

**SHRI GANG INDUSTRIES AND
ALLIED PRODUCTS LIMITED**

**26TH ANNUAL REPORT
2014-2015**

BOARD OF DIRECTORS

Chairman	Shri J.K. Jain
Whole Time Director	Shri J.K. Jain
Directors	Gyan Chand Jain Rajesh Kumar Gupta Narendra Singh Bisht Suchi Bahl
Bankers	HDFC Bank
Auditors	M/s Satendra Rawat & Company Chartered Accountants
Registered Office	A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar, Uttar Pradesh
Share Transfer Agent	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 rd Floor, 99, Madangir, New Delhi-110062

ANNUAL REPORT 2014-15

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NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Wednesday, December 30, 2015 at 3.00 p.m. at the Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 30th June, 2015 and the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. J.K. Jain who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139(2) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, **M/s Tas Associates, Chartered Accountants**, having Firm Registration No. 10520N, be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014(including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent and approval of members of the Company be and is hereby accorded to the re-appointment of Shri J.K.Jain as Whole Time Director of the company for a period of two(2) year w.e.f. 27th December, 2015 on a total monthly remuneration of Rupees 50250 per month as approved by the remuneration committee as set out in the explanatory statement to this resolution.

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Shri J.K.Jain, the company has no profit or its profit are inadequate, the company may pay Shri J.K.Jain by way of salary, perquisites and other allowances as approved by the board of directors and remuneration committee and to be within limit specified under section II of Part II of Schedule V of Companies Act, 2013.

RESOLVED FURTHER THAT no remuneration shall be paid to Shri J.K.Jain till the effective capital of company become positive.

RESOLVED FURTHER THAT the board of director of the company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT Ms. Suchi Bahl who was appointed as an Additional Director of the Company with effect from February 13, 2015 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company whose office shall be liable to retire by rotation.”

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

“RESOLVED THAT in pursuance to section 2(41) of Companies Act, 2013, the financial year of the company be changed so as to end on 31st March every year in place of 30th June at present.

RESOLVED FURTHER THAT after the change in the financial year of the Company the Accounts for the ensuing financial year be prepared for a period of 9 months from 1st July 2015 to 31st March 2016.

RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to inform the Stock Exchange and all other Statutory Bodies and Government Departments and to do all acts, deeds and things and to take all steps and give such directions as may be necessary that may arise in such manner as the Board in its absolute discretion may deem fit.”

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

“RESOLVED THAT pursuant to Section 149, 152 read with schedule IV of the Companies Act, 2013 and rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and **Regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**, the tenure of Mr. Narendra Singh Bisht, independent director be and is hereby fixed for a term up to 29.12.2019”.

8. To consider and if though fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to Section 149 and all other applicable provisions of the Companies Act and rules made there under and **Regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**, the tenure of Mr. Rajesh Kumar Gupta, independent director be and is hereby fixed for a term up to 29.12.2019”.
9. To consider and if though fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to Section 149 and all other applicable provisions of the Companies Act and rules made there under and **Regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**, the tenure of Mr. Gyan Chand Jain, independent director be and is hereby fixed for a term up to 29.12.2019”.

NOTES:

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

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

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percentage of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percentage of the total share capital the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- b) Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, December 26, 2015 to Wednesday, December 30, 2015 (both days inclusive).
- d) Corporate members are requested to send duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
- e) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out is annexed hereto.
- f) All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' notice in writing of the intention so to inspect is given to the Company.

- g) Members desirous of obtaining any information concerning the accounts and operation of the Company requested to send their query to the Company at least 10 days before the date of the Annual General Meeting so that any information required by the members may be made available at the meeting.
- h) Members are requested to notify immediately any change in their address, quoting folio numbers to the Company.
- i) The Company has a dedicated E-mail address secretarial@shrigangindustries.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest. The Company's website www.shrigangindustries.com has a dedicated section on Investors.
- j) As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards for general meeting issued by the Institute of Companies Secretaries of India “No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting”.

Voting Options:

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

(1) Voting through electronic means

- I. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and **Clause 35B of the Listing Agreement(Now Regulation 44 of Listing Regulation, 2015)** with Stock Exchanges, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the items of business given in the Notice of the AGM may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remotee-Voting”) will be provided by CDSL.
- III. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences at 10::00 a.m. on Sunday, December 27, 2015 and ends at 5:00 p.m. on Tuesday, December 29, 2015. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Tuesday, December 22, 2015 (“**Cut offdate**”), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by CDSL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for remote e-Voting are as under:
 - A. **In case of members receiving an e-mail from CDSL**
 - i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - ii. Click on “Shareholders” tab.
 - iii. Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
 - iv. Now enter your User ID;
 - a. For CDSL: 16 digits beneficiary Id,
 - b. For NSDL: 8 Character DP Id followed by 8 Digits Client Id,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vii. If you are a first time user follow the steps given below:

For members holding shares in Demat Form and Physical Forms

PAN*	<i>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i> <i>- 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.</i> <i>- 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.</i>
DOB#	<i>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</i>
Dividend Bank Details	<i>Enter the Dividend Bank Details as recorded in your demataccountor in the company records for the said demat account or folio.</i> <i>- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</i>

- Viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However,

members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of Shri Gang Industries and Allied Products Limited which is **151229007**
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for –Non Individual Shareholders and Custodians:
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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

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

(2) Voting at AGM

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

(3) Other Instructions

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

cdsl.co.in or RTA at beetalrta@gmail.com

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

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

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
 - VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through Polling Paper. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
 - VIII. Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) of M/s DMK Associates, Company Secretaries, has been appointed as "Scrutinizer" to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for the same purpose.
 - IX. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
 - X. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.
 - XI. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will, not later than three (3) days of conclusion of the AGM, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing.
 - XII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.shrigangindustries.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him and the results shall also be communicated to the Stock Exchanges. The results shall be displayed at the Registered Office at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh.
 - XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 26th AGM scheduled to be held on Wednesday, December 30, 2015.
- k) The route map of the venue for the Annual General Meeting is attached herewith.
- l) Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking reappointment at the annual general meeting, forms integral part of the notice. The concerned Director has furnished the requisite declarations for his re-appointment and his brief profile forms part of the explanatory statement.

**By Order of the Board
For Shri Gang Industries and Allied Products Limited**

**Place : New Delhi
Dated : 04.12.2015**

**J.K. Jain
Whole Time Director
DIN: 00120204**

Address: Flat No. 001, Tower 8, The Close South, Nirvana Country,
Sector 50, Gurgaon-122018, Haryana

Registered Office:

A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh

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

ITEM NO. 4

Shri J.K. Jain was re-appointed as Whole Time Director of the Company by the members at its last Annual General Meeting for the period of one year w.e.f. December 27, 2014. Therefore, his term as Whole Time Director will expire on December 26, 2015. During his term of office, Shri J.K. Jain has worked hard and is closely associated with the proposed rehabilitation of the company through Honorable BIFR and his continuance is very much required for the Company, though he attained the age more than 70 years. Hence in the interest of Company, the Board of Directors has recommended his re-appointment as Whole Time Director of the company for a further period of two year with effect from December 27, 2015. The appointment of Shri J.K.Jain as Whole Time Director is as per Section 196, 197, 198 203 read with Schedule V of the Companies Act, 2013 and further subject to the approval of members in the General Meeting. The details of remuneration to be paid to Shri J. K. Jain are mentioned below:

- 1) Basic Salary: Rs 35000 per month
- 2) House Rent Allowance: Rs 14000 per month
- 3) Medical reimbursement/allowance: Rs.1250 per month
- 4) Travel for official work: As per rules of the company

At present the effective capital of the Company is negative and no remuneration shall be paid to Shri J.K. Jain till the effective capital of the Company becomes positive.

Your Directors recommend the resolution set out at item no. 4 for your approval.

None of the Director, Manager, Key Managerial Personnel, and their relatives except Shri J.K.Jain is interested as mentioned above or concerned, financially or otherwise in the resolution.

ITEM NO. 5

Ms. Suchi Bahl was co-opted by the Board of Directors as an Additional Director (Promoter and Non-executive) with effect from February 13, 2015 pursuant to Section 161(1) of the Companies Act, 2013. Ms. Suchi Bahl holds office till the date of the ensuing Annual General Meeting.

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

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

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

ITEM NO. 6

Presently company is following the financial year which is started from 1stJuly and ended on 30thJune every year. As per the provision of section 2(41) of Companies Act, 2013, every company has to adopt the financial year from 1st April to 31stMarch, within 2 years of applicability of this section. Hence company wants to adopt the financial year as per the provision of Companies Act, 2013.

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

ITEM NO. 7

As per Listing Agreement applicable on Listed Companies and pursuant to Section 149, 152 read with schedule IV of the Companies Act, 2013 an independent director shall hold office for a term up to five consecutive and the appointment shall be approved at a meeting of shareholders. Mr. Narendra Singh Bisht, existing Independent Director, shall hold the office for a period of five consecutive years effective from last Annual General Meeting i.e. December 30, 2014 & he shall hold the office as Independent Director till December 29, 2019. His tenure should have been fixed in the last Annual General Meeting, however, inadvertently the item for fixing the tenure of Independent Director was left out in the Notice of last AGM, therefore to comply with the aforesaid requirement, the tenure of Independent Director is to be fixed and the proposed resolution is recommended for approval of members.

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

The Board recommends the Ordinary Resolution set out at Item No. 7 of the notice for approval by the members.

ITEM NO. 8

As per Listing Agreement applicable on Listed Companies and pursuant to Section 149, 152 read with schedule IV of the Companies Act, 2013 an independent director shall hold office for a term up to five consecutive and the appointment shall be approved at a meeting of shareholders. Mr. Rajesh Kumar Gupta, existing Independent Director, shall hold the office for a period of five consecutive years effective from last Annual General Meeting i.e. December 30, 2014 & he shall hold the office as Independent Director till December 29, 2019. His tenure should have been fixed in the last Annual General Meeting, however, inadvertently the item for fixing the tenure of Independent Director was left out in the Notice of last AGM, therefore to comply with the aforesaid requirement, the tenure of Independent Director is to be fixed and the proposed resolution is recommended for approval of members.

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

The Board recommends the Ordinary Resolution set out at Item No. 8 of the notice for approval by the members.

ITEM NO. 9

As per Listing Agreement applicable on Listed Companies and pursuant to Section 149, 152 read with schedule IV of the Companies Act, 2013 an independent director shall hold office for a term up to five consecutive and the appointment shall be approved at a meeting of shareholders. Mr. Gyan Chand Jain, existing Independent Director, shall hold the office for a period of five consecutive years effective from last Annual General Meeting i.e. December 30, 2014 & he shall hold the office as Independent Director till December 29, 2019. His tenure should have been fixed in the last Annual General Meeting, however, inadvertently the item for fixing the tenure of Independent Director was left out in the Notice of last AGM, therefore to comply with the aforesaid requirement, the tenure of Independent Director is to be fixed and the proposed resolution is recommended for approval of members.

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

The Board recommends the Ordinary Resolution set out at Item No. 9 of the notice for approval by the members.

**By Order of the Board
For Shri Gang Industries and Allied Products Limited**

**Place : New Delhi
Dated : 04.12.2015**

**J.K. Jain
Whole Time Director
DIN: 00120204**

Address: Flat No. 001, Tower 8, The Close South, Nirvana Country,
Sector 50, Gurgaon-122018, Haryana

Registered Office:

A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49(VIII) OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE (NOW REGULATION 36 OF LISTING REGULATION, 2015)

ITEM NO-2

Mr. Janeshwar Kumar Jain

Mr. Janeshwar Kumar Jain, aged 71 years, is a Commerce graduate. He has vast experience of over 50 years in the areas of trading, manufacturing, finance and allied matters in India. He has an in-depth knowledge and strong understanding of edible oil industry over 20 year. He has versatile experience & tremendous exposure in the concerned field. He is on the Board of the Company since October 31, 2009. He holds 138,000 equity shares of the Company.

His Committee membership is as under:

S. No.	Name of Board Committee	Member/Chairperson	Company
1.	Audit Committee	Member	Shri Gang Industries and Allied Products Limited
2.	Stakeholders Relationship Committee	Member	Shri Gang Industries and Allied Products Limited
3.	Nomination and Remuneration Committee	Chairman	Suraj Industries Ltd
4.	Audit Committee	Member	Suraj Industries Ltd
5.	Stakeholders Relationship Committee	Chairman	Suraj Industries Ltd

During the Financial Year ended March 31, 2015, Mr. Janeshwar Kumar Jain has attended the meetings of Board of Directors held on May 15, 2014, August 15, 2014, November 15, 2014, December 05, 2014, February 13, 2015 and May 15, 2015..

His tenure is liable to be retire by rotation at the forthcoming Annual General Meeting. The Board of Directors has already recommended for his appointment.

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

ITEM NO-4

Mr. Janeshwar Kumar Jain

Mr. Janeshwar Kumar Jain, aged 71 years, is a Commerce graduate. He has vast experience of over 50 years in the areas of trading, manufacturing, finance and allied matters in India. He has an in-depth knowledge and strong understanding of edible oil industry over 20 year. He has versatile experience & tremendous exposure in the concerned field. He is on the Board of the Company since October 31, 2009. He holds 138,000 equity shares of the Company.

His Committee membership is as under:

S. No.	Name of Board Committee	Member/Chairperson	Company
1.	Audit Committee	Member	Shri Gang Industries and Allied Products Limited
2.	Stakeholders Relationship Committee	Member	Shri Gang Industries and Allied Products Limited
3.	Nomination and Remuneration Committee	Chairman	Suraj Industries Ltd
4.	Audit Committee	Member	Suraj Industries Ltd
5.	Stakeholders Relationship Committee	Chairman	Suraj Industries Ltd

During the Financial Year ended June 30, 2015, Mr. Janeshwar Kumar Jain has attended the meetings of Board of Directors held on May 15, 2014, August 15, 2014, November 15, 2014, December 05, 2014, February 13, 2015 and May 15, 2015.

The Company has benefited a lot by the knowledge and expertise of Mr. Janeshwar Kumar Jain.

He also holds directorships in the following companies:

- Jain Motor Finance and Leasing Private Limited
- Suraj Industries Ltd
- Mohan Meakin Limited

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

ITEM NO-5

Ms. Suchi Bahl

Ms. Suchi Bahl, aged 32 years, is MBA by qualification and a young entrepreneur managing her own boutique business since last 5 years. She is on the Board of the Company since February 13, 2015.

She also holds directorships in the following companies:

- Suraj Industries Ltd
- LV Global Private Limited

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

**By Order of the Board
For Shri Gang Industries and Allied Products Limited**

**Place : New Delhi
Dated : 04.12.2015**

**J.K. Jain
Whole Time Director
DIN: 00120204**

Address: Flat No. 001, Tower 8, The Close South, Nirvana Country,
Sector 50, Gurgaon-122018, Haryana

Registered Office:

A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh

Directors' Report

To,
The Members,
Shri Gang Industries and Allied Product Limited

Your Directors are hereby present their Report on Company's Business Operations along with the Audited Statement of Accounts for the Financial Year ended June 30, 2015.

