



NARMADA GELATINES LIMITED

The Bombay Stock Exchange Ltd.

21st September, 2017

Corporate Relationship Department

1st Floor, New Trading Ring, Ratunda Bldg.,

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai 400 001

BSE Security Code: 526739

Dear Sir,

Sub : Annual Report of the Company for the year 2016-17

Pursuant to Regulation 34(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith the Annual Report of the Company for the year 2016-17. The Audited Financial Statements and the Reports of the Board of Directors and Auditors thereon as approved and adopted by the Members of the Company at the 56th Annual General Meeting of the Company held on 20th September, 2017.

Kindly do the needful to display the same on your website.

Thanking you,

Yours faithfully,

For NARMADA GELATINES LIMITED

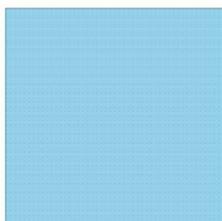
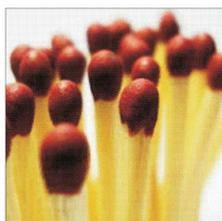
MAHESH VERMA

Company Secretary

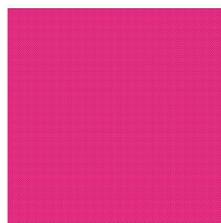
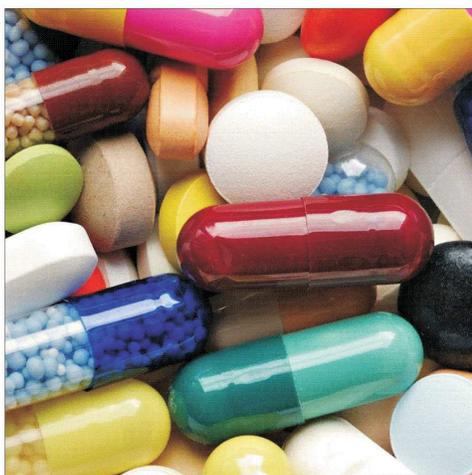
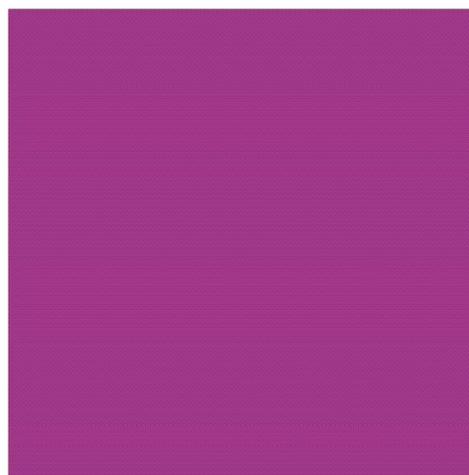
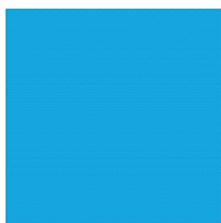
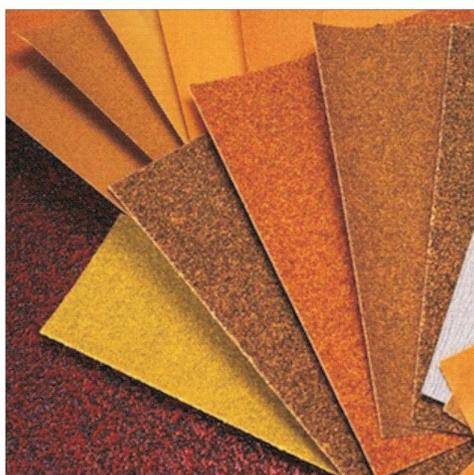


Post Box No.91, Jabalpur-482 001 (M.P.) India Tel. : 0761-2830433, 517, Fax : 91-761-2830516
Regd. Office : "CARAVS" Building, 15, Civil Lines, Jabalpur - 482 001 (M.P.) Tel. : 0761-2678627
E-mail : swgljbp@sancharnet.in, ngljbp@rediffmail.com, ngljabalpur@narmadagelatines.com
Web : www.narmadagelatines.com, CIN - L24111MP1961PLC016023



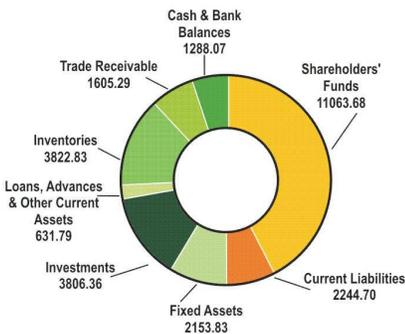
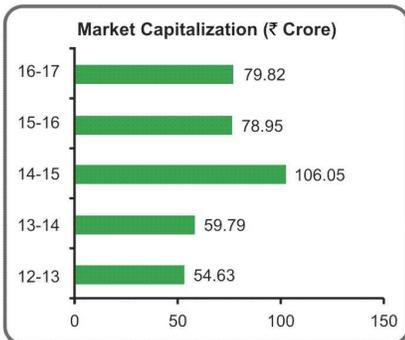
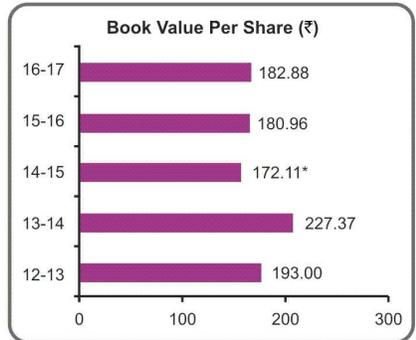
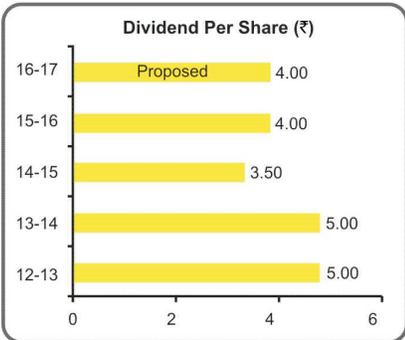
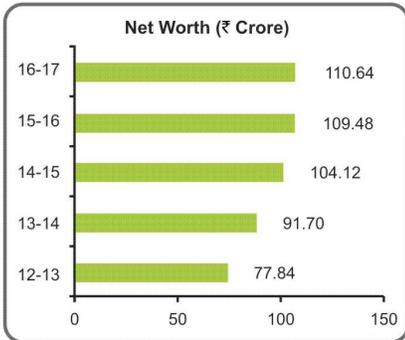
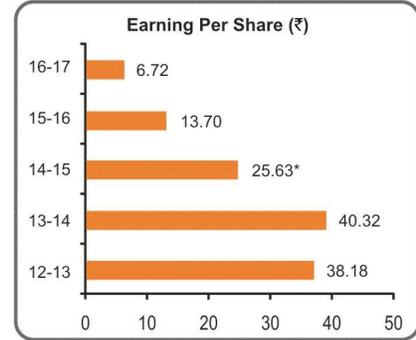
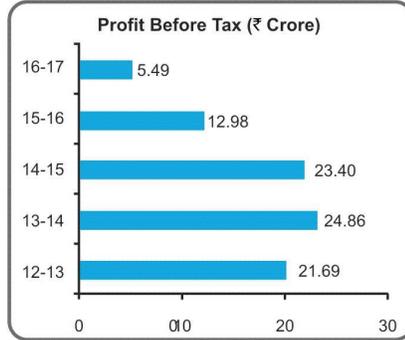
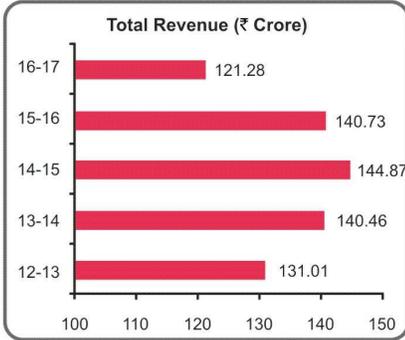


ANNUAL REPORT 2016-17





Key Performance Indicators



COMPANY INFORMATION

BOARD OF DIRECTORS

Justice Gulab Gupta
Mr. Deepak Chaudhuri
Mr. Mohan Chandra Pant
Mr. Sanjeev Jain
Mr. Ravindra K. Raje
Mrs. Drushti R. Desai
Mr. Ashok K. Kapur – Whole Time Director

BOARD COMMITTEES

Audit Committee

Justice Gulab Gupta - Chairman
Mr. Deepak Chaudhuri
Mr. Mohan Chandra Pant
Mrs. Drushti R Desai

Nomination & Remuneration Committee

Mr. Deepak Chaudhuri - Chairman
Justice Gulab Gupta
Mr. Sanjeev Jain

Stakeholders' Relationship Committee

Mr. Mohan Chandra Pant - Chairman
Mr. Ravindra K. Raje
Mr. Ashok K. Kapur

Corporate Social Responsibility Committee

Mr. Mohan Chandra Pant - Chairman
Mr. Sanjeev Jain
Mr. Ashok K. Kapur

Risk Management Committee

Mr. Ravindra K. Raje
Mr. Ashok K. Kapur
Mr. Sudhir Srivastava, Factory Manager
Mr. S. Bhattacharya, Head - Purchase

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Mahesh Verma

CHIEF FINANCIAL OFFICER

Ms. Priya Gupta

STATUTORY AUDITORS

T.R. Chadha & Co. LLP, Mumbai

SECRETARIAL AUDITORS

Dr. Asim Kumar Chattopadhyay

BANKERS

Allahabad Bank
IDBI Bank Ltd.
Union Bank of India
ICICI Bank Ltd.
State Bank of India
HDFC Bank Ltd.
Axis Bank Ltd.

REGISTERED OFFICE

CARAVS", Room No. 28
15 Civil Lines, Jabalpur - 482001 (M.P.)

FACTORY

Meerganj, Bheraghat Road
Jabalpur (M.P.)

REGISTRARS & TRANSFER AGENT

CB Management Services Pvt. Ltd.
P-22, Bondel Road,
Kolkata -700019

LISTED WITH

Bombay Stock Exchange Ltd.

DEPOSITORIES

National Securities Depository Limited
Central Depository Services (I) Limited

WEBSITE : www.narmadagelatines.com

CIN : L24111MP1961PLC016023

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BOARD'S REPORT

The Directors have pleasure in presenting the 56th Annual Report of your Company and the Audited Accounts for the financial year ended 31st March, 2017.

Financial Highlights

	₹ lacs	
	Year ended 31 st March 2017	Year ended 31 st March 2016
Profit before Tax	548.70	1298.35
Provision for Taxation:		
Current	179.44	460.61
Deferred	(37.30)	9.04
Profit after Tax	406.56	828.70
Balance brought forward from last year	7698.94	7244.34
Amount available for appropriation	8105.50	8073.05
Less: Appropriations:		
Transfer to General Reserve	40.66	82.87
Proposed Dividend on Equity Shares	241.98	241.98
Tax on proposed dividends	49.26	49.26
Balance carried forward	7773.60	7698.94

Economy Overview

India's economic growth in 2016 dropped to 6.5% from 7.2% in the previous year. The economic activity slowed down primarily due to the temporary negative consumption induced by cash shortage and payment disruptions due to demonetization.

The growth in agriculture, industry and services is estimated to moderate to 5.2 per cent in 2016-17 from 7.4 per cent in the last fiscal. The growth rate of industry sector declined in 2016-17 mainly on account of contraction in mining & quarrying and moderation of growth in manufacturing sector. The services sector, led by public administration, defence and other services recorded an overall growth of 7 per cent in 2016-17. Despite of slowdown during the year 2016-17, the long-term growth story of India remains robust mainly due to the government's initiatives such as relaxation in FDI norms coupled with the structural reforms such as Goods & Service Tax (GST). FDI flows, ease of doing business, an improved business environment, revival in aggregate demand and a supportive global trade environment will be essential for sustaining the momentum. GST will help to curtail the cascading effect of multiple taxes and enable faster movement of goods across the country.

The prospects for Indian economy for the year 2017-18 need to be assessed in the light of emerging global and domestic developments. Indications are that global economic growth is gradually picking up. On the other hand, the increasing global prices of oil and other key commodities may exercise an upward pressure on the value of imports. Domestic demand is expected to get a boost from accommodative monetary policy and the unleashing of domestic trade and consumption as the economy gets remonetised to the required levels.

Operating Performance

During the year under review, your company recorded a turnover of ₹ 121.28 crs as compared to ₹ 140.73 crs in the previous year. The decline in turnover was primarily due to lower price realisation on gelatin products although volumes

remained flat year on year. Profit before tax declined to ₹5.49 crores as compared to ₹12.98 crores in 2015-16 on account of lower price realisation and increase in raw material input costs.

Dividends

Despite a difficult year, your Directors recommend a dividend of ₹ 4.00 per Equity Share (last year ₹ 4.00 per Equity Share) for the financial year ended March 31, 2017. The total outflow on account of the proposed dividend including dividend distribution tax will be ₹ 291.24 lacs, (previous year ₹291.24 lacs).

The dividend on equity shares, if approved at the ensuing Annual General Meeting, will be paid to Members whose names appear in the Register of Members as on 13th September, 2017 and to Members whose names appear on that date as Beneficial Owners as furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Transfer to Reserves

It is proposed to transfer an amount of ₹ 40.66 lacs (being 10% of the net profits for the year) to the General Reserve.

Industry Structure and Developments

Gelatin finds use in industries such as food and beverages, pharmaceutical and cosmetics. However, cultural and religious barriers in India and scepticism on the use of gelatin derived from animals across the world are factors which inhibit the overall market growth. Growing regulatory issues, primarily in the food industry, are also challenges for domestic gelatin manufacturers.

Global gelatin market is expected to grow at a CAGR of 8.25% during the forecast period 2015 to 2022. Increasing use in nutraceuticals, recognition of preventive healthcare, growing demand for technical textile and utilization of functional food are the major factors driving the market growth. Pharmaceutical applications are expected to witness fastest growth on account of rapidly expanding usage of hydrocolloids in production of tablets and capsules. However, food security concerns and threat of vegan gelatin substitutes are some of the factors hindering the market growth.

Opportunities and Threats, Outlook, Risks and Concerns

India continues to be categorised as "Negligible Risk" under BSE categorisation. With increasing level of awareness on environmental hazards, the state authorities are upgrading pollution control norms regularly and the industry is now required to address the issue of environment with more commitment. Your company continues to take all necessary steps to comply with pollution control norms.

Difficulty in sourcing good quality raw material and rise in raw material prices are areas of concern. The import of poor quality gelatin into India is a matter of health concern and affects proper price realisation for the gelatin produced by the domestic manufacturers.

Furthermore, availability of cheap raw materials in EU, USA, etc has pushed down the gelatine prices globally, which has affected the pricing in the domestic market. Large quantities of gelatin are being imported into India at prices lower than the domestic prices, which is a major concern for the industry.



The availability of good quality crushed bones at a reasonable cost is critical for the competitiveness of the domestic ossein and gelatin industry. The government has allowed imports of crushed bones and the quality of the imported bones is far superior. This may help to reduce the raw material prices in India and also help to improve the quality of gelatin.

The growth of the market for food gelatin is driven by the end-use industries, such as confectionary, nutritional drinks and bakery. Although the market is growing, it is facing different challenges that include low acceptance from strict vegetarians and religious groups.

While your company is taking all actions to improve product mix, yield and productivity along with cost reduction measures, the price realisation for gelatin and consequently the margins are constantly facing downward pressure. The prima facie indications from the Government to replace the gelatin capsules by Hydroxypropylmethyl cellulose (HPMC) is a major challenge being faced by the industry over the past year. The matter is still under consideration by an expert committee and if implemented, it will have a huge impact on the gelatin industry in the country.

Furthermore, the drop in oil prices has affected the exports of capsules to the African countries and Russia, thereby affecting the domestic demand of gelatin. Cheaper imports, lower demand in the domestic market and higher raw material prices are likely to impact margins and have an adverse impact on the performance of your company, at least in the short term.

Segment-wise or product-wise performance

Gelatin, ossein and the by-product di-calcium phosphate broadly form part of one product group and hence are considered as single business segment. However, based on geographical spread, reportable segments have been identified as exports sales and domestic sales. The segment revenue information is given separately in Notes on Accounts under the disclosure as required under Accounting Standard (AS 17) - Segment Reporting and forms part of the Directors' Report.

Internal financial control and its adequacy

The Company has designed and implemented a process driven framework for Internal Financial Controls within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors, including audit of the internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17 and commensurate with the nature and size of its business operations and operating effectively and no material weakness exists. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the

Company's operations.

The Company's internal control system comprises audit and compliance of observations made by the Internal Auditor. The Internal Auditor independently evaluates the adequacy of internal controls and concurrently audits the majority of the transactions in value terms. Independence of audit and compliance is ensured by direct reporting of Internal Auditor to the Audit Committee. Statutory and Internal Auditors undertake rigorous testing of the control environment of the Company.

Fixed Deposits

During the year under review, the Company did not accept any fixed deposits from the public, as defined under Chapter V of the Companies Act, 2013. There were no amounts outstanding on account of principal and interest on deposits from public as on 31st March, 2017. The Company has no deposits which are not in compliance with the provisions of Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Corporate Social Responsibility (CSR)

The Company recognises the need and importance of a focused and inclusive social and economic development, especially of the industry and community in which it operates. Corporate Social Responsibility (CSR) Committee recommends to the Board the activities to be undertaken by the Company for approval. As part of the initiatives, the Company has undertaken CSR projects in the areas of protection of environment, promotion of education, livelihood, promoting health care including preventive health care, providing water, sanitation and rural development. During the year 2016-17, the Company spent ₹ 40.17 lacs on CSR activities. The Annual Report on CSR activities and a brief outline of the CSR Policy of the Company is annexed to this Report as Annexure - I.

Risk Management

The Company has in place a Risk Management framework to identify, evaluate business risks and opportunities and seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The Risk Management Committee is entrusted with the responsibility to assist the Board in overseeing the risks associated with the business and risk mitigating measures to be taken by the Company. The details of the Risk Management Committee, its terms of reference, key business risks identified and mitigation plans are set out in the Corporate Governance Report.

