://www.evotingindia.com in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and

(ii) Voting through electronic means shall commence from **9:00 A.M. on 27TH SEPTEMBER, 2015 and end at 5:00 P.M. on 29TH SEPTEMBER, 2015**. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/ she is not allowed to vote in the Annual General Meeting.

10. The Member who transfers his / her shares before the Cut-off date i.e. **23RD SEPTEMBER, 2015**, is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.

11. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **23RD SEPTEMBER, 2015**, may request to the Company on registered mail ID of the company i.e. info@madhurindustrieslimited.com to obtain the User ID & Password.

12. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL https://www.evotingindia.co.in on or before **6:00 P.M. on 30TH SEPTEMBER, 2015** and communicated to the BSE Limited where the shares of the Company are listed.

GROUP

MADHUR INDUSRIES LIMITED

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (The 'Act'), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned under Item No. 4, 5 & 6 of the accompanying Notice:

Item No. 4:

To comply with the provisions of Clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013, the Board has recommended the appointment of MRS. BHAVNA MEHTA (DIN: 07002645) as an Independent Director W.e.f. September 30, 2015 to September 29, 2020. Mrs. Bhavna Mehta has given a declaration to the Board that she meets the criteria of independence as provided in Section 149 (6) of the Act. In opinion of the Board, Mrs. Bhavna Mehta fulfills the conditions specified in the Act and the rules framed there under for appointment as Independent Director. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Bhavna Mehta as Independent Director is now being placed before the Members for their approval. The terms and conditions of appointment of Mrs. Bhavna Mehta shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Your Directors accordingly recommend for appointment of Mrs. Bhavna Mehta as an Independent Director of the Company w.e.f. 30th September, 2015 as set out in the enabling resolution at Item No. 4 for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mrs. Bhavna Mehta is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5:

The recommendation was made to appreciate and to encourage the contributions devoted by the Directors by the way of paying the remuneration to them for the financial year 2015-16. However, due to inadequacy of profit the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company.

The proposal was made to pay the Managerial Remuneration of Rs. 75,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. VINIT PARIKH, Managing Director of the Company (DIN: 00494521) w.e.f. 1st April, 2015. Since the profit of the company is insufficient for paying the remuneration, the discussion was made to comply with the provisions of Schedule V of the Companies Act, 2013 for the same.

Your Directors accordingly recommend for payment of Managerial Remuneration of Rs. 75,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and Mr. Vinit Parikh w.e.f. 1st April, 2015 as set out in the enabling resolution at Item No. 5 for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Vinit Parikh is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6:

The recommendation was made to appreciate and to encourage the contributions devoted by the Directors by the way of paying the remuneration to them for the financial year 2015-16. However, due to inadequacy of profit the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company.

MADHUR INDUSRIES LIMITED

The proposal was made to pay the Managerial Remuneration of Rs. 30,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. SHALIN PARIKH, Director of the Company (DIN: 00494506) w.e.f. 1st April, 2015. Since the profit of the company is insufficient for paying the remuneration, the discussion was made to comply with the provisions of Schedule V of the Companies Act, 2013 for the same.

Your Directors accordingly recommend for payment of Managerial Remuneration of Rs. 30,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and Mr. Shalin Parikh w.e.f. 1st April, 2015 as set out in the enabling resolution at Item No. 6 for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Shalin Parikh is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

PLACE: AHMEDABAD

DATE: 14/08/2015

BY THE ORDER OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED

Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

Information pursuant to Clause 49 of the Listing Agreement with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

- **MR. SHALIN PARIKH (DIN: 00494506) - DIRECTOR:**

MR. SHALIN PARIKH (DIN: 00494506) is a Director of the Company from 15 years and has experience of 10 to 15 years in the issues related to administrative work and has degree of Bachelor of Commerce. Mr. Shalin Parikh is not being director in any other company and chairman / member of Board Committees of other companies.

Shareholding in the Company: **1,00,924 Equity Shares.**

- **MRS. BHAVNA MEHTA (DIN: 07002645) - NON EXECUTIVE WOMAN DIRECTOR:**

MRS. BHAVNA MEHTA (DIN: 07002645), holds degree of Graduate and has expertise in administrative work. Below is a list of other companies in which MRS. BHAVNA MEHTA is a Director and chairman / member of Board Committees of other companies:

Sr. No.	List of other directorship	Chairmanship / Membership of Committees of the Board of other companies
1	MADHUR CAPITAL AND FINANCE LIMITED	Member of Nomination and Remuneration Committee

Shareholding in the Company: NIL.

MADHUR INDUSRIES LIMITED

THE INSTRUCTIONS FOR E-VOTING:

SECTION A - E-VOTING PROCESS:

(i) The voting period begins on 27TH SEPTEMBER, 2015 FROM 9:00 A.M. TO 29TH SEPTEMBER, 2015 at 5:00 P.M. 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) of 23RD SEPTEMBER, 2015 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.

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN i.e. "**150825081**" for the relevant Company Name i.e. **MADHUR INDUSTRIES LIMITED** on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) **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 Corporate.

- 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.

- 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

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

i. The E-Voting period commences on **27TH SEPTEMBER, 2015 (09:00 A.M.) and ends on 29TH SEPTEMBER, 2015 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date i.e **23RD SEPTEMBER, 2015** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.

iii. CS Anish Shah, Practising Company Secretary (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad - 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.

iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.

v. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL https://www.evotingindia.co.in on or before **6:00 P.M. on 30TH SEPTEMBER, 2015** and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.

vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.

viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.

ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

x. The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.

xi. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

MADHUR INDUSRIES LIMITED

MADHUR INDUSTRIES LIMITED

Registered Office: MADHAVPURA MARKET,
SHAHIBAG ROAD,
AHMEDABAD

Corporate & Administration Office: MADHUR COMPLEX,
STADIUM CROSS ROAD,
NAVRANGPURA,
AHMEDABAD – 380009

(T) 079- 26563861
www.madhurindustrieslimited.com
Email: info@madhurindustrieslimited.com
CIN: **L51909GJ1973PLC002252**

Name of the Sole / First Named Member : _____

Address of Sole / First Named Member : _____

_____

Registered Folio Number : _____

DPID /Client ID : _____

Number of shares held : _____

Dear Member,

SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 42nd Annual General Meeting of the Company to be held on 30TH SEPTEMBER, 2015 at MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD – 380009.
The Company has engaged the services of Central Depository Services (I) Limited ("CDSL") to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM. The remote e-voting facility is available at the link https://www.evotingindia.com.

MADHUR INDUSRIES LIMITED

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / Sequence No.

The remote e-voting facility will be available during the following voting period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
27th September, 2015 (9:00 A.M.)	29th September, 2015 (5:00 P.M.)

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 30TH SEPTEMBER, 2015.

MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE ANNUAL REPORT.

MADHUR INDUSRIES LIMITED

DIRECTORS' REPORT

To,
The Members,
MADHUR INDUSTRIES LIMITED
AHMEDABAD

Your Directors have pleasure in presenting herewith their 42nd Annual Report on the business and operation of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31st March, 2015.

1. PERFORMANCE OF THE COMPANY (STANDALONE):

(Rs. In Lacs)

PARTICULARS	2014-15	2013-14
Income for the year	1081.76	1009.54
Less: Expenditure for the year excluding Depreciation and Amortization Exp.	(1061.35)	(980.09)
Less: Depreciation and Amortization Exp.	(18.44)	(21.23)
Less: Exceptional Items	(0.52)	0
Profit or Loss after Depreciation and Amortization Exp. But before Tax	**1.45**	**8.22**
Less: Current Tax	(0.33)	NIL
Profit or Loss After Tax	**1.12**	**8.22**

The Company has earned a total income of Rs. 1081.76 Lacs in the current financial year 2014-15, against total income of Rs. 1009.54 Lacs in the immediately preceding financial year. The net profit of the Company for the year is Rs. 1.12 Lacs as compared to Rs. 8.22 Lacs in the previous year. The Company will try to achieve the performance in terms of profit in next year by making more initiatives in the activities of the Company.

2. DIVIDEND:

With a view to enlarge the business operations of the Company, the Directors did not recommend dividend for the Current Year.

3. **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions Section 152 (6) of the Companies Act, 2013, MR. SHALIN PARIKH (DIN: 00494506) Director of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

Pursuant to the provisions Section 149 & 152 of the Companies Act, 2013, MRS. BHAVNA MEHTA (DIN: 07002645), a Director of the Company, be appointed as Independent Director for term of Five years with effect from 30th September, 2015.

The terms of Managerial Remuneration paid of MR. VINIT PARIKH & MR. SHALIN PARIKH are revised as per as per the Schedule V as provided in the newly enacted Companies Act, 2013.

Pursuant to the provisions Section 149 & 152 of the Companies Act, 2013, MR. NARENDRA CHAVDA (DIN: 02377055) & MR. VITTALA SHETTY (DIN: 02380735) have been appointed as an Independent Directors for term of Five years with effect from 30th September, 2014. Further, MRS. BHAVNA MEHTA (DIN: 07002645) has been appointed as Woman Director with effect from 30th September, 2014.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement which is hereby enclosed as **'Annexure: I'.**

Also, MR. VINIT PARIKH has been appointed Chief Financial Officer with effect from 13th August, 2014.

4. **MEETINGS:**

During the year, Five Board Meetings and Four Audit Committee Meetings were duly convened and held. The following are the dates on which the said Board Meetings held:

May 30, 2014, August 13, 2014, November 14, 2014, February 11, 2015 & 24th March, 2015.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

5. **COMMITTEES:**

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statues.

The Board has constituted following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Share Transfer Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

6. **EXTRACTS OF ANNUAL RETURN:**

Pursuant to sub-section 3 (a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2015 forms part of this report as '**Annexure: II**'.

7. **STATUTORY AUDITORS & AUDIT REPORT:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, **M/S. V. S. MANWANI & CO.**, Chartered Accountants, (Membership No.: 162129), have been appointed as Statutory Auditors of the company from the conclusion of this Annual General Meeting till the conclusion of Forty Seventh Annual General Meeting of the Company to be held for the year 2019-20, for a consecutive period of Five (5) financial years. For the said business, necessary resolution is put to vote in this AGM, as stated in the Item No. 3 of the notice of Annual General Meeting, they are eligible for appointment to conduct statutory audit.

In this regard, the Company has received a certificate from the auditors to the effect that if they are appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. Auditors comments on your company's accounts for year ended March 31, 2015 are self explanatory in nature and do not require any explanation as per provisions of Section 134 (3) (f) of the Companies Act, 2013.

There following qualification, reservation or adverse remark or disclaimer made by Statutory Auditor in its report:

1. ***Accounting Standard – 15 for 'Retirement Benefits' as the provision for Gratuity is not based on actuarial valuation but on other rationale basis while provision for other benefits such as Leave Encashment has not been made. The effect of the same cannot be quantified, to the extent profit for the year and balance of Profit & Loss Account is overstated.***

8. INTERNAL AUDIT & CONTROLS:

Your company had laid down set of standards, processes and structure which enables to implement internal financial control across the organization and ensure that the same are adequate and operating effectively.

9. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Companies Act, 2013, your company had appointed **M/S. A. SHAH & ASSOCIATES**, Practising Company Secretaries, Ahmedabad, as its Secretarial Auditors to conduct the Secretarial Audit of the company for F.Y. 2014-15. The Report of the Secretarial Auditor for the F.Y. 2014-15 is annexed to this report as '**Annexure: III**' to the Directors' Report.

Secretarial Auditors have qualified their report to the Members of the Company & in this connection; the Board of Directors of the Company has discussed the same at arm's length and agreed to take the corrective steps on following Qualifications:

1. ***The Company is yet to comply with Clause 47 (a) of Listing Agreement.***
2. ***The Company is not in compliance with Pursuant to Section 203 (1) (ii) of Company's Act, 2013.***

MADHUR INDUSRIES LIMITED

3. ***The Company is not in compliance with Clause 41 (III) & 41 (VI) for the Financial Year 2014-15.***
4. ***The Company is not in compliance with Clause 54 of Listing Agreement.***
5. ***The Company is yet to comply with Clause 41 (1) (h) with regards to Peer Review Audit Firm.***
6. ***The Company is yet to comply with the Section 138 of the Companies Act, 2013 i.e. Internal Auditor needs to be appointed to conduct the internal audit of the functions and activities of the Company.***
7. ***The Company is also listed on Ahmedabad Stock Exchange (ASE) but no statutory compliance have been done with the Ahmedabad stock Exchange pursuant to Listing Agreement, Depositories Act and any other compliance as required to be done with the said Stock Exchange.***
8. ***The Company is not in compliance with the Section 197 & 198 of the Companies Act, 2013 with regards to the payment of Managerial Remuneration to the Directors of the Company.***
9. ***The Company is not in compliance with Clause 49 of Listing Agreement with regards to the Composition of the Board of Directors.***
10. ***The Company is not in compliance with the Section 188 of the Companies Act, 2013 with regards to 'Related Party Transactions' as the supporting documents for the payment of Rent to the Related Parties are not provided by the Management of the Company.***
11. ***The Company is not in compliance with the Section 185 of the Companies Act, 2013 with regards to the Loans and Advance granted to the Related Parties of the Company.***

Secretarial Auditor Report (MR-3) is self explanatory and therefore do not call for any further comments.