FINANCIAL RESULTS OF THE COMPANY

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

	(in Rs)	
	2014-2015	2013-2014
Income from Operations	-	-
Other Incomes	132,067,98*	239,694
Profit/(Loss) before Depreciation & Extra-Ordinary Items	16,407,479	3,752,294
Depreciation	(3,200,681)	(3,512,600)
VAT Provision for earlier years	8,640,990	-
Net Profit (Loss) after depreciation before tax	538,641	(3,732,847)
<u>Provision for Taxation</u>	-	-
Income Tax		
Net Profit/(Loss) after tax for the year	538,641	(3,732,847)

* Including a sum of Rs. 13,079,996 towards credit balances written off.

OPERATIONAL PERFORMANCE:

During the financial year 2014-15, the Company has recorded profit of Rs. 538,641 as compared to loss of Rupees 3,732,847 in last year.

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The members are aware that due to adverse market conditions, the management of the company had suspended its manufacturing activities at the factory effective from 25th March 2010 and accordingly declared "lay-off" for indefinite period. The Market conditions are now stable and the Company has submitted a Modified Rehabilitation Scheme to Hon'ble BIFR and based on that the Company shall resume its manufacturing operating.

DIVIDEND

Due to the present financial position your Directors are unable to recommend any dividend for the year under review.

AMOUNTS TRANSFERRED TO RESERVES:

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of section 152 of the Companies Act, 2013 and in accordance with provisions of Articles of Association of the Company, Mr. J K Jain, Director of the Company, is liable to retire by rotation and being eligible, offers himself for re-appointment.

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

The Board has recommended the re-appointment of Shri Janeshwar Kumar Jain as Whole Time Director of the Company.

Ms. Suchi Bahl has been appointed as Non-Executive Director on the Board of Directors of the Company w.e.f February 13, 2015. Your Board proposes to regularize her as Director of the Company.

The tenure of Mr. Narendra Singh Bisht, Mr. Rajesh Kumar Gupta & Mr. Gyan Chand Jain, Independent Directors of the Company has been fixed for five years in terms of the provisions of Listing Agreement and the relevant provisions of the Companies Act, 2013.

EXTRACT OF THE ANNUAL RETURN

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

CORPORATE SOCIAL RESPONSIBILITY

The Company was not required to constitute corporate social responsibility committee pursuant to section 135 of the Companies Act, 2013.

DETAILS OF SUBSIDIARIES/ JOINT VENTURE AND ASSOCIATES COMPANY

The Company has no subsidiary/ Joint Venture and Associate Company during the year.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134 (3) (c) & (5) of the Companies Act, 2013, the directors would like to state that:

- i) That in the preparation of the Annual Accounts for the year ended June 30, 2015, the applicable Accounting standards have been followed and that there are no material departures.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at June 30, 2015 and of the profit or loss of the Company for the Financial year ended June 30, 2015.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The accounts have been prepared following the going concern assumption.

- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

MATERIAL CHANGES AND COMMITMENTS

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

AUDIT COMMITTEE

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

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

AUDITORS

M/s Satendra Rawat & Company, Chartered Accountants, was appointed as Statutory Auditors of the Company by the members at its last Annual General Meeting held on December 30, 2014 to hold the office until the conclusion of ensuing Annual General Meeting.

M/s Satendra Rawat & Company has expressed their inability to continue as Statutory Auditor of the Company. The Board of Directors therefore recommended the appointment of M/s TAS Associates, Chartered Accountants, having Firm Registration No. 10520N as statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of next Annual General Meeting. The company has received the requisite certificate from M/s TAS Associates, Chartered Accountants to the effect that their appointment, if made, would be in accordance with the provisions of Section 139 (2) of the Companies Act, 2013 and Rules made there under.

AUDIT REPORT

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

Auditors Remark – 1

In the Auditor's Report under point (a) of matter of emphasis it has been stated that "With reference to note 6 & 11, these accounts have been prepared without any provision of interest, if any, payable on the overdue amount of interest free loan of Rs.446 lacs from PICUP. In the absence of adequate documentary evidences, we are not in a position to state/quantify whether any interest is payable on such overdue amounts."

Board's Reply

The explanation of Directors on the above comment is as under:

The interest free loan received from PICUP in lieu of deferred Sales Tax was payable in F.Y. 2012-13. As per the original as well as modified rehabilitation scheme sanctioned by Hon'ble BIFR, no interest was payable by the Company on this Loan. However, due to continued losses the Company could not repay this amount as per schedule and has now again submitted a modified rehabilitation scheme to Hon'ble BIFR in which further time has been requested for repaying this amount without any interest for past as well as future period. Accordingly company has not provided for any interest on this amount.

Auditors Remark – 2

In the Auditor's report under point (b) of matter of emphasis it has been stated that "with reference to note no. 7 & 11, these accounts have been prepared without any provision of interests, if any, payable to government of upon overdue deferred trade tax & power charges amounting to Rs. 3657.22 lacs. In the absence of any documentary evidences, we are not in a position to state/qualify whether any interest is payable on such amounts.

Board's Reply

The explanation of Directors on the above comment is as under:

The Company was allowed deferment of Trade Tax/VAT by Hon'ble BIFR in pursuance to Rehabilitation Scheme sanctioned on 22/4/2002 and modified rehabilitation scheme sanctioned on 19/10/2006. As per the modified rehabilitation scheme the Company was required to repay the deferred taxes w.e.f 1/7/2011. As per the original as well as modified rehabilitation scheme no interest was payable by the Company on these deferred amounts. However, due to continued losses the Company could not repay this amount as per schedule and has now again submitted a modified Rehabilitation Scheme to Hon'ble BIFR in which further time has been requested for repaying this amount without any interest for past as well as future period. Accordingly company has not provided for any interest on this amount.

Auditor Remarks-3

In the Auditor's Report under point (c) of matter of emphasis it has been stated that "Note no 23 to these accounts to the fact that the company suspended its manufacturing activities at its factory effective from 25th March, 2010 and accordingly declared "lay OFF" for indefinite period and Board has not yet made out any detailed plan. Such long activity coupled with the fact that Company's accumulated losses have exceeded its net worth, indicates the existence of a material uncertainty about the company's ability to recommence its operations and thus severely affecting the 'going concern assumption'. However, these accounts have been prepared by the management on 'Going concern assumption' in view of the pending reference before BIFR under the Sick Industrial Companies (Special Provisions) Act, 1985 as explained in note 23.

Board's Reply

The explanation of Directors on the above comment is as under:

The Company was declared a sick industrial company in May, 2001 by the Hon'ble Board for Industrial and Financial Reconstruction. The management is putting their best efforts to revive the operations of the Company. However due to continued losses and erosion of working capital, the Company had to suspend its production activities and the workers are laid off w.e.f. March 25, 2010. Hon'ble BIFR is in the process of formulating a modified rehabilitation scheme for the company. IDBI, the Operating Agency on the instructions of the BIFR has conducted a Techno Economic Viability Study (TEVS). As per the TEVS report submitted by IDBI, the unit can be revived subject to up gradation of the existing plant and machinery etc. Therefore, in the opinion of the Directors the operations of the company can be recommenced and accordingly the accounts have been prepared on the Going Concern Assumption.

Auditor Remarks-4

In the Auditor's Report under point (a) of Basis for Qualified Opinion it has been stated that "Inventories of Rs.135.13 lacs includes stores, spares part and raw materials, which in the absence of physical verification may not be realizable at the value stated in these financial statements and for which no provision for its impairment, if any has been made. Accordingly, loss for the year and accumulated losses as per profit & loss statement in Note 3 are less and current assets are considered to be more to the extent of Rs 135.13 lacs."

Board's Reply

The explanation of Directors on the above comment is as under:

As mentioned in the foregoing paragraph, a modified rehabilitation scheme is being submitted to Hon'ble BIFR based on the Techno Economic Viability Study which IDBI, the Operating Agency had got conducted, so that the company can revive the operations and make them viable in long term. As per the TEVS report submitted by IDBI, the unit can be revived subject to up gradation of the existing plant and machinery etc. Therefore, in the opinion of the Directors the operations of the company can be recommenced. All these items of stores, spares and packing material are in good condition and shall be consumed once the operations are re-started. Therefore, no provision for any impairment has been made.

Auditor's Remark-5

In the Auditor's Report under point (b) of Basis for Qualified Opinion it has been stated that "Capital Work in progress of Rs.9.96 lacs, which has not yet been completed and commissioned, may not be realizable at the value stated in these financial statements and for which no provision for its impairment, if any has been made. Accordingly, loss for the year and accumulated losses are shown less and noncurrent assets are shown in excess of Rs. 9.96 lacs.

Board's Reply

The explanation of Directors on the above comment is as under:

As mentioned in the foregoing paragraph, a modified

rehabilitation scheme is being submitted to Hon'ble BIFR based on the Techno Economic Viability Study which IDBI, the Operating Agency had got conducted, so that the company can revive the operations and make them viable in long term. As per the TEVS report submitted by IDBI, the unit can be revived subject to up gradation of the existing plant and machinery etc. Therefore, in the opinion of the Directors the operations of the company can be recommenced. Once the company recommences its operation, the pending Capital work would be completed and the amount of Rs. 9.96 lacs shown as "Capital Work in Progress" would be accordingly capitalized.

Auditors Remark -6

In the Auditor's Report under point (c) of Basis for Qualified Opinion it has been stated that "Interest on unpaid public deposits of Rs.30 lacs for the year has not been provided amounting to Rs.3.00 lacs (accumulated Rs.15.00 lacs approx. upto balance sheet date). Accordingly, loss for the year and accumulated losses are less and current Liabilities are also less by Rs.15.00 lacs (approx.)."

Board's Reply

The explanation of Directors on the above comment is as under:

Due to the erosion in the net worth and continuous losses, the company has not been able to pay interest on the deposit. The company would seek waiver of the interest in terms of the modified rehabilitation scheme that is under consideration of Hon'ble BIFR.

Auditor's Remark-7

In the Auditor's Report under point (d) of Basis for Qualified Opinion it has been stated that "In the absence of adequate documentation and documentary proof, we are unable to comment whether there is any impairment in the value of fixed assets due to efflux of time and suspension of activities since march 2010 and requirement of provision for the same which might be required to be provided for. In the absence of adequate records and any records of the physical verification, the discrepancies, realizable/salvage value, the impact of impairment cannot be ascertained.

Board's Reply

The explanation of Directors on the above comment is as under:

Since the manufacturing operations have been suspended, the entire plant has been put under lock and key and periodically the plant is opened to check the condition and the physical status of the machinery and equipment's. In the opinion of Board of Directors there is no deterioration in the condition of Plant & Equipment's requiring for any provision for impairment.

Auditors Remark -8

In Annexure to Para 1 (b) of the Auditor's Report it has been stated that "As explained and informed to us that the company's activities are suspended since March 2010 and the Management has stated to have carried out the physical

verification of a part the fixed assets during the year under consideration. In the absence of adequate documents, we are unable to comment whether such physical verification was carried out or the frequency of such verification was reasonable having regard to the size of the company and nature of its fix assets. In the absence of any such records of the physical verification, the discrepancies, if any, between the physical assets and the book records are not ascertainable.”

Board’s Reply

The explanation of Directors on the above comment is as under:

Since the manufacturing operations have been suspended, the entire plant has been put under lock and key and periodically the plant is opened to check the condition and the physical status of the machinery and equipments.

Auditors Remark-9

In Annexure to Para 2 (a), (b) & (c) of the Auditor’s Report it has been stated that:

- “(a) since the company has suspended its activities since March 2010, we are unable to state whether the company has carried out physical verification of its inventories and at reasonable periods. We are unable to comment whether the frequency of physical verification is reasonable.
- (b) In the absence of any records for physical verification of inventories, we are unable to comment on the reasonableness and adequacy of the procedures followed by the management in relation to the size of the company and nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. In the absence of any records for physical verification of inventories, the discrepancies, if any, between the physical stock and the book records are not ascertainable.”

Board’s Reply

The explanation of Directors on the above comment is as under:

Since the manufacturing operations have been suspended, the stores and godowns have been put under lock and key and periodically these godowns are opened to check the condition and the physical status of the inventories.

Auditor’s Remark-10

In Annexure to Para 5 of the Auditor’s Report it has been stated that “According to information and explanations given to us, the company has not complied with the provisions of sections 73 and 74 of the Companies Act, 2013 and the rules framed there under so far as applicable to the repayment of principal & interest on due date(s) or the renewal thereof in respect of overdue public deposit of Rs 30 lacs.

Board’s Reply

The explanation of Directors on the above comment is as under:

At the time of the acceptance of deposit the company had duly complied with the provisions of sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under. However, due to the erosion in the net worth and continuous losses, the company has not been able to pay interest on the deposit w.e.f. 01.07.2010. The company would seek waiver of the interest and rescheduling of the repayment terms in pursuance to the modified rehabilitation scheme that is under consideration of Hon’ble BIFR.

Auditors Remark -11

In Annexure to Para 7 of the Auditor’s Report it has been stated that “According to the records of the Company, the Company is regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees State Insurance, Income Tax, Trade Tax, State Development Tax, Wealth Tax, Custom Duty, Excise Duty, Service Tax, Cess and other statutory dues applicable to it, except the following:

- a. Deferred Trade Tax/Vat amounting to Rs.3016.09 Lacs (Previous year Rs.2929.68 Lacs) in terms of order of the BIFR for the rehabilitation. See also note no. 23 to these financial statements.

Board’s Reply

The explanation of Directors on the above comment is as under:

The Company has requested for further time for repayment of these dues as per the modified rehabilitation scheme submitted to Hon’ble BIFR, which is under its consideration.

SECRETARIAL AUDITOR

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

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

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

Secretarial Auditors Remark – 1

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

Board's Reply

The operation of the Company was suspended w.e.f March 25, 2010 and since then there is no activity in the Company. In view of this the Company did not appoint any internal auditor. However, the internal controls were adequately exercised keeping in view the volume of transactions during the year and the same was noted and taken on record by the Board at its Board Meeting held on May 15, 2014.

Secretarial Auditors Remark – 2

The Company was required to appoint Managing Director/ Manager/Chief Executive Officer/Whole-time Director and Chief Financial Officer and Company Secretary (as prescribed under section 203 of the Companies Act, 2013 read with rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. However no Chief Financial Officer and Company Secretary have been appointed by the company. As per information provided, the company has received the show cause notice No. TC/203/383A/11004/7321-7322 dated 23.02.2015 & TC /203/383A/11004/489-490 No. dated 15.04.2015 respectively u/s 203 of the Act from Registrar of Companies, UP & Uttrakhand, Kanpur and the company has given the reply of the said show cause notice.

Board's Reply

As stated in the Directors Report there is no business activities in the Company since March 2010, after suspension of manufacturing activity the working staffs including workers have left the company one by one. The management is trying their best to revive the Company but all depends upon the modified rehabilitation scheme which is currently under consideration of Hon'ble BIFR. Further the Company has appointed Shri. Janeshwar Kumar Jain, Whole Time Director of the Company to fulfill the requirement of Section 203(1)(i) of the Companies Act, 2013 but Company has not been able to fulfill the requirement of Section 203(1)(ii) & 203(1)(iii) of the Companies Act, 2013 due to the above said reasons.

Secretarial Auditors Remark – 3

The Company has made non-compliance of various clauses of Listing Agreement. Also, it is observed that the Company do not have its own website.

Board's Reply

Your management has decided to approach the BSE Limited for making necessary submission for resumption of trading activity in its equity shares and shall seek the details of pending Compliances as per listing agreement and thereafter shall file all the requisite documents.

The company has taken steps towards creating and maintaining its website and soon the company will have its website containing all the required information as per Companies Act, 2013 and Listing Agreement.