Vigil Mechanism

As per the provisions of Section 177(9) of the Companies Act, 2013 ('Act'), the Company is required to establish an effective Vigil Mechanism for directors and employees to report genuine concerns. The Company has a Whistle-blower Policy in place to encourage and facilitate employees to report concerns about unethical behaviour, actual/suspected frauds and violation of Company's Code of Conduct or Ethics Policy. The policy provides



for adequate safeguards against victimisation of persons who avail the same and provides for direct access to the chairperson of the Audit Committee. The Audit Committee of the Company oversees the implementation of the Whistle-Blower Policy. The Company has disclosed information about the establishment of the Whistle Blower Policy on its website www.narmadagelatines.com and in the Corporate Governance Report

Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any subsidiary, joint ventures or associate companies.

Directors and Key Managerial Personnel

In accordance with the provisions of Section 152 of the Companies Act, 2013, and Article 115 of the Articles of Association of the Company, Mr. Sanjeev Jain retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the appointments of the Directors of the Company are in compliance with the provisions of Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

Attention of Shareholders is invited to the relevant items of the Notice of the Annual General Meeting and the Notes thereto.

Brief resume of the Director proposed to be reappointed, nature of his expertise in specific functional areas and names of companies in which he holds directorship and membership/ chairmanship of committees of the Board, as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the section on Corporate Governance in this Annual Report.

Ms. Priya Gupta, resigned as the Chief Financial Officer of the Company w.e.f. 1st May, 2017. The Company is in the process of filling in the vacancy arising.

Board Evaluation

The Nomination & Remuneration Committee and the Board have laid down the manner in which formal annual evaluation of the performance of the Board, Committees, Chairman and individual directors has to be made. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. In addition, the Board has also carried out a review of the Board's performance as a whole. The manner in which the evaluation has been carried out is covered in the Corporate Governance Report. The Board of Directors noted the evaluation results as

collated by the Nomination and Remuneration Committee.

Policy on Directors' Appointment and Remuneration

The policy of the Company is to have an appropriate number of executive and independent directors on the board.

The policy of the Company on directors' appointment and remuneration, etc. as required under Section 178 of the Companies Act, 2013, is available on the Company's website (www.narmadagelatines.com) and in the Corporate Governance Report. There has been no change in the policy since the last financial year. The remuneration paid to the directors is as per the terms laid down in the Nomination & Remuneration Policy of the Company.

Meetings

During the financial year under review, four Board Meetings and five Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between two Meetings was within the period prescribed under the Companies Act, 2013.

Directors' Responsibility Statement

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

- a. in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. appropriate accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
- c. proper and sufficient care has been taken 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;
- d. the annual financial statements have been prepared on a going concern basis;
- e. proper internal financial controls have been followed and that such financial controls are adequate and are operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws are in place and were adequate and operating effectively.

Related Party Transactions

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

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in Form AOC-2 are set out in the Note 31(e) of Notes to Financial Statements forming part of the Annual Report.

None of the Directors have any pecuniary relationships or transactions with the Company or vice versa.

Statutory Auditors and Audit Report

As per section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, it is mandatory to rotate the Statutory Auditors on the completion of term as specified. M/s T.R. Chadha & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of ensuing Annual General Meeting and shall retire thereafter.

The Audit Committee of the Company in its meeting held on 23rd May, 2017, has proposed and the Board has recommended the appointment of Lodha and Company, Mumbai, Chartered Accountants (Firm Registration No.301051E) as the statutory auditors of the Company. M/s Lodha & Company, Chartered Accountants shall be appointed for the period from the conclusion of 56th Annual General Meeting of the Company, till the conclusion of 61st Annual General Meeting to be held in 2022, subject to the approval of the shareholders of the company.

Pursuant to Section 139 and 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received a certificate dated April 20, 2017 from M/s Lodha & Company, Chartered Accountants, to the effect, that their appointment, if made, would be within the limits laid down by the Act, and as per the term provided under the Act, and they are not disqualified for such appointment under the provisions of applicable laws and also that there are no pending proceedings against them or any of their partners pending with respect to professional matter of conduct, before the Institute of Chartered Accountants of India or before any competent authority or any court.

The current Statutory Auditors, M/s T.R. Chadha & Co. LLP, Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the Financial Year 2016-17, which forms part of the Annual Report 2016-17. The Notes on Financial Statements referred to in the Auditors' Report for the year 2016-17 are self-explanatory. There are no observations, qualifications, reservations or adverse remarks of the Auditors in their Audit Reports that may call for any explanation from the Directors.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Dr. Asim Kumar Chattopadhyay, Company Secretary in Practice, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed to this Report as Annexure - II. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

Transfer of Unpaid and Unclaimed amounts to IEPF

Pursuant to the provisions of Section 124 of the Companies

Act, 2013, the declared dividends and interest on debentures which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the said Act. During the financial year 2016-17, the Company has transferred to the Investor Education and Protection Fund, unclaimed dividends as detailed in the Corporate Governance Report.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 22nd September, 2016 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs.

Significant and Material Order passed by the Regulators

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

Corporate Governance Report

The Report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. The Whole-time Director's declaration regarding compliance with the Company's Code of Business Conduct and Ethics for Directors and Management Personnel forms part of the Corporate Governance Report. As required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate on Corporate Governance for the year ended 31st March, 2017 issued by T.R. Chadha & Co, LLP, is annexed to this Report.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 is annexed to this Report as Annexure - III.

Extract of Annual Return

In accordance with the Section 134(3)(a) of the Companies Act, 2013 an extract of the Annual Return in Form MGT-9 is annexed to this Report as Annexure - IV.

Particulars of Employees

None of the employees of the Company is in receipt of remuneration exceeding the limits prescribed under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details in respect of directors and employees of the Company as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as Annexure - V.



Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

All the employees in the Company are considered equal. There is no discrimination between individuals at any point on the basis of race, colour, gender, religion, origin, sexual orientation or age. Every individual is expected to treat his/her colleagues with respect and dignity. The Company has in place a policy for prevention of sexual harassment at workplace. This Anti-Sexual Harassment Policy of the Company is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy. An Internal Complaints Committee is in place to redress complaints received regarding sexual harassment. No complaint was received by the Company during the financial year ended 31st March, 2017.

Material changes and commitments affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

Human Resources / Industrial Relations

The Company's human resources agenda continues to remain focused on the development of its employees, building capabilities in the organization and progressive employee relations policies.

The Company has over 500 employees. Industrial relations remained cordial throughout the year. Your Directors place on record their sincere appreciation of the significant contributions made and the continued support extended by all employees at all levels to the Company's operations during the year.

Acknowledgement

Your Directors take this opportunity to thank the Central and the State Governments, statutory authorities, bankers, vendors and business associates and all the stakeholders for their continued interest and valued support.

For and on behalf of the Board

Ravindra K. Raje
Director

Ashok K. Kapur
Whole-time Director

Place: Jabalpur
Date: 23rd May, 2017



Annexure - I to Board's Report**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

The Company focus on the activities towards contributing to the social and economic development of the communities in which it operates and in doing so, build a better, sustainable way of life for the weaker sections of the society and raise the country's human development index. Social welfare and community development is therefore at the core of the Company's Corporate Social Responsibility philosophy and this continues to be a priority.

During the year under review, the Company's contributions to the community were in the areas of protection of environment, promotion of education, livelihood, promoting health care including preventive health care, providing water, sanitation and rural development and contributions to other social development organisations. The Company also supported and partnered with several NGOs in community development and health initiatives. Some of the social activities carried out by the Company were as under:

Environment

The Company carried out plantation of trees, maintenance of green belts and gardens in and around the manufacturing unit. Mangrove plantation in the factory premises and surrounding areas, vermi-compost of waste and its use as manure, recycling of treated water in cooling water system and in horticulture activities, etc. are regular activities undertaken by the Company.

The Company and its employees regularly promote and participate in projects for cleanliness of river Narmada through cleaning banks, putting up flex, banners and wall painting messages. The company sponsored various programmes for environment protection like Marathon 'Run Jabalpur Run' for environment protection, 'Narmada Mahotsava' and 'Narmada Jayanti'.

Education

Education remains as one of the focus areas of social development and the Company supports academics at all levels. The Company provides assistance to schools such as Ekal Vidyalaya (Friends of Tribal Society). The Ekal Vidyalaya movement aims to help eradicate illiteracy from rural and tribal India. The Company also provides scholarships to poor girls of the locality and educational support to various poor children through contributions to Hamara Jabalpur for 'Balika Prothsahan Yojana' and other charitable institutions. The Company also aided the repairs and maintenance of schools located in the nearby villages and provided financial help to meritorious but financially challenged students.

Religious and cultural programs

The Company contributes to various local religious and cultural programmes. During the traditional Navratri Garba festival, the Company contributed to various programs. Financial assistance and support was given to community festivals. The Company also assisted in the marriage of poor women.

Community Health Care

The Company conducts regular health checks, eye check-up and blood donation camps and medical diagnostic camps. The Company also arranged for sprinkling of medicines and insecticides in the surrounding villages to prevent diseases and to promote cleanliness.

Swachh Bharat Mission

To promote the national mission on cleanliness "Swachh Bharat Mission", your Company has contributed towards construction and maintenance of toilets in the nearby village / girls' schools.

Brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programmes

The main objective of the CSR Policy is to lay down guidelines for the Company to make CSR a key business process for sustainable development for the society. It aims at supplementing the role of the Government in enhancing welfare measures of the society based on the immediate and long term social and environmental consequences of their activities.

The Company shall constantly strive to ensure strong corporate culture which emphasizes on integrating CSR values with business objective. It shall also pursue initiatives related to quality management, environment preservation and social awareness, in the areas as detailed below:

- (i) Promoting health care including preventive healthcare and sanitation and making available safe drinking water;
- (ii) Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- (iii) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining of soil, air and water;
- (iv) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio- economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- (v) Rural development projects;
- (vi) Promote and participate in projects for cleanliness of Narmada river;
- (vii) Promote education of girl child and the underprivileged by providing academic support, assistance to schools, sponsorships for eradicating illiteracy;
- (viii) Emphasis on regular health checks and medical aid/ health care facilities with special focus for the mother and child as well as the old aged persons of surroundings and making available of safe drinking water;
- (ix) Promote and sponsor various sports activities and games organized by local gram panchayat;
- (x) Promote and support local religious and cultural programmes;
- (xi) Other areas as may be notified by the Government from time to time.

The CSR policy is available on the company's website www.narmadagelatines.com



Composition of the CSR Committee:

- Mr Mohan C. Pant - Independent Director (Chairman)
- Mr Sanjeev Jain - Director
- Mr Ashok K. Kapur - Wholetime Director

Average net profit of the Company for last three financial years: ₹ 2026.25 lacs

Prescribed CSR Expenditure: ₹ 40.52 lacs

Details of CSR spend for the financial year:

- Total amount spent for the financial year : ₹ 40.17 lacs
- Amount unspent, if any : ₹ 0.35 lacs
- Manner in which the amount was spent during the financial year is detailed below :

Projects / Activities	Sector	Locations	Amount Outlay (Budget) Project or Program-wise	Amount Spent on the project or programs	Cumulative Expenditure Upto Reporting period	Amount spent Direct or through Implementing agency*
Educational scholarship, provision of books and educational aid to Govt./ other schools	Literacy	Jabalpur (M.P.), Delhi, Mumbai (Maharashtra)	19.50	21.98	21.98	21.98
Medical and health camps, promotion of healthcare activities, etc.	Healthcare	Jabalpur and surrounding villages	0.50	0.44	0.44	0.44
Providing safe drinking water to community, support in construction and maintenance of toilets, drainage	Sanitation	Jabalpur	3.50	1.42	1.42	1.42
Tree plantation, and maintenance, promotion of river cleanliness and protection	Environment Protection	Bheraghat, Jabalpur	10.50	7.56	7.56	7.56
Promotion of child care and elder people	Child and old age people care	Jabalpur	2.00	3.00	3.00	3.00
Women empowerment	Empowerment of women	Jabalpur	1.52	1.40	1.40	1.40
Promotion of sports and games	Sports promotion	Jabalpur	1.00	0.81	0.81	0.81
Promotion of cultural activities	Cultural activities	Jabalpur	2.00	1.55	1.55	1.55
Salary and administration cost	Overheads		-	2.01	2.01	2.01
Total			40.52	40.17	40.17	40.17

* Details of Implementing Agencies:

Matrachaya Seva Bharti, Jabalpur, M.P.; Soham Welfare Society, Jabalpur, M.P.; Maharashi Vidya Mandir, Jabalpur, M.P.; Friends of Tribal Society, Delhi & Jabalpur; Little Sisters of the Poor, Jabalpur, M.P.; Shri Rajkumari Bai Bal Niketan, Jabalpur M.P.

Responsibility Statement

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company, is reproduced below:

"The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company."

Sd/-

Mohan C. Pant
Chairman of CSR Committee

Sd/-

Ashok K. Kapur
Whole-time Director

23rd May, 2017, Jabalpur



Annexure - II to the Board's Report

**SECRETARIAL AUDIT REPORT
FORM No. MR-3**For the Financial Year Ended 31st March, 2017

[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,
NARMADA GELATINES LIMITED
'CARAVS', Room No. 28,
15 Civil Lines,
Jabalpur (M.P.) - 482001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Narmada Gelatines Limited, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2017, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Narmada Gelatines Limited for the financial year ended on 31st March, 2017 according to the provisions as may be applicable to the company of:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investments and External Commercial Borrowings: Not applicable during the period under review;
- (5) 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: Not applicable during the period under review;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations , 2014: Not applicable during the period under review;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not applicable as the company has not issued any debt securities during the period under review
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client: Not applicable during the period under review as the company is not acting as a Registrar and Share Transfer Agent.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable during the period under review;
 - h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998: Not applicable during the period under review;
 - i. The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.
- (6) The Food Safety and Standards Act, 2006 along with Food Safety and Standards Rules, 2011;
- (7) Factories Act, 1948 and Rules made thereunder;
- (8) Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Rules made thereunder;
- (9) Maternity Benefits Act, 1961;
- (10) Minimum Wages Act, 1948;
- (11) Payment of Bonus Act, 1965;
- (12) Payment of Gratuity Act, 1972;
- (13) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1956;
- (14) Payment of Wages Act, 1936;
- (15) Environmental Laws.



I have also examined the compliance of Secretarial Standards on Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015.

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

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

There is no change in the composition of the Board of Directors during the period under review. Adequate notice(s) had been given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The Resolutions passed by the Board of Directors and Committees thereof had no dissenting views which were required to be captured and minuted.

I 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.

This Report is to be read with my letter of even date annexed as Annexure "A" and forms an integral part of this report.

Sd/-
Dr. Asim Kumar Chattopadhyay

Practising Company Secretary
C P No.: 880 (Whole Time)
FCS No.: 2303

Jabalpur
Dated : May 18, 2017

Annexure "A"
TO THE SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2017

To,

The Members
Narmada Gelatines Limited 'CARAVS',
Room No. 28, 15 Civil Lines,
Jabalpur (M.P.)
Pin – 482001

My report for the financial year ended 31st March 2017 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature : Sd/-
Name : Dr. Asim Kumar Chattopadhyay
Designation : Practising Company Secretary
Certificate of Practice No. : 880
Date : May 18, 2017



Annexure – III to Board’s Report

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

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

1. Steps taken or impact on conservation of energy :

- (a) Hot water Tank temperature controller installed to reduce wastage of steam
- (b) Boiler Condensate recovery system improved for hot water recovery
- (c) Regular monitoring efficiency of Boiler and VAM
- (d) Regular monitoring and arresting leakage of steam

As a result of the above, the specific coal consumption reduced by 10% as compared to the previous year

- (e) Certain equipment such as Band Dryer, Votator Feed Pump and Conveyor Dynodrive replaced by Variable frequency Drive.
- (f) Reduction in refrigeration plant running hours by improving efficiency through regular monitoring and descaling

As a result of the above, the specific electrical consumption reduced by 4.7% as compared to the previous year

- 2. Steps taken or utilising alternate sources of energy: Nil
- 3. Capital investment on energy conservation equipments : Nil

B. TECHNOLOGY ABSORPTION

1. Efforts in brief made towards technology absorption:

Process control for improvement of yield and product mix : Control on temperature during maturation process.