10. NOMINATION AND REMUNERATION POLICY:

The Board has on the recommendation of Nomination and Remuneration / Compensation Committee framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as '**Annexure: IV**'.

11. 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 Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreement.

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.

GROUP

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.

12. FIXED DEPOSITS:

Your Company has not accepted any fixed deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013. Hence, the disclosures required as per Rule 8 (5) (v) & (vi) of the Companies (Accounts) Rules, 2014, read with Section 73 to 76 of the Companies Act, 2013 are not applicable to your Company.

13. CORPORATE GOVERNANCE:

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with all our stakeholders.

A separate section on Corporate Governance Standards followed by your Company, as stipulated under Clause 49 of the Listing Agreement is enclosed as Annexure to this Report. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013.

A Certificate from **M/S. V. S. MANWANI & CO.**, Chartered Accountants, (Membership No.: 162129) Ahmedabad, conforming compliance to the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed to this Report.

14. VIGIL MECHANISM:

In pursuant to the provisions of section 177 (9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

15. ENERGY & TECHNOLOGY:

(a) Conservation of energy:

(i)	the steps taken or impact on conservation of energy	N.A.
(ii)	the steps taken by the company for utilizing alternate sources of energy	N.A.
(iii)	the capital investment on energy conservation equipment's	N.A.

(b) Technology absorption:

(i)	the efforts made towards technology absorption	N.A.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N.A.
	(a) the details of technology imported	N.A.
	(b) the year of import;	N.A.
	(c) whether the technology been fully absorbed	N.A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	the expenditure incurred on Research and Development	N.A.

The efforts are being made for energy conservation to new and innovative means. Further, the Company did not have any imported technology during the financial year.

16. FOREIGN EXCHANGE EARNINGS / OUTGO:

The Company has earned the Foreign Exchange by the way of Export Sales to the tune of Rs. 6,84,65,258/- during the Financial Year 2014-15.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions those were entered during the financial year were in ordinary course of the business of the company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the company.

All such Related Party Transactions are placed before the Audit Committee for approval.

The particulars of every contract or arrangements entered into by the Company with related parties referred to the sub-section (1) of section 188 of the Companies Act, 2013, are disclosed in Form No. AOC-2 **'Annexure: V'** the same forms part of this report, pursuant to Section 134 (3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

In terms of provisions of Section 134 (3) (g) of the Companies Act 2013, the Particulars of Loans, Guarantees or Investments under Section 186, is annexed hereto as **'Annexure: VI'** and forms part of this Report.

19. PARTICULARS OF EMPLOYEES REMUNERATION:

A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197, of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as "**Annexure VII**".

B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as no employees is paid remuneration of Rs. 5 Lac Per Month and Rs. 60 Lacs Per Annum.

20. HUMAN RESOURCES DEVELOPMENT:

Your Company treats its "human resources" as one of its most significant assets. The Company continues its focus on retention through employee engagement initiatives and provides a holistic environment where employees get opportunities to realize their potential. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement. The Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

21. CHANGE IN NATURE OF THE BUSINESS:

There has been no change in the nature of business of the company during the year under review.

22. MANAGEMENT DISCUSSION AND ANALYSIS:

As per Clause 49 of listing agreement with the Stock Exchanges, a separate section on Management Discussion and Analysis outlining the business of the Company is set out in Annexure forming part of this Report.

23. SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY:

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

24. STATEMENT OF DIRECTORS' RESPONSIBILITY:

Pursuant to requirement under 134 (3) (c) of the Companies Act, 2013 (Act), Directors, confirm that:

(a) in the preparation of the annual accounts for the year ended on 31st March, 2015, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;

(b) 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, 2015 and of the profit of the company for the year ended on that date;

(c) the Directors 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;

(d) the Directors had prepared the annual accounts on a going concern basis;

(e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and;

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

25. **ACKNOWLEDGEMENT:**

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

PLACE: AHMEDABAD

DATE: 14/08/2015

ON BEHALF OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED

Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

Annexure: I

DECLARATION OF INDEPENDENCE

1st April, 2015

TO,
MADHUR INDUSTRIES LIMITED
MADHAVPURA MARKET,
SHAHIBAG ROAD,
AHMEDABAD

Subject: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, MR. NARENDRA CHAVDA, hereby certify that I am a Non-Executive Independent Director of **MADHUR INDUSTRIES LIMITED**, resident of C 339, SHRMAN PARK, SOCNOBALNGR, KUBERNGR, AHMEDABAD - 380001 and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

MADHUR INDUSRIES LIMITED

- Neither me nor any of my relatives:

  a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

  b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

  c) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**

  d) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

  e) holds together with my relatives 2% or more of the total voting power of the company; **or**

  f) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;

- I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

MADHUR INDUSRIES LIMITED

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

Sd/-

MR. NARENDRA CHAVDA
C 339, SHRMAN PARK,
SOCNOBALNGR, KUBERNGR,
AHMEDABAD - 380001
(DIN: 02377055)

MADHUR INDUSRIES LIMITED

DECLARATION OF INDEPENDENCE

1st April, 2015

TO,
MADHUR INDUSTRIES LIMITED
MADHAVPURA MARKET,
SHAHIBAG ROAD,
AHMEDABAD

Subject: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, MR. VITTALA SHETTY, hereby certify that I am a Non-Executive Independent Director of **MADHUR INDUSTRIES LIMITED**, resident of A-104, BLUEBELL CO-OP. HSG SOC, EKSAR RD, BORIVALIW, MUMBAI - 400092 and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

MADHUR INDUSRIES LIMITED

- Neither me nor any of my relatives:

  a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

  b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

  c) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**

  d) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

  e) holds together with my relatives 2% or more of the total voting power of the company; **or**

  f) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;

- I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

MADHUR INDUSRIES LIMITED

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

Sd/-

MR. VITTALA SHETTY
A-104, BLUEBELL CO-OP. HSG SOC,
EKSAR RD, BORIVALIW,
MUMBAI - 400092
(DIN: 02380735)

MADHUR INDUSRIES LIMITED

Annexure: II

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31/03/2015

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	**L51909GJ1973PLC002252**
2.	Registration Date	03/04/1973
3.	Name of the Company	**MADHUR INDUSTRIES LIMITED**
4.	Category/Sub-category of the Company	Category : Company limited by shares Sub-category : Indian Non-Government Company
5.	Address of the Registered office & contact details	**REGISTERED OFFICE**: MADHAVPURA MARKET, SHAHIBAG ROAD, AHMEDABAD **CORPORATE & ADMINISTRATION OFFICE:** MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD – 380009 **Contact No.** : 079- 26563861 **FAX:** 079-26563861 **Mail ID:** info@madhurindustrieslimited.com
6.	Whether listed company	BSE LIMITED & ASE LIMITED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	**M/S. LINK INTIME INDIA PVT. LTD.** UNIT NO 303, 3RD FLOOR, SHOPPERS PLAZA, OPP. MUNICIPAL MARKET, BEHIND SHOPPERS PLAZA II, OFF C G ROAD, AHMEDABAD- 380009 **Contact No.:** 079 - 2646 5179 **FAX:** 91-22-2859 1568 **Mail ID:** ahmedabad@linkintime.co.in

MADHUR INDUSRIES LIMITED

II. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated):

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	N.A.	N.A.	N.A.

III. **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

A) Category-wise Share Holding:

Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2014 i.e. on the basis of SHP of March 31, 2014)				No. of Shares held at the end of the year (as on March 31, 2015 i.e. on the basis of SHP of March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters/ Promoters Group									
(1) Indian									
a) Individual/HUF	1362200	-	1362200	33.31	1362200	-	1362200	33.31	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	45300	-	45300	1.11	45300	-	45300	1.11	
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	1407500	-	1407500	34.42	1407600	-	1407500	34.42	-
(2) Foreign									

MADHUR INDUSRIES LIMITED

a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-		-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-		-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	-		-	-	-	-	-	-	-
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	**1407500**	-	**1407500**	**34.42**	**1407600**	-	**1407500**	**34.42**	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	4800	-	4800	0.12	-	4500	4500	0.11	-0.01
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-		-	-	-	-	-	-	-
h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-

MADHUR INDUSRIES LIMITED

i 1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-
i-2) Trust	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	**4800**	**-**	**4800**	**0.12**	**-**	**4500**	**4500**	**0.11**	**-0.01**
2.Non-Institutions									
a) Bodies Corporate									
i) Indian	220953	1000	221953	4.21	74985	1000	75985	1.86	-2.35
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	918693	711600	1630293	40 14	700447	649300	1349447	32.99	-7.15
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	678641	22600	701241	19.62	1177951	25100	1203051	29.41	-9.79
c) Others (specify)	-	-	-	-	-	-	-	-	-
Clearing Members	108313	-	108313	1.39	34817	-	34817	0.85	-0.54
Non Resident Indian (Repat)	1700	14200	15900	0.39	500	14200	14700	0.35	-0.04
Non Resident Indian (Non-Repat)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):	**1928300**	**749400**	**2677700**	**65.75**	**1988300**	**689600**	**2677900**	**65.47**	**-0.28**

MADHUR INDUSRIES LIMITED

Total Public Shareholding (B)=(B)(1)+(B)(2)	1933100	749400	2682500	65.87	1988300	694100	2682400	65.58	-0.29
C. Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3340600	749400	4090000	100	3395900	694100	4090000	100	-

B) Shareholding of Promoter:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year **(as on April 1, 2014 i.e. on the basis of SHP of March 31, 2014)**			Shareholding at the end of the year **(as on March 31, 2015 i.e. on the basis of SHP of March 31, 2015)**			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	MADHUR SHARES & STOCK PVT LTD	45300	1.11	-	45300	1.11	-	-
2	VINIT PARIKH	592366	14.48	-	592366	14.48	-	-
3	SHALIN PARIKH	100924	2.47	-	100924	2.47	-	-
4	BHARTIBEN PARIKH	33224	0.81	-	33224	0.81	-	-
5	PUSHPABEN PARIKH	616886	15.08	-	616886	15.08	-	-
6	RAMESH NANDAL PARIKH	18800	0.46	-	18800	0.46	-	-

MADHUR INDUSRIES LIMITED

C) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No.	Name of the Promoter	Date	Reason (if any increase / (decrease) during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	---	---	---	---	---	---	---

NOTE: There is 'No Change' in the shareholding of the Promoters or Promoters' Group during the current financial year.