Secretarial Auditors Remark – 4

It was observed that tenure of Mr. Gyan Chand Jain, Mr. Rajesh Kumar Gupta and Mr. Narendra Singh Bisht, Independent

Directors was not fixed in the Annual General Meeting held on December 30, 2014 as per the provisions of section 149, 152 read with Schedule IV of the Companies Act, 2013.

Board's Reply

The company has taken the above matter in ensuing Annual General Meeting for Member's approval for fixing the tenure and period Independent Directors in terms of Section 149 of the Companies Act, 2013 and Listing Agreement.

Secretarial Auditors Remark – 5

It is observed that 100% equity shares of the company are in physical form and the company is yet to sign the tripartite agreement with Registrar & Depository to provide dematerialization facility to its shareholders.

Board's Reply

The Shareholders in the Annual General Meeting held on 24th December, 2011 approved for dematerialization of shares. The Company there after applied NSDL/CDSL for listing of shares but the same was declined by CDSL/NSDL. The Company is in the process of re-entering into a tripartite agreement with CDSSL/NSDL for dematerialization of Shares.

SHARE CAPITAL

During the year, there has been no change in the authorised, subscribed and paid-up share capital of the Company. As at June 30, 2015, the paid-up share capital stood at Rs. 7,93,00,000/- comprising of 79,30,000 equity shares of 10/- each.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has established an adequate internal control procedure which commensurate with the size of the Company and the nature of its business for the purpose of purchase and sale of goods, material, fixed assets and services. During the course of the audit, on random test check basis, no major weakness has been noticed in internal controls in respect of these areas except as notified in the Secretarial Audit.

CHANGE IN REGISTERED OFFICE:

There is no change in the Registered Office of the company during the year.

NUMBER OF BOARD MEETING

During the Financial Year 2014-15, Five Board meetings were held during the year. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement with Stock Exchanges. The details of all Board/Committee meetings held are given in the Corporate Governance Report.

CORPORATE GOVERNANCE DISCLOSURES

As a responsible corporate citizen, the Company is committed to maintain the highest standards of Corporate Governance and believes in adhering to the best corporate practices prevalent globally.

A detailed report on Corporate Governance is attached as **Annexure "C"**. A certificate from a Practising Company

Secretary confirming compliance with the conditions of Corporate Governance, as stipulated in Clause 49 of the Listing Agreement, is attached to the Corporate Governance Report.

Your Company gives due emphasis on the adaptability to such procedures so as to ensure transparency, accountability & integrity in all respect.

CODE OF CONDUCT:

In compliance with Clause 49 of Listing Agreement and the Companies Act, 2013, the Company has framed and adopted a code of conduct. The code is applicable to the members of the Board and all employees of the Company.

The Board Members have affirmed compliance with the Code of Conduct for the year ended June 30, 2015.

PREVENTION OF SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE

The company is not required to form "Internal Complaints Committee" under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as the Number of workers are less than 10 during the year under review.

During the year under review, no complaint of sexual harassment has been filed with "Local Complaints Committee."

DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT

The Company has received necessary declaration from each independent directors under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 146(6) of Companies Act, 2013 read with Clause 49 of the Listing Agreement.

MEETING OF INDEPENDENT DIRECTORS

In terms of requirements under Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate meeting of the Independent Directors was held on February 13, 2015.

The Independent Directors at the meeting reviewed the following:-

- Performance of non-independent Directors and Board as a whole.
- Performance of Chairperson of the Company.

COMMITTEE

Pursuant to requirement under Companies Act, 2013 and Listing Agreement, the Board of Directors has constituted the following Committees:

1. Audit Committee,
2. Nomination & Remuneration Committee and
3. Stakeholders Relationship Committee.

The details of composition and terms of reference of these committees are mentioned in the Corporate Governance Report.

NOMINATION & REMUNERATION POLICY

The Company has framed a Nomination and Remuneration Policy pursuant to the provisions of Section 178 of the Act read with Clause 49 of the Listing Agreement. The Policy has been disclosed in the Corporate Governance Report attached to this Report as **Annexure "D"**.

PARTICULARS OF LOAN(S), GUARANTEE(S) OR INVESTMENT(S) UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review the Company has neither made any investment(s) nor given any loan(s) or guarantee(s) or provided any security which is covered under the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENT MADE WITH RELATED PARTIES

During the year, the Company had not entered into any contract/arrangement/transaction with related parties.

DEPOSITS

During the year, the company has not accepted any deposits from public. However due to the erosion in the net worth of the company, the company has not been able to pay the principal amount and interest on due dates in respect of deposit of Rs.30 Lacs taken from specified persons in earlier years.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company is not engaged in any activity where conservation of energy and technology absorption is required. Further, during the year there were no foreign exchange earnings or outgo. Hence the details required under Section 134(3) (m) of the Companies Act 2013 read with rule 8(3) Companies (Accounts) Rule, 2014 are not given.

RISK MANAGEMENT

The Company has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically. Board has prepared & implemented Risk Management Policy which is reviewed and monitored on regular basis, to identify and review critical risks.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees and Stakeholder Relationship Committee. The evaluation was carried out on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and its shareholders etc. The Directors expressed their satisfaction with the evaluation process.

THE CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of your company during the year under review.

SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS

No significant material orders have been passed during the year by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Board has approved the Vigil Mechanism/Whistle Blower Policy, a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The mechanism also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review no personnel has been denied access to the audit committee.

PARTICULARS OF MANAGERIAL REMUNERATION AND EMPLOYEES

1. Disclosure in terms of Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:-

Notes:-

During the year under review no remuneration was paid to CFO, Executive and Non-Executive Director of the Company.

In view of the above no other disclosure required in terms of Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 was applicable.

2. Disclosure in terms of Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:-

There was no employee who has drawn salary as mentioned in the aforesaid rule.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company as provided under the Listing Agreement has been given separately and forms part of the Annual Report as **Annexure "E"**.

INDUSTRIAL RELATIONS

The operation of the Factory has been suspended with effect from March 25th 2010 as mentioned above and accordingly there was no employee in the factory during the year.

ACKNOWLEDGEMENTS

Your Directors would like to express their gratitude and appreciation for the assistance and cooperation received from the Banks during the year under review.

Your Directors also place on record their deep sense of appreciation for the devoted services rendered by all the employees of the company.

**By Order of the Board
For Shri Gang Industries and Allied Products Limited**

Place : New Delhi

Dated : 04.12.2015

**J.K. Jain
Chairman & Whole Time Director
DIN: 00120204**

Address: Flat No. 001, Tower 8,
The Close South, Nirvana Country,
Sector 50, Gurgaon-122018, Haryana

Registered Office:

A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh

Annexure to the Directors' Report

Annexure "A"

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 30.06.2015

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:

CIN	L01112UP1989PLC011004
Registration Date	02/08/1989
Name of the Company	SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED
Category/Sub-category of the Company	Company Limited By Shares. Indian Non-Government Company.
Address of the Registered office & contact details	A-26 UPSIDC Industrial Area Sikandrabad, Bulandshahar, Uttar Pradesh secretarial@shrigangindustries.com
Whether listed company	Listed
Name, Address & contact details of the Registrar & Transfer Agent, if any.	BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD. Beetal House, 3 rd Floor, 99Madangir, B/H Local Shopping Centre, New Delhi-110062.

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
	At present the Company has no active business operations	N.A.	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:- N.A

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 30-June-2014]				No. of Shares held at the end of the year [As on 30-June-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	Nil	1330500	1330500	16.78	NIL	1330500	1330500	16.78	NIL
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	NIL	610000	610000	7.69	NIL	610000	610000	7.69	NIL
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any other	NIL	1047880	1047880	13.21	NIL	641880	641880	8.09	(5.12)
Sub- total (A) (1):-	NIL	2988380	2988380	37.68	NIL	2582380	2582380	32.56	(5.12)

Annexure 'A' to the Directors' Report

(2) Foreign	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a) NRIs –Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Any other.....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub- total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Shareholding of Promoter A =(A) (1)+(A)(2)	NIL	2988380	2988380	37.68	NIL	2582380	2582380	32.56	(5.12)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	126400	126400	1.59	NIL	126400	126400	1.59	NIL
b) Banks / FI	NIL	53100	53100	0.67	NIL	53100	53100	0.67	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1):-	NIL	179500	179500	2.26	NIL	179500	179500	2.26	NIL
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	NIL	1759200	1759200	22.18	NIL	1759200	1759200	22.18	NIL
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	NIL	2507410	2507410	31.62	NIL	2507410	2507410	31.62	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	NIL	489210	489210	6.17	NIL	895210	895210	11.29	5.12
c)Others (specify)	NIL	6300	6300	0.08	NIL	6300	6300	0.08	NIL
Sub-total (B)(2):-	NIL	4762120	4762120	60.05	NIL	5168120	5168120	65.17	5.12

Annexure 'A' to the Directors' Report

Total Public Shareholding (B)=(B) (1)+ (B)(2)	NIL	4941620	4941620	62.32	NIL	5347620	5347620	67.44	5.12
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	NIL	7930000	7930000	100.00	NIL	7930000	7930000	100.00	NIL

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Anita Gupta	421180	5.31	NIL	15180	0.19	NIL	(5.12)
2	Mother Mira Industries Limited	250000	3.15	NIL	250000	3.15	NIL	NIL
3	Suraj Gupta	200240	2.53	NIL	200240	2.53	NIL	NIL
4	Rajesh Gupta	139800	1.76	NIL	139800	1.76	NIL	NIL
5	J.K. Jain	138000	1.74	NIL	138000	1.74	NIL	NIL
6	Anita Gupta	130000	1.64	NIL	130000	1.64	NIL	NIL
7	Vikas Gupta	130000	1.64	NIL	130000	1.64	NIL	NIL
8	Ritesh Gupta	130000	1.64	NIL	130000	1.64	NIL	NIL
9	Anju Arora	125000	1.58	NIL	125000	1.58	NIL	NIL
10	Rakesh Dutta	115000	1.45	NIL	115000	1.45	NIL	NIL
11	Allianz Securities Limited	100000	1.26	NIL	100000	1.26	NIL	NIL
12	Ashok Gupta	98825	1.25	NIL	98825	1.25	NIL	NIL
13	Nishi Arora	96400	1.22	NIL	96400	1.22	NIL	NIL
14	Shailesh Gupta	95325	1.2	NIL	95325	1.2	NIL	NIL
15	Universal Share Trading Co Ltd	95000	1.2	NIL	95000	1.2	NIL	NIL
16	Ajay Gupta	94500	1.19	NIL	94500	1.19	NIL	NIL
17	Sidhartha Gupta	92000	1.16	NIL	92000	1.16	NIL	NIL
18	Standard Polymers Limited	71000	0.9	NIL	71000	0.9	NIL	NIL
19	Pravin Kumari	66300	0.84	NIL	66300	0.84	NIL	NIL
20	Kusam Lata Arora	60000	0.76	NIL	60000	0.76	NIL	NIL

Annexure 'A' to the Directors' Report

21	Kusum Lata	50000	0.63	NIL	50000	0.63	NIL	NIL
22	Hemraj Raj Baid	50000	0.63	NIL	50000	0.63	NIL	NIL
23	Maurya Holdings Pvt Ltd	50000	0.63	NIL	50000	0.63	NIL	NIL
24	Ramesh Gupta	45800	0.58	NIL	45800	0.58	NIL	NIL
25	Standard Finhold Pvt Ltd	30000	0.38	NIL	30000	0.38	NIL	NIL
26	Shri Lal Vijay Kumar Bagla (HUF)	27500	0.35	NIL	27500	0.35	NIL	NIL
27	Sarwan Kumar Bagla	22500	0.28	NIL	22500	0.28	NIL	NIL
28	Jokhiram Radheshyam Mandwewala (HUF)	22000	0.28	NIL	22000	0.28	NIL	NIL
29	Aruna Surana	17500	0.22	NIL	17500	0.22	NIL	NIL
30	SKA Investments Pvt Ltd	14000	0.18	NIL	14000	0.18	NIL	NIL
31	Manju Devi Aggarwal	10500	0.13	NIL	10500	0.13	NIL	NIL
32	Vinod Gupta	10	0	NIL	10	0	NIL	NIL

iii) Change in Promoters' Shareholding

SN	Particulars	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.	Anita Gupta				
	At the beginning of the year	551180	6.95	551180	6.95
	Date wise Increase / Decrease in Promoters Shareholding during the year:				
Less:	Transfer on 07.08.2014	406000	5.11	145180	1.83
	At the end of the year	145180	1.83	145180	1.83

Annexure 'A' to the Directors' Report

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	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.	Prudent Breweries & Distilleries Private Limited				
	At the beginning of the year	390000	4.92	390000	4.92
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	390000	4.92	390000	4.92
2.	Global Spirits Private Limited				
	At the beginning of the year	390000	4.92	390000	4.92
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	390000	4.92	390000	4.92
3.	VRV Foods Limited				
	At the beginning of the year	390000	4.92	390000	4.92
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	390000	4.92	390000	4.92
4.	Sandeep Agrawal				
	At the beginning of the year	-	-	-	-
Add:	Date wise Increase / Decrease in Promoters Shareholding during the year: Transfer on 07.08.2014	236000	2.98	236000	2.98
	At the end of the year	236000	2.98	236000	2.98
5.	Millennium Breweries and Allied Products Limited				
	At the beginning of the year	230000	2.90	230000	2.90
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	230000	2.90	230000	2.90
6.	CBK Financiers Private Limited				
	At the beginning of the year	176000	2.22	176000	2.22
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	176000	2.22	176000	2.22

Annexure 'A' to the Directors' Report

7.	Deepak Kukreja				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year:				
Add:	Transfer on 07.08.2014	170000	2.14	170000	2.14
	At the end of the year	170000	2.14	170000	2.14
8.	CRB Corporation Limited				
	At the beginning of the year	100000	1.26	100000	1.26
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	100000	1.26	100000	1.26
9.	Sunil Mittal				
	At the beginning of the year	97545	1.23	97545	1.23
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	97545	1.23	97545	1.23
10.	Administrator of the specified undertaking of the Unit Trust of India Stock Holding Corp. of India Limited				
	At the beginning of the year	66500	0.84	66500	0.84
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	66500	0.84	66500	0.84

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	J.K.JAIN				
	At the beginning of the year	138000	1.74	138000	1.74
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	138000	1.74	138000	1.74
2.	Rajesh Gupta				
	At the beginning of the year	139800	1.76	139800	1.76
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	139800	1.76	139800	1.76

Annexure 'A' to the Directors' Report

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	44,600,000	36,030,000	3,000,000	83,630,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	44,600,000	36,030,000	3,000,000	83,630,000
Change in Indebtedness during the financial year	-			
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-			
i) Principal Amount	44,600,000	36,030,000	3,000,000	83,630,000
ii) Interest due but not paid	-			
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	44,600,000	36,030,000	3,000,000	83,630,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER: NIL

B. REMUNERATION TO OTHER DIRECTORS: NIL

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

According to the records of the company and information and explanation, there are no dues of sales tax, income tax, custom duty, service tax, wealth tax, excise duty and cess on account of any disputes.