2. Benefits derived as a result of above efforts: Improved yield.

3. Imported technology (imported during the last 3 years reckoned from the beginning of the financial year) :

- (a) Technology
- (b) Year of import
- (c) Has technology been fully absorbed
- (d) If not fully absorbed, areas where this has not taken place, reasons thereof and future plan of action



Not applicable as no technology imported

4. Expenditure on R&D

Recurring Expenditure – ₹ 14.65 lacs; Capital Expenditure – ₹ 9.47 lacs

Total R&D Expenditure as a % of Total Turnover: 0.21%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The FOB value of exports amounted to ₹ 329.68 lacs against ₹ 385.68 lacs in the previous year

The expenditure in foreign exchange comprises of travel for export promotion ₹ 1.99 lacs and other expenditure ₹ 3.67 lacs

For and on behalf of the Board

Ravindra K. Raje
Director

Ashok K. Kapur
Whole-time Director

23rd May, 2017
Jabalpur



Annexure - IV to the Board's Report

**EXTRACT OF ANNUAL RETURN
FORM No. MGT - 9**

As on the financial year ended 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS

i) CIN	L24111MP1961PLC016023
ii) Registration Date	13 th January, 1961
iii) Name of the Company	Narmada Gelatines Limited
iv) Category / Sub-Category of the Company	Company having Share Capital
v) Address of the Registered office and contact details	CARAVS, Room No. 28, 15 Civil Lines, Jabalpur - 482001 (M.P.) Phone : (0761) 2830433
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	C.B. Management Services Pvt. Ltd P-22 Bondel Road, Kolkata Phone : (033) 40116700, 40112280 E-mail : rta@cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business Activities contributing 10% or more of the total turnover of the Company:

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/Service	% to total turnover of the company
1	Gelatine	20295	74%
2	Di-Calcium Phosphate – Poultry Feed	10802	24%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Alfamont (Mauritius) Ltd. Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius	Foreign Company	Holding	75%	2(46)
2	Jumbo World Holdings Ltd. Sea Meadow House, Blackburne Highway (P.O.Box 116), Road Town, Tortola, British Virgin Islands	Foreign	Ultimate Holding Company	Nil	2(46)



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

(i) Category-wise Shareholding:

Category of Shareholder	No. of Shares held at the beginning of the year (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoter									
1 Indian									
(a) Individuals/ HUF	-	-	-	-	-	-	-	-	-
(b) Central Government	-	-	-	-	-	-	-	-	-
(c) State Government(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	-	-	-	-	-	-	-	-	-
(e) Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
(f) Other	-	-	-	-	-	-	-	-	-
Sub Total(A)(1)	-	-	-	-	-	-	-	-	-
2 Foreign									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other-Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	4537189	-	4537189	75.00	4537189	-	4537189	75.00	-
(d) Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
(e) Other	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	4537189	-	4537189	75.00	4537189	-	4537189	75.00	-
Total Shareholding of Promoter Group (A) = (A)(1) + (A)(2)	4537189	-	4537189	75.00	4537189	-	4537189	75.00	-
(B) Public shareholding									
1 Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	175	350	525	0.01	175	350	525	0.01	-
(g) FII's	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	175	350	525	0.01	175	350	525	0.01	-
2 Non-institutions									
(a) Bodies Corporate									
i) Indian	468731	3300	472031	7.80	459043	3300	462343	7.64	-0.16
ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
i) Individual shareholders holding nominal share capital up to 1 lac	733835	86464	820299	13.56	802443	82139	884582	14.62	1.06
ii) Individual shareholders holding nominal share capital in excess of 1 lac	172606	-	172606	2.85	131293	-	131293	2.17	-0.68
(c) Others	-	-	-	-	-	-	-	-	-
i) NRIs	35149	-	35149	0.58	32945	-	32945	0.54	-0.04
ii) Clearing Members	11788	-	11788	0.19	710	-	710	0.01	-0.18
Sub-Total (B)(2)	1422109	89764	1511873	24.99	1426434	85439	1511873	24.99	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	1422284	90114	1512398	25.00	1426609	85789	1512398	25.00	-
(C) Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Sub-Total (C)	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	5959473	90114	6049587	100.00	5963798	85789	6049587	100.00	-



(ii) Shareholding of Promoters:

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)			% 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	Alfamont (Mauritius) Limited	4537189	75.00	NIL	4537189	75.00	NIL	-
	Total	4537189	75.00	NIL	4537189	75.00	NIL	-

(iii) Change in Promoter's Shareholding:

There was no change in Promoter's shareholding during the year.

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

Sl. No.	Particulars	Shareholding/ Transaction Date	Shareholding at the beginning of the year/ transactions during 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	MILLINER AGENCIES PRIVATE LIMITED					
	At the beginning of the year	01/04/2016	247119	4.08	247119	4.08
	At the end of the year	31/03/2017			247119	4.08
2	SWARAN FINANCIAL PRIVATE LIMITED					
	At the beginning of the year	01/04/2016	67352	1.11	67352	1.11
	At the end of the year	31/03/2017			67352	1.11
3	DEEPAK MADHAV TUDAVEKAR					
	At the beginning of the year	01/04/2016	47830	0.79	47830	0.79
	At the end of the year	31/03/2017			47830	0.79
4	MARUTI BUSINESS SERVICES LIMITED					
	At the beginning of the year	01/04/2016	35343	0.58	35343	0.58
	At the end of the year	31/03/2017			35343	0.58
5	SPT INTERNATIONAL AND FINANCE LIMITED					
	At the beginning of the year	01/04/2016	33109	0.55	33109	0.55
	Sold	20/05/2016	200	0.00	32909	0.54
	Bought	03/06/2016	200	0.00	33109	0.55
	Sold	29/07/2016	300	0.00	32809	0.54
	Sold	15/09/2016	414	0.01	32395	0.54
	Sold	21/10/2016	1500	0.02	30895	0.51
	Sold	28/10/2016	987	0.02	29908	0.49
	Sold	04/11/2016	1700	0.03	28208	0.47
	Sold	23/12/2016	338	0.01	27870	0.46
	Sold	30/12/2016	90	0.00	27780	0.46
	Sold	06/01/2017	72	0.00	27708	0.46
	Sold	27/01/2017	81	0.00	27627	0.46



Sl. No.	Particulars	Shareholding/ Transaction Date	Shareholding at the beginning of the year/ transactions during 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
	Sold	03/02/2017	600	0.01	27027	0.45
	Sold	10/02/2017	298	0.00	26729	0.44
	Sold	24/02/2017	100	0.00	26629	0.44
	Sold	31/03/2017	105	0.00	26524	0.44
	At the end of the year	31/03/2017			26524	0.44
6	RUPESH BHUTORIA					
	At the beginning of the year	01/04/2016	24000	0.40	24000	0.40
	Sold	22/07/2016	1000	0.02	23000	0.38
	Sold	29/07/2016	1000	0.02	22000	0.36
	Sold	12/08/2016	2000	0.03	20000	0.33
	At the end of the year	31/03/2017			20000	0.33
7	SATSAHIB SECURITIES PRIVATE LIMITED					
	At the beginning of the year	01/04/2016	19645	0.32	19645	0.32
	At the end of the year	31/03/2017			19645	0.32
8	VISHWA PRAKASH MUNDRA					
	At the beginning of the year	01/04/2016	17815	0.29	17815	0.29
	Sold	03/06/2016	11002	0.18	6813	0.11
	Sold	03/06/2016	6813	0.11	0	0.00
	At the end of the year	31/03/2017			0	0.00
9	SUNIL KUMAR SETHIA					
	At the beginning of the year	01/04/2016	16174	0.27	16174	0.27
	Sold	03/03/2017	2506	0.04	13668	0.23
	Sold	10/03/2017	1264	0.02	12404	0.21
	Sold	17/03/2017	2407	0.04	9997	0.17
	At the end of the year	31/03/2017			9997	0.17
10	ANURAG JHUNJHUNWALA					
	At the beginning of the year	01/04/2016	15431	0.26	15431	0.26
	At the end of the year	31/03/2017			15431	0.26
11	CHANDRAKANT MAGANLAL BABRIYA					
	At the beginning of the year	01/04/2016	13309	0.22	13309	0.22
	At the end of the year	31/03/2017			13309	0.22
12	JASHWANTIBEN MAHESHKUMAR DOSHI					
	At the beginning of the year	01/04/2016	12150	0.20	12150	0.20
	At the end of the year	31/03/2017			12150	0.20



(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Particulars	Shareholding/ Transaction Date	Shareholding at the beginning of the year/ transactions during 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	ASHOK KAPUR					
	At the beginning of the year	01/04/2016	1050	0.02	1050	0.02
	At the end of the year	31/03/2017			1050	0.02
2	RAVINDRA RAJE					
	At the beginning of the year	01/04/2016	378	0.01	378	0.01
	Bought	10/06/2016	15	0.00	393	0.01
	At the end of the year	31/03/2017			393	0.01
3	MAHESH VERMA					
	At the beginning of the year	01/04/2016	150	0.00	150	0.00
	At the end of the year	31/03/2017			150	0.00

V. INDEBTEDNESS

The Company had no indebtedness with respect to Secured or Unsecured Loans or Deposits as on 31st March 2017.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Mr. Ashok K Kapur Wholetime Director	Total (₹ lacs)
1	Gross salary (a) Salary as per provisions of section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	35.20 - -	35.20 - -
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
5	Others	-	-
	Total (A)	35.20	35.20
	Ceiling as per the Act		26.50*

*Being 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013



B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration				Total (₹ lacs)
1	Independent Directors	Jt. Gulab Gupta	Mohan C. Pant	Deepak Chaudhari	
	Fees for attending board/committee meetings	0.65	0.68	0.65	1.98
	Commission	-	-	-	-
	Others	-	-	-	-
	Total (1)	0.65	0.68	0.65	1.98
2	Other Non-Executive Directors	Sanjeev Jain	Ravindra K. Raje	Drushti R. Desai	
	Fees for attending board/committee meetings	0.40	0.30	0.14	0.84
	Commission	-	-	-	-
	Total (2)	0.40	0.30	0.14	0.84
	Total (B)=(1+2)	1.05	0.98	0.79	2.82
	Overall Ceiling as per the Act				5.30*

* Being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013

Total Managerial Remuneration (A+B)	38.02
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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total (₹ lacs)
		Mahesh Verma Company Secretary	Priya Gupta CFO	
1	Gross salary			
	(a) Salary as per provisions of Section 17(1) of the Income tax Act, 1961	11.59	4.99	16.58
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary u/s 17(3) Income tax Act, 1961	-	-	-
2	Stock Option	-	-	
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Others	-	-	-
	Total	11.59	4.99	16.58

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other Officers in default, during the year.



Annexure - V to the Board's Report

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2016-17 (₹ lacs)	% increase in Remuneration in the Financial Year 2016-17	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of KMP against the performance of the Company
1	Justice Gulab Gupta - Director*	-	-	-	
2	Deepak Chaudhuri - Director*	-	-	-	
3	Mohan C Pant - Director*	-	-	-	
4	Sanjeev Jain - Director*	-	-	-	
5	Ravindra K Raje - Director*	-	-	-	
6	Drushti Desai - Director*	-	-	-	
7	Ashok K Kapur - Wholetime Director	35.20	14.04%	17.50	
8	Mahesh Verma - Company Secretary	11.59	1.33%	Not Applicable	Profit after tax reduced by 50.94% in the financial year 2016-17
9	Priya Gupta - Chief Financial Officer	4.99	1.02%	Not Applicable	

*The Non-Executive Directors of the Company are only entitled to sitting fees as per the statutory provisions, the details of which are provided in the Corporate Governance Report.

- ii) The median remuneration of employees of the Company during the financial year 2016-17 was ₹ 2.01 lacs.
- iii) In the financial year 2016-17, there was an increase of 0.44% in the median remuneration of employees.
- iv) There were 196 (excluding Whole-time Director) permanent employees on the rolls of Company as on March 31, 2017.
- v) Relationship between average increase in remuneration and company performance: The Profit after tax for the financial year ended March 31, 2017 reduced by 50.94% whereas the average remuneration increased by 0.01%.
- vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key Managerial Personnel increased by 9.55% whereas the Profit after Tax decreased by 50.94%.
- vii) a) Variations in the market capitalisation of the Company: The market capitalisation as on March 31, 2017 was ₹ 7982.43 lacs, as compared to ₹ 8076.20 lacs as on March 31, 2016.
- b) Price Earnings ratio of the Company was 19.63 as at March 31, 2017 as compared to 9.74 as at March 31, 2016.
- c) Percent increase in the market quotation of the shares of the company as compared to the rate at which the company came out with the last public offer in the year: The Company had come out with initial public offer (Rights Issue) in 1994-95. An amount of ₹ 1,000 invested in the said Rights Issue / IPO would be worth ₹ 19793 as on March 31, 2017 indicating a compounded annual growth rate of 14.53% excluding the dividends paid out since the Rights Issue.
- viii) Average percentage decrease in the salaries of employees other than the Key Managerial Personnel in the financial year i.e. 2016-17 was 1% whereas increase in the managerial remuneration for the same financial year was 9.55%.
- ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - None of the employee is in receipt of remuneration in excess of the highest paid director.
- xi) The remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.



REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance encompasses best management practices, compliance of law and voluntary adherence to ethical standards, enhancing shareholders value and discharge of social responsibility. The principle of good corporate governance is to ensure fairness in all transactions within and outside the company with investors, customers, employees, partners, competitors and the society at large. Adoption of Corporate Governance and disclosure practices attract the best of capital and talent for any organisation and create value and wealth on a sustainable and long term basis. Together with meaningful CSR activities and sustainable development policies your Company strives to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates.

Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. This report sets out the compliance status for the Company with the requirements of corporate governance, for the financial year 2016-17.

CORPORATE GOVERNANCE FRAMEWORK



The corporate governance structure in the Company assigns responsibilities and entrusts authority among different participants in the organisation viz. the board of directors, the senior management, employees, etc. The company's focus revolves around values based on transparency, integrity, professionalism and accountability and the initiatives towards this end include: professionalization of the Board; fair and transparent processes and reporting systems. The company continuously endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy all round growth and development to take the company forward.

Your Company is in compliance with the requirements of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at work place have been institutionalized. The Company recognizes that good governance is a continuing exercise and adhere to ethical standards is committed to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, the Company has adopted various codes and policies to carry out duties in an ethical manner. The following codes and policies have been adopted by the Company:

- Code of Conduct
- Code of Internal Procedure and Conduct for insider Trading
- Whistle Blower Policy
- Related Party Transactions Policy
- Corporate Social Responsibility Policy
- Sexual Harassment Policy
- Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- Board Performance Evaluation Policy
- Risk Management Policy

The Board of Directors of the Company has an optimum combination of Executive and Independent Non-Executive Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board provides leadership, strategic guidance and an independent view to the Company's management.

Directors:

The Board of Directors plays a pivotal role in ensuring that the Company runs on sound and ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well defined responsibility matrix



which enables it to discharge its fiduciary duties of safeguarding the interest of the Company, ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

Directors' Familiarization programme:

The Company has an orientation process/familiarization programme for its independent and other directors that includes briefing on their role, responsibilities, duties, and obligations as a member of the Board, nature of business of the Company, plant visit, manufacturing process, quality, safety measures in place, CSR activities etc., matters relating to Corporate Governance, Code of Business Conduct, Risk Management, Compliance Programs, Internal Audit, etc. and introduction to senior management team. This provides insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company.

As a process, when a new independent director is appointed, a detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

Efforts are made to continually update the Independent Directors on all important developments within the Company and regulatory changes viz. sharing important developments in the industry, the company's internal environment and external environment, industrial relations, updates on demand and supply situation for the Company's products, etc.

Composition of the Board and Committees:

The Company's policy is to maintain optimum combination of Executive, Non-Executive and independent Directors. The members of the Board are from diverse backgrounds with skills and experience in different sectors like technology, finance, legal, power and general management. With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Harassment Committee.

Role of the Company Secretary in overall governance process:

The Company Secretary is primarily responsible for ensuring compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. The Company Secretary plays a key role in ensuring that the procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making.

BOARD OF DIRECTORS

1. Board Composition, attendance of Directors at Board Meetings, Last Annual General Meeting and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various companies:

The Board comprises of seven Directors, One Executive Director (Wholetime Director), three Non-Executive Promoter Directors (including one Woman Director) and three Non-Executive Independent Directors. The composition of the Board is in conformity with the Companies Act, 2013 and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors are related to each other.

(i) Composition of the Board of Directors is as follows:

Category	Name of the Directors
Independent Directors	Justice Gulab Gupta Mr. Deepak Chaudhuri Mr. Mohan C. Pant
Non-Executive Non-Independent Directors	Mr. Sanjeev Jain Mr. Ravindra K. Raje Mrs. Drushti R. Desai
Executive Director	Mr. Ashok K. Kapur

(ii) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in SEBI Listing Regulations, across all the companies in which he/she is a Director. Necessary disclosures regarding Committee positions in other public companies as at March 31, 2017 have been made by the Directors.

Attendance of Directors at Board Meetings, Last Annual General Meeting and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various companies are given below:

Name of Director	No. of other Directorships	Committees of which he/she is a member	Committees of which he/she is Chairman	Attendance	
				Board Meetings	Last AGM (22.09.2016)
Justice Gulab Gupta	-	1	1	4	Yes
Mr. Deepak Chaudhuri	-	1	-	4	Yes
Mr. Mohan C. Pant	-	2	1	4	Yes
Mr. Sanjeev Jain	3	2	1	4	Yes
Mr. Ravindra K. Raje	3	3	1	3	Yes
Mr. Ashok K. Kapur	1	1	-	4	Yes
Mrs. Drushti R. Desai	5	5	3	1	No



The above does not include any Alternate Directorships and Directorships of Foreign Companies, Section 8 Companies and Private Limited Companies. Memberships/Chairmanships of only the Audit Committees and Stakeholders' Relationship Committees of Public Limited Companies have been considered.

In compliance with the Listing Regulations, Directors of the Company do not serve as Independent Director in more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, he/she does not hold the position of Independent Director in more than three listed companies.

Directors' Profile

A brief resume of Director being appointed/re-appointed, nature of his expertise in specific functional areas and names of companies in which he hold directorships, memberships/ chairmanships of Board Committees and his shareholding in the Company, if any, are provided below:

Mr. Sanjeev Jain is a Chartered Accountant having experience of 27 years in the field of Corporate Finance, Taxation, Accounting, Company Law and FEMA matters. He is on the Board of Aasman Management Services Pvt. Ltd., Dandvati Investments & Trading Co. Pvt. Ltd., Derby Electricals (India) Private Limited, Firestorm Electronics Corporation Pvt. Ltd., MPIL Corporation Limited, GWL Properties Limited, Harshit Finlease & investments Pvt. Ltd., Jumbo Electronics Corporation Pvt. Ltd., Jumbo World Holdings (India) Pvt. Ltd., L'Aquila Investments Pvt. Ltd., Primo Enterprises Pvt. Ltd., SMN Engineers Ltd., Viman Investments Pvt. Ltd. and Wizer Advertising Pvt. Ltd.

He does not hold any shares in the company as on 31st March, 2017.

2. Board Meetings

During the year ended 31st March, 2017, the Company held four Board meetings. The Company has held at least one Board meeting in every three months and the maximum time gap between any such two meetings was not more than one hundred and twenty days. The details of the Board meetings held are as under:

Dates of Board Meeting	Board Strength	No. of Directors Present
26 th May, 2016	7	7
11 th August, 2016	7	6
10 th November, 2016	7	6
7 th February, 2017	7	5

Information placed before Board of Directors

The Board of Directors is provided with all the information and update on the subjects detailed under and have complete access to any information within the Company.