D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholder	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	PARSOTAMDAS AMULDAS RAMANI	1/4/2014	At the beginning of the year	-	-	-	-
		March-June, 2014	Increase due to Acquisition	111974	2.74	111974	2.74
		31/3/2015	At the end of the year	-	-	111974	2.74

2.	GAURANG GHANSHYAMSINH CHUDASAMA	1/4/2014	At the beginning of the year	42824	1.05	42824	1.05
		March-June, 2014	Decrease due to transfer	(10388)	(0.26)	32436	0.79
		June-Sept., 2014	Increase due to Acquisition	20603	0.50	53039	1.29
		Sept.-Dec., 2014	Increase due to Acquisition	9582	0.23	62621	1.53
		Dec., 2014-March, 2015	Increase due to Acquisition	7422	0.18	70043	1.71
		31/3/2015	At the end of the year	-	-	70043	1.71
3.	PREMLATTABEN GANPATRAJ JAIN	1/4/2014	At the beginning of the year	64139	1.57	64139	1.57
		31/3/2015	At the end of the year	-	-	64139	1.57
4.	KANTIBHAI VALABHAI DARJI	1/4/2014	At the beginning of the year	53950	1.32	53950	1.32
		March-June, 2014	Decrease due to transfer	700	0.02	53250	1.30
		31/3/2015	At the end of the year	-	-	53250	1.30
5.	SNEHLATA HITESHKUMAR JAGETIYA	1/4/2014	At the beginning of the year	39100	0.96	39100	0.96
		March-June, 2014	Increase due to Acquisition	6123	0.20	45223	1.16
		June-Sept., 2014	Increase due to Acquisition	1935	0.01	47158	1.15
		Sept.-Dec., 2014	Increase due to Acquisition	4678	0.12	51831	1.27
		31/3/2015	At the end of the year	-	-	51831	1.27
6.	JITENDRABHAI CHATURLAL TRIVEDI	1/4/2014	At the beginning of the year	100	0.002	100	0.002
		March-June, 2014	Increase due to Acquisition	33677	0.82	33777	0.83
		Sept.-Dec., 2014	Increase due to Acquisition	6793	0.16	40570	0.99
		31/3/2015	At the end of the year	-	-	40570	0.99

7.	JITENDRAKUMAR BHIKHABHAI PATEL	1/4/2014	At the beginning of the year	34999	0.86	34999	0.86
		31/3/2015	At the end of the year	-	-	34999	0.86
8.	ARIHANT CAPITAL MKT. LTD	1/4/2014	At the beginning of the year	33748	0.83	33748	0.83
		31/3/2015	At the end of the year	-	-	33748	0.83
9.	PARSHOTTAMBHAI KUNVERJIBHAI SAPRA & SHOBHABEN PARSHOTTAMBHAI SAPRA	1/4/2014	At the beginning of the year	33000	0.81	33000	0.81
		31/3/2015	At the end of the year	-	-	33000	0.81
10.	NAYNABEN HARSHAD SHAH	1/4/2014	At the beginning of the year	31000	0.76	31000	0.76
		31/3/2015	At the end of the year	-	-	31000	0.76

MADHUR INDUSRIES LIMITED

E) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name of the Director and Key Managerial Personnel	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MR. VINIT PARIKH (MD & CFO)	1/4/2014	At the beginning of the year	592366	14.48	592366	14.48
		31/3/2015	At the end of the year	-	-	592366	14.48
2.	MR. SHALIN PARIKH (DIRECTOR)	1/4/2014	At the beginning of the year	100924	2.47	100924	2.47
		31/3/2015	At the end of the year	-	-	100924	2.47
3.	MR. NARENDRA CHAVDA (DIRECTOR)	1/4/2014	At the beginning of the year	-	-	-	-
		31/3/2015	At the end of the year	-	-	-	-
4.	MR. VITTALA SHETTY (DIRECTOR)	1/4/2014	At the beginning of the year	-	-	-	-
		31/3/2015	At the end of the year	-	-	-	-
5.	MRS. BHAVNA MEHTA (DIRECTOR)	1/4/2014	At the beginning of the year	-	-	-	-
		31/3/2015	At the end of the year	-	-	-	-

MADHUR INDUSRIES LIMITED

F) INDEBTEDNESS: Indebtedness of the Company including interest outstanding / accrued but not due for payment:

Particulars	Secured Loans excluding deposits (Cash Credit)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:				
i) Principal Amount	2,91,188	29,05,234	1,70,093	33,66,515
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**2,91,188**	**29,05,234**	**1,70,093**	**33,66,515**
Change in Indebtedness during the financial year:				
* Addition	0	11,60,120	0	11,60,120
* (Reduction)	(80,389)	(58,880)	(1,70,093)	(3,09,362)
Net Change	**(80,389)**	**11,01,240**	**(1,70,093)**	**8,50,758**
Indebtedness at the end of the financial year:				
i) Principal Amount	2,10,799	40,06,474	0	42,17,273
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**2,10,799**	**40,06,474**	**0**	**42,17,273**

MADHUR INDUSRIES LIMITED

IX. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		MR. VINIT PARIKH (MD)	MR. SHALIN PARIKH (DIRECTOR)	
1	**Gross salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 9,00,000/-	Rs. 3,60,000/-	Rs. 12,60,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.
2	**Stock Option**	N.A.	N.A.	N.A.
3	**Sweat Equity**	N.A.	N.A.	N.A.
4	**Commission** - as % of profit - others, specify...	N.A.	N.A.	N.A.
5	**Others, please specify**	N.A.	N.A.	N.A.
	Total (A)	**Rs. 9,00,000/-**	**Rs. 3,60,000/-**	**Rs. 12,60,000/-**
	Ceiling as per the Act			**Rs. 11,229/-**

The above stated remuneration paid to Mr. Shalin Parikh & Mr. Vinit Parikh, is subject to limits as set out in the Schedule V of the Companies Act, 2013.

MADHUR INDUSRIES LIMITED

B. REMUNERATION TO OTHER DIRECTORS:

1. Independent Directors:

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount
		Mr. Narendra Chavda	Mr. Vittala Shetty	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-	-
2	- Commission	-	-	-
3	- Others, please specify	-	-	-
4	**TOTAL (B1)**	-	-	-

2. Other Non-Executive Directors:

Sr. No.	Particulars of Remuneration	Name of Director	Total Amt
		Mrs. Bhavna Mehta	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-
2	- Commission	-	-
3	- Others, please specify	-	-
4	**TOTAL (B2)**	-	-
5	**TOTAL B = B(1) + B(2)**		-
6	**TOTAL MANAGERIAL REMUNERATION**		-
7	**OVERALL CEILING AS PER ACT**		**Rs. 1,123/-**

MADHUR INDUSRIES LIMITED

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MANAGING DIRECTOR / MANAGER / WHOLE TIME DIRECTOR:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4	Commission	N.A.	N.A.	N.A.	N.A.
	- as % of profit	N.A.	N.A.	N.A.	N.A.
	Others, please specify	N.A.	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	N.A.

MADHUR INDUSRIES LIMITED

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY:					
Penalty			N.A.		
Punishment					
Compounding					
B. DIRECTORS:					
Penalty			N.A.		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT:					
Penalty			N.A.		
Punishment					
Compounding					

PLACE: AHMEDABAD

DATE: 14/08/2015

ON BEHALF OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED

Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

Annexure: III

MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED AS ON 31ST MARCH, 2015

To,
The Members,
MADHUR INDUSTRIES LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S. MADHUR INDUSTRIES LIMITED** (Hereinafter called the 'Company'). 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 **M/S. MADHUR INDUSTRIES LIMITED** (books, papers, 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 my opinion, the company has, during the audit period covering the financial year ended on 31ST MARCH, 2015 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 **M/S. MADHUR INDUSTRIES LIMITED** for the financial year ended on 31ST MARCH, 2015 according to the provisions of:

MADHUR INDUSRIES LIMITED

(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) The 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 Borrowings;

(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;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Other specifically applicable laws to the Company:

A) The Factories Act, 1948

B) The Payment of Wages Act, 1936

C) The Minimum Wages Act, 1948

D) The Employees Provident Funds and Miscellaneous Provisions Act, 1952

E) The Employees' State Insurance Act, 1948

F) The Food Safety and Standards Act, 2006

G) The Trademarks Act, 1999.

We have also examined compliance with the applicable clauses of the following:

I. Secretarial Standards issued by The Institute of Company Secretaries of India – Not examined as Secretarial Standards were not applicable in financial year 2014-15.

II. The Listing Agreements entered into by the Company with BSE Limited Stock Exchange(s):

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. ***The Company is yet to comply with Clause 47 (a) of Listing Agreement.***
2. ***The Company is not in compliance with Pursuant to Section 203 (1) (ii) of Company's Act, 2013.***
3. ***The Company is not in compliance with Clause 41 (III) & 41 (VI) for the Financial Year 2014-15.***
4. ***The Company is not in compliance with Clause 54 of Listing Agreement.***
5. ***The Company is yet to comply with Clause 41 (1) (h) with regards to Peer Review Audit Firm.***
6. ***The Company is yet to comply with the Section 138 of the Companies Act, 2013 i.e. Internal Auditor needs to be appointed to conduct the internal audit of the functions and activities of the Company.***

7. ***The Company is also listed on Ahmedabad Stock Exchange (ASE) but no statutory compliance have been done with the Ahmedabad stock Exchange pursuant to Listing Agreement, Depositories Act and any other compliance as required to be done with the said Stock Exchange.***
8. ***The Company is not in compliance with the Section 197 & 198 of the Companies Act, 2013 with regards to the payment of Managerial Remuneration to the Directors of the Company.***
9. ***The Company is not in compliance with Clause 49 of Listing Agreement with regards to the Composition of the Board of Directors.***
10. ***The Company is not in compliance with the Section 188 of the Companies Act, 2013 with regards to 'Related Party Transactions' as the supporting documents for the payment of Rent to the Related Parties are not provided by the Management of the Company.***
11. ***The Company is not in compliance with the Section 185 of the Companies Act, 2013 with regards the Loans and Advance granted to the Related Parties of the Company.***

We further report that The Board of Directors of the Company is *not* constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision was carried through while the dissenting members' views are captured and recorded as part of the minutes.

MADHUR INDUSRIES LIMITED

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company there has been no material discrepancy in the business and no specific change in the nature of the Business.

PLACE: AHMEDABAD

DATE: 14/08/2015

FOR, A. SHAH & ASSOCIATES

PRACTISING COMPANY SECRETARIES

Sd/-
MR. ANISH SHAH
PROPRIETOR
FCS No: 4713
C P No.: 6560

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

MADHUR INDUSRIES LIMITED

Annexure: A

To,
The Members,
MADHUR INDUSTRIES LIMITED
MADHAVPURA MARKET,
SHAHIBAG ROAD,
AHMEDABAD

Our Report of even date is to be read with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done to test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE: AHMEDABAD **FOR, A. SHAH & ASSOCIATES**

DATE: 14/08/2015 **PRACTISING COMPANY SECRETARIES**

Sd/-
MR. ANISH SHAH
PROPRIETOR
FCS No: 4713
C P No.: 6560

MADHUR INDUSRIES LIMITED

Annexure: IV

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the stock exchanges (As amended from time to time), this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors of the Company.

CONSTITUTION OF COMMITTEE:

The Board of Directors of the Company (the Board) constituted the committee to be known as the Nomination and Remuneration Committee consisting of three non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

OBJECTIVE:

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement and Guidelines of Reserve Bank of India. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The Key Objectives of the Committee would be:

1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
1.3. Formulation of criteria for evaluation of Independent Director and the Board.

1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
1.5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
1.6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
1.7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
1.8. To develop a succession plan for the Board and to regularly review the plan.
1.9. To assist the Board in fulfilling responsibilities. 1.10 To Implement and monitor policies and processes regarding principles of corporate governance.

APPLICABILITY:
a) Directors (Executive and Non Executive)
b) Key Managerial Personnel
c) Senior Management Personnel

DEFINITION:
"**Act**" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"**Board**" means Board of Directors of the Company.

"**Directors**" mean Directors of the Company.

"**Key Managerial Personnel**" means
i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
ii. Chief Financial Officer;
iii. Company Secretary; and
iv. Such other officer as may be prescribed.

"**Senior Management**" means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

MADHUR INDUSRIES LIMITED

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:

Appointment Criteria and Qualifications:

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

1. Term / Tenure:

a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

1. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

a) Removal Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

b) Retirement the Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS / KMP / SENIOR MANAGEMENT PERSONNEL:

1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration / Compensation / Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Remuneration to Non- Executive / Independent Director:

No remuneration / compensation / commission are given to the Non-Executive Independent Director of the company.

MADHUR INDUSRIES LIMITED

DUTIES IN RELATION TO NOMINATION MATTERS:

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation
- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

DUTIES IN RELATION TO REMUNERATION MATTERS:

The duties of the Committee in relation to remuneration matters include:

- Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

- Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. Delegating any of its powers to one or more of its members or the Secretary of the Committee. Considering any other matters as may be requested by the Board.

MADHUR INDUSRIES LIMITED

REVIEW AND AMENDMENTS:

i. The NRC or the Board may review the Policy as and when it deems necessary.

ii. The NRC may issue the guideline, procedures, formats, reporting mechanism and manual in supplement and better implementation to this policy, if it thinks necessary.

iii. This Policy may be amended or substituted by the NRC or by the Board and as when required and also by the Compliance Officer where there is any statutory change necessitating the change in the policy.

PLACE: AHMEDABAD

DATE: 14/08/2015

ON BEHALF OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED

Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

Annexure: V

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Particulars		Details
1	Name(s) of the related party	:	MR. VINIT PARIKH MRS. PUSHPABEN PARIKH
	Nature of relationship	:	Mr. Vinit Parikh- MD & CFO of the Company & Mrs. Pushpaben Parikh- Mother of Mr. Vinit Parikh
2	Nature of contracts/ arrangements/ transaction	:	Payment of Rent
3	Duration of the contracts/ arrangements/ transaction	:	N.A.
4	Salient terms of the contracts or arrangements or transaction including the value, if any	:	Mr. Vinit Parikh- Rs. 18,000/- p.a. Mrs. Pushpaben Parikh- Rs. 54,000/- p.a.
5	Date of approval by the Board	:	14/11/2014
6	Amount paid as advances, if any	:	N.A.