**By Order of the Board
For Shri Gang Industries and Allied Products Limited**

Place : New Delhi
Dated : 04.12.2015

**J.K. Jain
Chairman & Whole Time Director
DIN: 00120204
Address: Flat No. 001, Tower 8,
The Close South, Nirvana Country,
Sector 50, Gurgaon-122018, Haryana**

Registered Office:

A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh

Annexure 'B' to the Directors' Report

"Annexure-B"

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.06.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s Shri Gang Industries and Allied Products Limited
A-26 UPSIDC Industrial
Aresikandrabad
Bulandshahar, Uttar Pradesh

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **Shri Gang Industries And Allied Products 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 Company's 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 our opinion, the company has, during the audit period covering the financial year ended on June 30, 2015 (Audit Period) 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 along with Annexure 1 attached to this report:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on June 30, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not applicable to the Company during the Audit Period);**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment(FDI), Overseas Direct Investment(OD) and External Commercial Borrowings(ECB); **(No fresh FDI, ODI and ECB was taken by the company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period);**
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period);**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit Period);**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the Audit Period);**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period);**

Since no business activity was carried on by the company during the current / preceding financial year(s), also the company was declared Sick Industrial Company since May 2001 and currently the proceeding are pending with the Board of Industrial and Financial Reconstruction (BIFR), therefore no business or industry related law was applicable to the company as identified by the management.

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 applicable to the Company during the Audit Period)**
- (ii) The Listing Agreement entered into by the Company with the BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines to the extent applicable, Standards, etc. except as mentioned hereunder:

Annexure 'B' to the Directors' Report

- 1) *The Company was required to appoint Internal Auditor as per the section 138 of the Companies Act, 2013 read with rule 13 of Companies (Accounts) Rule 2014. However, it is observed that no Internal Auditor has been appointed by the Company.*
- 2) *The Company was required to appoint Managing Director/Manager/Chief Executive Officer/ Whole-time Director and Chief Financial Officer and Company Secretary (as prescribed under section 203 of the Companies Act, 2013 read with rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. However no Chief Financial Officer and Company Secretary have been appointed by the company. As per information provided, the company has received the show cause notice No. TC/203/383A/11004/7321-7322 dated 23.02.2015 & TC /203/383A/11004/489-490 No. dated 15.04.2015 respectively u/s 203 of the Act from Registrar of Companies, UP & Uttrakhand, Kanpur and the company has given the reply of the said show cause notice.*
- 3) *The Company has made non-compliance of various clauses of Listing Agreement. Also, it is observed that the Company do not have its own website.*
- 4) *It was observed that tenure of Mr. Gyan Chand Jain, Mr. Rajesh Kumar Gupta and Mr. Narendra Singh Bisht, Independent Directors was not fixed in the Annual General Meeting held on December 30, 2014 as per the provisions of section 149,152 read with Schedule IV of the Companies Act, 2013.*
- 5) *It is observed that 100% equity shares of the company are in physical form and the company is yet to sign the tripartite agreement with Registrar & Depository to provide dematerialisation facility to its shareholders.*

Based on the information received and records maintained, we further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, women 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.
2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda 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.
3. Majority decision was carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc.

**For MONIKA KOHLI & ASSOCIATES
COMPANY SECRETARIES**

(MONIKA KOHLI)
B.Com(H), FCS, LL.B.
FCS 5480
C P 4936

Date: December 4, 2015

Place: New Delhi

ANNEXURE 1

To,

The Members,

M/s Shri Gang Industries And Allied Products Limited
A-26 UPSIDC Industrial
Aresikandrabad
Bulandshahar, Uttar Pradesh

Our Report of even date is to be read along 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. We believe that the processes and practices, we followed provide a reasonable basis 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 the management. Our examination was limited to the verification of the 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.

**For MONIKA KOHLI & ASSOCIATES
COMPANY SECRETARIES**

(MONIKA KOHLI)
B.Com(H), FCS, LL.B.
FCS 5480
C P 4936

Date: December 4, 2015

Place: New Delhi

Report on Corporate Governance

Annexure “C”

As the paid up share capital of the company is less than 10 Crore and net worth is not exceeding Rs. 25 Crore on the last day of the previous financial year hence in terms of the SEBI Circular no. CIR/CFD/POLICYCELL/7/2014 dated September 15, 2014, Clause 49 of Listing Agreement is not applicable to the Company. However, your Company is voluntarily complying the requirement of Clause 49 of Listing Agreement to the extent possible as a part of its good corporate governance practice.

A good Corporate Governance is a system by which Companies are directed and controlled by the management in the best interest of the stakeholders and others. Corporate Governance ensures fairness, transparency and integrity of the Management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Companies. Your company has been practicing the principles of Good Corporate Governance for the last many years.

The Company has a mission to provide sustainable advanced solution and service to our customers, long term partnership with its investors, maximizing value to our stakeholders, clients, suppliers and its employees.

This has been articulated through the Company's Code of Business Conduct and Ethics, Corporate Governance guidelines, charters of various sub-committees of the Company's Disclosure policies. These policies seek to focus on enhancement of long term stakeholder's value without compromising on Ethical Standards and Corporate Social Responsibilities.

1. COMPANY'S PHILOSOPHY

Company Philosophy on Corporate Governance is founded upon a rich legacy of fair ethical and transparent Governance practices, many of which were in place even before they were mandated by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

The Company believes in adopting best practices in the area of corporate governance and follows the principles of full transparency and accountability by providing information

on various issues concerning the Company's business and financial performance to its shareholders. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them and adopt the best practices. The Company will continue to focus its resources, strengths and strategies to achieve growth in business.

The Board considers itself as the Trustee of its Shareholders. During the period under review, the Board continued its pursuit by adopting and monitoring of corporate strategies, prudent business plans, major risks and ensuring that the Company pursues policies and procedures to satisfy its social, legal and ethical responsibilities.

2. BOARD OF DIRECTORS

Composition of Board:

The Board of Directors as on June 30, 2015, consists of One Executive Directors and Four Non-Executive Directors who have sufficient experience in their respective fields. In all the Board comprises of One (1) Executive Director, Three (3) Non-Executive Independent Directors and One (1) Non-Executive Non Independent Director.

Non-Executive Directors' compensation and disclosures:

No remuneration or sitting fees has been paid to the Non-Executive Directors'. No stock options were granted to Non-Executive Directors or Independent Directors during the year under review.

Meeting of Board of Directors

There were 05 (Five) Board Meetings held during the year ended June 30, 2015. These were on 13.08.2014, 15.11.2014, 05.12.2014, 13.02.2015 and 15.05.2015.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the Listing Agreement / Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of Directors	Category	No. of positions held in other Companies			Attendance at Board Meetings held during the year 2014-15	Attendance at last AGM
		Board	Committee			
			Member –ship	Chairman –ship		
Shri J.K. Jain	Whole Time Director	3	1	2	5	Yes
Shri Narender Singh Bisht	Non-Executive Independent Director	8	-	1	5	Yes
Shri Rajesh Kumar Gupta	Non-Executive Independent Director	-	-	-	5	Yes
Shri Gyan Chand Jain	Non-Executive Independent Director	-	-	-	1	Yes
Smt. Suchi Bahl*	Non-Executive Non Independent Director	2	-	-	1	No
Late Shri Gopal Das Aggarwal**	Ceased	-	-	-	1	No

* Appointed w.e.f February 13, 2015

** Demise on 20.09.2014

The last Annual General Meeting (AGM) was held on December 30, 2014.

None of the Directors of the Board serve as Members of more than 10 committees nor do the Chairman more than 5 committees as per the requirements of the Listing Agreement.

3. CODE OF CONDUCT

- i. The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The copies of Code of Conduct as applicable to Directors (including Senior Management of the Company) have been sent to all the Directors and Senior Management Personnel.
- ii. The Members of the Board of Directors and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended 30th June, 2015.

4. AUDIT COMMITTEE

The Company has duly constituted an Audit Committee, the scope of which is in conformity with the Listing Agreement and the Companies Act, 2013. During the year, five Audit Committee meetings were held on 13.08.2014, 15.11.2014, 05.12.2014, 13.02.2015 and 15.05.2015. The Minutes of meetings of the Audit Committee are placed before the Board.

The composition of Audit Committee and the attendance of its members as on June 30, 2015 are as follows:

Name of Director	Designation	Attendance at the meetings held during the year 2014-15
Shri Narendra Singh Bisht	Chairman	5
Shri Rajesh Gupta	Member	5
Shri J.K. Jain	Member	5

The terms of reference to the Audit Committee include inter-alia the following:

- (a) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (b) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (c) examination of the financial statement and the auditors' report thereon;
- (d) approval or any subsequent modification of transactions of the company with related parties;
- (e) scrutiny of inter-corporate loans and investments;
- (f) valuation of undertakings or assets of the company, wherever it is necessary;
- (g) evaluation of internal financial controls and risk management systems;
- (h) monitoring the end use of funds raised through public offers and related matters.
- (i) To review the quarterly, half years and annual financial

statements before submission to the Board for approval. To discuss the Auditors about internal control system and to consider their observations and follow-up.

- (j) To ensure compliance of internal control system.
- (k) Reviewing with management the annual financial statements before submission to the board, focusing primarily on any changes in :
 - a. Accounting policies and practices
 - b. Major accounting entries based on the exercise of judgment by management
 - c. Qualifications in the draft audit report
 - d. The going concern concept
 - e. Compliance with accounting standards
 - f. Any related party transactions i.e. transactions of the Company of material nature, with promoters of the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.
- (l) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- (m) Reviewing the adequacy of internal audit functions.
- (n) Discussions with internal auditors any significant finding and follow up there on.
- (o) 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.
- (p) Discussion with external auditors before the audit commences nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
- (q) To investigate on any matter referred by the Board.

5. PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors. The performance evaluation of independent directors has done by the entire Board of Directors excluding the director being evaluated.

6. SUBSIDIARY COMPANY

The Company does not have any subsidiary company.

7. DISCLOSURES

(a) Related Party Transactions:

There have been no related party transactions with the Company's promoters, directors, management or their relatives which may have a potential conflict with the interests of the Company. Members may refer to

Disclosures of transactions with related parties i.e. Promoters, Directors, Relatives, or Management made in the Balance Sheet in Notes to the Accounts.

(b) Accounting Standards:

The Company has followed the Accounting Standards laid down by the Companies Act, 2013.

(c) Compliance with Regulations:

The Company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty been imposed on the Company by the stock exchanges, SEBI or any other statutory authority, however there are certain non-compliance of listing agreement which have been pointed by the secretarial auditor and the same has been replied and the Company has taken steps towards their compliance.

(d) Certificate on Corporate Governance:

The Company has obtained **Certificate on Corporate Governance** as required by Clause 49 of the Listing Agreement from Manoj Verma & Associates., Company Secretary in Practice.

(e) Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Company Secretary in practice conducts the Reconciliation of Share Capital Audit of the Company for the purpose of reconciliation of total admitted capital Depositories and the total issued and listed capital of the company.

The Company Secretary in practice has conducted such audit in every quarter and issued a Reconciliation of Share Capital Audit Certificate to this effect to the Company.

(f) Prohibition of Insider Trading:

In accordance with SEBI (Prohibition of Insider Trading) Regulation, 2015, the Board of Directors has adopted the Insider Trading policy for prevention of insider trading to be followed by Directors, Employees and other connected persons.

8. NOMINATION & REMUNERATION COMMITTEE

The Board of Directors in their meeting held on April 27, 2002 constituted the Nomination and Remuneration Committee comprising of three Directors. The scope of the Committee includes, inter alia, appointment, removal and compensation issues of key managerial personnel of the Company. The Board of Directors in their meeting held on 15.05.2014 renamed the Remuneration Committee as "Nomination and Remuneration Committee" in compliance of the provisions of the Companies Act, 2013. The Nomination and Remuneration Committee meets with the requirement under Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. During the year, two Nomination and Remuneration Committee meetings were held on 05.12.2014 and 13.02.2015.

The composition of Nomination & Remuneration Committee as on June 30, 2015 is as follows:

Name of the Directors	Category	Attendance during the year
Shri Narendra Singh Bisht	Director (Chairman)	2
Shri Gyan Chand Jain	Director (Member)	1
Shri Rajesh Kumar Gupta	Director (Member)	2

9. STAKEHOLDER RELATIONSHIP COMMITTEE

Pursuant to the Provisions of Clause 49 of the Listing Agreement, the Board has constituted a committee of three members under Chairmanship of Non-Executive Director. The Board of Directors in their meeting held on 15.05.2014 renamed the Investor's Grievance/ Share Transfer committee as Stakeholders Relationship Committee in compliance of the provisions of the Companies Act, 2013. The committee meets time to time, to approve inter-alia, transfer/ transmission of shares, issue of duplicate share certificate and reviews the status of investors grievances and redressal mechanism and recommend measures to improve the level of investor services. Details of shares transfer/transmissions approved by the committee are placed at the Board Meetings from time to time.

The composition of the Stakeholder Relationship Committee as on June 30, 2015 and attendance of the members at the meeting are as under:

Name of the Directors	Category
Shri Narendra Singh Bisht	Director (Chairman)
Shri J.K. Jain	Director (Member)
Shri Rajesh Kumar Gupta	Director (Member)

The investor complaints that were received during the year have been resolved within stipulated time.

Number of pending share transfer as on June 30, 2015 was Nil.

10. CEO/CFO Certification

As the Company is registered with BIFR and its manufacturing operations is suspended since 25th March, 2010 and it doesn't have any CEO/CFO, Mr. J.K. Jain, Whole Time Director of the Company have submitted certificate, in terms of clause 49 of the listing agreement, to the Board.

11. BRIEF PROFILE OF THE DIRECTOR PROPOSED TO BE RE-APPOINTED

Pursuant to the Listing Agreement and as a matter of good Corporate Governance, a brief profile of the Directors proposed to be re-appointed at the forthcoming Annual General Meeting shall be given as hereunder for information to the shareholders:

➤ **Mr. Janeshwar Kumar Jain**

Mr. Janeshwar Kumar Jain, aged 71 years, is a Commerce graduate. He has vast experience of over 50 years in the areas of trading, manufacturing, finance and allied matters in India. He has an in-depth knowledge and strong understanding of edible oil industry over 20 year. He has vast experience & tremendous exposure in the concerned field. He is on the Board of the Company since October 31, 2009. He holds 138,000 equity shares of the Company.

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

12. MANAGEMENT DISCUSSION AND ANALYSIS:

A report on Management Discussion and Analysis is a part of Corporate Governance Report.

13. MEANS OF COMMUNICATION

The quarterly / half yearly results are forthwith communicated to all Stock Exchanges with whom the Company has listing arrangements as soon as they are approved and taken on record by the Board of Directors of the Company. The results are being published in the leading newspapers in terms of the Listing Agreement.

14. GENERAL BODY MEETINGS

(I) Annual General Meeting (AGM) Details

The last three Annual General Meetings of the Company were held as under:-

Year	Location	Date	Time
2012	A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar (U.P)	29.12.2012	2:30 PM
2013	A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar (U.P)	30.12.2013	11:00 AM
2014	A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar (U.P)	30.12.2014	11:30 AM

Special Resolution was passed in the Annual General Meeting held on December 30, 2014 for Re-appointment of Mr. J.K. Jain as Whole Time Director of the Company

Postal Ballot

During the year under review no resolution was passed through postal ballot.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

15. GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting

Date and Time : 30.12.2015; 3.00 P.M.
Venue: A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar (U.P)

(b) Book closure date : 26.12.2015 to 30.12.2015

(c) Dividend payment date: N.A

(d) Stock Exchanges at which: BSE Limited, Mumbai
Shares of the Company are listed.