- Annual operating plans and budgets and updates
- Capital budgets and updates
- Quarterly / annual financial results for the company
- Minutes of meetings of board, audit committee and other committees of the board
- Show cause, demand, prosecution notices and penalty notices, which are materially important
- Information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems
- Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company
- Significant labour problems and their proposed solutions
- Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme, etc
- Sale of material nature of investments, assets, which is not in the normal course of business
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfers, etc
- Quarterly compliance certificates which includes non-compliance of any regulatory, statutory nature or listing requirements and shareholders service
- Appointment, remuneration and resignation of Directors
- Proposals requiring strategic guidance and approvals of the Board of Directors
- Related party transactions



- Formation and reconstitution of Board Committees and their terms of reference
- Declarations by Independent Directors
- Disclosures of interest of Directors and their shareholding
- Appointment and fixing of remuneration of Statutory Auditors as recommended by the Audit Committee
- Appointment of Internal Auditors and Secretarial Auditors
- Discussion on reports and observations of Internal and Statutory Auditors
- Dividend declaration
- Making of loans and investment of surplus funds
- Proposal for major investments, merger, amalgamations
- Borrowing money, giving guarantees or providing security in respect of loan
- Issue of securities, shares, debentures

The Agenda and Notes on Agenda for Board Meetings are circulated to Directors in advance. All material information is incorporated therein to facilitate meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, any other matters are discussed with the permission of the Chairman of the Board meeting.

Recording minutes of proceedings at Board and Committee meetings

The Company Secretary records the minutes of proceedings of Board and Committee meetings. Draft minutes are circulated to members of the Board/Committees for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

Post-meeting follow-up mechanism

Management takes actions on the decisions and directions arising out of the discussions of the Board/ Committees Meetings. Important decisions taken at meetings of the Board/Committees are communicated promptly to the concerned departments/ divisions.

An action taken report on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Board Committees for review and follow-up.

Compliance

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

BOARD COMMITTEES

The Board has constituted six Committees, namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility, Stakeholders' Relationship Committee, Risk Management Committee and Complaints Committee. The Board is authorised to constitute additional functional Committees, from time to time, depending on business needs.

1. Audit Committee

The constitution of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements), 2015. The Committee consists of the following members:

Justice Gulab Gupta - Chairman	Non-Executive Independent Director
Mr. Deepak Chaudhuri	Non-Executive Independent Director
Mr. Mohan C. Pant	Non-Executive Independent Director
Mrs. Drushti R. Desai	Non-Executive Director

Mrs. Drushti R. Desai possesses expert financial and accounting knowledge and is a Fellow member of the Institute of Chartered Accountants of India.

The objective of the Audit Committee is to assist the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements.

The Management is responsible for the Company's internal control over financial reporting and the financial reporting process. The statutory auditors are responsible for performing an independent audit of the company's financial statements in accordance with the GAAP and for issuance of a report thereon. The committee's responsibility is to monitor these processes.

The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board. The Audit Committee shall have authority to investigate any matter within the terms of reference or referred to it by the Board.



The terms of reference of the Audit Committee are broadly as under:

- Reviewing the financial reports and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed in the reports.
- Recommending the appointment and removal of internal and external auditors, fixation of audit fee and other payments.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the quarterly and annual financial statements before submission to the Board focusing primarily on:
 - any changes in accounting policies and practices;
 - major accounting entries based on exercise of judgment by management;
 - qualifications in draft audit report;
 - significant adjustments arising out of audit;
 - the going concern assumption;
 - compliance with accounting standards;
 - compliance with stock exchange and legal requirements concerning financial statements;
 - approval or any subsequent modification of transactions of the company with related parties;
 - reviewing the Company's financial and risk management policies;
 - disclosure of contingent liabilities;
 - scrutiny of inter-corporate loans and investments;
 - valuation of undertakings or assets of the company, wherever it is necessary;
 - monitoring the end use of funds raised through public offers and related matters.
- Reviewing with the management, and internal auditors, the adequacy of internal financial controls and risk management.
- Reviewing the adequacy of internal audit function, including the audit charter, approval of the audit plan and its execution, coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- 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.
- Looking into the reasons for substantial defaults in payments to the shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate.
- Carry out such other functions as may be specifically referred to the Committee by the Board of Directors or other Committee of Directors.

The Audit Committee Meetings are usually attended by the Whole-time Director, Chief Financial Officer and representatives of the Statutory Auditors and Internal Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

The previous Annual General Meeting of the Company was held on 22nd September, 2016. The Chairman of the Audit Committee attended the Meeting.

Five Audit Committee meetings were held during the year. The details of the members' participation at the meetings of the Committee are as under:

Name of member	Attendance at the Audit Committee Meetings				
	26 th May, 2016	11 th August, 2016	21st Sept., 2016	9 th Nov., 2016	6 th Feb., 2017
Justice Gulab Gupta	✓	✓	✓	✓	✓
Mr. Deepak Chaudhuri	✓	✓	✓	✓	✓
Mr. Mohan C. Pant	✓	✓	✓	✓	✓
Mrs. Drushti R. Desai	✓	Leave of absence	Leave of absence	Leave of absence	Leave of absence



2. Nomination and Remuneration Committee

The constitution of the Nomination and Remuneration Committee meets with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements), 2015. The Committee consists of the following members:

Mr. Deepak Chaudhuri – Chairman	Non - Executive Independent Director
Justice Gulab Gupta	Non - Executive Independent Director
Mr. Sanjeev Jain	Non - Executive Director

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- To carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director.
- To recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- To carry out any other function as is mandated by the Board from time to time.

Two meetings of Nomination and Remuneration Committee were held during the year. The details of the members' participation at the meetings of the Committee are as under:

Name of member	Attendance at the Nomination & Remuneration Committee Meetings	
	26th May, 2016	9th November, 2016
Mr. Deepak Chaudhuri	✓	✓
Justice Gulab Gupta	✓	✓
Mr. Sanjeev Jain	✓	✓

Details of Remuneration and other terms of appointment of Directors:

The aggregate value of the salary and perquisites paid for the year ended 31st March, 2017 to the Whole-time Director was ₹ 35.20 lacs. Besides this, the Whole-time Director is entitled to gratuity and encashment of leave at the end of tenure of service. The current agreement with the Whole-time Director is for a period of 3 years from the date of appointment and the same can be terminated by either party by giving three months' notice in writing.

The Non-Executive Directors are paid sitting fee for attending each meeting of the Board and Committee Meetings of the Directors as detailed hereunder:

Meetings	Amount (₹) Subject to TDS
Board Meeting	10000/-
Audit Committee Meeting	4000/-
Nomination and Remuneration Committee Meeting	2500/-
Stakeholders' Relationship Committee Meeting	2500/-

Sitting fees paid to the Non-Executive Directors for 2016-17 are as detailed below:

S. No.	Director's Name	(₹ in lacs)
1	Justice Gulab Gupta	0.65
2	Mr. Mohan C. Pant	0.68
3	Mr. Deepak Chaudhuri	0.65
4	Mr. Ravindra K. Raje	0.30
5	Mr. Sanjeev Jain	0.40
6	Mrs. Drushti R. Desai	0.14
	Total	2.82

The Nomination and Remuneration Committee has adopted a policy which, inter alia, deals with the manner of selection of Board of Directors, CEO, CFO, Managing Director and Wholetime Director and their remuneration. The Policy is available on the company's website (www.narmadagelatines.com).

Performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, 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 Committee, Nomination and Remuneration Committee and other Committees.



An evaluation of the performance of individuals, on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc was carried out. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation Non Independent Directors was carried out by the Independent Directors. The Directors expressed satisfaction with the evaluation process.

Familiarization program for directors

All new directors appointed on the Board go through an orientation process/familiarization programme. At the time of appointment of an independent director, a formal letter of appointment is issued by the Company which contains their role, functions, duties and responsibilities. The format of the letter of appointment is available on the company's website (www.narmadagelatines.com). The details of training and familiarisation program are provided in the Corporate Governance Report and also available on the website of the company.

3. Stakeholders' Relationship Committee

The constitution of the Stakeholders' Relationship Committee meets with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

The broad terms of reference of the Stakeholders' Relationship Committee are as under:

- Oversee and review all matters connected with the transfer of the Company's securities
- Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend, etc.
- Oversee the performance of the Company's Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

The Stakeholders' Relationship Committee of the Company consists three Directors. One meeting of Stakeholders' Relationship Committee was held during the year. The composition of the Committee and details of the members' participation at the meeting of the Committee are as under:

Name of Member	Category	Attendance at the Meeting held on 6th February, 2017
Mr. Mohan C. Pant – Chairman	Non-Executive Independent Director	✓
Mr. Ashok K. Kapur	Whole-Time Director	✓
Mr. Ravindra K. Raje	Non-Executive Director	Leave of absence

Mr. Mahesh Verma, Company Secretary is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreements with the Stock Exchanges in India.

The Board has delegated the power of approving transfer of shares and issue of duplicate certificates to the Whole-Time Director and Company Secretary.

During the year, seven investor complaints were received by the Company. As on 31st March, 2017 there were no complaints pending for reply.

4. Corporate Social Responsibility (CSR) Committee

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013. The terms of reference of the CSR Committee broadly comprises:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- To recommend the amount of expenditure to be incurred on CSR activities.
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The Board has adopted the CSR Policy as formulated and recommended by the CSR Committee. The same is displayed on the website of the Company. The Annual Report on CSR activities for the year 2016-17 forms a part of the Board's Report.

The composition of the CSR Committee and the details of members' participation at the meetings of the Committee are as under:

Name of member	Attendance at the CSR Committee Meetings	
	26th May, 2016	6 th February, 2017
Mr. Mohan C. Pant – Chairman	✓	✓
Mr. Sanjeev Jain	✓	✓
Mr. Ashok K. Kapur	✓	✓



5. Risk Management Committee

Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 mandates constitution of the Risk Management Committee. The Committee is required to lay down the procedures to inform to the Audit Committee about the risk assessment and minimization procedures and the Audit Committee shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

Business Risk Evaluation and Management is an ongoing process within the organisation. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluates treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks;
- Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

The composition of the Risk Management Committee and the details of members' participation at the meetings of the Committee are as under:

Name of Member	Category	Attendance at the Risk Management Committee Meeting(s)
		9 th November, 2016
Mr. Ravindra K. Raje—Chairman	Non-Executive Director	✓
Mr. Ashok K. Kapur	Whole-Time Director	✓
Mr. Sudhir K. Shrivastava	Factory Manager	✓
Mr. S. Bhattacharya	HOD—Purchase & Maintenance	✓

6. Independent Directors' Meeting

Pursuant to provisions of Schedule IV of the Companies Act, 2013 and the Rules thereunder, the independent directors of the company shall hold at least one meeting in a year without the attendance of non-independent directors and members of the management. In the meeting, the independent directors shall review the performance of non-independent directors and the Board as a whole, taking into account the views of executive directors and non-executive directors and assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the year under review, the Independent Directors met on 6th February, 2017. All the Independent Directors were present at the Meeting. The Independent Directors expressed satisfaction on the performance of the non-independent directors in the functioning of the company and on the performance of the Board as a whole.

CODE OF BUSINESS CONDUCT & ETHICS

In compliance with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and the Companies Act, 2013 the Board of the Company has adopted the Code of Business Conduct & Ethics ('the Code'). The Code is applicable to all Directors and Senior management personnel of the Company. The Code, while laying down in detail the standards of business conduct, ethics and governance, centres on the following theme:

The Company's Board of Directors and Senior Management Personnel are responsible for conduct of the business, and are committed to setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of investors and all other stakeholders as also to reflect corporate, legal and regulatory developments. The Code has been circulated to all the members of the Board and management personnel and the compliance of the same is affirmed by them annually. A copy of the Code has been put on the Company's website (www.narmadagelatines.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. A declaration signed by the Whole-time Director of the Company to confirm that the Company has adopted a Code of Conduct for its Directors and employees of the Company is given below.

Compliance with the Code of Conduct

I Ashok K. Kapur, Whole-time Director of M/s Narmada Gelatines Limited do hereby confirm that the Company has, in respect of the financial year ended March 31, 2017, received from the senior management team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

Ashok K. Kapur
Whole-time Director



GENERAL BODY MEETINGS

Location, date and time of the Annual General Meetings held during the preceding 3 years and the Special Resolutions passed thereat are as follows:

AGM	Year	Venue	Date & Time	Special Resolutions
53 rd	2013-14	Hotel Narmada Jacksons, South Civil Lines, Jabalpur	Monday, 22 nd September, 2014 at 1:00 p.m	Power to borrow and mortgage /create charge on the assets of the Company
54 th	2014-15	Hotel Narmada Jacksons, South Civil Lines Jabalpur	Monday, 17 th September, 2015 at 11:30 a.m.	None
55 th	2015-16	Hotel Narmada Jacksons, South Civil Lines, Jabalpur	Thursday, 22 nd September, 2016 at 11:30 a.m.	Re-Appointment of Mr. Ashok K. Kapur, as the Wholetime Director

During the year ended 31st March, 2017, there were no resolutions passed by the Company's members through Postal Ballot. For the ensuing Annual General Meeting also, there are no resolutions proposed to be passed through Postal Ballot.

Remote e-voting and ballot voting at the AGM

The company has arranged for remote e-voting facility for the shareholders to vote on the resolutions to be passed at the ensuing AGM. Members whose names appear on the register of member as on 13th September, 2017, shall be eligible to participate in the e-voting. The facility for voting through ballot will also be made available at the AGM, and the members who have not casted their votes by remote e-voting can exercise their votes at the AGM.

DISCLOSURES**Related Party Transactions**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, during the financial year were in the ordinary course of business and on an arms length pricing basis and as per the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Attention of the Shareholders is drawn to the disclosures of transactions with the related parties set out in Notes on Financial Statements, forming part of the Annual Report.

The Policy for related party transactions is available on the Company's website (www.narmadagelatines.com).

Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

Internal Controls

The Company has a formal system of internal control which examines operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.

CEO & MD / CFO Certification

The CEO & WTD and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) SEBI (Listing Obligations and Disclosure Requirements), 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

Vigil Mechanism / Whistle Blower Policy

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Any actual or potential violation of these principles and the Company's Code of Conduct for Employees would be a matter of serious concern for the Company.

Employees have a role and responsibility in pointing out such violations. This Whistle Blower Policy is formulated to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practices, acts or activities in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith.

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code.

All Directors and designated employees have confirmed compliance with the Code.



Means of Communication

The quarterly, half-yearly and yearly financial results of the Company are sent to Stock Exchanges immediately after they are approved by the Board. These are widely published in leading financial/ non-financial newspapers such as Financial Express, Hitvada, Navbharat, Dainik Bhaskar, Raj Express, Nai Duniya and Patrika, having all-India and regional coverage.

The Annual Report containing inter alia, Audited Financial Statements, Directors' Report, Auditors' Report, Notice of Annual General Meeting with explanatory notes and other important annexure / information is circulated to members and others entitled thereto.

Annual reports, quarterly results, shareholding pattern and other important information of the Company are also posted on the BSE website www.listing.bseindia.com and the Company's website www.narmadagelatines.com

Management Discussion and Analysis Report forms part of the Annual Report.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

General Shareholders' Information

• Company Registration Details

The Company is registered in the State of Madhya Pradesh, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24111MP1961PLC016023.

• Annual General Meeting

Day & Date	:	Wednesday, 20 th September, 2017
Time	:	11:30 am
Venue	:	Hotel Narmada Jacksons, South Civil Lines, Jabalpur

• Financial Year : April 1 to March 31

• Financial Calendar 2017-18

First Quarter Results	:	1 st August to 14 th August 2017
Second Quarter Results	:	1 st November to 15 th November, 2017
Third Quarter Results	:	1 st February to 15 th February, 2018

Results for the quarter and Annual

Results for the year ending on

31 st March, 2018	:	15 th May to 30 th May 2018
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• Book Closure period : 14th September, 2017 to 20th September, 2017 (both days inclusive)

• Dividend payment date : Dividends as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after 20th September, 2017 to those shareholders whose names appear on the Company's Register of Members on 13th September, 2017.

• Listing of Shares and other Securities

Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

• Stock Code

Scrip Code: Bombay Stock Exchange (BSE) "526739"

Company Symbol: NARMADAGELA



Stock Market Data

The monthly high/ low market prices of the shares during the year 2016-17 at the Bombay Stock Exchange Limited (BSE) were as under:
(₹ per share)

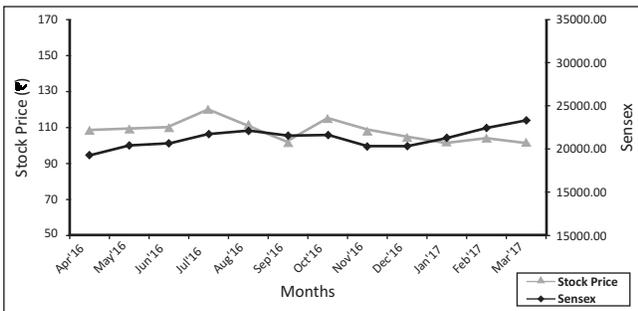
Month	High Price	Low Price
Apr'16	152.00	128.30
May'16	164.80	136.10
Jun'16	145.00	126.00
Jul'16	163.70	131.00
Aug'16	163.50	137.75
Sep'16	150.00	116.20
Oct'16	146.00	125.00
Nov'16	171.90	122.25
Dec'16	157.95	127.25
Jan'17	149.00	112.00
Feb'17	145.00	127.00
Mar'17	139.95	129.20

(Source BSE website)

Share price performance compared with broad based indices

BSE		
Company's Share Price	As on 1.04.2016	135.00
	As on 31.03.2017	131.95
	Change	-2.26%
BSE Sensex	As on 1.04.2016	25301.70
	As on 31.03.2017	29620.50
	Change	17.07%

Performance of Share price in comparison to the BSE Sensex



Registrar & Share Transfer Agents

C.B.Management Services Pvt. Ltd
P-22 Bondel Road,
Kolkata 700 019
Phone: (033) 4011 6700, 2280; Fax : (033) 4011 6739; Email : rta@cbmsl.com

Dividend declared for the last five years

Year	On Equity Shares
2011-12	45%
2012-13	50%
2013-14	50%
2014-15	35%*
2015-16	40%
2016-17 (Proposed)	40%

* after bonus issue of 1:2

- Share Transfer System**

Shares sent for transfer in physical form are registered and returned by the Company's Registrar and Share Transfer Agent in about 20-25 days of the receipt of documents, provided documents are found in order. Shares under objections are returned within two weeks. The Board has delegated the authority for approving transfer, transmission of shares to a Share Transfer Committee, under supervision of Stakeholders' Relationship Committee of the Board.