The above mentioned related party transaction is not in compliance with the provisions of the Companies Act, 2013.

PLACE: AHMEDABAD

DATE: 14/08/2015

ON BEHALF OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED

Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

Annexure: VI

- **Details of Loans:**

Sr. No.	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if required)	Rate of Interest	Security
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

- **Details of Investments:**

Sr. No.	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

MADHUR INDUSRIES LIMITED

- **Details of Guarantee / Security Provided:**

Sr. No	Date of providing security/ guarantee	Details of recipient	Amount	Purpose for which the security/ guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

PLACE: AHMEDABAD

DATE: 14/08/2015

ON BEHALF OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED

Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

Annexure: VII

DETAILS PERTAINING TO REMUNERATION 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:

(i) The percentage increase in remuneration of each Director & Chief Financial Officer during the Financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for Financial year 2014-15 (Amount in Rs.)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Vinit Parikh (Managing Director)	Rs. 9,00,000/-	N.A.	18.58:1	8.02:1
2	Mr. Shalin Parikh (Director)	Rs. 3,60,000/-	N.A.	7.43:1	3.21:1
3	Mr. Narendra Chavda (Non executive Independent Director)	N.A.	N.A.	N.A.	-
4	Mr. Vittala Shetty (Non executive Independent Director)	N.A.	N.A.	N.A.	-
5	Mrs. Bhavna Mehta (Non Executive Director)	N.A.	N.A.	N.A.	-
6	Mr. Vinit Parikh (Chief Financial Officer)	N.A.	N.A.	N.A.	-

(ii) The median remuneration of employees of the Company during the financial year was **Rs. 48,445/-** .

(iii) In the Financial year, there was no increase in the median remuneration of employees;

(iv) There were **2 (Two)** permanent employees on the rolls of Company as on March 31, 2015;

(v) Comparison of Remuneration of the Key Managerial Personnel (s) against the performance of the Company:

a) Variations in the market capitalization of the Company: The market capitalization as on March 30, 2015 was **Rs. 6,21,68,000/-** (Rs. 8,22,09,000/- as on March 31, 2014).

b) Price Earnings ratio of the Company was **563** as at March 30, 2015 and was 100 as at March 31, 2014.

c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year - The Company had come out with Initial Public Offer (IPO) in the year **2000**. The closing price of the Company's equity shares on the BSE as on March 30, 2015 was Rs. 15.2/-, representing a **52%** increase (BSE) over the IPO price Rs. 10/- each.

(vi) There was no average percentage change in the salaries of managerial personnel and employees other than the managerial personnel in the financial year i.e. 2014-15.

(vii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

(viii) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and

(ix) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

PLACE: AHMEDABAD

DATE: 14/08/2015

ON BEHALF OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED

Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

GROUP

MADHUR INDUSRIES LIMITED

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

I. BOARD OF DIRECTORS:

A. BOARD OF DIRECTORS:

The names and category of Directors on the Board, their attendance at the Board meetings held during the year and also at the last Annual General Meeting, the number of Directorships held by them in other companies as on 31st March, 2015 are given below:

Name of Director	Category	No. of Board Meetings	Attended	Last AGM Attendance
Mr. Vinit Parikh	Managing Director	5	5	YES
Mr. Shalin Parikh	Promoter Director	5	5	YES
Mr. Narendra Chavda	Non executive Independent Director	5	5	YES
Mr. Vittala Shetty	Non Executive Independent Director	5	5	YES
* Mrs. Bhavna Mehta	Non Executive Woman Director	5	3	NO

** Appointed w.e.f. 30th September, 2014.*

Five Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred Twenty Days. The dates on which the said meetings were held:

May 30, 2014, August 13, 2014, November 14, 2014, February 11, 2015 & 24th March, 2015.

The necessary quorum was present for all the meetings.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors. The number of Directorships held by them in other companies as on 31st March, 2015 is given below:

Name of Director	Other Directorship (No. of Company)
Mr. Vinit Parikh	5
Mr. Shalin Parikh	0
Mr. Narendra Chavda	4
Mr. Vittala Shetty	0
Mrs. Bhavna Mehta	1

B. INDEPENDENT DIRECTOR:

None of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed company as well as Independent Director in more than 3 listed companies.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement, all the independent directors of the Company met once during a year, without the attendance of non-independent directors and members of the Management.

C. **PERFORMANCE EVALUATION:**

On the bases of performance evaluation criteria laid down by the Nomination and Remuneration Committee & Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, overall performance and contribution of independent directors and board as whole is evaluated by the board of directors of the company at its meeting held on 11th February, 2015 and framed the opinion that all the independent directors as well executive and nonexecutive director have performed their duty satisfactorily and making their best efforts for the advancement of the company.

D. **CODE OF CONDUCT:**

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Chief Financial Officer (CFO) has been obtained.

A Declaration signed by Mr. Vinit Parikh, Managing Director of the Company according compliance of sub-Clause (II) (E) of Clause 49 of the Listing Agreement is attached herewith forming part of his Annual Report.

II. **AUDIT COMMITTEE:**

The Audit Committee comprises of 3 members out of which 2 are Non-Executive are Independent Directors. Accordingly, the Company has complied with the requirements of Clause 49 (III) (A) of the Listing Agreement relating to composition of Audit Committee.

The terms of reference of the Audit Committee includes following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- To review the functioning of the Whistle Blower mechanism;

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Clause 49 (VII) of the Listing Agreement.

Additionally, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Committee met 4 (Four) times during the year 2014-15 and the attendance of members at the meetings was as follows:

Name of Member	Category	Status	No. of Meetings attended / held
Mr. Vittala Shetty	Non Executive-Independent	Chairman	4 / 4
Mr. Narendra Chavda	Non Executive - Independent	Member	4 / 4
Mr. Vinit Parikh	Managing Director	Member	4 / 4

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management, and other information as mentioned in para III (E) of Clause 49 of the Listing Agreement.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 30, 2014.

III. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board in its meeting held on August 13, 2014 has reconstituted the "Nomination and Remuneration Committee."

The Nomination and Remuneration Committee comprises of 3 Non-Executive Directors out of which 2 are independent directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Clause 49 (IV) (A) of the Listing Agreement relating to composition of Nomination and Remuneration Committee.

The terms of reference of the Committee inter alia, include the following:

a) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

b) To carry out evaluation of every director's performance.

c) To formulate criteria for determining qualification, positive attributes & Independence of director.

d) To recommend to board policy relating to remuneration for the directors, KMP and employees.

e) NRC shall while formulating policy ensure that,

   a. The level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the co. successfully

   b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and

c. Remuneration to directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long-term performance objective appropriate to the working of the co. & its goals.

f) To devise a policy on Board diversity;

g) To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee met once in the year 2014-15 and the attendances of members at the meetings were as follows:

Name of Member	Category	Status	No. of Meetings attended /held
Mr. Narendra Chavda	Non Executive-Independent	Chairman	1/1
Mr. Vittala Shetty	Non Executive-Independent	Member	1/1
Mrs. Bhavna Mehta	Non Executive	Member	1/1

No sitting fees are paid to any Director. The committee had met on 7th October, 2014 to decide the remuneration of Mr. Vinit Parikh, Managing Director and Mr. Shalin Parikh, Director of the Company.

IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board in its meeting held on May 30, 2014 has constituted Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee comprises of following members:

1. Mr. Vittala Shetty - Chairman
2. Mr. Narendra Chavda - Member

The role of the Committee is to hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including shareholders in respect of their compliant. Additionally the Committee also looks into the shareholders' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously.

The Committee met Four times during the year 2014-15 and the attendance of members at the meetings was as follows:

Name of Member	Capacity	Status	No. of Meetings attended / held
Mr. Vittala Shetty	Non Executive-Independent	Chairman	4 / 4
Mr. Narendra Chavda	Non Executive-Independent	Member	4 / 4

All investors complains directly received by the company are recorded on the same date of receipt and resolved immediately.

V. SHAREHOLDERS' TRANSFER COMMITTEE:

The composition of Shareholders Transfer Committee was as follows:

1. Mr. Narendra Chavda - Chairman
2. Mr. Vittala Shetty - Member

The Share received for transfer is approved on 15th and 30th of the each month and are given effect by the Registrar and Share Transfer Agent.

M/S. LINK INTIME INDIA PVT LTD was appointed as common Agent for electronic as well as physical share transfer work.

VI. GENERAL BODY MEETING:

a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:

MADHUR INDUSRIES LIMITED

Financial Year	Date	Time	Venue
2013-2014	30/09/2014	09:15 A.M.	MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD – 380009.
2012-2013	30/09/2013	09:30 A.M.	
2011-2012	28/09/2012	09:45 A.M.	

Special Resolutions in Last 3 AGMs:

In AGM held on September 30, 2014, Two Special Resolutions were passed as under:

(i) To borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company's Bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the Paid-up Share Capital of the Company and its Free Reserves, i.e. reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 100 crores (Rupees Hundred crores)."

(ii) To give any loan to any Body Corporate(s)/Person(s), to give any guarantee or to provide any security in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) and to decide limit up to which such investments in securities/loans/guarantees, that may be given or made, notwithstanding that any loan given to any Body Corporate(s)/Person(s), any guarantee given or any security provided in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) may exceed 60% of the aggregate of the paid-up Share Capital and Free Reserves and Securities Premium Account; or 100% of its Free Reserves, whichever is higher at any point of time however it shall not exceed beyond Rs. 50 crores at any point of time; on such terms and conditions, as the Board may think fit.

In AGM held on September 30, 2013, no Special Resolution was passed.

In AGM held on September 28, 2012, no Special Resolution was passed.

VII. **DISCLOSURES:**

a) **Management Discussion and Analysis:**
Annual Report has a detailed chapter on Management Discussions and Analysis.

b) **Related Party Transaction:**
There were no transactions with related parties, which are not in the ordinary course of business and not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of company at large, during the year.

The Company has received representation from Senior Management personnel that there was no material significant financial and commercial transaction entered into by them along with their relative where they have personal interest that may have a potential conflict with the interest of the Company at large.

c) **Accounting treatment:**
The company has followed accounting treatment as prescribed in Accounting Standard applicable to the company.

d) Neither any non-compliance nor any penalty, strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

e) **Whistle Blower Policy (Vigil Mechanism):**

The Company established the Whistle Blower Policy (Vigil Mechanism).In line with the best Corporate Governance Practices; the Company has put in place a system through which the Directors or employees may report concerns about unethical and improper practices or Alleged Wrongful Conduct, without fear of reprisal. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time.

VIII. MEANS OF COMMUNICATION:

Financial Results:

The Results of the Company were submitted to the Stock Exchanges after the conclusion of the Board Meeting. The official news releases are being simultaneously sent to Stock Exchanges where the shares of the Company are listed.

IX. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting, Book Closure & Dividend Payment:

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed along with this Annual Report.

Financial Calendar:

Financial Year: 1st April, 2014 to 31st March, 2015.

Financial Results:

Annual Results	:	by 30th May, 2014
First Quarter Results	:	by 13th August, 2014
Half Year Results	:	by 14th November, 2014
Third Quarter Results	:	by 11th February, 2015

Listing:

At present, the equity shares of the Company are listed on the BSE Limited and ASE Limited.

Name of Stock Exchange	Stock Code
BSE Limited	511638
ASE Limited	N.A.

MADHUR INDUSRIES LIMITED

- **MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED:**

MONTH	HIGH (RS.)	LOW (RS.)
April, 2014	28.4	19.45
May, 2014	37.25	27.7
June, 2014	34.5	23.75
July, 2014	29.25	20.85
August, 2014	25.95	19.35
September, 2014	29	18.2
October, 2014	21.5	10.5
November, 2014	19.9	15.2
December, 2014	24.35	15.4
January, 2015	21	12.6
February, 2015	21	15
March, 2015	21	14.45

- **REGISTRAR AND SHARE TRANSFER AGENT:**

M/S. LINK INTIME INDIA PVT LTD
UNIT NO 303, 3RD FLOOR,
SHOPPERS PLAZA, OPP. MUNICIPAL MARKET,
BEHIND SHOPPERS PLAZA II,
OFF C G ROAD,
AHMEDABAD- 380009

Contact No.: 079 - 2646 5179
FAX: 91-22-2859 1568
Mail ID: ahmedabad@linkintime.co.in

- **SHARE TRANSFER SYSTEM:**

The share transfer work is handled by registrar and transfer agent for the company. Share Transfers are registered and dispatched within a period of thirty days from the date of the lodgments if the transfer documents are correct and valid in all respects. The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Clause 47 (C) of the Listing Agreement of the Stock Exchanges. These certificates have been submitted to the Stock Exchanges.