Stock Code: Code
The Stock Exchange, Mumbai: 523309

(e) Stock Market Data

The trading in company's equity shares are suspended by the BSE Limited due to certain non-compliance of Listing Agreement. Therefore no stock market data is available.

(f) Share price performance in comparison to broad based indices.

No information received from the stock exchanges.

(g) Registrar and Transfer Agent

Beetel Financial & Computer Services (P) Ltd

Beetel House, 3rd Floor,

99, Madangir, New Delhi- 110062

(h) Share Transfer System

Transfers of shares in physical form are registered and dispatched within 15 days from the date of their receipt, subject to the documents being valid and complete in all respects. In case of objection, the same are also dispatched within 3 weeks.

(i) Distribution of Shareholding as on June 30, 2015

No. of equity shares held	No. of Share holders	% of share-holders	No. of shares held	% of shareholding
1 to 5000	11371	94.54	1725920	21.76
5001 to 10000	397	3.30	329700	4.16
10001 to 20000	124	1.03	185500	2.34
20001 to 30000	39	0.32	100500	1.27
30001 to 40000	10	0.08	35200	0.44
40001 to 50000	13	0.11	61000	0.77
50001 to 100000	15	0.12	115400	1.46
100001 to above	59	0.49	5376780	67.80
Grand Total	12028	100.00	7930000	100.00

Shareholding pattern as on June 30, 2015

S. No.	Category	No. of Shares held	% of holding
A.	Promoters holding	2582380	32.56
B.	Non-promoters holding		
1	Institutional Investors-Banks, Mutual Fund	179500	2.26
2	Others		
i)	Body Corporate	1759200	22.18
ii)	Indian Public	3402620	42.91
iii)	NRIs/OCBs	6300	0.08
	Sub-total (B)	5347620	67.44
	Grand Total	7930000	100.00

(j) Dematerialization of Shares and Liquidity:

The Shareholders in the Annual General Meeting held on 24th December, 2011 approved for dematerialization of shares. The Company there after applied NSDL/CDSL for listing of shares but the same was declined by CDSL/NSDL. The Company is in the process of re-entering into a tripartite agreement with CDSSL/NSDL for dematerialization of Shares.

(k) Outstanding GDRs/ADRs/Warrants or Convertible Instruments, conversion

Date and likely impact on Equity : Not Applicable
Registered office: A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar (U.P)

Address for Investor correspondence: A-26, UPSIDC
 and for any query on Industrial Area, Sikandrabad,
 annual basis Distt. Bulandshahar (U.P)

Declaration Affirming Compliance of provisions of the Code of Conduct

To the best of my knowledge and belief and on the basis of declarations given to me, I hereby affirm that all the Board members and the Senior Management Personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year ended June 30, 2015.

**By Order of the Board
 For Shri Gang Industries and Allied Products Limited**

**Place : New Delhi
 Dated : 04.12.2015**

**J.K. Jain
 Chairman & Whole Time Director
 DIN: 00120204**

Address: Flat No. 001, Tower 8,
 The Close South, Nirvana Country,
 Sector 50, Gurgaon-122018, Haryana

Registered Office:

A-26 UPSIDC Industrial Area,
 Sikandrabad, Bulandshahar, Uttar Pradesh

Corporate Governance Certificate

CEO AND CFO CERTIFICATE

(UNDER SUB CLAUSE IX OF CLAUSE 49 OF THE LISTING AGREEMENT)

To,
**The Board of Directors,
Shri Gang Industries and Allied Products Limited**

We hereby certify that:-

- a) We have reviewed the financial statements including the cash flow statement of the Company for the year ended as on June 30, 2015 and that to the best of our knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements including cash flow statement present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company which are fraudulent, illegal or violative of the Company's code of conduct.
- c) Based on our observance and on the basis of submissions received through sub-certification process, we certify that internal controls and financial reporting are established, maintained and are effective considering the nature and size of the business requirement. Further, no deficiencies have been observed in design or operation of such internal controls for the period covered by this report.
- d) During the period under review, no significant changes were observed in the internal controls over financial reporting and accounting policies of the Company. Furthermore, no instance of fraud found by management or employees having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi

Dated : 04.12.2015

J.K. Jain
Chairman & Whole Time Director
DIN: 00120204

Address: Flat No. 001, Tower 8,
The Close South, Nirvana Country,
Sector 50, Gurgaon-122018, Haryana

Registered Office:

A-26 UPSIDC Industrial Area,
Sikandrabad, Bulandshahar, Uttar Pradesh

Note: As Company doesn't have any CEO/CFO, Mr. J.K. Jain, Whole Time Director of the Company has been authorized by the Board to submit the certificate, in terms of clause 49 of the listing agreement, to the Board.

NOMINATION AND REMUNERATION POLICY

The Board has delegated to the Nomination and Remuneration Committee the responsibility for identifying, negotiating, affirming and recommending to the Board, candidates for the Board, after considering the necessary and desirable competencies for new Board members.

Policy for Appointment and Re-Appointment of Director

The Board believes that its membership should comprise directors with an appropriate mix of skills, experience and personal attributes that will best complement board effectiveness, cohesion and diversity and allow the directors to individually, and as a Board collectively, to:

- (a) Discharge their responsibilities and duties under the law effectively and efficiently;
- (b) Understand the business and environment in which the company operates so as to be able to agree with management the objectives, goals and strategic direction which will maximize shareholder's value; and
- (c) Assess the performance of management in meeting those objectives and goals.

Accordingly, in selecting potential new directors, the Nominations and Remuneration committee will seek to identify the competencies required to enable the Board to fulfill its responsibilities. In doing so, the Committee will have regard to the results of the annual appraisal of the Board's performance.

While recognizing that each director will not necessarily fulfill all criteria, the Nominations and Remuneration Committee have identified the following fundamental factors as relevant to the selection and appointment of new directors:

- (a) Outstanding in capability with extensive and senior commercial experience;
- (b) High level of personal integrity; and
- (c) Time available to meet the commitment required.

Remuneration payable to Managing and Whole Time Director

The elements of the remuneration package of the Managing Director comprises of salary, perquisites & allowances comprising of Company maintained accommodation or house rent allowance, personnel allowance, leave travel allowance, club membership / facilities, use of chauffeur driven Company car, telecommunication facilities at residence and other perquisites and allowances including Company's contribution to provident fund, superannuation fund, gratuity and leave encashment facilities in accordance with rules of the Company, medical reimbursement as per actual, medical/health insurance, life insurance including keyman insurance policies.

The annual increments and performance incentive of the Managing Directors and other whole time directors are linked to their performance and are decided by the Nomination and Remuneration Committee from time to time.

Remuneration payable to Non-Executive Directors

The Non-Executive Directors will be paid with the sitting fee, if any, subject to the approval of board of directors/including any sub-committee thereof, upto the limit as specified under Companies Act 2013 and also in Compliance with the Listing Agreement.

Evaluation

In addition to an annual self-evaluation by the remuneration committee, the board must review the effectiveness of the Committee annually.

Amendments

This policy can be modified or repealed at any time by the Board of Directors of the Company.

By Order of the Board
For Shri Gang Industries and Allied Products Limited

Place : New Delhi
Dated : 04.12.2015

J.K. Jain
Chairman & Whole Time Director
DIN: 00120204

Address: Flat No. 001, Tower 8,
The Close South, Nirvana Country,
Sector 50, Gurgaon-122018, Haryana

MANAGEMENT DISCUSSION AND ANALYSIS

Shri Gang Industries & Allied Products Limited is engaged into the business of manufacture and Sale of Vanaspati, Refined Oils and Bakery Shortening. It manufactured these products under its brands “Apna” and “Mr. Baker” and the sales were mainly in the State of Uttar Pradesh. The manufacturing activities at factory premises was suspended with effect from March 25, 2010 and accordingly “Lay Off” was declared. The Company has not recommenced its manufacturing activity till the date report. A modified rehabilitation scheme has been submitted to Hon’ble BIFR based on the Techno Economic Viability Study (TEVS) which IDBI, the Operating Agency had got conducted, so that the company can revive the operations and makes them viable in long term. As per the TEVS report submitted by IDBI, the unit can be revived subject to up gradation of the existing plant and machinery etc. The modified rehabilitation scheme is under consideration of Hon’ble BIFR. Once this is sanctioned the company would take steps to recommence the operations.

THREATS

The inconsistent Government policies relating to import duties on edible oils as well as Vanaspati and Bakery shortening is biggest threat to the industry.

FINANCIAL PERFORMANCE

During the year, the Company had registered nil sales. However, during the year under review the company earned Profit of Rs. 5.38 lacs as against loss of Rs.37.33 of last year. The profit is on account of write off credit balances.

Your Company was declared as sick Industrial unit in May, 2001 by the Hon’ble Board for Industrial and Financial Reconstruction. Your management has been putting their best efforts to revive the sick Company since long time. Due to adverse market conditions the Company had to suspend its production activities and the workers are laid off w.e.f. March 25, 2010. Consequently there were nil amounts of sales during the year under report. A modified rehabilitation scheme has been submitted to Hon’ble BIFR based on the Techno Economic Viability Study (TEVS) which IDBI, the Operating Agency had got conducted, so that the company can revive the operations and makes them viable in long term. As per the TEVS report submitted by IDBI, the unit can be revived subject to up gradation of the existing plant and machinery etc. The modified rehabilitation scheme is under consideration of Hon’ble BIFR. Once this is sanctioned the company would take steps to recommence the operations.

FINANCE COST

The financial charges for the year ended June 30, 2015 was Rs. 2416 .

RESERVES AND SURPLUS

As on June 30, 2015 the Reserves and Surplus in the Balance Sheet showing a negative amount of Rs.6310.03 lacs.

EARNING PER SHARE

Earnings per share of the company is 0.07 as against (0.47) of last year.

INTERNAL CONTROLS

The Company has adequate internal controls commensurate with its size and nature of business. These internal controls ensure optimum use and protection of available resources.

By Order of the Board
For **Shri Gang Industries and Allied Products Limited**

Place : New Delhi
Dated : 04.12.2015

J.K. Jain
Chairman & Whole Time Director
DIN: 00120204
Address: Flat No. 001, Tower 8,
The Close South, Nirvana Country,
Sector 50, Gurgaon-122018, Haryana

Corporate Governance Certificate

To the Members of Shri Gang Industries & Allied Products Limited

We have examined the compliance of the conditions of Corporate Governance by **Shri Gang Industries & Allied Products Limited** for the year ended on June 30, 2015 as stipulated in Clause 49 of the Listing Agreement (**Now Regulation 34(3), Part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**) of the said company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in Clause 49 of the above-mentioned Listing Agreement (**Now Regulation 34(3), Part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**).

We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliances are 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.

**For Manoj Verma & Associates
Company Secretaries**

**Manoj Kumar Verma
Practicing Company Secretary
CP- 8275
FCS-7632**

Date: December 4, 2015

Place: New Delhi

Independent Auditor's Report

To the Members of Shri Gang Industries & Allied Products Limited Delhi Report on the Financial Statements

We have audited the accompanying financial statements of **Shri Gang Industries & Allied Products Limited Delhi** ("the Company"), which comprise the Balance Sheet as at June 30, 2015, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of 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 of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgment 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken in to account the provisions of the Act and the Rules made thereunder including the Accounting Standards and matters which are required to be included in the audit report. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative announcement issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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 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 control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 qualified audit opinion.

Matter for Emphasis

Attention of the members is drawn to-

- (a) With reference to note no 6 & 11, these accounts have been prepared without any provision of interest, if any, payable on the overdue amount of interest free loan in lieu of Trade Tax of Rs.446.00 lacs from PICUP. In the absence of any documentary evidences, we are not in a position to state / qualify whether any interest is payable on such amounts.
- (b) With reference to note no 7 & 11, these accounts have been prepared without any provision of interest, if any, payable to Government of UP on overdue deferred Trade Tax & Power Charges amounting to Rs.3657.22 lacs. In the absence of any documentary evidences, we are not in a position to state / qualify whether any interest is payable on such amounts.
- (c) Note no 23 to these accounts to the facts that the company suspended its manufacturing activities since 25.03.2010 and accordingly declared 'lay off' for indefinite period and board has not yet made out any detailed plan. Such long suspended activities coupled with the fact that the company's accumulated losses have exceeded its net worth, indicates the existence of a material uncertainty about the company's ability to recommence its operations and severally affecting the 'going concern assumption'. However, these accounts have been prepared by the management on 'going concern assumption' in view of the pending reference before BIFR under the Sick Industrial Companies (Special Provisions) Act, 1985 as explained in note 23.

Basis for Qualified Audit Opinion

1. *Attention is drawn that the inventories of Rs.135.13 lacs includes Stores, Spares & Packing Material, which in the absence of physical verification may not be realized at the values shown in these financial statements and for which no provision for its impairment in its value, if any is made. Accordingly the losses for the current year and accumulated losses are shown less and current assets are shown in excess of Rs.135.13 lacs.*
2. *Attention is drawn that the Capital Work in Progress of Rs.9.96 lacs, which has not yet been Completed and commissioned, may not be realized at the values shown in these financial statements and for which no provision for its impairment in its value, if any is made. Accordingly the losses for the current year and accumulated losses are shown less and non current assets are shown in excess of Rs.9.96 lacs.*
3. *Interest on unpaid overdue Public Deposits of Rs.30.00 lacs for the year has not been provided for amounting to Rs.3.00 lacs (accumulated Rs.15.00 lacs approx. up to date of Balance Sheet). Accordingly loss for the current year and accumulated losses are less and current liabilities are also less by Rs.15.00 lacs.*

4. *In the absence of adequate documentation and documentary proofs, we are unable to comment whether there is any impairment in the value of the fixed assets due to efflux of time and suspension of manufacturing activities since March 2010 and requirement of provision for the same, which might be required to be provided for. In the absence of adequate records and any proofs of physical verification, the discrepancies, realizable/salvage value, the impact of impairment can not be ascertained.*

Opinion

In our opinion and to the best of our information and according to the explanations given to us, subject to the matters of emphasis and except for the effects of the matters described in Basis for Qualified Opinion paragraph, the aforesaid 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 June 30, 2015;
- b) in the case of the Statement of Profit & Loss, of the Profit for the year ended on that date, and
- c) in case of Cash Flow Statement, cash flow for the year ended on that date.

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, and on the basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanations given to us, we enclose in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the said order.
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 account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified in Section 133 of the Act; read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representation received from the Directors as on June 30, 2015 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on June 30, 2015 from being appointed as a Director in terms of section 164(2) of the Act.

- (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 knowledge and belief and according to the information and explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations as at June 30, 2015 on its financial position in its financial statements.
 - (ii) The Company has made provision as at June 30, 2015, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund, if any by the Company during the year ended June 30, 2015.