In compliance with the Listing Agreement / SEBI Guidelines:

- A Practicing Company Secretary carries out Reconciliation of Share Capital Audit on "Dematerialised shares and shares in Physical form" every quarter and the necessary reports issued by him are filed with the Stock Exchanges.
- The shares in Dematerialised form and Physical form tally with the issued/paid-up capital of the Company.
- Shareholding pattern and financial results (quarterly) and the Annual Reports annually are being uploaded on www.listing.bseindia.com.
- A Practicing Company Secretary carries out a Due Diligence survey, pertaining to share transfers, transmissions, etc. every six months and necessary certificates to that effect are issued and the same are filed with the Stock Exchanges in compliance with Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

- Distribution of Shareholding**

The distribution of shareholding as on 31st March 2017 is given below:

Range (No. of shares)	Shareholders		Equity Shares	
	Nos.	% to Total Shareholders	Nos.	% to Total Shares
Upto 500	2,067	83.89	2,82,396	4.67
501 - 1000	178	7.22	1,31,120	2.17
1001 - 2000	104	4.22	1,51,721	2.51
2001 - 3000	39	1.58	99,355	1.64
3001 - 4000	17	0.69	57,412	0.95
4001 - 5000	22	0.89	97,818	1.62
5001 - 10000	23	0.94	1,55,100	2.56
10001 and above	14	0.57	50,74,665	83.88
Total	2,464	100.00	60,49,587	100.00

- Dematerialisation of shares as on 31st March, 2017**

98.58% of total Equity Share Capital of the Company is held in dematerialised form with NSDL & CDSL.

Category	No. of shares	%
Demat	59,63,798	98.58
Physical	85,789	1.42
Total	60,49,587	100.00

- Shareholding pattern of the Company as on 31st March, 2017**

Category	No. of shares	% holding
Promoters	45,37,189	75.00
NRIs	32,945	0.55
Indian Institutions	525	0.01
Nationalised Banks	Nil	Nil
Domestic Companies	4,63,053	7.65
Public Shareholders	10,14,432	16.77
Directors/ Relatives	1,443	0.02
Total	60,49,587	100.00



- **Registered Office**

'Caravs', Room No. 28,
15 Civil Lines,
Jabalpur-482 001 (M. P.)
Ph.: (0761) 2678627

- **Address for Correspondence**

To the company:

(a) Narmada Gelatines Limited
'Caravs', Room No. 28,
15, Civil Lines,
Jabalpur-482 001 (M. P.) or

(b) Narmada Gelatines Limited
P.O. Box No. 91, Jabalpur-482001 (M.P.)

To the Registrar and Share Transfer Agents:

C B Management Services Pvt. Ltd.
P-22 Bondel Road,
Kolkata-700 019
Phone: (033) 40116700, 2280 Fax: (033) 40116739
Email: rta@cbmsl.com

- **Plant Location**

Meerganj, Bheraghat Road, Jabalpur, M.P.

- **Transfer of Unclaimed amounts to Investor Education and Protection Fund**

Pursuant to Sections 124 and 125 of the Companies Act, 2013, all unclaimed / unpaid dividend, debenture interest as well as principal amount of debentures as at March 31, 2017 remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government.

Shareholders/ debentureholders are hereby informed that the Company is statutorily required to transfer to the IEPF all unclaimed/unpaid dividend, debenture interest and interest on debentures as well as principal amount of debentures remaining unpaid/unclaimed for a period of seven years from the date they became due for payment and once such amounts are transferred to the IEPF, no claim of the shareholder/ debentureholder shall lie against the Company or the IEPF.

The Investors are advised to claim the unencashed equity dividend money for the years 2009-10 to 2015-16 lying in the unclaimed accounts of the Company before the due dates (as indicated in the Notes to the Notice).

During the financial year 2016-17, the Company has transferred to the Investor Education and Protection Fund, unclaimed dividends as detailed hereunder:

9% Preference Share First Redemption unclaimed amount	:	₹ 6,52,109/-
9% Preference Share Third Redemption unclaimed amount	:	₹ 8,08,774/-
Equity Share Unclaimed Dividend 2008-09	:	₹ 1,22,595/-

CEO/ CFO Certificate

The Whole-Time Director and the Chief Financial Officer provide annual certification on the financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Whole-Time Director and the person heading the Accounts function also give quarterly certification on the financial results while placing the financial results before the Board in terms of Regulation 33(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The annual certificate for the financial year ended 31st March, 2017, given by the Whole-time Director and Chief Financial Officer of the Company is published hereunder:



To,
The Board of Directors
Narmada Gelatines Ltd.
Jabalpur

Sub: Compliance Certificate for the year ended 31st March, 2017 as per Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Sir,

Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we hereby certify that, to the best of our knowledge and belief:

- A. That we have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. That, to the best of our knowledge and belief, no transactions were entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. That we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. That we have indicated to the auditors and the Audit committee:
1. significant changes in internal control over financial reporting during the year, if any;
 2. significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant frauds of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Thanking you,

Sd/-
Ashok K. Kapur
(Whole Time Director)

Sd/-
Mahesh Verma
(Company Secretary & HOD Accounts)

Place : Jabalpur
23rd May, 2017

Compliance Certificate of the Auditors

Certificate from the Auditors of the Company, M/s. T.R. Chadha & Co. LLP, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, is attached to the Directors' Report forming part of the Annual Report.

On behalf of the Board of Directors

Place : Jabalpur
Date : 23rd May, 2017

Ravindra K. Raje
Director

Ashok K. Kapur
Whole-time Director



CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
NARMADA GELATINES LIMITED

We have examined the compliance of the conditions of Corporate Governance by Narmada Gelatines Limited ('the Company') for the year ended 31st March 2017, as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The Compliance of the 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 the compliance of the conditions of 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, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.

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

For T.R. Chadha & Co. LLP
Chartered Accountants
FRN 006711N/N500028

Vikas Kumar
Membership No.: 75363
Dated: 23rd May, 2017
Place: Jabalpur



INDEPENDENT AUDITOR'S REPORT

To the Members of Narmada Gelatines Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Narmada Gelatines Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting 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. The Management of the companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and the 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 into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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, of the state of affairs of the Company as at 31st March 2017, its profits and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2016, ("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 considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and 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 so far as it appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors of the company, none of the directors of the company is disqualified as on March 31, 2017, from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.



- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer Note 29 to the financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There have been certain delays in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company - refer Note 39 to the financial statements.
 - (iv) The company has provided requisite disclosures in financial statements (Refer Note 37 on financial statements) as to holdings as well as dealings in Specified Bank Notes during the period from November 08, 2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the company.

for T R Chadha & Co LLP
Chartered Accountants
Firm Registration No.: 006711N/N500028

Vikas Kumar
Partner
Membership No: 75363

Place: Jabalpur
Date: 23rd May 2017

Annexure A to the Independent Auditor's Report on Financial Statements

The Annexure-A referred to in our Report of even date to the Members of Narmada Gelatines Limited, ('the Company') on the financial statements for the year ended March 31, 2017. We report that:

1. Fixed Assets
 - (a) The Company has maintained proper records showing full particulars including the quantitative details and situation of fixed assets.
 - (b) As per the information and explanation given to us, the company has physically verified its fixed assets in phased manner designed to cover all the fixed assets once in every 3 years on rotation basis, which, in our opinion is reasonable having regard to the size of the company and nature of the assets. No material discrepancies were noticed on such verifications.
 - (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, in case of immovable properties (Freehold Land and Buildings) as disclosed in the Note 10 Fixed assets of the financial statements, the title deeds are held in the name of the Company.
2. The inventory (except inventory in transit, the subsequent confirmation of which has been obtained) has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and records were not material in relation to the operations of the Company and the same has been properly dealt with in the books of account.
3. As informed to us, the Company has not granted any loans secured or unsecured to Companies, Firms, Limited Liability Partnership or Other parties covered in register maintained under Section 189 of Companies Act, 2013. Accordingly, Clause (iii) (a), (b) and (c) of Para 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
4. As informed to us, the Company has not given any Loans, Investments, guarantees, and securities referred in Section 185 and 186 of the Companies Act, 2013. Accordingly, Clause (iv) of Para 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
5. The Company has not accepted any deposits from the public within the meaning of Section 73 to 76 of the Act and Rules framed there under.
6. As explained to us, the maintenance of cost records has not been prescribed by the Central Government under Section 148 (1) of the Companies Act, 2013 for any of the goods manufactured by the Company.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Employee's State Insurance, Income Tax, Value Added Tax, Sales tax, Service Tax, Duty of Excise, Provident Fund and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the company did not have any dues on account of Duty of Customs and Cess.



According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Service Tax, Sales tax, Value Added Tax, Duty of Excise, Income Tax and any other material statutory dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, the disputed dues on account of Income tax, Excise duty and Sales tax which have not been deposited as at 31st March, 2017 is as under:

Nature of Statute	Amount* (₹ Lacs)	Period to which it relates	Forum at which it is pending
Income Tax	50.94	2000-01	High Court
	32.69	2001-02	High Court
	37.53	2002-03	High Court
	36.08	2011-12	Commissioner Appeals
	5.50	2012-13	Commissioner Appeals
Total	162.74		
Excise Duty	228.05	2000-02	High Court
	11.72	2005-09	Commissioner / Additional Commissioner
	0.34	2014-15	CESTAT
Total	240.11		
Sales Tax	1.32	2004-05	Appellate Tribunal Bhopal
	8.72	2005-06	Appellate Tribunal Bhopal
	2.63	2009-10	Appellate Tribunal Bhopal
Total	12.67		

*Net of amount paid under protest/appeals deposits towards Excise duty and Sales tax does amount to ₹13.57 Lacs and ₹21.24 Lacs respectively.

8. The company has not obtained any loans from financial institution / bank / government / debenture holders which are outstanding as on 31st March, 2017 and hence there is no question of any default in the same.
9. According to the information and explanations given to us, the Company has not raised any money by way of Public issues and Term Loan during the year.
10. 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 explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
11. According to the information and explanations given to us and based on our examination of the records of the Company has been paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
12. The entity is not a Nidhi Company. Therefore, the provisions of clause (xii) of Para 3 of the Companies (Auditor's Report) Order are not applicable to the Company.
13. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The Company has not entered into any non-cash transaction with the directors or persons connected with him as contemplated under section 192 of the Act. Accordingly, the provisions of clause (xv) of Para 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause (xvi) of para 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.

for T R Chadha & Co LLP

Chartered Accountants

Firm Registration No.: 006711N/N500028

Vikas Kumar

Partner

Membership No: 75363

Place: Jabalpur

Date: 23rd May, 2017



Annexure B to the Independent Auditor's Report on Financial Statements

The Annexure B referred to in our report of even date to the Members of Narmada Gelatines Limited ("the Company") on the financial statements for the year ended 31st March 2017.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Narmada Gelatines Limited ("the Company") as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- iii. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for T R Chadha & Co LLP

Chartered Accountants
Firm Registration No.: 006711N/N500028

Vikas Kumar

Partner
Membership No: 75363

Place: Jabalpur
Date: 23rd May 2017



BALANCE SHEET*(All amounts in Indian rupees lakhs, unless otherwise stated)*

	Notes	As at 31st March 2017	As at 31st March 2016
<u>EQUITY & LIABILITIES</u>			
Shareholders' Funds			
Share Capital	3	605.03	605.03
Reserves & Surplus	4	<u>10458.65</u>	<u>10343.33</u>
Non-Current Liabilities			
Deferred Tax Liabilities (Net)	5	466.30	503.60
Current Liabilities			
Short term borrowings	6	-	152.42
Trade Payables	7	1027.40	494.46
Other Current Liabilities	8	296.31	277.95
Short term Provisions	9	<u>454.69</u>	<u>457.92</u>
Total Equity and Liabilities		<u>13308.38</u>	<u>12834.71</u>
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets	10		
Tangible Assets		2152.23	2249.99
Intangible Assets		1.60	2.92
Capital Work in Progress		0.21	0.23
Non-Current Investments	11	2944.50	2631.50
Long Term Loans & Advances	12	122.81	129.19
Other Non-current Assets	13	73.86	40.00
Current Assets			
Current Investments	14	861.86	778.63
Inventories	15	3822.83	3606.03
Trade Receivable	16	1605.29	1678.56
Cash and Bank Balances	17	1288.07	1317.69
Short term loans and advance	18	389.60	350.55
Other Current Assets	19	<u>45.52</u>	<u>49.42</u>
Total Assets		<u>13308.38</u>	<u>12834.71</u>
Significant Accounting Policies	2		
Other explanatory notes	28 - 40		

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

For T R Chadha & Co LLP
Chartered Accountants
Firm Regn No: 006711N/N500028

Vikas Kumar
Partner
Membership No.: 75363

Place: Jabalpur
Date: May 23, 2017

For and on behalf of the Board
NARMADA GELATINES LIMITED

Ravindra K. Raje **Ashok K. Kapur**
Director Wholetime Director
DIN:00112003 DIN:00126807

Mahesh Verma
Company Secretary
Place: Jabalpur
Date: May 23, 2017



STATEMENT OF PROFIT AND LOSS*(All amounts in indian rupees lakhs, unless otherwise stated)*

	Notes	Year Ended 31st March 2017	Year Ended 31st March 2016
INCOME			
Revenue from Operations	20	11275.52	13147.85
Other Income	21	286.38	300.45
Total Income		<u>11561.90</u>	<u>13448.30</u>
EXPENDITURE			
Cost of Materials Consumed	22	7069.67	7894.53
Changes in inventory of finished goods and work in progress	23	77.62	(123.57)
Employees benefits expense	24	992.02	1075.40
Finance cost	25	6.20	4.16
Depreciation and amortization expense	26	114.75	117.23
Other expenses	27	2752.94	3195.68
Total expenses		<u>11013.20</u>	<u>12163.43</u>
Profit before exceptional and extraordinary items and tax		548.70	1284.87
Extraordinary Items [Refer Note 10(iv)]		-	13.48
Profit before tax		548.70	1298.35
Tax Expense			
Current Year		179.44	460.61
Deferred Tax		(37.30)	9.04
Profit after taxation		<u>406.56</u>	<u>828.71</u>
Earnings per Equity Share of Face Value of ₹ 10 each			
- Basic and Diluted Earnings per Share (₹)	32	<u>6.72</u>	<u>13.70</u>
Significant Accounting Policies	2		
Other explanatory notes	28 - 40		

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

For T R Chadha & Co LLP
Chartered Accountants
Firm Regn No: 006711N/N500028

For and on behalf of the Board
NARMADA GELATINES LIMITED

Vikas Kumar
Partner
Membership No.: 75363

Ravindra K. Raje **Ashok K. Kapur**
Director Wholetime Director
DIN:00112003 DIN:00126807

Mahesh Verma
Company Secretary

Place: Jabalpur
Date: May 23, 2017

Place: Jabalpur
Date: May 23, 2017



CASH FLOW STATEMENT

(All amounts in Indian rupees lakhs, unless otherwise stated)

	Year Ended 31st March 2017		Year Ended 31st March 2016	
A. Cash Flow from Operating Activities :				
Net profit before tax		548.70		1298.35
Adjustments for :				
Depreciation	114.75		117.23	
Interest Income	(111.71)		(124.22)	
Profit on redemption of Investments	(71.61)		(32.25)	
Interest Expenses	6.20		4.23	
Loss/(Profit) on Impairment/sale of fixed assets	7.56		(18.92)	
Sundry Debit Balances Written off	1.08		0.22	
Provision for liability no longer required	(0.39)		-	
Sundry balances written back	(15.84)		(11.47)	
Others	-		17.15	
Net unrealised exchange (gain) / loss	2.14	(67.82)	(44.11)	(92.14)
Operating profit before working capital changes		480.88		1206.21
Adjustments for :				
(Increase)/Decrease in Trade and other receivables	73.27		(188.06)	
(Increase)/Decrease in Inventories	(216.80)		86.23	
(Increase)/Decrease in Long Term loans & advances	6.38		(21.03)	
(Increase)/Decrease in Short Term loans & advances	(39.05)		(175.60)	
(Increase)/Decrease in other Current Assets	3.90		4.60	
Increase/(Decrease) in Trade Payables	532.94		97.13	
Increase/(Decrease) in Short Term provisions	(3.23)		70.80	
Increase/(Decrease) in Other Current Liabilities	18.47	375.88	17.05	(108.88)
Cash generated from operations		856.76		1097.33
Taxes paid		(168.89)		(418.02)
Net Cash from operating activities (A)		687.87		679.31
B. Cash Flow from Investing Activities :				
Sale of Fixed Assets	-		5.66	
Land & Buildings	-		13.48	
Purchase of Assets	(23.47)		(55.38)	
Sale of Investments	1413.68		26.09	
Purchase of Investments	(1738.30)		(676.82)	
(Increase)/Decrease in fixed deposits	2.71		(87.82)	
Interest received	111.71	(233.67)	124.21	(650.58)
Net Cash used in Investing Activities (B)		(233.67)		(650.58)
C. Cash Flow from Financing Activities:				
Dividend including tax thereon paid	(291.24)		(254.07)	
Net Increase/(Decrease) in Short term borrowings	(152.42)		37.34	
Unpaid dividend	(0.59)		3.74	
9% Preference Shares Redemption	14.58		0.03	
Interest Paid	(3.59)	(433.26)	(1.48)	(214.43)
Net Cash used in Financing Activities (C)		(433.26)		(214.43)
Net Increase/(Decrease) in Cash and Cash Equivalents (A) + (B) + (C)		20.94		(185.70)
Cash and Cash Equivalents at the beginning of the year		336.64		522.34
Cash and Cash Equivalents at the end of the year		357.58		336.64
Cash in hand		6.45		7.24
Balance with Scheduled Banks		144.38		106.14
Deposits (with maturity of less than 3 months)		206.75		223.26
Total		357.58		336.64

Notes:

- (a) The above Cash Flow Statement has been prepared under Indirect Method prescribed in the Accounting Standard issued by the Central Government under the Companies Accounting Rules, 2014.
- (b) Figures in the brackets represents cash outflow.
- (c) The Notes to Accounts form an integral part of the Cash Flow Statement.
- (d) Previous year figures have been regrouped wherever necessary to confirm the current year classification.