MADHUR INDUSRIES LIMITED

- **DISTRIBUTION PATTERN AS ON THE 31ST MARCH, 2015:**

Particulars	No of Shares	Percentage
Promoters and Relatives	1407500	34.42
Banks/ FII/ FI	0	0
Mutual Funds	4500	0.11
Public	2552498	62.40
Body Corporate	75985	1.86
NRI	14700	0.35
Clearing Member	34817	0.85
Total	**4090000**	**100.00**

- **DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

33,95,900 Equity Shares constituting **83.03%** of total number of shares of the Company are in electronic form as on March 31, 2015.

ISIN No.: (For Dematerialized Shares) : **INE110C01015**

The Company has no GDRs/ADRs/Warrants/Convertible Instruments outstanding as on March 31, 2015.

- **Address for Correspondence** : MADHUR COMPLEX,
STADIUM CROSS ROAD,
NAVRANGPURA,
AHMEDABAD – 380009

PLACE: AHMEDABAD

DATE: 14/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED

Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

1. **Overall Review:**

   The overall performance during the financial year 2014-15 has not been satisfactory.

2. **Financial Review:**

   Total turnover for the year ended 31st March, 2015 was Rs. 1081.76 lacs. This increase was mainly on account of improvement in techniques of mixing of various spices and instant mixes and sales promotion drive. Better working capital management was also one of the emphasis on which proper weightage was laid upon.

3. **Internal Control System and their adequacy:**

   Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition.

4. **Business Environment:**

   The Performance of the company for the year under review was satisfactory.

5. **Risk and Concern:**

   The factory premises, plant and machinery, vehicle and stocks of the company are adequately insured.

6. **Cautionary Statement:**

Statements in this report on management Discussion and analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a different to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations. The Company assumes no responsibilities in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of event.

PLACE: AHMEDABAD

DATE: 14/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED
Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

CEO / CFO CERTIFICATION

To,
The Board of Directors,
MADHUR INDUSTRIES LIMITED
AHMEDABAD

I, MR. VINIT PARIKH, Managing Director & CFO of the **MADHUR INDUSTRIES LIMITED** certify that:

1. I have reviewed the financial statements for the year and that to the best of my knowledge and belief:
   a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
   b. These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. These are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. I accept overall responsibility for the company's internal control system and financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all the levels of management and statutory auditors and reports significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.

MADHUR INDUSRIES LIMITED

4. I indicate to the auditors and to the audit committee:

   a. Significant changes in internal control over financial reporting during the year.
   b. Significant changes in accounting policies during the year;
   c. Instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the company's internal control system over financial reporting.

However, during the year there were no such changes or instances.

PLACE: AHMEDABAD

DATE: 14/08/2015

Sd/-

MR. VINIT PARIKH
(MD & CFO)
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR ABOUT CORPORATE GOVERNANCE

I, MR. VINIT PARIKH, Chairman & Managing Director of **MADHUR INDUSTRIES LIMITED** hereby confirm pursuant to clause 49(1)(d) of the listing agreement that:

1. The Board of Directors of MADHUR INDUSTRIES LIMITED has laid down a code of conduct has been placed on the company's website.
2. All the members of the board as well as senior management personnel have complied with the said code of conduct for the year ended 31st March 2015.

PLACE: AHMEDABAD

DATE: 14/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,

FOR, MADHUR INDUSTRIES LIMITED
Sd/-

MR. VINIT PARIKH
MANAGING DIRECTOR
(DIN: 00494521)

MADHUR INDUSRIES LIMITED

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
MADHUR INDUSTRIES LIMITED

We have examined the compliance of the conditions of Corporate Governance by MADHUR INDUSTRIES LIMITED ('the Company') for the year ended March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the Company Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance except the Composition of Board of Directors of the Company as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

PLACE: AHMEDABAD

DATE: 14/08/2015

FOR, M/S. V. S. MANWANI & CO.,
CHARTERED ACCOUNTANTS

Sd/-

MR. VIJAY MANWANI
PROPRIETOR
(M. No.: 162129)

Independent Auditor's Report

To
The Members of
MADHUR INDUSTRIES LTD.

1. **Report on the Financial Statements**

   We have audited the accompanying financial statements of **Madhur Industries Limited**, which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. **Management's Responsibility for the Financial Statements**

   Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash flows of the Company in accordance with the Accounting policies generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. **Auditor's Responsibility**

   Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and

auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015 and

b) in the case of the Statement of Profit and Loss, of the profits for the year ended on that date.

c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Other Matter

We did not audit the financial statements/information of Mumbai branches included in the financial statements of the Company whose financial statements reflect total assets of Rs. 18,536,655.93 as at 31st March, 2015 and total revenues of Rs. 69,441,774.73 for the year ended on that date, as considered in the financial statements. The financial statements of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the branch, is based solely on the report of such branch auditor.

Our opinion is not modified in respect of this matter.

6. Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:

a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) In our opinion, proper books of Accounts as required by law have been kept by the company so far as appears from our examination of these books;

c) The Balance Sheet, the Statement of Profit & Loss and the Cash Flow statement dealt with by this report are in agreement with the books of Account;

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

Except Accounting Standard – 15 on retirement benefits as provision for gratuity is not based on actuarial valuation but on other rationale basis while provision for other benefits such as leave encashment has not been made, The effect of the same can not be quantified, to that extent profit for the year and balance of Profit & Loss account is overstated.

e) On the basis of written representation received from the Directors of the company, as at 31st March, 2015 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2015, from being appointed as a Director in terms of section 164 (2) of the Act of the Companies Act, 2013.

f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) the Company has disclosed the impact of pending litigations on its financial position in its financial statements

ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts

iii) As informed to us, the company has not transferred any amounts, to the Investor Education and Protection Fund.

7. Emphasis of Matters

(a) The bank accounts of the company with Madhupura Mercantile Co Operative Bank was not operative because of closure of bank in the financial year 2001-02 & also no balance confirmation has been obtained from other bank (except KMBL 08122000006671) , no provision has been made for bank balance of 36,98,473, DD in Transit of Rs. 32,372, doubtful sundry debtors of Rs 130.93 lac & doubtful advance of Rs. 49.23 lacs exceeding six months. The consequential effect of this is not ascertainable.

(b) Note in schedule relating to non-provision of interest on fixed deposit (accepted previously u/s 58 of the Companies Act.1956) for the year ending 31st March, 2015 and matured/ encashed Fixed Deposits for which cheques were issued from separate bank account kept for F.D. but due to suspension of MMCB we are not informed of the further effect.

(c) The company has invested an amount of Rs. 32,64,092 in the shares of associates and no provision is made for diminution in the value of investment though there is other than temporary decline.

(d) Company has not paid service tax under Reverse charge Mechanism on Manpower Supply Service and Legal Services total amounting to Rs. 62.014.

(e) During the year company has made payment for unclaimed dividend of prior years, cheques remain unclear for the same as on balance sheet date.

Subject to the above, In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read in conjunction with the significant accounting policies (Note-25), Notes to Financial Statements (Note – 1 to 24) give the information required by the Companies Act, 2013, in the manner so required and give a true and fair view in conformity with the accounting policies generally accepted in India.

Place: Ahmedabad
Date: May 30, 2015

For **V S Manwani & Co**
Chartered Accountants
FRN: 140076W

Sd/-

Vijay Manwani
Proprietor
M. No: 162129

Annexure to Auditor's Report

The annexure referred to in our Independent Auditor's Report of even date to the members of Madhur Industries Ltd. on the financial statements for the year ended March 31, 2015.

1) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b) As per the information & explaination given to us, the Assets have been physically verified by management during regular intervals and no material discrepancies were noticed on such verification, however details regarding the same are not available for our verification.

2) a) As informed to us, the inventories have been physically verified by the management.

   b) In our opinion and according to the information and explanations given to us, the procedure for physical verification of inventories followed by the management were reasonable and adequate, in relation to the size of the Company and the nature of its business.

   c) On the basis of broad verification of inventory records, we are of the opinion that the company is maintaining proper records of inventory. As explained by management, No material discrepancies were noticed on physical verification of inventory as compared to book records.

3) a) The company has granted loan to Six parties covered in the register maintained under section 189 of the Companies Act, 2013. The maximum balance outstanding during the year was Rs. 33,32,527.

   In our opinion the rate of interest and other terms & conditions of such loan are prima facie, prejudicial to the interest of the company.

   During the year also neither the principal amount nor interest has been recovered by the company from the parties covered under the aforesaid register.

   c) There is a overdue amount of loans granted exceeding one lac in case of four parties and the company is in process of recovery of the amount to the parties covered in the register maintained u/s 189 of The Companies Act, 2013.

4) In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, with regard purchase of inventories & fixed assets and for the sale of goods. During the course of our audit we have not come across any continuing failure to correct major weakness in internal controls.

5) The company has not accepted any deposits from public except the advance money received from the customer exceeding 365 days in the ordinary course of trade of which total amount is Rs. 8,60,822

6) The Central Government has not prescribed the maintenance of cost records under section 148(1) of The Companies Act, 2013.

7) (a) According to the information and explanations given to us and on the basis of the examination of the books of Account, the Company has been generally regular in depositing the undisputed statutory dues including Provident fund, Employees state insurance, Investor Education & Protection Fund, Income tax, sales tax, wealth tax, excise duty, custom duty, Cess and any other statutory dues during the year with the appropriate authorities.

(b) As per the information and explanations given to us, and details produced for verification, there are dues of Income Tax of Rs 6,74,762 which have not been deposited as the said dispute is pending before CIT (Appeal).

(c) According to the information and explanations given to us the company has not transferred any amounts to the investor education and protection fund.

8) In our opinion & according to the information & explanation given to us, the company has not incurred any cash losses during the financial year under review. Moreover, the company has accumulated losses of Rs 3,02,18,482 at the end of financial year.

9) According to records of company examined by us and on the basis of information and explanations given to us, the company has issued cheques of Rs.2,10,07,851/- from its current account for repayment of term loan to Madhavpura Mercantile Co. Op. Bank Ltd. By way of transfer of funds. We are unable to express our opinion because necessary documents are not available by bank to us whether same have been credited or not.

10) In our opinion and according to information and explanation given to us, the Company has not given any guarantee for the loans taken by others from bank or financial institutions.

11) According to information and explanation given to us, we report that company has not raised any term loans during the year.

12) According to information and explanation given to us, no material fraud on or by the company has been noticed or reported during the course of our audit.

Place: Ahmedabad
Date: May 30, 2015

For **V S Manwani & Co**
Chartered Accountants
FRN: 140076W

Sd/-

Vijay Manwani
Proprietor
M. No: 162129

MADHUR INDUSTRIES LTD

MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD-09

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Notes	₹ Figures as at the end of current reporting period	₹ Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	40,900,000	40,900,000
(b) Reserves and Surplus	2	23,248,959	23,136,670
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment			-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	4,271,273	3,420,515
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities			-
(d) Long Term Provisions			-
(4) Current Liabilities			
(a) Short-Term Borrowings	4	-	-
(b) Trade Payables	5	5,068,069	1,250,720
(c) Other Current Liabilities	6	6,565,319	2,830,647
(d) Short-Term Provisions	7	638,494	475,246
Total		**80,692,115**	**72,013,798**
II.ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	8		
(i) Tangible Assets		13,764,100	15,319,282
(ii) Intangible Assets		-	-
(ii) Capital Work in Progress		-	-
(ii) Intangible Assets under Development		-	-
(b) Non-current investments	9	4,164,092	4,164,092
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	10	10,016,533	9,568,814
(e) Other non-current assets	11	-	-
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories	12	13,547,748	12,684,586
(c) Trade receivables	13	30,082,166	22,528,178
(d) Cash and cash equivalents	14	4,852,980	4,103,132
(e) Short-term loans and advances	15	994,842	323,702
(f) Other current assets	16	3,269,654	3,322,012
Total		**80,692,115**	**72,013,798**
NOTES TO ACCOUNTS	25		

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

FOR V S Manwani & CO
CHARTERED ACCOUNTANTS

Sd/-

CA Vijay Manwani
(Proprietor)
M. No. : 162129
F.R.N.: 140076W

FOR MADHUR INDUSTRIES LTD.