For Satendra Rawat & Co
Chartered Accountants
FRN- 008298C

(CA. Satendra Rawat)
Partner
Membership No. - 074126

Date: 28.08.2015
 Place: New Delhi

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended June 30, 2015)

1. a) In view of the suspended manufacturing activities by the company since March 2010, we are unable to state whether the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As explained and informed to us that the manufacturing activities of the company are suspended since March 2010 and the Management has stated to have carried out the physical verification of part of the fixed assets during the year under consideration. In the absence of adequate documents, we are unable to comment whether such physical verification of the fixed assets was carried out or the frequency of such physical verification was reasonable having regard to the size of the company and the nature of its fixed assets. In absence of any such record of physical verification, the discrepancies, if any, between the physical assets and the book records are not ascertainable.
 - c) As explained to us, the company has not disposed off any substantial part of its fixed assets during the year.
 - (a) Since the company has suspended its activities since March 2010, we are unable to state whether the company has carried out physical verification of its inventories and at reasonable periods. We are unable to comment whether the frequency of physical verification is reasonable.
 - (b) In the absence of any records for physical verification of the inventories, we are unable to comment on the reasonableness and adequacy of the procedures followed by the management in relation to the size and nature of its business.
 - (c) On the basis of our examination of the records of the inventories, we are of the opinion that the company is maintaining proper records of the inventory. In absence of any records for physical verification of inventories, the discrepancies, if any, between the physical stock and the book records are not ascertainable.
3. The company has not granted any loan secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
 4. In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the company and the nature of its business for the purpose of purchase and sale of goods, material, fixed assets and services. During the course of our audit, on random test check basis, no major weakness has been noticed in the internal controls in respect of these areas.
 5. According to the information and explanation given to us, the Company has not complied with the provisions of section 73 and 74 of the Act and the rules framed there under so far as applicable to the repayment of principal amount and interest on due dates or the renewal thereof in respect of overdue public deposit of Rs.30 lacs.
 6. Pursuant to the rules made by the Central Government for the maintenance of cost records in respect of the Vanaspati segment, under section 148 of the Act, we are of the opinion that as the company has suspended its manufacturing activities since March 2010, the company is not required to maintain the prescribed accounts and records, relating to materials, labour and other items of cost.
 7. a) According to the information and explanations given to us and the records of the Company examined by us, we are of the opinion that the Company is regular in depositing the undisputed statutory dues including Investor Education Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, VAT, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it, except the following-
 - (i) Deferred Trade Tax/ Vat amounting to Rs.3016.09 lacs (Previous year Rs.2929.68 lacs) in terms of order of BIFR for the rehabilitation. PI see also note no. 23 of these financial statements.
 - b) According to the records of the company and information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Service Tax, Wealth Tax, Excise Duty and Cess on account of any dispute, except the following-

S. No.	Statute	Nature of dues	Forum where dispute is pending	Amount (Rs.)	Period to which the amount relates
1	Income Tax Act	Penalty u/s 271(1)(c)	CIT (A)	1195732/-	AY 2008-09.
2	U.P. Trade Tax Act	Demand on regular assessment	Trade Tax Tribunal	46703355/-	FY 2005-06
3	U.P. Vat Act	Demand on regular assessmen	Trade Tax Tribunal	215000/-	FY 2009-10

8. The company has accumulated losses of Rs. 6530.85 lacs (Rs. 6533.73Lacs in Previous year), which are more than its net worth as at March 31st 2015. It has not incurred cash loss during the current year. (It incurred cash loss of Rs.2.20lacs during the previous year).
9. Based on our audit procedures and on the information and explanations given by management, we are of the opinion that the company has defaulted in repayment of dues to PICUP in terms of the rehabilitation plan sanctioned by BIFR and an amount of Rs. 446 lacs was overdue and which is not yet paid by the company in view of the Modified Rehabilitation Scheme submitted by the company to BIFR seeking more time for the repayment.
10. Based on our audit procedure and on the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. In our opinion and according to the information and explanation provided to us, no term loan was raised or taken by the company during the year.
12. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation provided to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year, nor have been informed of any such case by the management.

For SatendraRawat& Co
Chartered Accountants
FRN- 008298C

(CA. SatendraRawat)
Partner
Membership No.- 074126
Date: 28.08.2015
Place: New Delhi

Balance Sheet as at 30th June, 2015

(Amount in Rs)

Particulars	Note No.	AS AT 30.06.2015	AS AT 30.06.2014
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	79,300,000	79,300,000
(b) Reserves and surplus	5	(631,003,994)	(631,292,487)
		<u>(551,703,994)</u>	<u>(551,992,487)</u>
2 Non-current liabilities			
(a) Long-term borrowings	6	36,030,000	36,030,000
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities	7	55,186,000	90,654,554
(d) Long-term provisions	8	353,140	567,591
		<u>91,569,140</u>	<u>127,252,145</u>
3 Current liabilities			
(a) Short-term borrowings	9	3,000,000	3,000,000
(b) Trade payables	10	103,588,397	112,319,342
(c) Other current liabilities	11	411,243,338	370,669,742
(d) Short-term provisions		-	-
		<u>517,831,735</u>	<u>485,989,084</u>
TOTAL		<u>57,696,880</u>	<u>61,248,742</u>
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	12	37,367,278	40,818,107
(ii) Intangible assets		-	-
(ii) Capital Work in Progress		996,275	996,275
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	13	4,802,335	4,802,335
(e) Other non-current assets		-	-
		<u>43,165,888</u>	<u>46,616,717</u>
2 Current assets			
(a) Current investments		-	-
(b) Inventories	14	13,512,978	13,512,978
(c) Trade receivables	15	105,727	114,621
(d) Cash and cash equivalents	16	58,020	42,298
(e) Short-term loans and advances	17	-	-
(f) Other current assets	18	854,268	962,128
		<u>14,530,993</u>	<u>14,632,025</u>
TOTAL		<u>57,696,880</u>	<u>61,248,742</u>

Siginificant Accounting Policies

1

Notes form part of these financial statements

2-38

This is the balance sheet referred to in our report of even date

For Satendra Rawat & Co

Chartered Accountants
FRN- 008298C

(CA. Satendra Rawat)

Partner

Membership No.- 074126

Date: 28.08.2015

Place: New Delhi

For & on behalf of Board of Directors

J K Jain

(Whole Time Director)

DIN- 00120204

Narendra Singh Bisht

(Director)

DIN- 01881694

Statement of Profit and Loss for the Year Ended 30th June 2015

(Figures in ₹)

Particulars	Note No.	2014 - 15	2013 - 14
I. Revenue from operations		-	-
II. Other income	19	<u>13,206,798</u>	<u>239,694</u>
III. Total Revenue (I + II)		<u>13,206,798</u>	<u>239,694</u>
IV. Expenses:			
Establishment Expenses	20	543,600	-
Finance costs	21	2,416	5,592
Depreciation and amortization expense	12	3,200,681	3,512,600
Other expenses	22	<u>280,471</u>	<u>454,349</u>
Total expenses		<u>4,027,168</u>	<u>3,972,541</u>
V. Profit before exceptional and extraordinary items and tax (III-IV)		9,179,631	(3,732,847)
VI. Exceptional items			
Provision for VAT for earlier years		<u>8,640,990</u>	<u>-</u>
VII. Profit before extraordinary items and tax (V - VI)		538,641	(3,732,847)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		538,641	(3,732,847)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit (Loss) for the period from continuing operations (VII-VIII)		538,641	(3,732,847)
XII. Profit/(loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit (Loss) for the period (XI + XIV)		<u>538,641</u>	<u>(3,732,847)</u>
XVI. Basic & Diluted Earnings per equity share:			
a) Before Extraordinary Item		0.07	(0.47)
b) After Extraordinary Item		0.07	(0.47)
Singinificant Accounting Policies	1		
Notes form part of these financial statements	2-38		
This is the Statement of Profit & Loss refered to in our report of even date			

For Satendra Rawat & Co
Chartered Accountants
FRN- 008298C

(CA. Satendra Rawat)
Partner
Membership No.- 074126

Date: 28.08.2015
Place: New Delhi

For & on behalf of Board of Directors

J K Jain
(Whole Time Director)
DIN- 00120204

Narendra Singh Bisht
(Director)
DIN- 01881694

Cash Flow Statement for the Year ended 30th June 2015

(Figures in ₹)

	AS AT 30.06.2015	AS AT 30.06.2014
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax & Extraordinary items	538,641	(3,732,847)
Adjustment for:		
Depreciation	3,200,681	3,512,600
Finance Cost	3,200,681	3,512,600
Operating Profit before Working Capital Changes	3,739,322	(220,247)
Adjustment for:		
Inventories	-	-
Trade & Other Receivables	116,755	(42,909)
Trade Payables & Other Liabilities	(3,840,354)	86,019
Net Cash from Operating Activities.....A	15,722	(177,137)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Net Cash from Investing Activities.....B	-	-
C) CASH FLOW FROM FINANCING ACTIVITIES		
i) Long Term Borrowings (Net)	-	-
ii) Finance Cost	-	-
Net Cash from Financing Activities.....C	-	-
D) NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A + B + C)	15,722	(177,137)
Opening Cash & Cash Equivalents	42,298	219,435
Closing Cash & Cash Equivalents	58,020	42,298

NOTE: Figures in Brackets represent outflows.
As per our report of even date attached.

For Satendra Rawat & Co
Chartered Accountants
FRN- 008298C

(CA. Satendra Rawat)
Partner
Membership No.- 074126

Date: 28.08.2015
Place: New Delhi

J K Jain
(Whole Time Director)
DIN- 00120204

Narendra Singh Bisht
(Director)
DIN- 01881694

Notes to the Financial Statements for the Year Ended 30th June 2015

Note 1 Significant accounting policies

1) RECOGNITION OF INCOME & EXPENDITURE

- a) The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies(Accounts) Rules 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 (Companies (Accounting Standards) Rules, 2006, as amended) and other relevant provisions of the Companies Act, 2013.
- b) The liability towards excise duty on the manufactured goods is accounted for at the time of clearance of goods from the factory when the same is actually accrued. This has, however, no substantial impact on the operating results of the Company.

2) EMPLOYEES BENEFITS

- (i) Retirement benefits in the form of Provident fund and Family Pension fund is a defined contribution scheme and the contributions are charged to the profit & loss account for the year when the contributions to the respective funds are due. There are no other obligations other than the contributions payable to the respective funds.
- b) Gratuity is a defined benefit obligation. Liability in respect of gratuity is being paid to the fund maintained by LIC of India and administered through a separate irrevocable trust set up by the company. Difference between the fund balance and the accrued liability at the end of the year based on the actuarial valuation is charged to the P/L A/c.

3) FIXED ASSETS

- a) Fixed Assets are stated at cost, less accumulated depreciation, other than Leasehold Land, where no amortization is made.
- b) In respect of Finance lease effective from 1.4.2001, the assets are capitalised with corresponding present value. The lease payments are segregated in to interest, charge off to revenue and principal amount adjusted against lease liability. In case of operating lease its lease rental are charged off to profit and loss account.
- c) Assets acquired under Hire Purchase agreement are capitalised and the outstanding principal is shown as creditors for Hire Purchase.

4) METHOD OF DEPRECIATION AND AMORTISATION

- a) Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in the Schedule II of the Companies Act,2013.
- b) Depreciation on additions to assets or on sale/ discard of assets is calculated pro-rata from the date of such addition or up to the date of such sale/ discard, as the case may be.
- c) No amounts are written off against Leasehold Land by way of amortization

5) INVESTMENTS

Investments are stated at cost or book value, which is arrived at after addition thereto income accrued, wherever applicable. Any diminution of permanent nature in the value of investment is charged to revenue.

6) VALUATION OF INVENTORIES

- | | |
|--|--|
| (i) Finished Goods- | At lower of cost or Net realizable value |
| (ii) Raw Material, Work in Process, Stores & Spares- | At Cost |
| (iii) By Products- | At net realizable value |
| (iv) Loose Tools | At cost and charged off when discarded |

In the above, cost is arrived at by weighted average cost method and in case of Finished Goods and Stock in Process it also includes manufacturing and establishment overheads, applicable taxes, interest on working capital and depreciation relating to units of production.

7) RESEARCH & DEVELOPMENT

Revenue expenditure including overheads on Research and Development is charged out as an expense through the natural heads of account in the year in which incurred. Expenditure, which results in the creation of capital assets, is taken to Fixed Assets and depreciation is provided on such assets as are depre depreciable.

8) EXPENDITURE DURING CONSTRUCTION AND ON NEW PROJECTS

In the case of expansion, all expenditure, directly related to the expansion including interest on borrowings for the project, incurred upto the date of installation, are capitalised and added pro-rata to the cost of factory buildings and plant and machinery relating thereto.

9) INCOME TAX

Provision for current Income Tax is made on the basis of estimated taxable income. The company provides for deferred tax liability (after netting off deferred tax assets), based on the tax effect of timing difference resulting from the recognition of items in the financial statements. Deferred tax assets (after, netting of deferred tax liabilities), are generally not recognised unless there is strong circumstances exists for its adjustment / realisation in near future.

10) FOREIGN CURRENCY TRANSACTIONS

Foreign Currency transactions during the year are recorded at rates of exchange prevailing on the date of transaction. Current Assets and Current Liabilities are translated at using the year-end exchange rate. Exchange gains and losses are duly recognised in the Profit and Loss Account.

10) PROVISIONS AND CONTINGENT LIABILITIES

A Provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

10) IMPAIRMENT OF ASSETS

Consideration is given by the management of the company at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of assets. If any such indication exists & identified, impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the net selling price and value in use. Reversal of impairment losses recognised in prior years is recorded when there is indication that the impairment losses for the assets are no longer exist.

Note 2 Share Capital

(Figures in ₹)

Particulars	As at 30 June 2015		As at 30 June 2014	
	Number	Rs	Number	Rs
Authorised				
Equity Shares of Rs 10/- each	8,500,000	85,000,000	8,500,000	85,000,000
Issued, Subscribed & Paid up				
Equity Shares of Rs 10/- each, fully paid up	7,930,000	79,300,000	7,930,000	79,300,000
Total	7,930,000	79,300,000	7,930,000	79,300,000

Note 3.1 Reconciliation of Share Capital

(Figures in ₹)

Particulars	Equity Shares		Equity Shares	
	Number	Rs in Lacs	Number	Rs
Shares outstanding at the beginning of the year	7,930,000	79,300,000	7,930,000	79,300,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	7,930,000	79,300,000	7,930,000	79,300,000

Note 3.2 Terms/rights attached to equity shares

- a) The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to dividend and one vote per share
- b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the paid up amount per equity shares held by the shareholders.