This is the Cash Flow Statement referred to in our Report of even date.

For T R Chadha & Co LLP
Chartered Accountants
Firm Regn No: 006711N/N500028

For and on behalf of the Board
NARMADA GELATINES LIMITED

Vikas Kumar
Partner
Membership No.: 75363

Mahesh Verma
Company Secretary

Ravindra K Raje
Director
DIN:00112003

Ashok K Kapur
Wholetime Director
DIN:00126807

Place: Jabalpur
Date: May 23, 2017



NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

Narmada Gelatines Ltd. was set up in 1961 as Leiner Knit Gelatin Company Pvt. Ltd. The Company was converted into a Public Limited Company and registered as Shaw Leiner Limited in 1969. In the year 1979, the name of the Company was changed to Shaw Wallace Gelatines Limited, and in the year 2002, the Company was renamed as Narmada Gelatines Limited. The Company is registered in Jabalpur (Madhya Pradesh) under Registration number L24111MP1961PLCO16023. The Registered office of the Company is at 28, CARAVS, 15 Civil Lines, Jabalpur (M.P.). The Company is engaged in the manufacture and sale of Ossein and Gelatine.

2. Significant Accounting Policies

(i) Basis of Accounting

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention, except for certain assets which are being carried at revalued amounts. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Current and Non-current classification:

(a) The assets and liabilities in the Balance Sheet are based on current/non-current classification. An asset is current when it is:

- 1 expected to be realized or intended to be sold or consumed in the normal operating cycle;
- 2 held primarily for the purpose of trading;
- 3 expected to be realized within twelve months after the reporting period; or
- 4 cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

(b) A liability is current when:

- 1 expected to be settled in the normal operating cycle;
- 2 held primarily for the purpose of trading;
- 3 due to be settled within twelve months after the reporting period; or
- 4 there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are treated as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(ii) Use of Estimates

The preparation of the financial statements are in conformity with Indian GAAP. As per Indian GAAP the Management is required to make estimates and assumptions in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future actual results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

(iii) Fixed Assets

Tangible assets: The gross block of fixed assets is stated at cost of acquisition or construction (except revalued assets) including any cost attributable to bringing the assets to their working condition for their intended use. Borrowing costs that are directly attributable to acquisition or construction of an asset that necessarily takes a substantial period of time till such assets are ready for the intended use are capitalized.

Freehold land, Buildings, Plant and Machinery and Electrical Installations were revalued as at 31st March 1993 by an approved valuer and accordingly the net replacement cost are stated.

Intangible assets: Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment, if any

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost or revalued amount are recognized in the Statement of Profit and Loss.

(iv) Depreciation / Amortization

Depreciation is provided on the basis of the useful lives of the assets as estimated by management and which are in line with the useful lives prescribed under Section 123 read with Schedule II of the Companies Act, 2013.

Depreciation on certain Buildings acquired prior to 1st July 1986 is charged under Written Down Value method and on others under Straight Line method.

Being a continuous plant, Depreciation on Plant and Machinery is charged based on the useful lives of the assets, as estimated by management, which is in line with the useful life prescribed in Schedule II of the Companies Act, under Straight Line method on single shift basis excepting certain items acquired before 1st July, 1986 on which depreciation is charged under Written Down Value method. Depreciation on Diesel Generator sets is charged under Straight Line Method.

Depreciation on Electrical Installations and Furniture & Fixtures is charged under Written Down Value method.

Depreciation on Motor Vehicles is charged under Straight Line method.



NOTES TO FINANCIAL STATEMENTS

In respect of revalued assets, the incremental depreciation on account of revaluation is recouped from Revaluation Reserve.

Intangible assets are amortised over their estimated useful economic life under Straight Line method. Computer software cost is amortised over a period of five years.

(v) Investments

Non-current investments are stated at cost. Provision is made for diminution, other than temporary, in the value of investments, wherever applicable. Current investments are carried at lower of cost and fair / market value.

(vi) Inventories

Inventories are stated at cost (net of CENVAT credit) or net realisable value, whichever is lower. Cost is determined on weighted average basis and comprises of expenditure incurred in the normal course of business in bringing inventories to their present location including appropriate overheads apportioned on a reasonable and consistent basis. Obsolete, slow moving and defective stocks are identified at the time of physical verification of stocks and where necessary, provision is made for those inventories.

(vii) Revenue Recognition

Sale of goods is recognised when the significant risk and rewards of ownership is transferred to the customer. Sales represents invoiced value of goods supplied, net of returns and discounts, including excise duty but excluding sales tax.

Revenue recognition from sale of "Duty Entitlement Passbook Licence" is made on sale of the licence after receipt of the same from the office of the Director General of Foreign Trade.

Income from Duty Drawback is recognised on receipt basis.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(viii) Income from Investments

Income from Investments (other than investments in shares of companies and Mutual Funds) is accounted on accrual basis. Income from investment in shares of companies is recognised as and when the right to receive such income is established.

(ix) Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions. Gains and losses, if any, on settlement or reinstatement of year end closing balances by applying the closing rates in respect of monetary assets and monetary liabilities not covered by the forward contracts are recognized in the Statement of Profit and Loss.

Non-monetary items denominated in foreign currency are stated at the rate prevailing on the date of the transaction.

The premium or discount arising at the inception of the forward contract entered into to hedge the existing asset / liability, is amortized as expense or income over the life of the contract. Exchange differences on such contract are recognized in the statement of profit and loss in the reporting period in which the exchange rates change. Any profit or loss arising out of cancellation or renewal of such contract are recognized as income or expense in the reporting period. Forward exchange contracts outstanding as at the year end on account of firm commitment / highly probably forecast transaction are marked to market and the losses, if any, are recognized in the statement of profit and loss and gains are ignored.

(x) Employee Benefits

Contributions to defined contribution schemes such as Pension, Provident Fund, etc. are charged to the Statement of Profit and Loss when the contributions to the respective funds are due or as accrued in respect of pension fund.

Gratuity and other retirement benefit are considered as defined benefit plans. The Company's liability is determined on the basis of an actuarial valuation using the Projected Unit Credit method as at Balance Sheet date. Actuarial Gains / Losses are recognized immediately in the Statement of Profit and Loss in the year on which they arise.

Leave Encashment are accounted for on actuarial valuation at the year end using the Projected Unit Credit method. Actuarial Gains / Losses are recognized immediately in the Statement of Profit and Loss in the year on which they arise.

Voluntary Retirement Scheme Expenses are fully charged off in the year of payment.

(xi) Current and Deferred tax

Tax expense comprises of current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act and deferred tax is treated in the accounts based on the Accounting Standard (AS) 22 on "Accounting for Taxes on Income". Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is tax recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future. However, in respect of unabsorbed depreciation or carry forward losses, the deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be realized in future. The deferred tax assets and liabilities for the year, are reflected in the Statement of Profit and Loss. The cumulative effect thereof is shown in the Balance Sheet.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax



NOTES TO FINANCIAL STATEMENTS

liabilities relate to the taxes on income levied by the same governing taxation laws.

(xii) Impairment of Assets

Impairment losses (if any) on fixed assets (including revalued assets) are recognized in accordance with the Accounting Standard "Impairment of Assets" issued in this regard by the Institute of Chartered Accountants of India. If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

(xiii) Provision and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

(xiv) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

(xv) Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted by the Company.

(xvi) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity share holders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

(xvii) Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

	As at 31st March 2017	As at 31st March 2016
3. Share Capital		
Authorised Share Capital:		
1,00,00,000 Equity Shares of ₹ 10/- each	1000	1000
1,00,00,000 9% Cumulative Redeemable Preference Shares of ₹ 10/- each	1000	1000
Issued, Subscribed and Paid up		
6049587 (Previous year: 60,49,587) Equity Shares of ₹ 10/- each, fully paid	604.96	604.96
Forfeited Shares	0.07	0.07
Total	605.03	605.03

3.1 Reconciliation of the number of shares outstanding and the amount of share capital at the beginning and at the end of the reporting period:

Particulars	2016-17		2015-16	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares at the beginning of the year	60,49,587	604.96	60,49,587	604.96
Add: Shares issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Equity Shares outstanding at the end of year	60,49,587	604.96	60,49,587	604.96

3.2 Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of the liquidation of the company the holders of equity shares will be entitled to receive the remaining assets of the company in proportion to the number of the shares held.

During the year ended 31 March 2017, the amount of dividend per share recognized as distribution to equity shareholders was ₹ 4.00 (31 March 2016: ₹ 4.00).

3.3 Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Name of the Shareholder	As at 31st March 2017	As at 31st March 2016
Alfamont (Mauritius) Limited, the holding company	45,37,189	45,37,189

3.4 Equity shareholders holding more than 5% of equity shares along with the number of equity shares held is as given below:

Name of the Shareholder	As at 31st March 2017		As at 31st March 2016	
	Amount	%	Amount	%
Alfamont (Mauritius) Limited, the holding company	45,37,189	75	45,37,189	75

3.5 Aggregate number of shares allotted as fully paid up by way of bonus shares

(a) 5,96,020 Equity Shares(*) were allotted as fully paid up by way of bonus shares by capitalisation of Capital Redemption Reserve and General Reserve in 1994-95.

(b) 20,16,529 Equity Shares were allotted as fully paid up by way of bonus shares by capitalisation of Capital Redemption Reserve (₹ 148.61 Lac) and Securities Premium (₹ 53.04 Lac) in 2014-15.

*some of these shares (numbers not ascertainable since shares are in demat form) stand cancelled as per the Scheme of arrangement approved by Calcutta High Court on 6th May, 2003.

3.6 Shares allotted as fully paid pursuant to contracts without payment being received in cash

46,650 Equity Shares (*) were allotted as fully paid up for consideration other than cash, pursuant to a contract.

*some of these shares (numbers not ascertainable since shares are in demat form) stand cancelled as per the Scheme of arrangement approved by Calcutta High Court on 6th May, 2003.



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

	As at 31st March 2017	As at 31st March 2016
4. Reserves and Surplus		
Capital Reserve	7.51	7.51
Securities Premium	425.37	425.37
Revaluation Reserve		
As per last Balance Sheet	53.18	57.22
Less: Deduction on account of recoupment of depreciation for the year attributable to revaluation [Refer Note 4(i)]	1.53	3.10
Less: Deduction on account of impairment/sale of certain assets [Refer Note 4(ii)]	-	0.94
	<u>51.65</u>	<u>53.18</u>
General Reserve		
As per last Balance Sheet	2158.33	2072.36
Add: Transferred from Statement of Profit & Loss	40.66	82.87
Add: Transferred from Revaluation Reserve	1.53	3.10
	<u>2200.52</u>	<u>2158.33</u>
Surplus		
Opening Balance	7698.94	7244.34
Add: Net profit for the current period	406.56	828.71
Less: Transfer to General Reserve	40.66	82.87
Less: Proposed Dividend on Equity Shares	241.98	241.98
Less: Tax on proposed dividend	49.26	49.26
	<u>7773.60</u>	<u>7698.94</u>
Total	<u>10458.65</u>	<u>10343.33</u>
4(i) Pursuant to an alignment with the requirement of the Companies Act, 2013, the Company has charged off the depreciation on account of revaluation as an expense to the Statement of Profit and Loss to the tune of ₹ 1.53 Lacs (previous year ₹ 3.10 Lacs). The same is recouped from the Revaluation Reserve and transferred to General Reserve as per the Application Guide on the provisions of Schedule II to Companies Act, 2013 issued by the Institute of Chartered Accountants of India.		
4(ii) Other deductions from Revaluation Reserve during the year ₹ Nil (Previous year: ₹ 0.51 lacs towards acquisition of land by the Central Government as referred to in Note 10 and ₹ 0.43 Lacs towards the revaluation amount of the asset sold as scrap).		
5. Deferred Tax Liabilities (net)		
Deferred tax liabilities		
Excess of depreciation on fixed assets under Income tax act over the book depreciation	499.13	531.28
Total deferred tax liabilities	<u>499.13</u>	<u>531.28</u>
Deferred tax assets		
Disallowance as per Section 43B and Section 40(a) of the Income Tax Act, 1961	17.99	14.36
Provision for doubtful debts	14.84	13.32
Total deferred tax assets	<u>32.83</u>	<u>27.68</u>
Net Deferred Tax Liability	<u>466.30</u>	<u>503.60</u>
6. Short term borrowings (Secured)		
Bank Overdraft (secured against Fixed Deposits)	-	152.42
Total	<u>-</u>	<u>152.42</u>
7. Trade Payables		
Micro, Small and Medium Enterprises (Refer note below)	30.50	51.99
Other Trade Payable	996.90	442.47
Total	<u>1027.40</u>	<u>494.46</u>

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2017 has been made in the financial statements based on information received and available with the Company, which is relied upon by the auditors. Further, in the view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

	Year ended 31st March 2017	Year ended 31st March 2016
Amount remaining unpaid to micro and small suppliers at the end of the year		
Principal	30.50	51.99
Interest	-	-
Amount of interest paid by the buyer as per the MSMED Act, 2006	-	0.07
Amount of the payment made to micro and small suppliers beyond the appointed day during each accounting year	-	2.22
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises for the purposes of disallowances as a deductible expenditure under the MSMED Act, 2006.	-	-
	As at 31st March 2017	As at 31st March 2016
8. Other Liabilities		
Unclaimed dividend*	12.31	11.72
Unclaimed 9% Preference Share Redemption Account**	6.31	20.89
Capital creditors	0.15	3.87
Statutory remittances	12.64	43.39
Security deposits	9.32	9.32
Advance from customers	70.49	24.57
Other liabilities***	185.09	164.19
Total	296.31	277.95
* These amounts will be transferred to the Investor Education and Protection Fund upon the same remaining unclaimed for seven years in terms of Section 124(5) of the Companies Act, 2013.		
** The remaining amount unclaimed out of redemption of 9% Cumulative Redeemable Preference Shares redeemed in three equal instalments on 08.08.2006, 08.08.2007 and 08.08.2008, out of which ₹ 14.58 lacs has been transferred to the Investor Education and Protection Fund (IEPF) during the year.		
*** Includes Retention Money and Group Insurance Premium payable.		
9. Short term provisions		
(a) Provision for employee benefits:		
Provision for employee benefits (Refer Note 24)		
Gratuity	0.50	-
Leave encashment	16.09	8.91
Other benefits	54.43	41.51
Provision for Bonus	48.16	46.42
(b) Provision - Others		
Provision for Income tax	31.29	56.86
[net of Advance Tax ₹ 2973.61 lacs (Previous year net of Advance tax ₹ 3175.88 lacs)]		
Provision for Excise Duty*	12.98	12.98
Proposed Dividend on Equity Shares	241.98	241.98
Tax on Dividend	49.26	49.26
Total	454.69	457.92

* Provision made for Excise duty payable due to reversal of Cenvat Credit for earlier periods.