Sd/- Sd/-

Shalin Parikh (Director) DIN: 00494521
Vinit Parikh (Director) DIN: 00494506

PLACE: AHMEDABAD
DATED: 30/05/2015

MADHUR INDUSTRIES LTD

MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD-09

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2015

Sr. No	Particulars	Notes	Figures as at the end of current reporting period (₹)	Figures as at the end of previous reporting period (₹)
I	Revenue from operations	17	107,280,506	99,739,774
II	Other Income	18	896,057	1,215,342
III	*III. Total Revenue (I +II)*		**108,176,563**	**100,955,116**
IV	***Expenses:***			
	Cost of materials consumed	19	90,494,960	80,044,132
	Purchase of Stock in Trade		-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(723,735)	149,529
	Employee Benefit Expense	21	6,127,899	5,537,097
	Financial Costs	22	100,126	91,221
	Depreciation and Amortization Expense	23	1,844,242	2,123,237
	Other Expenses	24	10,135,973	12,188,042
	Total Expenses (IV)		**107,979,465**	**100,133,259**
V	Profit before exceptional and extraordinary items and tax	(III - IV)	**197,097**	**821,856**
VI	Exceptional Items (Prior Period)		52,019	-
VII	Profit before extraordinary items and tax (V - VI)		**145,078**	**821,856**
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		**145,078**	**821,856**
X	***Tax expense:***			
	(1) Current tax		32,788	-
	(2) Deferred tax		-	-
XI	Profit(Loss) from the perid from continuing operations	(IX-X)	**112,290**	**821,856**
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		**112,290**	**821,856**
XVI	Earning per equity share of face value of 10			
	Basic & Diluted		0.027	0.201
	Notes to Accounts	25		

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement

This is the Profit & Loss Statement referred to in our Report of even date.

FOR V S Manwani & CO
CHARTERED ACCOUNTANTS

Sd/-

CA Vijay Manwani
(Proprietor)
M. No. : 162129
F.R.N.: 140076W

FOR MADHUR INDUSTRIES LTD.

Sd/-
Shalin Parikh
(Director)
DIN: 00494521

Sd/-
Vinit Parikh
(Director)
DIN: 00494506

PLACE: AHMEDABAD
DATED: 30/05/2015

MADHUR INDUSTRIES LTD

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 1 Share Capital

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	**AUTHORIZED CAPITAL**		
	50,00,000 Equity Shares of Rs. 10/- each.	50,000,000	50,000,000
		50,000,000	50,000,000
2	**ISSUED , SUBSCRIBED & PAID UP CAPITAL**		
	To the Subscribers of the Memorandum		
	40,90,000 Equity Shares of Rs. 10/- each, Fully Paid up Share capital by allotment (As per last balancesheet)	40,900,000	40,900,000
	Total	**40,900,000**	**40,900,000**

More Than 5% shareholdings		
Name	**No. of Shares**	**%**
Pushpaben Pareek (P.Y. 6,92,400/-, 16.90%)	616,886	15.08
Vinitbhai Bhai Pareek (P.Y. 6,97,760/-, 17.70%)	592,366	14.48

Note : 2 Reserve & Surplus

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Capital Reserve		
	a. Capital subsidy from spices board (As per last Balancesheet)	100,000	100,000
2	Capital Redemption Reserve		-
3	Securities Premium reserve		-
4	Debenture Redemption Reserve		
5	Revaluation Reserve (As per last Balancesheet)	673,864	673,864
6	Shares Option Outstanding Account		
7	Other Reserve		
	a. Amalgamation Reserve (As per last Balancesheet)	306,145	306,145
	b. General Reserve (As per last Balancesheet)	52,312,558	52,312,558
	c. Investment Allowance Reserve (As per last Balancesheet)	74,875	74,875
8	Surplus (Profit & Loss Account)		
	Balance brought forward from previous year	- 30,330,772	(31,152,628)
	Less: Tax on Regular Assessment Paid		
	Add: Profit for the period	112,290	821,856
	Closing Balance	(30,218,482)	(30,330,772)
	Total	**23,248,959**	**23,136,670**

MADHUR INDUSTRIES LTD

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 3 Long Term Borrowings

Sr. No	Particulars	₹ Current Year	₹ Previous Year
	Unsecured		-
1	Bonds / Debentures		
2	**Term Loan**		
	- From Bank	210,799	291,188
	- From Other Parties	-	-
3	Deferred Payment Liabilities	-	-
4	Deposit	-	170,093
5	Loans & Advances From Related Parties	4,006,474	2,905,234
6	Long Term Maturities of Finane lease obligation	-	-
8	Other Loans & Advances	-	-
	a. Trade Deposit	54,000	54,000
	Total	**4,271,273**	**3,420,515**

Terms of Repayment- Not yet determined (As informed by management)

Note : 4 Short Term Borrowings

Sr. No	Particulars	₹ Current Year	₹ Previous Year
	Secured		
1	**Loan Repayable on Demand**		
	- From Banks		
	- From Other Parties	-	-
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-
4	Others	-	-
	Total	-	-

Note : 5 Trades Payable

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Sundry Creditors for Material	1,867,937	592,348
2	Sundry Creditors for Expense	3,200,132	658,372
	Total	**5,068,069**	**1,250,720**

MADHUR INDUSTRIES LTD

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 6 Other Current Liabilities		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Current maturities of long-term debt	-	-
2	Current maturities of finance lease obligations	-	-
3	Interest accrued but not due on borrowings	-	-
4	Interest accrued and due on borrowings	-	-
5	Income received in advance	-	-
6	Application money due for refund*	532,771	532,771
7	Unpaid Dividend	-	77,079
8	Unpaid matured deposits and interest accrued thereon		
9	Unpaid matured debentures and interest accrued thereon		
10	Other Liabilities		
	a. Unpaid Expense	868,300	815,199
	b. Statutory Liabilities	13,587	12,221
	c. Advance From Customers	4,840,046	1,261,402
	d. Others	310,615	131,974
	Total	**6,565,319**	**2,830,647**

Note : 7 Short Term Provisions		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Provision For Employees Benefit	-	-
2	Others		
	Taxation	32,788	-
	Others	605,706	475,246
	Total	**638,494**	**475,246**

MADHUR INDUSTRIES LTD

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 8 Fixed Asset (Owned Assets)

I. Fixed Assets at Ahmedabad Unit

											8	9
Sr. No	**Particulars**	Rate	**Gross Block**				**Depreciaton**				**Net Block**	
			Value at the beginning	*Addition during the year*	*Deduction during the year*	*Value at the end*	*Value at the beginning*	*Addition during the year*	*Deduction during the year*	*Value at the end*	*WDV as on 31.03.2015*	*WDV as on 31.03.2014*
	Tangible Assets											
1	Land	0%	1858302		-	1,858,302	-				1,858,302	1,858,302
2	Building	3.34%	14,031,954		-	14,031,954	9,902,655	488,707		10,391,362	4,240,592	4,729,299
3	Plant and Equipment	4.75%	19,398,684	290,060	-	19,688,744	13,374,051	979,897		14,303,948	5,184,796	6,024,633
4	Furnitures & Fixtures	6.33%	7,563,615	-	-	7,563,615	7,563,615			7,563,615		
5	Vehicles (Cars)	9.50%	2,192,855	-	-	2,192,855	1,391,815	102,576		1,494,391	698,464	801,040
6	Office Equipment	6.33%	1,298,340	-	-	1,298,340	868,914	58,079		926,993	371,347	429,426
7	Computer	16.21%	2,182,611	-		2,182,611	2,119,323	13,083		2,132,406	49,305	63,288
	SUB TOTAL (A)		**49,126,361**	**290,060**	-	**49,416,421**	**35,220,373**	**1,593,242**	-	**36,813,615**	**12,602,806**	**13,905,988**
II	**Intangible Assets**		-	-		-	-				-	-
	SUB TOTAL (B)		-	-	-	-	-	-	-	-	-	-
III	**Capital Work-in-progress**						-	-	-	-	-	-
	SUB TOTAL (C)		-	-	-		-	-	-	-	-	-
IV	**Intangible Assets Under Development**		-	-			-		-			-
	SUB TOTAL (D)		-	-	-		-	-	-	-	-	-
	Total (A + B + C + D) (Current Year)		**49,126,361**	**290,060**	-	**49,416,421**	**35,220,373**	**1,593,242**	-	**36,813,615**	**12,602,806**	**13,905,988**

MADHUR INDUSTRIES LTD

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 8 Fixed Asset

I. Fixed Assets at Mumbai Unit

											₹	₹
Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	*Addition during the year*	*Deduction during the year*	*Value at the end*	*Value at the beginning*	*Addition during the year*	*Deduction during the year*	*Value at the end*	*WDV as on 31.03.2015*	*WDV as on 31.03.2014*
I	Tangible Assets											
1	Land	0%										
2	Office Building	1.58%	1,200,122			1,200,122	840,422	20,384		860,806	339,316	349,700
3	Plant and Equipment	6.33%	268,386			268,386	178,153	16,988		195,141	73,245	90,233
4	Furnitures & Fixtures	9.50%	1,380,151			1,380,151	1,233,772	131,114		1,364,886	15,265	146,379
5	Vehicles (Cars)		-			-	-			-	-	-
6	Office Equipment	6.33%	417,675			417,675	253,741	26,437		280,178	137,497	163,934
7	Computer	15.83%	364,246	-		364,246	292,198	56,077		348,275	5,971	63,048
	SUB TOTAL (A)		3,710,580	-	-	3,710,580	2,298,286	251,000	-	2,549,286	1,161,294	1,413,294
II	Intangible Assets											
	SUB TOTAL (B)		-	-	-		-	-	-	-	-	-
III	Capital Work-in-progress											
1			-	-	-				-	-		
	SUB TOTAL (C)		-	-	-		-	-	-	-	-	-
IV	Intangible Assets Under Development					-					-	-
	SUB TOTAL (D)				-		-	-		-		-
	Total [A + B + C + D]		3,710,580	-	-	3,710,580	2,298,286	251,000	-	2,549,286	1,161,294	1,413,294
	Grand Total		52,836,941	290,060	-	53,127,001	37,518,659	1,844,242	-	39,362,901	13,764,100	15,319,282
	(Previous Year)		52,706,522	131,419	-	52,837,941	35,395,421	2,123,237	-	37,518,659	15,319,282	17,311,101

MADHUR INDUSTRIES LTD

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 9 Non Current Investment

Sr. No	Particulars	₹ Current Year	₹ Previous Year
	Other Investments		
	Quoted		
1	474329 Equity Shares of Madhur Capital & Finance Ltd. (F.Y. 474329)*	3,264,092	3,264,092
	Unquoted		
1	9000 Shares of Modhavpura Mercantile Co. Op. Bank Ltd. Of Rs. 100 each fully paid up (F.Y. 9000)	900,000	900,000
2	498 Equity Shares of Bombay Merc. Co. Op. Bank Ltd. (F.Y. 498)	-	-
3	Investment in Forty Money Plus Fund	-	-
4	Investment in ICICI Prudential Fund		
5	National Defence Bond with Central Govt (Food Corp. of India)		
6	National Saving Certificate with Central Govt (Export Div.)		
		-	-
	Total	4,164,092	4,164,092

* Market Value as on March 31, 2014: 474329 @ 3.21 Rs. 15,22,596/-

Note : 10 Long Term Loans and Advances

Sr. No	Particulars	₹ Current Year	₹ Previous Year
	Unsecured (Considered Good)	-	
1	**Capital Advances**		
2	**Security Deposit**		
	a) Secured, Considered Good		
	Earnest Money Deposit		
	Other Deposit	595,797	973,867
	b) Unsecured, Considered Good	-	-
	c) Doubtful	-	-
3	**Loans & Advances to related parties ***	3,271,537	2,889,952
4	**Other Loans & Advances**	-	-
	Advance Tax/Refund Due	430,005	430,006
	Other Loans & Advances	5,317,773	5,271,969
	Total	10,016,533	9,568,814

* Particulars	Current Year	Previous Year
Directors		-
Firms in which director is partner		
Private Companies in which director is a member	2,518,004	2,162,101
Total	2,518,004	2,162,101

Note : 11 Other Non Current Assets

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Long Term Trade Receivables	-	-
2	Miscellaneous Expenditure	-	-
	Total	-	-

Note : 12 Inventories

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Raw Material (Valued at cost)	2,012,296	1,535,462
2	Work in Progress (valued at cost)	3,622,102	4,042,579
3	Finished Goods (Valued at cost or N.R.V. w.e. less)	1,051,399	827,664
4	Stock-in-Trade	-	-
5	Stores & Spares	-	-
6	Loose Tools		
7	Packing Material (Valued at cost)	6,851,952	6,755,880
	Total	13,547,748	12,684,586