Note 4 Shares held by each shareholder holding more than 5% shares

Name of Shareholder	30.06.2015		30.06.2014	
	Holding %	No. of Shares held	Holding %	No. of Shares held
Anita Gupta	1.83	145,180	6.95	551,180

Note 5 Reserves & Surplus

Particulars	As at 30 June 2015		As at 30 June 2014	
Capital Reserve				
Balance as per last account		81,000		81,000
General Reserve				
Balance as per last account		22,000,000		22,000,000
Profit & Loss Account				
As per last Accounts	(653,373,487)		(649,640,640)	
Less: Surplus in the statement of Profit & Loss	538,641		(3,732,847)	
Add :Additional depreciation pursuant to enactment of schedule II of the Companies Act 2013 (Refer Note No- 12)	(250,148)			
Closing Balance at the end of year		(653,084,994)		(653,373,487)
Grand Total		(631,003,994)		(631,292,487)

Note 6 Long Term Borrowings

(Figures in ₹)

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
		Rs		Rs
I) Secured				
<u>a) Term Loan from Financial Institutions</u>				
Loan in lieu of deferred Trade Tax from PICUP	44,600,000		44,600,000	
Less: Current Maturities of Long Term debts, (included in note 11)	44,600,000	-	44,600,000	-
<u>Security</u>				
Secured by way of a charge on the entire immoveable and movable assets of the company				
<u>Terms</u>				
Loan is interest free and Repayable on 30th April 2013				
The whole amount is due for repayment wef 1st May 2013				
II) Unsecured				
<u>Interest Free Loans from-</u>				
Bodies Corporate	30,930,000		30,930,000	
Director	5,100,000		5,100,000	
Total		36,030,000		36,030,000
<u>Terms</u>				
All loans are interest free without any specific terms of repayment				
Total		36,030,000		36,030,000

Note 7 Other Long Term Liabilities

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
		Rs	Rs	
<u>Deferred Payments</u>				
1)Deferred Trade Tax/VAT (Secured)	301,608,563		292,967,573	
Less: Current Maturities of Deferred payments (included in note 11)	301,608,563	-	257,499,019	35,468,554
(Interest Free and Repayable till 30.06.2016)				
<u>Security</u>				
Secured by way of first charge on the entire immoveable and movable assets of the company				
2) Defered Power Charges (Unsecured)	64,113,832		64,113,832	
Less - Current maturities (already due)	(64,113,832)	-	(64,113,832)	-
Security Deposits (Interest Free)		55,186,000		55,186,000
Total		55,186,000		90,654,554

Note 8 Long Term Provisions

(Figures in ₹)

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
		Rs		Rs
Provision for employee benefits				
Gratuity		-		184,755
Leave Encashment		353,140		382,836
Total		353,140		567,591

The company had a defined benefit gratuity plan & leave encashment as long term benefits to employees. However, due to the lay off for indefinite period, gradually all the employees have resigned from the services of the company and except for the one Whole Time Director there are no employees on the rolls of the company. In view of this, the actuarial valuation was not required to be carried out during the year for such long term benefits. However, in compliance of AS-15, provision for the Company's liability towards gratuity and leave encashment has been done on actual basis.

Note 9 Short Term Borrowings

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
		Rs		Rs
Unsecured Loans				
Current Maturity of overdue Public Deposits		3,000,000		3,000,000
Total		3,000,000		3,000,000

* Overdue unpaid public deposits, without provision of interest w.e.f. 01/07/2010.

Note 10 Trade Payables

Sundry Creditors*		103,588,397		112,319,342
Total		103,588,397		112,319,342

* Overdue unpaid public deposits, without provision of interest w.e.f. 01/07/2010.

Note 11 Other Current Liabilities

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
		Rs		Rs
Current Maturities of Long Term Debt-PICUP (refer note no 6)		44,600,000		44,600,000
<u>Security</u> Secured by way of a charge on the entire immoveable and movable assets of the company				
<u>Terms</u> Loan is interest free and Repayable on 30th April 2013 The whole amount is due for repayment of loan wef 1st May 2013				
<u>Current Maturities of Deferred Payments</u>				
Trade tax (refer note 7)	301,608,563		257,499,019	
Power Charges	64,113,832	365,722,395	64,113,832	321,612,851
<u>Security</u> Trade tax is Secured by way of first charge on the entire immoveable and movable assets of the company				
Advances from customers		614,395		1,164,927
TDS Payable				2,713
Expenses Payable		306,548		3,289,251
Total		411,243,338		370,669,742

Note 12 Fixed Assets

Figures in ₹)

Particulars	Gross Block			Accumulated Depreciation					Net Block		
	As at 01.07.2014	Additions	Disposals	AS AT 30.06.2015	As at 01.07.2014	Charge for the year	Deduction/ adjustment (refer note below)	On disposals	AS AT 30.06.2015	AS AT 30.06.2015	As at 30.06.2014
a											
Tangible Assets											
Leasehold Land	2,857,874	-	-	2,857,874	-	-	-	-	2,857,874	2,857,874	2,857,874
Buildings	44,067,224	-	-	44,067,224	27,360,828	1,061,536	-	-	15,644,860	16,706,396	16,706,396
Plant and Equipment	161,480,017	-	-	161,480,017	140,577,577	2,132,737	-	-	18,769,703	20,902,440	20,902,440
Furniture and Fixtures	3,995,674	-	-	3,995,674	3,969,973	-	22,758	-	2,943	25,701	25,701
Vehicles	1,769,408	-	-	1,769,408	1,737,847	6,408	-	-	25,153	31,561	31,561
Office equipment	8,420,513	-	-	8,420,513	8,126,378	-	227,390	-	66,745	294,135	294,135
Total	222,590,710	-	-	222,590,710	181,772,603	3,200,681	250,148	-	37,367,278	40,818,107	40,818,107
b											
Intangible Assets											
Brands / trademarks	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
Capital Work in Progress									996,275	996,275	996,275
Grand Total	222,590,710	-	-	222,590,710	181,772,603	3,200,681	250,148	-	38,363,553	41,814,382	41,814,382
<i>Previous Year Figures</i>	222,590,710	-	-	222,590,710	178,260,003	3,512,600	-	-	41,814,382	45,326,982	45,326,982

Notes :-Pursuant to enactment of Companies Act,2013,the company has applied the estimated useful lives as specified in schedule II. Accordingly the unamortized carrying value is being depreciated/amortized over the revised/remaining useful lives.The written down value of Fixed Assets whose life has expired as at 1st April, 2014 have been adjusted net of tax.

Note 13 Long Term Loans & Advances

(Figures in ₹)

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
	Rs		Rs	
Security Deposits (Unsecured, Considered Good)		4,802,335		4,802,335
Total		4,802,335		4,802,335

Note 14 Inventories

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
	Rs		Rs	
Stores, Spares & Packing Material (Valued at cost)	13,512,978		13,512,978	
Total	13,512,978		13,512,978	

Note 15 Trade Receivables

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
	Rs		RS	
Trade Receivables (Unsecured, considered good)				
Outstanding for more than six months	1,079,265		1,088,160	
Less: Provision for Doubtful Debts	973,539	105,727	973,539	114,621
Others		-		-
Total		105,727		114,621

Note 16 Cash & Cash Equivalents

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
	Rs		RS	
Cash on Hand		41,009		41,009
Balances with Banks in Current Accounts		17,011		1,289
Total		58,020		42,298

Note 17 Short Term Loans & Advances

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
	Rs		Rs	
Unsecured				
Trade Advances	136,712		136,712	
Less: Provision for Doubtful Debts	136,712	-	136,712	-
Staff Imprest	296,663		296,663	
Less: Provision for Doubtful Debts	296,663	-	296,663	-
Total		-		-

Note 18 Other Current Assets

Particulars	AS AT 30.06.2015		AS AT 30.06.2014	
	Rs		Rs	
Interest Receivable	644,614		671,167	
TDS Receivable	209,654		290,961	
Total	854,268		962,128	

Note 19 OTHER INCOME

Particulars	For the year ended 30 June 2015	For the year ended 30 June 2014
	Rs	RS
Interest received	7,544	-
Royalty	119,259	239,694
Credit Balances written off	13,079,996	-
Total	13,206,798	239,694

Note 20 Establishment Expenses

Particulars	For the year ended 30 June 2015	For the year ended 30 June 2014
	Rs	RS
Gratuity	543,600	-
Total	543,600	-

Note 21 Finance Cost

Particulars	For the year ended 30 June 2015	For the year ended 30 June 2014
	Rs	Rs
Bank Charges	2,416	5,592
Total	2,416	5,592

Note 22 OTHER EXPENSES

Particulars	For the year ended 30 June 2015	For the year ended 30 June 2014
	RS	RS
Listing Fees	200,000	-
Monitoring Charges paid to IDBI	-	404,495
Rates & Taxes	-	10,000
Professional & Consultancy	33,000	23,000
Roc fees	23,926	-
Statutory Auditor remuneration	16,854	16,854
Other Expenses	6,691	-
Total	280,471	454,349

Note 23 Contingent liabilities and commitments (to the extent not provided for)

Particulars	For the year ended 30 June 2015	For the year ended 30 June 2014
	Rs in Lacs	Rs in Lacs
<u>Claims against the company not acknowledged as debt</u>		
Demand raised by the Trade Tax Authorities in the year 2005-06, against which the company has filed appeal before Trade Tax Tribunal	469.18	478.35
Demand raised by the Income Tax Authority towards penalty for A/Y 2008 - 09 against which the company has filed appeal	11.96	0.00
Minimum demand charges (with surcharge) & surcharge on deferred power charges levied by Paschimanchal Vidyut Vitran Nigam, disputed by the company & pending before BIFR.	1883.56	1686.63
Demand raised by the Central Excise Department towards excise duty on sale of by product for which the company has requested for waiver in the rehabilitation scheme submitted to BIFR	31.36	31.36
Total	2396.06	2196.34

Note 24 a) The company had made reference to Board for Industrial and Financial Reconstruction (BIFR), under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985, due to complete erosion of its net worth as on 30th June 2000. The company was thereafter declared a Sick company by BIFR vide its order-dated 28.5.2001.

b) As per the rehabilitation scheme sanctioned by BIFR, Punjab National Bank (PNB) had agreed to charge interest at the prime lending rate (PLR) with effect from 1.7.2001. Subsequently the principal and accrued interest has been fully discharged by the company.

“c) In accordance with the Rehabilitation Scheme sanctioned by BIFR, the Government of U. P. has deferred the Trade Tax / Compounding Tax / State Development Tax/ Turnover Tax/VAT amounting in aggregate to Rs.3462.09 Lacs (P.Y. Rs. 3375.68 Lacs) and Power Charges amounting for Rs.641.13 Lacs (Previous Year 641.13). The amount of deferred Trade Tax amounting to Rs. 446.00 Lacs (P.Y. Rs 446.00 Lacs) has already been converted into interest free loan by PICUP during the year 2002-2003. The rest of the deferred payment liability, as extended, on account of Trade Tax / Compounding Tax / State Development Tax and power charges being in the nature of deferred credit has been shown under the head Long Term Liabilities in the accounts. The amounts which have become due for payment or shall become due in next twelve months have been shown under the head Current Liabilities.

Note 25 Due to adverse market conditions and lack of orders and inspite of the implementation of the rehabilitation scheme sanctioned by BIFR, the management of the company has temporarily suspended its manufacturing activities at the factory effective from 25th March, 2010 and accordingly declared “Lay Off” for indefinite period. In the opinion of the management, the manufacturing operations may be resumed once the market conditions improve and thus the present situation has not been identified as “Discontinued Operations”. Further, in the absence of any detailed or formal plan approved/ announced by the board of directors, the discontinued operations of the Company have not yet been identified for initial disclosure and therefore these accounts have been drawn on the going concern assumption.

Note 26 In the opinion of the Directors and to the best of their knowledge and belief, the value on realisation of current assets, loans and advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet. Balances of sundry debtors, sundry creditors, loans & advances are subject to letters of confirmation from some of the parties. In the opinion of the Management, no major variation in these accounts is anticipated.

Note 27 Payment to Auditor

Particulars	For the year ended 30 June 2015	For the year ended 30 June 2014
	Rs in Lacs	Rs in Lacs
a) Audit Fees	16,854	16,854
Total	16,854	16,854

Note 28 Expenditure in Foreign Currency during the year- Nil (Previous Year Nil)

Note 29 Value of Imports on CIF Basis- Nil (Previous Year Nil)

Note 30 Value of imported and indigenous raw materials, stores, spare parts and components consumed -Nil (Previous Year Nil)

Note 31 The company does not have the required information from the suppliers regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006. Hence, the disclosures, if any, relating to the amounts unpaid as at the end of the financial year together with interest paid/payable as required under the said Act has not been made.

Note 32 The indications listed in paragraph 8 to 10 of Accounting Standard 28 on Impairment of Assets have been examined and on such examinations, it has been found that none of the indicators are, prima facie, present in the case of the company. A formal estimate of the recoverable amount has not been made, as there is no indication of a potential impairment loss, as per the management.

Note 33 Related Party Disclosure

The information given below is only in respect of the transactions entered into by the company or any outstanding, during the year with the related parties.

A) Names of the Related parties and description of relationship Key Managerial Personnel

a) J K Jain, Whole Time Director

b) Gopal Dass Aggarwal, Whole Time Director (till 20.09.2014)

B) Transactions during the year and Balances outstanding as at the year-end in respect of transactions entered into during the year with the Related Parties:

Rs in Lacs

	For the year ended 30 June 2015	For the year ended 30 June 2014
	Key Managerial Person	Key Managerial Person
a) Expenditure		
Payment to and provisions for employees/Directors	0.00	0.00
b) Unsecured Loan taken during the year	0.00	0.00
c) Balance of unsecured Loans at the end (J K Jain)	51.00	51.00

Note 34 PROVISION FOR INCOME TAX

The provision for the current Income Tax is not considered necessary for the financial year 2014-15 in view of the brought forward business loss, unabsorbed depreciation allowance, other deductions and benefits under the provisions of Income Tax Act, 1961.

Note 35 Deferred Tax Assets

Major components of Deferred Tax Assets (net) arising on account of timing difference are as under

Particulars	As at 30 June 2015	As at 30 June 2014
	Rs in Lacs	Rs in Lacs
Deferred Tax Asset		
Unabsorbed Depreciation & Business Loss as per Income Tax Act	569.47	673.93
Deferred Trade Tax	905.27	905.27
Provision for Bonus & Leave Encashment	1.18	1.75
Total	1,475.92	1,580.95
Deferred Tax Liability		
WDV of Fixed Assets	33.24	41.43
Total	33.24	41.43
Net Deferred Tax Asset (Net)	1,442.68	1,539.52
Increase/(Decrease) in net Deferred Tax asset	(96.84)	(138.91)

Since the net effect of tax due to timing difference results in Net Deferred Tax Asset as at the Balance Sheet date, the same has not been recognised in the accounts on consideration of uncertainty on its realisability in the peculiar circumstances of the company.

Note 36 BASIC AND DILUTED EARNING PER SHARE

The Basic and Diluted Earning Per Share has been arrived as follows:

Particulars	As at 30 June 2015 (Rs)	As at 30 June 2014 (Rs)
<i>Profit after extra-ordinary items</i>		
Profit for the year	538,641	(3,732,847)
Less : Provision for Taxation (net)	-	-
	538,641	(3,732,847)
<i>Profit before extra-ordinary items</i>		
Profit for the year after tax	538,641	(3,732,847)
Adjustment for :		
- (Excess)/short for earlier years	-	-
	538,641	(3,732,847)
No. of weighted average equity shares (Basic & Diluted)	7,930,000	7,930,000
BASIC & DILUTED EARNING PER SHARE (Rs.)		
Before extra-ordinary items	0.07	(0.47)
After extra-ordinary items	0.07	(0.47)

Note 37 The company is primarily engaged in the business of Manufacturing of Vanaspati and refined oil. The Management has identified the above business as primary business segment and the same has been identified for the analysis and review of performance of the company.
Previous year figures/classification have been regrouped/ restated wherever considered necessary to conform with the current year figures/classification.

For Satendra Rawat & Co

Chartered Accountants
FRN- 008298C

(CA. Satendra Rawat)

Partner

Membership No.- 074126

Date: 28.08.2015

Place: New Delhi

For & on behalf of Board of Directors

J K Jain

(Whole Time Director)

DIN- 00120204

Narendra Singh Bisht

(Director)

DIN- 01881694

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members at their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my presence at the **26th Annual General Meeting** of the company held on **Wednesday, December 30, 2015 at 3:00 p.m. A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh**

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
 3. Please note that no gifts will be distributed at the Meeting.