NOTES TO FINANCIAL STATEMENTS

(All amounts in Indian rupees lakhs, unless otherwise stated)

10. FIXED ASSETS

Assets	Gross Block at cost / Revalued value				Depreciation				Net Block	
	As at 01.04.16	Additions	Adjustment/ Deletion	As at 31.03.17	As at 01.04.16	Adjustment/ Deletion	For the year	As at 31.03.17	As at 31.03.17	As at 31.03.16
Tangible:										
Freehold Land	116.92	-	-	116.92	-	-	-	-	116.92	116.92
Buildings	269.93	-	-	269.93	176.24	-	7.62	183.86	86.07	93.69
Plant and Machinery	5021.07	21.55	81.04	4961.58	3004.44	73.25	99.36	3030.55	1931.03	2016.63
Furniture and Fittings	6.38	-	-	6.38	4.22	-	0.67	4.89	1.49	2.16
Computer & Office Equipments	21.37	1.92	0.01	23.28	15.51	-	1.66	17.17	6.11	5.86
Electrical Installations	41.65	-	-	41.65	26.92	-	4.12	31.04	10.61	14.73
Total	5477.32	23.47	81.05	5419.74	3227.33	73.25	113.43	3267.51	2152.23	2249.99
Intangible:										
Computer Software	6.60	-	-	6.60	3.68	-	1.32	5.00	1.60	2.92
Total	6.60	-	-	6.60	3.68	-	1.32	5.00	1.60	2.92
Grand Total	5483.92	23.47	81.05	5426.34	3231.01	73.25	114.75	3272.51	2153.83	2252.91
Previous Year	5473.02	55.17	44.30	5483.92	3155.85	42.03	117.23	3231.01	2252.91	

- (i) Freehold Land, Buildings, Plant & Machinery and Electrical Installations were revalued on 31.3.1990 and 31.3.1993 by an approved valuer at the then net replacement cost. The appreciation in value of these assets over their book value was credited to Revaluation Reserve.
- (ii) Refer Note 38 for the capital assets acquired for Research and Development purpose.
- (iii) The company has identified the Gelatine manufacturing division as its cash-generating unit (CGU) as required by Accounting Standard AS-28 "Impairment of Assets" issued by The Institute of Chartered Accountants of India. There are no primary indications that the recoverable amount of CGU is less than its carrying cost. Accordingly, no detailed exercise has been done to calculate the amount of impairment loss. During the year ended 31st March 2017, the company has written off some of the obsolete Plant & Machineries and the charge to Statement of Profit and Loss is ₹ 7.56 lacs (Previous year ₹ 1.02 lacs).
- (iv) Deletion to Land during the financial year was Nil [Previous year ₹ 0.51 lac pertains to acquisition of 0.3458 acres of land by the Central Government for building (widening / four-laning, etc), maintenance, management and operation of National Highway (NH-12), for which the Company has received compensation of ₹ 12.65 lacs towards Land and ₹ 0.83 lac towards Buildings situated on that land resulting in a surplus of ₹ 13.48 lacs].
- (v) Gross Block includes assets revalued based on the reports issued by the Valuer, as per details given below :

Assets	Revalued on 31.03.1990	Revalued on 31.03.1993	Amount Credited to Revaluation Reserve	Present Balance in Revaluation Reserve as on 31.03.2017
Land	22.65	27.00	49.65	47.30
Buildings	136.73	158.99	295.72	3.09
Plant & Machinery	-	755.71	755.71	1.26
Electrical Installations	-	8.58	8.58	-
Total	159.38	950.28	1109.66	51.65



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

	As at 31st March 2017	As at 31st March 2016
11. Non-current Investments		
Quoted		
Investments in Mutual Funds (at cost)		
IDFC Fixed Term Plan Series -34 (1000000 units of ₹ 10.00 each)	-	100.00
IDFC Super Saver Income Fund - Short Term Plan - Growth (Regular Plan) (247085.218 Units of ₹30.35 each)	75.00	-
HDFC FMP 370D August 2013 (1) Series 26 (1000000 units of ₹ 10.00 each)	-	100.00
IDFC Super Saver Income Fund - Medium Term - Growth (495889.079 units of ₹ 20.16 each)	100.00	100.00
ICICI Prudential Short Term Fund (395860.87 units of ₹ 25.26 each)	100.00	100.00
HDFC FMP 435Days March 2014 (I) (1100000 units of ₹ 10.00 each)	110.00	110.00
UTI Fixed Term Income Fund - Series XVII-XVIII (1250000 units of ₹ 10.00 each)	125.00	125.00
UTI FMP Regular Plan 03/14 - Growth Option (1000000 units of ₹ 10.00 each)	100.00	100.00
ICICI Prudential Income - Regular Plan - Growth (247475 units of ₹ 40.41 each)	100.00	100.00
IDFC Super Saver Income Fund - Investment Plan - Regular Growth (320088 units of ₹ 31.24 each)	100.00	100.00
Reliance Dynamic Bond Fund Growth Plan (1115306 units of ₹ 17.93 each)	200.00	200.00
ICICI Prudential Income - Regular Plan Growth (120514 units of ₹ 41.49 each)	50.00	50.00
IDFC Super Saver Income Fund - Inv Plan - Growth - Regular Plan (155499 units of ₹ 32.15 each)	50.00	50.00
Reliance Dynamic Bond Fund Growth Plan (556393 units of ₹ 17.97 each)	100.00	100.00
Birla Sunlife Income Plus, Regular Plan Growth Option (337104 units of ₹ 59.33 each)	200.00	200.00
IDFC Super Saver Income Fund - Inv Plan - Growth - Regular Plan (301580 units of ₹ 33.16 each)	100.00	100.00
ICICI Prudential Income - Regular Plan - Growth (233791 units of ₹ 42.77 each)	100.00	100.00
IDFC Super Saver Income Fund - Medium Term - Growth Regular Plan (600833 units of ₹ 23.30 each)	140.00	140.00
BSL Dynamic Bond Fund - Retail - Growth Fund - Regular Plan (413102 units of ₹ 24.21 each)	100.00	100.00
Reliance Short Term Fund - Growth Plan - Growth Option (579202 units of ₹ 25.89 each)	150.00	150.00
ICICI Prudential Short Term Fund Regular Plan Growth Option (352781 units of ₹ 28.35 each)	100.00	100.00
BSL Dynamic Bond Fund - Retail - Growth Fund - Regular Plan (410016 units of ₹ 24.39 each)	100.00	100.00
Reliance Short Term Fund - Growth Plan - Growth Option (381589 units of ₹ 26.21 each)	100.00	100.00
ICICI Prudential Short Term Fund Regular Plan Growth Option (349290 units of ₹ 28.63 each)	100.00	100.00
Birla Sunlife Income Plus, Regular Plan Growth Option (158477.35 units of ₹ 63.10 each)	100.00	100.00



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

	As at 31st March 2017	As at 31st March 2016
Non-current Investments (continued)		
ICICI Prudential Income Regular Plan Growth Option (228344.91 units of ₹ 43.79 each)	100.00	-
Reliance Income Fund-Growth Plan - Growth Option (160651.52 units of ₹ 46.68 each)	75.00	-
Reliance Income Fund-Growth Plan - Growth Option (217596.60 units of ₹ 45.96 each)	100.00	-
Birla Sunlife Income Plus, Growth Regular Plan (117888.94 units of ₹ 63.6192 each)	75.00	-
Birla Sunlife Income Plus, Growth Regular Plan (133976.66 units of ₹ 55.98 each)	75.00	-
Unquoted - Investments in Bonds		
Rural Electrification Corporation Limited - REC Bond (195 Bonds [Previous year 65 Bonds] of ₹ 10,000 each)	19.50	6.50
Total	2944.50	2631.50
(i) Aggregate amount of quoted investments	2925.00	2631.50
(ii) Aggregate amount of unquoted investments	19.50	6.50
(iii) Market Value of quoted investments (based on Net Asset Value declared by Mutual Fund as on 31st March 2017)	3584.66	2980.02
12. Long term loans and advances		
<i>(Unsecured and considered good, unless otherwise stated)</i>		
Security Deposits with Government and other bodies	0.05	0.05
Electricity and other deposits	122.76	129.14
Total	122.81	129.19
13. Other Non-current Assets		
<i>(Unsecured and considered good, unless otherwise stated)</i>		
Bank deposits (with a maturity of more than 12 months)	73.86	40.00
Total	73.86	40.00
14. Current Investments		
<i>(Valued at Cost or NAV, whichever is less)</i>		
Investments in Mutual Funds		
ICICI Prudential Income - Regular Plan - Growth (230680.51 units of ₹ 43.35 each)	-	100.00
Reliance Income Fund - Growth Plan - Growth Option (217596.60 units of ₹ 45.96 each)	-	100.00
Birla Sunlife Cash Manager Fund - Growth - Direct Plan (16496.30 units of ₹ 363.72 each)	-	60.00
Reliance Money Manager Fund - Direct - Growth Plan - Growth Option (160.85 units of ₹ 2060.54 each)	-	3.31
Birla Sunlife Savings Fund-Direct -Growth Plan (8768.73 units of ₹ 288.70 each)	-	25.32
IDFC Super Saver Income Fund -Short Term Plan-Growth - Regular Plan (247085.22 units of ₹ 30.35 each)	-	75.00
Reliance Income Fund - Growth Plan - Growth Option (160651.52 units of ₹ 46.68 each)	-	75.00
Birla Sunlife Income Plus ,Growth Regular Plan (117888.94 units of ₹ 63.62 each)	-	75.00
Birla Sunlife Short Term Fund - Growth - Regular Plan (133976.69 units of ₹ 55.98 each)	-	75.00



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupee lakhs, unless otherwise stated)*

	As at 31st March 2017	As at 31st March 2016
Current Investments (continued)		
Reliance Quarterly Interval Fund-Series II Direct Growth Plan Growth Option (926707.21 units of ₹ 20.50 each)	-	190.00
Reliance Money Manager Fund-Direct Plan-Growth Option (2236.50 units of ₹ 50.91 each)	50.00	-
Reliance Money Manager Fund-Direct Plan - Growth Option (2226.61 units of ₹ 50.69 each)	50.00	-
HDFC Prudence Fund - Direct Plan - Growth Option - 8025 23707.53 units of ₹ 421.81 each)	100.00	-
HDFC Prudence Fund - Direct Plan - Growth Option - 8025 22903.26 units of ₹ 436.62 each)	100.00	-
HDFC Cash Management Fund - 8037 (33501.338 units of ₹ 33.77 each)	10.30	-
HDFC Prudence Fund - Direct Plan - Growth Option - 8144 (22903.26 units of ₹ 436.62 each)	100.00	-
Birla Sunlife Savings Fund - Direct - Growth Plan (8302.50 units of ₹ 307.52 each)	25.53	-
Birla Sunlife Income Plus, Regular Plan Growth Option (12921.77 units of ₹ 309.56 each)	40.00	-
Birla Sunlife Income Plus, Regular Plan Growth Option (12.17 units of ₹ 254.55 each)	0.03	-
Birla Sunlife Income Plus, Regular Plan Growth Option (29325.47 units of ₹ 255.75 each)	75.00	-
Birla Sunlife Income Plus, Regular Plan Growth Option (10143.07 units of ₹ 256.35 each)	26.00	-
Birla Sunlife Income Plus, Regular Plan Growth Option (50674.46 units of ₹ 256.54 each)	130.00	-
Birla Sunlife Income Plus, Regular Plan Growth Option (29194.61 units of ₹ 256.90 each)	75.00	-
Birla Sunlife Income Plus, Regular Plan Growth Option (9933.64 units of ₹ 402.67 each)	40.00	-
Birla Sunlife Income Plus, Regular Plan Growth Option (15341.58 units of ₹ 260.73 each)	40.00	-
Total	861.86	778.63
(i) Aggregate amount of quoted investments	861.86	778.63
(ii) Market Value of quoted investments (based on Net Asset Value declared by Mutual Fund as on 31st March 2017)	878.05	801.67
15. Inventories		
Raw Materials	1201.06	956.67
Stock in Process	1175.29	1387.59
Finished Goods [includes in transit ₹ 91.87 lacs (Previous year: ₹ 81.16 lacs)]	1066.68	932.00
Stores & Spare Parts	379.80	329.77
Total	3822.83	3606.03
16. Trade Receivables		
Unsecured, considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	45.65	5.67
Others	1559.64	1672.89
Unsecured, considered doubtful		
Outstanding for a period exceeding 6 months from the date they are due for payment	44.89	38.50
Less: Provision for bad and doubtful receivables	(44.89)	(38.50)
Total	1605.29	1678.56
* During the year the provision for bad and doubtful receivables amounting to ₹ 1.90 lacs has been written off.		



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

	As at 31st March 2017	As at 31st March 2016
17. Cash and Bank balances		
Cash in hand	6.45	7.24
Balances with banks		
Current accounts	144.38	106.14
Deposits (with maturity of less than 3 months) *	206.75	223.26
Total (A)	357.58	336.64
Other bank balances		
Deposits with maturity of more than 3 months but less than 12 months *	911.87	948.44
Unpaid dividend account	12.31	11.72
9% Preference Shares Redemption Account	6.31	20.89
Total (B)	930.49	981.05
Total (A) + (B)	1288.07	1317.69
* Fixed Deposit with banks include ₹ 949.88 lacs (Previous year ₹ 867.08 lacs) on which lien has been marked for availing overdraft facility from banks. The overdraft outstanding as on 31st March 2017 was Nil (Previous year ₹ 152.41 lacs)		
18. Short term loans and advances		
<i>(Unsecured considered good, unless otherwise stated)</i>		
Loans and advances to employees	32.06	17.76
Prepaid expenses	9.29	8.81
Balance with government authorities*	126.75	68.98
Other loans and advances	221.50	255.00
Total	389.60	350.55
* Includes amount paid towards appeals with respect to the disputed dues amounting to ₹ 34.81 Lacs (previous year: ₹ 34.81 Lacs)		
19. Other current assets		
Interest accrued but not due	45.52	49.42
Total	45.52	49.42
20. Revenue from Operations		
Sale of Manufactured products (net of rebates and discounts)		
Gelatine	9020.78	9860.48
DCP - Animal Feed Grade	2963.96	3338.82
Ossein	94.20	805.52
Bone Meal Products	49.55	45.50
	12128.49	14050.32
Less: Excise Duty*	(852.97)	(902.47)
Net Sales	11275.52	13147.85
* Excise Duty deducted from Gross Sales represents the Excise Duty paid on goods removed from the factory.		
Earning in Foreign Exchange (included in sale of products)		
Export of goods on F.O.B. basis	329.68	385.68



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

	Year ended 31st March 2017		Year ended 31st March 2016	
21. Other Income				
Operating Income				
Sale of Scrap / Coal Ash		5.55		15.14
Export Incentives and Duty Drawback		14.47		5.61
Other Income		81.06		115.53
Recovery of provision for bad and doubtful debts		1.98		-
Foreign Exchange Gain		-		2.26
Total (A)		103.06		138.54
Non-operating Income				
Interest Income (Gross)				
From Banks	94.32		103.95	
From Others	17.39	111.71	20.27	124.22
[Tax Deducted at source ₹ 10.24 lacs (Previous Year ₹ 11.64 lacs)]				
Net gain on Redemption of Mutual Fund Investments		71.61		32.25
Net profit on sale of assets		-		5.44
Total (B)		183.32		161.91
Total (A) + (B)		286.38		300.45
22. Cost of material consumed				
Opening Stock of Raw Material		956.67		1069.89
Add : Purchases		7314.06		7781.31
Less : Closing Stock		1201.06		956.67
Raw material consumed		7069.67		7894.53
Particulars of Raw material consumed				
Material description				
Crushed Bones		6219.59		6913.49
Hydrochloric Acid		342.05		413.82
Others		508.03		567.22
Total		7069.67		7894.53
23. Changes in inventory of finished goods and work in progress				
Closing Stocks				
Finished Goods	1066.68		932.00	
Stock in Process	1175.29	2241.97	1387.59	2319.59
Opening Stocks				
Finished Goods	932.00		944.17	
Stock in Process	1387.59	2319.59	1251.85	2196.02
Net (Increase) / Decrease		77.62		(123.57)
Particulars of finished goods inventory				
Material description				
Gelatine		1005.42		900.05
Ossein		51.78		21.08
Di-calcium Phosphate		9.48		10.87
Total		1066.68		932.00



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

	Year ended 31st March 2017	Year ended 31st March 2016
24. Employee benefits expense		
Salaries, Wages, Bonus etc.	853.87	926.27
Contribution to Provident and Other Funds	100.18	109.82
Workmen and Staff Welfare	37.97	39.31
Total	992.02	1075.40

As per Accounting Standard 15 - "Employee Benefits", the disclosures of Employee Benefits as defined in the Accounting Standard are given below:

Defined Contribution Plans:

Provident Fund: The provident fund is operated by the Regional Provident Fund Commissioner. Under the scheme, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognized by the Income tax authorities. The Company has recognized the following amounts in the Statement of Profit and Loss.

Contribution to Provident Fund	57.19	56.60
Other funds (pension fund)	21.08	41.51

Defined Benefit Plans:

Gratuity is payable to employees as per Payment of Gratuity Act. Leave encashment is payable to eligible employees who have earned leaves, during the employment and/or on separation as per the company's policy. The company has funded the Gratuity liability with Group Gratuity Scheme of Life Insurance Corporation of India Limited. The Leave encashment liability is funded with Group Leave Encashment Scheme of Life Insurance Corporation of India Limited. Valuations in respect of Gratuity and Leave Encashment have been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

Discount Rate per annum (Compound)	7.00%	7.46%
Rate of increase in Salaries	7.00%	8.00%
Expected Rate of Return on Plan Assets	7.90%	8.80%
Expected Average remaining working lives of employees in no. of years	Officers -12.14 Staff - 8.11	Officers -12.26 Staff - 7.39

The estimate of future salary increase, considered in actuarial valuation, takes into account, inflation seniority, promotion and other relevant factors, such as demand and supply in the employment market.