MADHUR INDUSTRIES LTD

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 13 Trade Recievables

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Outstanding for less than six months		
	a) Secured, Considered Good		
	b) Unsecured, Considered Good :	16,988,690	7,069,713
	c) Doubtful		
2	Outstanding for more than six months		
	a) Secured, Considered Good :	-	
	b) Unsecured, Considered Good	13,093,476	14,558,454
	c) Doubtful		
3	Others		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good		-
	c) Doubtful	-	
	Total	30,082,166	22,528,178

Note : 14 Cash & Cash Equivalent

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Cash-in-Hand		
	Cash Balance	172,774	308,855
	Sub Total (A)	172,774	308,855
2	Bank Balance		
	Balance with Scheduled Bank	4,091,511	3,205,583
	Fixed Deposit	588,694	588,694
	Sub Total (B)	4,680,205	3,794,277
3	Cheques on Hand (C)	-	
	Total (A + B + C)	4,852,980	4,103,132

Note :15 Short Terms Loans and Advances

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Short term loans and advances	323,000	323,000
2	Others		
	Unsecured, Considered Good		
	Advance to Suppliers	661,730	-
	Advance Income Tax/Refund Due	-	-
	Balance With Revenue Authorities (Indirect Taxes)	-	702
	Prepaid Expenses Insurance	10,112	
	Total	994,842	323,702

Note :16 Other Current Assets

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	D E P B License	2,713,410	2,713,410
2	Draw Back Receivable	184,932	237,190
3	Export Inspection Agency, Mumbai	1,000	1,000
4	Pirramid Retail Ltd	351,000	351,000
5	Security Transaction Tax	19,412	19,412
	Total	3,269,654	3,322,012

MADHUR INDUSTRIES LTD

Schedules Forming Part of the Profit & Loss Accounts as at 31st March, 2015

Note : 17 Revenue from Operations

Sr. No	Particulars	₹ Current Year	₹ Previous Year
	Sale of Products	107,280,506	99,739,774
	Sale of Services	-	-
	Other Operating Revenues	-	-
	Total	107,280,506	99,739,774
	Less. Excise Duty	-	-
	Total	107,280,506	99,739,774

Note : 18 Other Income

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Interest Income	-	58
2	Discount	387,884	499,467
3	Dividend Income	-	-
4	Net gain/loss on sale of investments	-	-
5	Other Non-Operating Income		
	a. Liquid Mutual Fund Income	65,864	117,891
	b. Remission of Creditors	37,004	107,607
	d. Sale of DEPB License	-	-
	e. Miscellaneous Income	4,960	-
	f. Profit on sale of Asset	-	-
	g. Duty Drawback	390,301	446,557
	h. Other Income	10,044	43,762
	Total	**896,057**	**1,215,342**

Note : 19 Cost of Material Consumed

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Indigenous	90,494,960	80,089,527
	Total	**90,494,960**	**80,089,527**

Note : 20 Change in Inventories

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Closing Stock	1,050,999	327,664
2	Opening Stock	327,664	477,193
	Total	(723,735)	149,529

MADHUR INDUSTRIES LTD

Schedules Forming Part of the Profit & Loss Accounts as at 31st March, 2015

Note : 21 Employement Benefit Expenses

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Salary & Wages	4,775,006	4,209,972
2	Contribution to P.F. & Others	92,893	66,775
3	Staff Welfare Exp.	-	350
4	Directors Remuneration	1,760,000	1,260,000
	Total	**6,127,899**	**5,537,097**

Note :22 Financial Cost

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Interest	30,552	39,581
2	Bank Charges	69,574	51,640
	Total in	**100,126**	**91,221**

Note : 23 Depreciation & Amortised Cost

Sr. No	Particulars	₹ Current Year	₹ Previous Year
1	Depreciation	1,844,242	2,123,237
2	Preliminary Expenses W/O	-	-
	Total	**1,844,242**	**2,123,237**

MADHUR INDUSTRIES LTD

Schedules Forming Part of the Profit & Loss Accounts as at 31st March, 2015

Note : 24 Other Expenses		₹	₹
Sr. No	Particulars	Current Year	Previous Year
	Manufacturing Expense		
1	Contract Charge	631,451	550,860
2	Discount	-	51,039
3	Electricity Consumption Exp.	516,456	537,390
4	Factory Maintenance	-	2,127
5	Factory Expenses	211,178	201,964
6	Freight Inward	450	5,863
7	Helper Allowance	56,808	-
8	Instant Process Exp./Fumigation Expense	163,541	39,000
9	Job Work & Labour Charges	-	2,089
10	Machinery Repairs	42,830	47,316
11	Insurance Expense	70,938	-
12	Labour Charges	1,795	-
13	Power Consumption	-	-
14	Terminal Handling Charges/Ocean & Air freight	3,156,797	4,759,159
15	Water Charges	17,225	14,245
	Subtotal	**4,869,469**	**6,211,050**
	Establishment & Selling Expense		
1	Advertisement Exp	321,807	173,661
2	Agency Charges	30,000	25,250
3	Ananlysis Charges	-	127,890
4	Annual Custody Fees	119,103	73,393
5	Annual Subscription Fees	18,118	86,507
6	Auditor's Remuneration	100,744	65,168
7	Bad Debts	-	-
8	Branch transfer exp	-	44,119
9	Bonus	104,500	101,000
10	Brokerage and Commission	131,921	186,625
11	Business Promotion Expenses	114,856	108,366
12	Club Fees	7,528	7,379
13	clearing & forwarding charges	10,000	14,124
14	Cold Storage Charges	2,025	-
15	Commission & Brokerage	-	-
16	Commodity Trading	-	-
17	Computer Expenses	33,951	23,101
18	Consultancy Charges	-	-
19	Conveyance Expenses	159,384	28,105
20	Cst Purchase exp	5,983	12,118
21	Courier and Postage	140,778	128,545
22	Damage	191,297	-
23	Daily Allowance	132,057	-
24	Demat Charges	965	-
25	Demonstration Exps.	-	-
26	DEPB/VKUY service charges	38,000	20,000
27	Dept Liscence app fees & ser. Charges	-	
28	Donation	11,000	-
29	Documentation Charges	185,571	241,142
30	Driver Allowance	32,400	-
31	ECGC Premium	35,563	16,036
32	Exchange rate difference	55,541	301,664
33	EXPENSES ON PURCHSE BILL OF 4%	3,000	-
34	Export Agent Commission	171,383	-
35	Elelctricity Exp	65,210	69,810
36	Elec Maintanance	16,512	-
37	E- voting Expense	2,643	-
38	Freight Outward	-	14,517
39	Fumigation Charges	4,270	393
40	Inspection & Analysis Charges	41,893	-
41	Insuranse Expense	74,730	87,148
42	Internet Expenses	44,074	44,211
43	Legal and Professional Expense	-	315,029
44	Licence renewal/Membership Fees	5,618	-
45	Lorry Hire Charges	-	-
46	Loading and Unloading Charges	-	1,005
47	Interest on MAT	500	
48	Medical Expense	48,000	48,000
49	Membership Expenses	-	5,612
50	Misc. Assets Written Off	-	-
51	Miscellaneous Expenses	27,913	11,449
52	Motor Car Repair & Maintenance	300	-
53	Municipal Tax	238,942	394,785
54	Office Exp.	121,464	195,004
55	Office Maintenance Exp.	-	-

MADHUR INDUSTRIES LTD

Schedules Forming Part of the Profit & Loss Accounts as at 31st March, 2015

56	Other Charges	88,775	279,769
57	Packing Expenses	-	11,075
58	Proffessional tax exp	-	2,145
59	Petrol & Diesel	19,610	3,166
60	Postage & telegram Exp	-	-
61	Printer & Fax Repairing	-	2,625
62	Professional Fees	220,112	38,527
63	Property tax	12,298	12,298
64	Quality and health Certification	10,127	191,416
65	Rent, Rate & Taxes	72,000	72,000
66	Repairs & Maintenance	30,994	106,464
67	Renewal Charges	17,250	5,215
68	Sales Promotion Exp.	-	-
69	Security Exp.	593,940	593,625
70	Service Tax	-	-
71	Stationery & Printing Exp.	80,257	75,989
72	Subscription Expense	-	-
73	TDS	-	388
74	Telephone Exp	222,239	276,996
75	Trademark Expense	13,050	5,000
76	Transportation Charges	635,474	980,809
77	Travelling & Conveyance Exp.	173,066	388,752
78	Uniform Allowance	9,000	-
79	Vat Expense	20,469	-
80	Vat Assessment dues	-	24,812
81	Vehical Exp.	-	21,750
82	Water Expenses	3,100	3,020
83	Warehouse Charges	225,000	-
84	Weight and Quality Charges	-	-
	Subtotal	**5,266,504**	**5,976,993**
	Total in	**10,135,973**	**12,188,042**

Madhur Industries Limited.

Notes forming part of financial statements for the year ended on 31st March 2015

Note – 25

1. Significant Accounting policies

a) Basis of Preparation

i) The financial Statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) on Accrual basis, under the Historical Cost Convention & to comply in all material respect with the notified Accounting Standards prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 and guidelines issued by SEBI.

ii) The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, the disclosure of contingent liabilities as at the date of the financial statement and reported amounts of income and expenses during the period. Differences between the actual results and estimates are recognized in the period in which the results are known/materialized.

b) Fixed Assets

Fixed Assets are stated at their Original Cost of acquisition less accumulated depreciation The Cost of fixed assets include freight, taxes, duties and other incidental expenses related to acquisition and any other attributable cost of bringing the asset to its working condition for its intended use.

c) Depreciation

Depreciation on Fixed Assets has been provided on Straight Line Method over the useful lives of assets estimated by Management. Depreciation for assets purchased/sold during a period is proportionately charged. The Management estimates the useful lives for other fixed assets as follows:

Asset	Useful Life
Building	30 years
Plant & Machinary	20 years
Office Equipment	15 years
Computer Equipment	6 years
Furniture & Fixture	15 years
Vehicle	10 years

d) Inventories

Inventory of Goods are valued at Cost.

e) Investment

Long Term investments are stated at cost. Provision of Diminution in the value of Long term investments is made only if such decline is other than temporary in nature in the opinion of management.

f) Revenue Recognition:

Sale of goods is recognized when significant risk and rewards is transferred, amount can be reliably measured and it is reasonable to expect ultimate collection. Turnover includes sale of goods, sales tax, and adjusted for value added tax. Interest income is recognized on time proportion basis taking into consideration the amount outstanding and rate applicable. Interest on Overdue installments/defaults & Municipal Tax is accounted on Cash basis.

g) Employee Benefits:

Provision for employees benefit (Gratuity) is made on rationale basis for gratuity while provision for other benefits such as leave encashment has not been made. This accounting policy of company is not in compliance with AS 15 "Employee Benefits" issued by The Institute of Chartered Accountants of India which prescribes Actuarial Valuation.

h) Income Taxes

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum alternate tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Consolidated Balance Sheet if there is convincing evidence that the company will pay normal tax in future and the resultant asset can be measured reliably.

i) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when the company has present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

Contingent Liabilities are disclosed by way of notes of accounts.

Contingent Assets are neither recognized nor disclosed in the financial statements.

j) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

k) Miscellaneous expenditure

Miscellaneous expenditure is written off to the Profit & loss account as and when they are incurred.

2. Notes forming part of accounts

(a) The company does not have the policy of encashment of leave and hence no provision is made for liabilities of retirement benefits. The effect of the same can not be quantified, to that extent profit for the year and balance of profit & loss account is overstated.

(b) The company has invested an amount of Rs. 32,64,092 in the shares of associates and no provision is made for diminution in the value of investment.

(c) No provision has been made for doubtful sundry debtors of Rs 130.93 lac & doubtful advance of Rs. 49.23 lacs exceeding six months as the company is in the process of initiating available recourse against the said debtors and the company is hopeful of the recovery of the same.

(d) In view of the non-availability of the bank statement for bank account balance with banks are subject to confirmation & reconciliation will be made on receipt of the same.