Proxy Form - Form MGT-11

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

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

(1) Name Address.....
 Email ID Signature..... Or failing him/her

(2) Name Address.....
 Email ID Signature..... Or failing him/her

(3) Name Address.....
 Email ID..... Signature..... Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Wednesday, December 30, 2015 at 03:00 P.M. at the Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 30th June, 2015 and the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. J.K. Jain who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration

SPECIAL BUSINESS:

1. Re-appointment of Shri J.K.Jain as Whole Time Director
2. Regularization of Ms. Suchi Bahl
3. Change in the Financial Year of the Company
4. Fixation of Tenure of Mr. Narendra Singh Bisht
5. Fixation of Tenure of Mr. Rajesh Kumar Gupta
6. Fixation of Tenure of Mr. Gyan Chand Jain

Affix Revenue Stamp of Re. 1/-

Signed this _____ day of December, 2015.

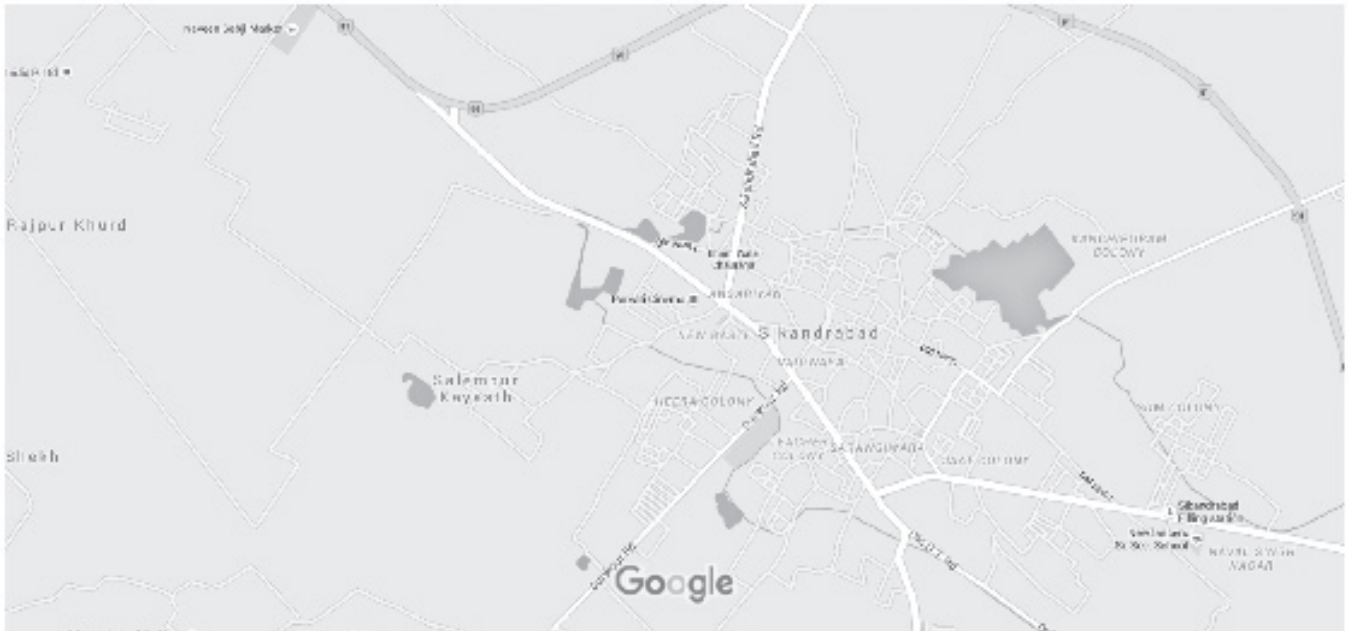
Signature of the Shareholder

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.

BOOK POST

Route Map



If Undelivered, please return to:

Shri Gang Industries & Allied Products Limited

A-26, UPSIDC Industrial Area, Sikandrabad,
Distt. Bulandshahar, Uttar Pradesh

SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED

Registered Office: - A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh

CIN: L01112UP1989PLC011004

Email id:-secretarial@shrigangindustries.com website-www.shrigangindustries.com

Telephone No:-+919810002390

Form B

1.	Name of the Company	Shri Gang Industries and Allied Products Limited
2.	Annual Financial statements for the year ended	30 th June 2015
3.	Type of Audit observation	<p><u>Auditors Remark - 1</u></p> <p>In the Auditor's Report under point (a) of matter of emphasis it has been stated that "With reference to note 6 & 11, these accounts have been prepared without any provision of interest, if any, payable on the overdue amount of interest free loan of Rs.446 lacs from PICUP. In the absence of adequate documentary evidences, we are not in a position to state/quantify whether any interest is payable on such overdue amounts."</p> <p><u>Board's Reply</u></p> <p>The explanation of Directors on the above comment is as under:</p> <p>The interest free loan received from PICUP in lieu of deferred Sales Tax was payable in F.Y. 2012-13. As per the original as well as modified rehabilitation scheme sanctioned by Hon'ble BIFR no interest was payable by the Company on this Loan. However due to continued losses the Company could not repay this amount as per schedule and has now again submitted a modified rehabilitation scheme to Hon'ble BIFR in which further time has been requested for repaying this amount without any interest for past as well as future period. Accordingly company has not provided for any interest on this amount.</p> <p><u>Auditors Remark - 2</u></p> <p>In the Auditor's report under point (b) of matter of emphasis it has been stated that "with reference to note no. 7 & 11, these accounts have been prepared without any provision of interests, if any, payable to government of upon overdue deferred trade tax & power charges amounting to Rs. 3657.22 lacs. In the absence of any documentary evidences, we are not in a position to state/qualify whether any interest is payable on such amounts.</p>

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		<p><u>Board's Reply</u></p> <p>The explanation of Directors on the above comment is as under:</p> <p>The Company was allowed deferment of Trade Tax/VAT by Honorable BIFR in pursuance to Rehabilitation Scheme sanctioned on 22/4/2002 and modified rehabilitation scheme sanctioned on 19/10/2006. As per the modified rehabilitation scheme the Company was required to repay the deferred taxes w.e.f 1/7/2011. As per the original as well as modified rehabilitation scheme no interest was payable by the Company on these deferred amounts. However, due to continued losses the Company could not repay this amount as per schedule and has now again submitted a modified Rehabilitation Scheme to Hon'ble BIFR in which further time has been requested for repaying this amount without any interest for past as well as future period. Accordingly company has not provided for any interest on this amount.</p> <p><u>Auditor Remarks-3</u></p> <p>In the Auditor's Report under point (a) of matter of emphasis it has been stated that "Note no 23 to these accounts to the fact that the company suspended its manufacturing activities at its factory effective from 25th March, 2010 and accordingly declared "lay OFF" for indefinite period and board has not yet made out any detailed plan. Such long activity coupled with the fact that Company's accumulated losses have exceeded its net worth, indicates the existence of a material uncertainty about the company's ability to recommence its operations and thus severely affecting the 'going concern assumption'. However, these accounts have been prepared by the management on 'Going concern assumption' in view of the pending reference before BIFR under the Sick Industrial Companies (Special Provisions) Act, 1985 as explained in note 23.</p> <p><u>Board's Reply</u></p> <p>The explanation of Directors on the above comment is as under:</p> <p>The Company was declared a sick industrial company</p>
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in May, 2001 by the Hon'ble Board for Industrial and Financial Reconstruction. The management is putting their best efforts to revive the sick Company. However due to continued losses and erosion of working capital, the Company had to suspend its production activities and the workers are laid off w.e.f. March 25, 2010. Hon'ble BIFR is in the process of formulating a modified rehabilitation scheme for the company. IDBI, the Operating Agency on the instructions of the BIFR has conducted a Techno Economic Viability Study (TEVS). As per the TEVS report submitted by IDBI, the unit can be revived subject to up gradation of the existing plant and machinery etc. Therefore, in the opinion of the Directors the operations of the company can be recommenced and accordingly the accounts have been prepared on the Going Concern Assumption.

Auditor Remarks-4

In the Auditor's Report under point (a) of Basis for Qualified Opinion it has been stated that "Inventories of Rs.135.13 lacs includes stores, spares part and raw materials, which in the absence of physical verification may not be realizable at the value stated in these financial statements and for which no provision for its impairment, if any has been made. Accordingly, loss for the year and accumulated losses as per profit & loss statement in Note 3 are less and current assets are considered to be more to the extent of Rs 135.13 lacs."

Board's Reply

The explanation of Directors on the above comment is as under:

As mentioned in the foregoing paragraph, a modified rehabilitation scheme is being submitted to Hon'ble BIFR based on the Techno Economic Viability Study which IDBI, the Operating Agency had got conducted, so that the company can revive the operations and make them viable in long term. As per the TEVS report submitted by IDBI, the unit can be revived subject to up gradation of the existing plant and machinery etc. Therefore, in the opinion of the Directors the operations of the company can be recommenced. All these items of stores, spares and packing material are in good condition and shall be consumed once the operations are re-started. Therefore, no provision for any impairment has been made.

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		<p><u>Auditor's Remark-5</u></p> <p>In the Auditor's Report under point (b) of Basis for Qualified Opinion it has been stated that "Capital Work in progress of Rs.9.96 lacs, which has not yet been completed and commissioned, may not be realizable at the value stated in these financial statements and for which no provision for its impairment, if any has been made. Accordingly, loss for the year and accumulated losses are shown less and noncurrent assets are shown in excess of Rs. 9.96 lacs.</p> <p><u>Board's Reply</u></p> <p>The explanation of Directors on the above comment is as under:</p> <p>As mentioned in the foregoing paragraph, a modified rehabilitation scheme is being submitted to Hon'ble BIFR based on the Techno Economic Viability Study which IDBI, the Operating Agency had got conducted, so that the company can revive the operations and make them viable in long term. As per the TEVS report submitted by IDBI, the unit can be revived subject to up gradation of the existing plant and machinery etc. Therefore, in the opinion of the Directors the operations of the company can be recommenced. Once the company recommences its operation, the pending Capital work would be completed and the amount of Rs. 9.96 lacs shown as "Capital Work in Progress" would be accordingly capitalized.</p> <p><u>Auditors Remark -6</u></p> <p>In the Auditor's Report under point (c) of Basis for Qualified Opinion it has been stated that "Interest on unpaid public deposits of Rs.30 lacs for the year has not been provided amounting to Rs.3.00 lacs (accumulated Rs.15.00 lacs approx. upto balance sheet date). Accordingly, loss for the year and accumulated losses are less and current Liabilities are also less by Rs.15.00 lacs (approx.)."</p> <p><u>Board's Reply</u></p> <p>The explanation of Directors on the above comment is as under:</p>
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		<p>Due to the erosion in the net worth and continuous losses, the company has not been able to pay interest on the deposit. The company would seek waiver of the interest in terms of the modified rehabilitation scheme that is under consideration of Hon'ble BIFR.</p> <p><u>Auditor's Remark-7</u></p> <p>In the Auditor's Report under point (d) of Basis for Qualified Opinion it has been stated that "In the absence of adequate documentation and documentary proof, we are unable to comment whether there is any impairment in the value of fixed assets due to efflux of time and suspension of activities since march 2010 and requirement of provision for the same which might be required to be provided for. In the absence of adequate records and any records of the physical verification, the discrepancies, realizable/salvage value, the impact of impairment cannot be ascertained.</p> <p><u>Board's Reply</u></p> <p>The explanation of Directors on the above comment is as under:</p> <p>Since the manufacturing operations have been suspended, the entire plant has been put under lock and key and periodically the plant is opened to check the condition and the physical status of the machinery and equipment's. In the opinion of Board of Directors there is no deterioration in the condition of Plant & Equipment's requiring for any provision for impairment.</p> <p><u>Auditors Remark -8</u></p> <p>In Annexure to Para 1 (b) of the Auditor's Report it has been stated that "As explained and informed to us that the company's activities are suspended since March 2010 and the Management has stated to have carried out the physical verification of a part the fixed assets during the year under consideration. In the absence of adequate documents, we are unable to comment whether such physical verification was carried out or the frequency of such verification was reasonable having regard to the size of the company and nature of its fix assests. In the absence of any such records of the physical verification, the discrepancies, if any, between the physical assets and the book records are not</p>
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		<p>ascertainable.”</p> <p><u>Board's Reply</u></p> <p>The explanation of Directors on the above comment is as under:</p> <p>Since the manufacturing operations have been suspended, the entire plant has been put under lock and key and periodically the plant is opened to check the condition and the physical status of the machinery and equipments.</p> <p><u>Auditors Remark-9</u></p> <p>In Annexure to Para 2 (a), (b) & (c) of the Auditor's Report it has been stated that:</p> <p>“(a) since the company has suspended its activities since March 2010, we are unable to state whether the company has carried out physical verification of its inventories and at reasonable periods. We are unable to comment whether the frequency of physical verification is reasonable.</p> <p>(b) In the absence of any records for physical verification of inventories, we are unable to comment on the reasonableness and adequacy of the procedures followed by the management in relation to the size of the company and nature of its business.</p> <p>(c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. In the absence of any records for physical verification of inventories, the discrepancies, if any, between the physical stock and the book records are not ascertainable.”</p> <p><u>Board's Reply</u></p> <p>The explanation of Directors on the above comment is as under:</p> <p>Since the manufacturing operations have been suspended, the stores and godowns have been put under lock and key and periodically these godowns are opened to check the condition and the physical status of the inventories.</p>
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		<p><u>Auditor's Remark-10</u></p> <p>In Annexure to Para 5 of the Auditor's Report it has been stated that "According to information and explanations given to us, the company has not complied with the provisions of sections 73 and 74 of the Companies Act, 2013 and the rules framed there under so far as applicable to the repayment of principal & interest on due date(s) or the renewal thereof in respect of overdue public deposit of Rs 30 lacs.</p> <p><u>Board's Reply</u></p> <p>The explanation of Directors on the above comment is as under:</p> <p>At the time of the acceptance of deposit the company had duly complied with the provisions of sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under. However, due to the erosion in the net worth and continuous losses, the company has not been able to pay interest on the deposit wef 01.07.2010. The company would seek waiver of the interest and reschedulement of the repayment terms in pursuance to the modified rehabilitation scheme that is under consideration of Hon'ble BIFR.</p> <p><u>Auditors Remark -11</u></p> <p>In Annexure to Para 7 of the Auditor's Report it has been stated that "According to the records of the Company, the Company is regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees State Insurance, Income Tax, Trade Tax, State Development Tax, Wealth Tax, Custom Duty, Excise Duty, Service Tax, Cess and other statutory dues applicable to it, except the following:</p> <p>a. Deferred Trade Tax/Vat amounting to Rs.3016.09 Lacs (Previous year Rs.2929.68 Lacs) in terms of order of the BIFR for the rehabilitation. See also note no. 23 to these financial statements.</p>
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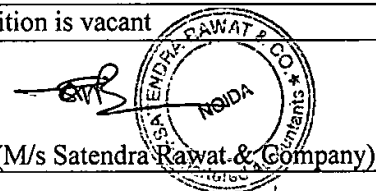

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		Board's Reply The explanation of Directors on the above comment is as under: The Company has requested for further time for repayment of these dues as per the modified rehabilitation scheme submitted to Hon'ble BIFR, which is under its consideration.
4.	Frequency of qualification	Repetitive Audit Qualification
5.	To be signed by-	
	<ul style="list-style-type: none">• CEO /Managing Director	Position is vacant
	<ul style="list-style-type: none">• CFO	Position is vacant
	<ul style="list-style-type: none">• Auditor of the Company	 (M/s Satendra Rawat & Company)
	<ul style="list-style-type: none">• Audit Committee Chairman	 (Narendra Singh Bisht)