(e) Related Party Disclosure:

1. **Key Managerial Personnel**
   - i) Vinit R Parikh
   - ii) Shalin V Parikh

2. **Relative of Key Management Perssonel**
   Pushpaben Parikh

3. **Transaction with related parties**

Remuneration to:
Vinit Parikh Rs 9,00,000
Shalin Parikh Rs 3,60,000

Rent to:
Pushpaben Rs 54,000
Vinit Parikh Rs 18,000

a. Additional information pursuant to the provision of para 4C & 4D of Part II of Schedule VI of the Companies Act, 2013

		2014-15	2013-14
i)	Licensed Capacity	N.A.	N.A.
ii)	Installed Capacity	N.A.	N.A.

iii) Details regarding stock are made available by the company
iv) The amount remitted during the year in foreign currencies on account of dividend Rs NIL.
v) CIF value of imports is NIL.
vi) Expenditure in foreign currency is NIL.

b. Earnings in foreign exchange is FOB Rs. 68,465,258

c. **Particulars of Payment made to Auditors:**

Particulars	**2014-15**	**2013-14**
Audit Fees	75000/-	58000/-

d. **Particulars of Payment made to Branch Auditors:**

Particulars	**2014-15**	**2013-14**
Audit Fees	25744/-	22472/-

e. **Particulars of Payment made to Directors:**

Particulars	**2014-15**	**2013-14**
Remuneration		
Vinit Parikh	900000/-	900000/-
Shalin Parikh	360000/-	360000/-

f. The balances shown in the Balance sheet under the head of unsecured loans, Creditors, Debtors and Loans and Advances are each subject to confirmation from respective parties and are subject to adjustment if any, on receipt of confirmation.

g. The company has not received any intimation from suppliers regarding their status under Micro and Medium Enterprise Development Act, 2006 and hence disclosure, if any, relating to the amounts unpaid as at year end together with interest paid/payable as required under the said Act have not been given.

h. The figures of the previous year have been rearranged and regrouped wherever considered necessary so as to confirm to the current year classification.

For V S Manwani & Co.
Chartered Accountants
FRN: 140076W

Sd/-

Vijay Manwani
Proprietor
M.N. : 162129

For **Madhur Industries Limited**

Sd/- Sd/-

Vinit Parikh (Director) DIN: 00494521

Shalin Parikh (Director) DIN: 00494506

Place : Ahmedabad
Date : May 30, 2015

MADHUR INDUSTRIES LIMITED

MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD-09

CASH FLOW STATEMENT FOR THE YEAR 2014-15

Particulars	(Rs in Lacs) 2014-15	(Rs in Lacs) 2013-14
A. Cash Flow From Operating Activities		
Net Profit (Loss) before tax as per profit and loss account	1.45	8.22
Adjusted For :-		
Depreciation Net	18.44	21.23
Amortisation of Expenses	0.00	0.00
Wrongly charged depreciation of P.Y.	0.00	-3.75
Bad Debt written off	0.00	0.00
Interest Income	0.00	0.00
Dividend Income	0.00	0.00
Interest in respect of Govt Grant	0.00	0.00
Interest Expense	0.31	0.40
Sundry Credit & other balance written back	0.00	-1.18
TOTAL	**20.20**	**24.20**
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE		
Movement in Working Capital		
Decrease/(Increase) in sundry debtors	-75.54	-64.59
Decrease/(Increase) in inventories	-8.63	-11.38
Decrease/(Increase)in Loans & Advances	-6.71	-1.59
Decrease/(Increase)in other Current Asset	0.52	-1.73
Decrease/(Increase)in Long Term Loans & Advances	-4.48	-5.38
Increase/(Decrease) in current liabilities	75.54	-18.62
Increase/(Decrease) in provision	1.63	-0.93
Cash generated from operation	**-17.67**	**-104.22**
Direct Taxes paid (Net of refunds)	-0.33	0.00
NET CASH FROM OPERATING ACTIVITES	**2.20**	**-71.80**
B. Cash Flows From Investment Activities		
Purchase of Fixed Asset	-2.90	-1.31
Purchase of Intangible Asset	0.00	0.00
Purchase/Sale of Investment	0.00	49.44
Sale of Fixed Assets	0.00	0.00
Profit on Sale of Investment	0.00	1.18
Dividend received	0.00	0.00
NET CASH FROM INVESTINGING ACTIVITIES	**-2.90**	**49.31**
C. Cash Flow From Financing Activity		
Proceeds from long-term borrowings	8.51	23.08
Government grant Recived	0.00	0.00
Interest Paid	-0.31	-0.40
NET CASH FROM FINANCING ACTIVITES	8.20	22.68
NET INCREASE IN CASH AND CASH EQUIVALENTS	7.50	19.80
Cash and Cash equivalents at the beginning of the year	41.03	30.83
Cash and Cash equivalents at the end of the year	**48.53**	**41.02**

FOR V S Manwani & Co
CHARTERED ACCOUNTANTS
F.R.N.: 140076W

Sd/-

CA Vijay Manwani
(Proprietor)
M. No. : 162129

FOR MADHUR INDUSTRIES LIMITED

Sd/- Sd/-

Shalin Parikh (Director) DIN: 00494521

Vinit Parikh (Director) DIN: 00494506

PLACE: AHMEDABAD
DATED: 30/05/2015

MADHUR INDUSRIES LIMITED

MADHUR INDUSTRIES LIMITED

Registered Office: MADHAVPURA MARKET, SHAHIBAG ROAD, AHMEDABAD
Corporate & Administration Office: MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD – 380009

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Name of the attending Member (In Block Letters): _____
Folio No/ DPID / Client ID : _____
Name of the Proxy : _____
(To be filled in if the Proxy attends instead of the Member)
No. of Shares held: _____
(In words) _____

I hereby record my presence at Annual General Meeting of the Company MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD – 380009 on Wednesday, 30th day of September, 2015 and at any adjournment thereof.

_____
Signature of Shareholder / Proxy

MADHUR INDUSRIES LIMITED

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014*/*

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

CIN: **L51909GJ1973PLC002252**

Name of the company: **MADHUR INDUSTRIES LIMITED**

Registered office: MADHAVPURA MARKET, SHAHIBAG ROAD, AHMEDABAD

Corporate & Administration office: MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD – 380009

Name of the member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....
   Address:
   E-mail Id:
   Signature: .....

2. Name: .....
   Address:
   E-mail Id:
   Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the Company, to be held on Wednesday, 30th day of September, 2015 At 9:00 A.M. at MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD – 380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

MADHUR INDUSRIES LIMITED

SR. NO.	RESOLUTION	FOR	AGAINST
	Ordinary Business		
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.		
2.	Appointment of a director in place of MR. SHALIN PARIKH (DIN: 00494506), who retires by rotation and being eligible, seeks re-appointment.		
3.	Appointment of M/S. V. S. MANWANI & CO., Chartered Accountants (Membership No.: 162129) as the Statutory Auditors of the Company for a consecutive period of Five (5) financial years.		
	Special Business		
4.	Appointment of MRS. BHAVNA MEHTA (DIN: 07002645) as an Independent Director w.e.f. 30th September, 2015.		
5.	Payment of Managerial Remuneration to MR. VINIT PARIKH, Managing Director of the Company (DIN: 00494521) of Rs. 75,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. VINIT PARIKH w.e.f. 1st April, 2015.		
6.	Payment of Managerial Remuneration to MR. SHALIN PARIKH, Director of the Company (DIN: 00494506) of Rs. 30,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. SHALIN PARIKH w.e.f. 1st April, 2015		

Signed this.....day of ....., 2015.

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MADHUR INDUSRIES LIMITED

Form No. MGT-12

Polling Paper

[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **MADHUR INDUSTRIES LIMITED**

Registered office: **MADHAVPURA MARKET, SHAHIBAG ROAD, AHMEDABAD**

Corporate & Administration Office: **MADHUR COMPLEX, STADIUM CROSS ROAD, NAVRANGPURA, AHMEDABAD – 380009**

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/ ~~Special~~ Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Particulars of Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	Ordinary Business			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.			
2.	Appointment of a Director in place of MR. SHALIN PARIKH (DIN: 00494506), who retires by rotation and being eligible, seeks re-appointment.			

MADHUR INDUSRIES LIMITED

3.	Appointment of M/S. V. S. MANWANI & CO., Chartered Accountants (Membership No.: 162129) as the Statutory Auditors of the Company for a consecutive period of Five (5) financial years.		

Special Business

4.	Appointment of MRS. BHAVNA MEHTA (DIN: 07002645) as an Independent Director w.e.f. 30th September, 2015.		
5.	Payment of Managerial Remuneration to MR. VINIT PARIKH, Managing Director of the Company (DIN: 00494521) of Rs. 75,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. VINIT PARIKH w.e.f. 1st April, 2015.		
6.	Payment of Managerial Remuneration to MR. SHALIN PARIKH, Director of the Company (DIN: 00494506) of Rs. 30,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. SHALIN PARIKH w.e.f. 1st April, 2015		

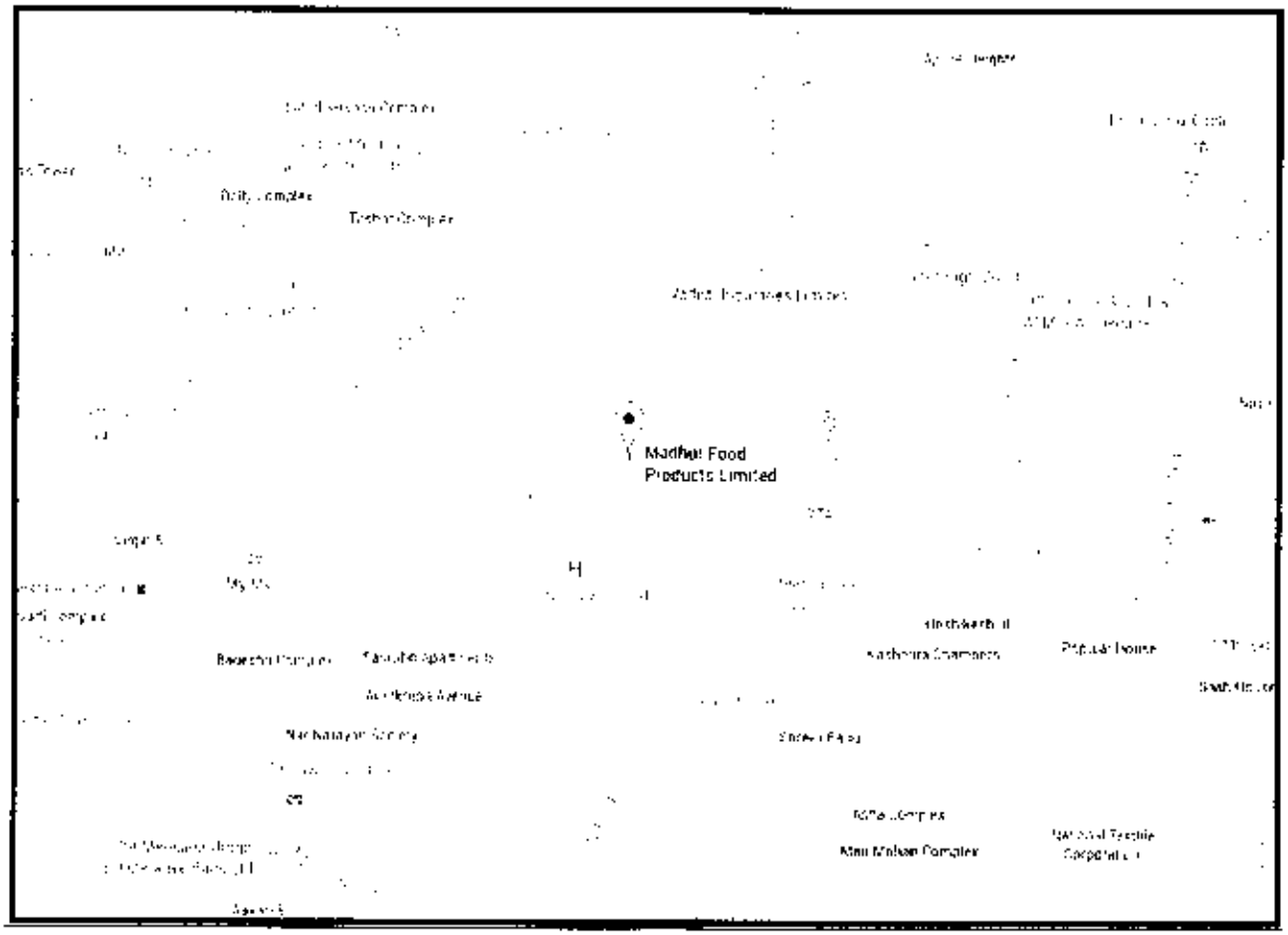
PLACE: AHMEDABAD

DATE:

Signature of the shareholder

MADHUR INDUSRIES LIMITED

ROUTE MAP TO THE VENUE OF AGM:

MADHUR INDUSTRIES LIMITED
MADHUR COMPLEX,
STADIUM CROSS ROAD,
NAVRANGPURA,
AHMEDABAD – 380009

(Previously registered as MADHUR FOOD PRODUCTS LIMITED)