	31st March 2017		31st March 2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Changes in Defined Benefit Obligation:				
Present Value of obligation at the beginning of the year	293.02	42.19	335.41	40.61
Interest Cost	19.97	2.32	23.03	2.98
Current Service Cost	18.33	6.02	18.76	6.75
Actuarial (Gain) / Loss	(13.62)	12.73	(6.24)	(3.58)
Benefits paid	(50.63)	(22.11)	(77.94)	(4.57)
Present Value of obligation at end of the year	267.07	41.15	293.02	42.19
Changes in Fair Value of Plan Assets:				
Fair Value of Plan Assets at the beginning of the year	296.88	33.28	307.06	29.47
Adjustment in opening balance	(2.61)	3.01	11.43	(5.82)
Expected Return on Plan Assets	21.29	2.35	25.89	2.37
Employer Contribution	1.07	8.91	29.40	11.14
Actuarial Gain/(Loss)	0.57	(0.37)	1.04	0.69
Benefits Paid	(50.63)	(22.11)	(77.94)	(4.57)
Fair Value of Plan Assets at the end of the year	266.57	25.07	296.88	33.28
Reconciliation of the Present value of defined Present Obligations and the Fair Value of Assets:				
Present Value of obligations at the end of the year	267.07	41.15	293.02	42.19
Fair Value of Plan Assets at the end of the year	266.57	25.07	296.88	33.28
Present Value of unfunded obligation at the end of the year	0.50	16.08	(3.86)	8.91
Expenses recognised in Statement Profit and Loss:				
Current Service Cost	18.33	6.02	18.76	6.75
Interest Cost	19.97	2.32	23.03	2.98
Net Actuarial (Gain) / Loss	(14.19)	13.10	(7.28)	(4.27)
Expected Return on Plan Assets	(21.29)	(2.35)	(25.89)	(2.37)
Total Expenses recognised in Statement of Profit and Loss	2.82	19.09	8.62	3.09



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

Amount recognised in current year and previous four years	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Gratuity					
Defined benefit obligation	267.07	293.02	335.41	372.69	356.49
Plan assets	266.57	296.88	307.06	356.74	351.11
(Surplus)/ deficit	0.50	(3.86)	28.35	15.95	5.38
				Year ended 31st March 2017	Year ended 31st March 2016
25. Finance Cost					
Interest to Bank			3.59		1.48
Other Borrowing cost			2.61		2.68
Total			6.20		4.16
26. Depreciation and Amortization expense					
Depreciation			113.43		117.11
Amortization			1.32		0.12
Total			114.75		117.23
27. Other expenses					
Consumption of stores and spare parts (Refer Note 27.1 below)			108.79		133.39
Excise Duty on closing stock of finished goods			115.48		102.63
Rates & Taxes			3.12		12.17
Power & Fuel			1832.56		2037.80
Effluent Expenses			25.10		47.88
Insurance			13.67		8.85
Repairs					
Building		30.75		41.31	
Machinery (Refer Note 27.2 below)		<u>186.53</u>	217.28	<u>328.48</u>	369.79
Audit fees & Expenses (Refer Note 27.5 below)			8.54		7.46
Freight and Delivery Charges			117.54		125.79
Commission to selling agents			25.93		22.90
Rent			12.65		13.59
Travelling			21.53		23.07
Directors' Fees			2.82		3.04
Rebates & Discount			14.15		14.81
Advertisement			3.78		5.58
Research & Development expenses (Refer Note 38 below)			5.64		12.65
Sundry Balances written off			1.08		0.22
Provision for Bad and doubtful debts			10.26		-
Interest paid/payable to small and medium enterprises			-		0.07
Foreign Exchange loss			2.14		-
Corporate Social Responsibility expenses (Refer Note 34)			40.17		46.07
Loss on discard of fixed assets			7.56		-
Miscellaneous Expenses			163.15		207.92
Total			2752.94		3195.68



NOTES TO FINANCIAL STATEMENTS

(All amounts in Indian rupee lakhs, unless otherwise stated)

	Year ended 31st March 2017		Year ended 31st March 2016	
	Amount	%	Amount	%
27.1 Value of stores, spares and components consumed				
Indigenous	108.79	100	133.39	100
Imported	-	-	-	-
Total	108.79	100	133.39	100
27.2 Stores consumed included under Repairs to Machinery ₹ 137.35 lacs (2015-16: ₹ 244.24 lacs), Miscellaneous Expenses ₹ 7.29 lacs (2015-16: ₹ 11.59 lacs), Workmen and Staff Welfare ₹ 4.55 lacs (2015-16: ₹ 4.40 lacs).				
27.3 There are no imports of any material during the current year and the previous year, hence the reporting under CIF value of imports is Nil.				
	Year ended 31st March 2017		Year ended 31st March 2016	
27.4 Expenditure in foreign currency				
Travelling		1.99		1.34
Subscription		2.89		10.15
Others (includes bank charges)		0.77		0.27
Total		5.66		11.76
27.5 Payment to auditors				
Statutory Audit Fees		5.25		5.25
Certification and Other Matters		1.35		1.35
Reimbursement of out of pocket expenses		1.94		0.86
Total		8.54		7.46
28. Other Commitments				
Estimated amount of contract remaining to be executed on capital account not provided for (net of advances)		292.30		4.75
Total		292.30		4.75
29. Contingent Liabilities				
Bank guarantees to Government authorities		10.00		6.00
Claims not acknowledged as debts:				
Excise duty		253.68		269.78
Income taxes (net of provision of ₹ 49.88 Lacs)		112.86		107.36
Sales tax		33.91		23.85
Total		410.45		406.99

In all the above cases, the management, including the tax advisors are of the view that the Company's position is likely to be upheld in the appellate forums. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and profitability.

30. Segment Reporting

The company is engaged in the business of manufacture and sale of gelatine and its by-product DCP for industrial applications which form part of one product group and hence a single business segment. However, based on geographical factors, reportable geographic segments have been identified as exports sales and domestic sales.



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

The segment-wise information pertaining to the reportable geographical segments for the year ended 31st March, 2017 is as follows:

	Year ended 31st March 2017			Year ended 31st March 2016		
	Export	Domestic	Total	Export	Domestic	Total
Segment Revenue	348.05	11,030.53	11,378.58	394.09	12,920.76	13,314.85
Segment Results	70.15	484.75	554.90	103.35	1,185.68	1,289.03
Unallocated expenditure	-	-	6.20	-	-	4.16
Profit from operations before tax	-	-	548.70	-	-	1,284.87
Total assets	-	13,308.38	13,308.38	114.94	12,719.77	12,834.71
Capital expenditure	-	23.47	23.47	-	55.38	55.38

Capital employed as also assets and liabilities of the company are not capable of being stated separately segment-wise since all the assets and liabilities are held under composite undertaking for both the geographic segments.

31. Related party transactions**a. Enterprise where the control exists**

Jumbo World Holdings Limited
Alfamont (Mauritius) Limited

Relationship

Ultimate Holding Company
Holding Company

b. Other group companies

Aasman Management Services Private Limited
Dandvati Investments & Trading Co. Private Limited
Derby Electricals (India) Private Limited
Firestorm Electronics Corporation Private Limited
GWL Properties Limited
Harshit Finlease & Investments Private Limited
Jumbo Electronics Corporation Private Limited
Jumbo Investments Limited
Jumbo World Holdings (India) Private Limited
MPIL Corporation Limited
Primo Enterprises Private Limited
SMN Engineers Limited
Starfire Investments Limited
Wizer Advertising Private Limited

c. Key managerial personnel

Ashok Kapur
Mahesh Verma
Priya Gupta

Whole-time director
Company Secretary
Chief Financial Officer (till April 30, 2017)

d. Particulars of transaction and outstanding balances with related parties

Particulars	2016-17	2015-16
1. Transactions with Holding Company		
Alfamont (Mauritius) Limited		
Dividend Paid	181.49	158.80
2. Transactions with Fellow subsidiaries		
MPIL Corporation Limited		
(i) Guest House Lease Rent	3.60	3.60
(ii) Fees for infrastructure services & other expenses	8.04	7.25
3. Balances due to Group Companies		
MPIL Corporation Limited	0.93	0.77
4. Transactions with Key Managerial Personnel		
(i) Remuneration Paid to Mr. Ashok K Kapur, Wholetime Director	35.20	30.87
(ii) Remuneration Paid to Mr. Mahesh Verma, Company Secretary	11.59	11.45
(iii) Remuneration Paid to Ms. Priya Gupta, Chief Financial Officer	4.99	4.94

As the Gratuity and Compensated absences are computed for all the employees in aggregate, the amount relating to Key Managerial Personne cannot be individually identified.



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)***e. Brief particulars of arrangements with related parties**

Name of Related Party	Nature of relationship	Nature of contract/ arrangement	Salient terms of contract	Date of approval by the Board	Amount of advance paid, if any
MPIL Corporation Limited	Group Company	Providing business Infrastructure and secretarial services	₹ 50,000 per month	27 th May 2014	Nil
MPIL Corporation Limited	Group Company	Lease of Guest House in Mumbai	₹ 30,000 per month for a period of 3 years from 1 st Oct 2014 to 30 th Sept 2017	11 th Nov. 2014	Nil

32. Earnings per share

	Year ended 31st March 2017	Year ended 31st March 2016
Profit available for equity shareholders	406.56	828.71
Weighted average number of equity shares	6049587	6049587
Nominal value of equity share	10.00	10.00
Earnings per share - Basic / Diluted	6.72	13.70

33. Net dividend remitted in foreign currency

No. of Shareholder(s)	1	1
No. of Equity Shares	4537189	4537189
Amount Remitted	181.49	158.80
Year to which it pertains	2015-16	2014-15

34. Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a CSR Committee has been formed by the Company. As part of initiatives under "Corporate Social Responsibility (CSR), the Company has undertaken projects in the areas of Environment / river protection, Education, Livelihood, Health care, Water, Sanitation, Rural Development, Promotion of sports and cultural activities, which are specified in Schedule VII of the Companies Act, 2013. The amount spent on the same is given below:

Gross amount required to be spent by the company	40.52	46.06
Amount spent during the year on:		
Construction / acquisition of any asset	-	-
On purposes other than above :		
In Cash	37.93	43.97
Yet to be paid	2.24	2.09
Total	40.17	46.06

35. Pursuant to an alignment with the requirement of the Companies Act, 2013, the Company has charged off the depreciation on account of revaluation as an expense to the Statement of Profit and Loss. Accordingly, the profit for the year ended 31st March 2017 is lower by ₹ 1.53 lacs (previous year : ₹ 3.10 Lacs).

36. Forward Contracts and Unhedged Foreign Currency Exposures**Forward contracts outstanding as at the year end**

No. of sell contracts relating to firm commitments	-	1
Foreign Currency - US\$	-	69840
Amount in INR Lacs	-	43.32

Foreign Currency exposures which are not hedged as at the Balance Sheet date**Receivables**

Foreign Currency - US\$	-	102500
Amount in INR Lacs	-	67.99



NOTES TO FINANCIAL STATEMENTS*(All amounts in Indian rupees lakhs, unless otherwise stated)*

37. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November to 30th December, 2016 is provided in the table below:

Description	Specified bank notes	Other denomination notes	Total
Closing Balance at 8th November 2016	4.01	0.46	4.47
Add: Permitted receipts	-	14.60	14.60
Less: Permitted payments	-	12.57	12.57
Less: Amount deposited in banks	4.01	-	4.01
Closing cash in hand as on 30th December 2016	-	2.49	2.49

38. **Details of Research and Development expenditure**

Revenue expenditure

Salaries and wages

14.63

15.44

Other expenses

0.02

0.71

Capital expenditure

Plant and Machinery

9.47

-

39. Pursuant to the notification GSR 854(E) dated 5th September, 2016 issued by the Ministry of Corporate Affairs, the Company has transferred the unclaimed amount of the Preference shares redeemed in the years 2006 to 2008 to the Investor Education and Protection fund by 5th May, 2017.

40. Previous year's figures have been regrouped / reclassified wherever necessary to conform with current year's classification / disclosure.

As per our report of even date attached

For T R Chadha & Co. LLP

Chartered Accountants

Firm Reg No.006711N//N500028

Vikas Kumar

Partner

Membership No.: 75363

Place: Jabalpur

Date: May 23, 2017

For and on behalf of the Board

NARMADA GELATINES LIMITED**Ravindra K. Raje**

Director

DIN:00112003

Ashok K. Kapur

Wholetime Director

DIN:00126807

Mahesh Verma

Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

NARMADA GELATINES LIMITED

CIN: L24111MP1961PLC016023

Registered office: 28, CARAVS, 15 Civil Lines, Jabalpur – M.P. - 482001

Notice is hereby given that the Fifty-Sixth Annual General Meeting of the Members of Narmada Gelatines Limited will be held on Wednesday, 20th September, 2017 at 11:30 a.m., at Narmada Jacksons Hotel, South Civil Lines, Jabalpur – 482 001, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2017 including the Reports of the Board of Directors and Auditors thereon and in this respect to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited Financial Statements of the Company for the year ended 31st March, 2017, including the Balance Sheet as at that date and the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon as laid before this Meeting be and are hereby approved and adopted.”
2. To declare dividend on equity shares for the financial year ended March 31, 2017 and in this respect to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the recommendation of the Board of Directors, dividend @ 40% i.e. ₹ 4.00 per Equity Share of 10/- each fully paid-up, be and is hereby declared in respect of the financial year ended 31st March, 2017 and that the Dividend be paid to those Equity Shareholders whose names appear on the Register of Equity Shareholders as on 13th September, 2017 or to their mandatees.”
3. To appoint a director in place of Mr. Sanjeev Jain (DIN 00119762), who retires by rotation and, being eligible, offers himself for re-appointment and in this respect to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Sanjeev Jain (DIN 00119762), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed, as a Director of the Company, liable to retire by rotation.”
4. Appointment of Statutory Auditors and in this respect to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Lodha & Co, Chartered Accountants (Firm Registration No. 301051E), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Sixty First (61st) AGM to be held in 2022 (subject to ratification of their appointment at every AGM), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board of Directors
For Narmada Gelatines Limited

Mahesh Verma
 Company Secretary

Jabalpur
 23rd May, 2017

Registered Office:
 CARAVS, Room No. 28
 15 Civil Lines, Jabalpur – 482001

Notes :

- (a) The Register of Members and the Share Transfer Register will remain closed from 14th September to 20th September, 2017 (both days inclusive).
- (b) The Company is providing facility for voting on **the business set out in the Notice by electronic means**. Instructions and other information relating to e-voting are given in this Notice under Note (v) herein below. The Company will also send a separate communication relating to remote e-voting which, inter alia, would contain details about User ID and password along with a copy of this Notice.
- (c) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. 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. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable. A Proxy form is attached to this Notice.

- (d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- (e) Brief resume of Director proposed to be appointed/re-appointed, nature of his expertise in specific functional areas, names of the companies in which he holds directorships, memberships/chairmanships for Board Committees, shareholding and relationship between directors inter-se as stipulated in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provisions mentioned in clause 1(1.2.5) of the Secretarial Standard - 2 on 'General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, for person seeking re-appointment/appointment as director are annexed to this Notice and in the Corporate Governance Report forming part of the Annual Report.
- (f) Members and proxy holders are requested to bring their attendance slip along with their copies of the Annual Report to the Meeting.
- (g) Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- (h) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (i) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m., up to the date of the Meeting.
- (j) Dividend on Equity Shares, if declared at the meeting will be credited / dispatched on or after 20th September, 2017 to those members whose names appear on the Company's Register of Members as on 13th September, 2017 (Record Date). In respect of shares held in electronic mode, the dividend will be paid to members whose names are furnished by the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as the beneficial owners on 14th September, 2017
- (k) Members are requested to notify immediately :
- to their Depository Participants (DP) in respect to their Electronic Share Account; and
 - to the Company at its Registered Office or to the Registrars and Share Transfer Agents of the Company in respect of their physical share holdings
- any change of address and also particulars of their Bank Accounts viz. Name of Bank, Branch, complete address of the Bank and Account Number for printing the same on the Dividend Warrants to avoid fraudulent encashment
- (l) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
- (m) Any Member desirous of obtaining any information on the Accounts of the Company may forward such queries in writing to the Company Secretary at the Registered Office, at least ten days prior to the date of the Meeting.
- (n) Members having multiple ledger folio in identical name or joint names in identical order, are requested to intimate to the Company or its Registrars such ledger folio(s) for consolidating such multiple holdings into a single account.
- (o) Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), the Company has transferred the unpaid or unclaimed dividends for the financial years ended 31st March, 2009, from time to time, to the Investor Education and Protection Fund (IEPF) established under Section 205C of the Act. In accordance with the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 22nd September, 2016 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs (MCA). Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.
- (p) In terms of the provisions of Section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital & Debentures) Rules, 2014, a Member may nominate, at any time, in the prescribed manner in Form No. SH.13, a person to whom his/her shares in the Company shall vest in the event of his/her death. This may be sent to the Company Secretary at the Registered Office, duly completed.
- (q) Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar & Share Transfer Agents, M/s. CB Management Services Pvt. Ltd.
- (r) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- (s) Non-Resident Indian members are requested to inform the Company's Registrar and Share Transfer Agents immediately of:
- a. change in the residential status on return to India for permanent settlement; and
 - b. particulars of their Bank account maintained in India with complete name, branch, account type, account no. and address of the bank, if not furnished earlier.



- (t) Electronic copy of the Annual Report and Notice of the 56th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 56th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (u) Members may also note that the Notice of the 56th Annual General Meeting and the Annual Report for the financial year ended March 31, 2017 will be available on the Company's website www.narmadagelatines.com.

Members are also requested to inform their correct e-mail address, if any, to the Depositories (if shares held in demat form) and to the Registrars and share transfer agents by visiting their website namely "www.cbmsl.com/green.php" (if shares held in physical form) in compliance of Green Initiative as per circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the company to send notice/documents through e-mail.

Members who do not have access to e-voting facility may write to the Company of their intention to exercise their assent or dissent on shareholders' resolution by way of postal ballot. The company shall provide postal ballot facility to such members.

- (v) Voting through electronic and other means :

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the AGM ('remote e-voting').

- The facility for voting through ballot or polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot or polling paper.
- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.
- The voting rights of shareholders shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 13th September, 2017.
- 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, i.e. September 13, 2017 only shall be entitled to avail the facility of remote e-voting /ballot poll.
- The Board of Directors of the Company has appointed Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (ICSI Membership No. FCS 2303), Ananya Complex, 3rd Floor, 209, B.T. Road, Kolkata-700036, as the Scrutinizer to scrutinize the remote e-voting and Mr. Sunil Bhandari, Chartered Accountant, Jabalpur as the Scrutinizer to scrutinize the voting process at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's report and submit the same to the Chairman. The results declared alongwith the consolidated Scrutinizer's report shall be placed on the website of the Company www.narmadagelatines.com and on the website of CDSL, and the results shall simultaneously be communicated to the BSE Limited.
- The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 20, 2017.

Members are requested to read the instructions below carefully before exercising their vote through remote e-voting.

These details and instructions form an integral part of Notice for the Annual General Meeting to be held on 20th September, 2017.

Steps for E-voting

The instructions for members for remote e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select the Electronic Voting Sequence Number - "EVSN" along with "NARMADA GELATINES LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user, follow the steps given below.
- (vi) Fill up the following details in the appropriate boxes:



For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN on which you choose to vote.
- (xi) 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
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then 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.

The remote e-voting begins on 17th September, 2017 (9:00 am) and ends on 19th September, 2017 (5:00 pm). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of 13th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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.

By Order of the Board of Directors
For Narmada Gelatines Limited

Mahesh Verma
Company Secretary

Jabalpur
23rd May, 2017

Registered Office:
CARAVS, Room No. 28 15,
Civil Lines, Jabalpur – 482 001



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.4

This Explanatory Statement is provided in case of the Ordinary Resolution at Item No.4, though it is not required as per Section 102 of the Companies Act, 2013.

M/s T.R. Chadha & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 006711N) have been appointed as the Statutory Auditors of the Company during the financial year 2002-03 and have completed a term of ten years.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, M/s T.R. Chadha & Co. LLP, Statutory Auditors of the Company can hold office up to the conclusion of the forthcoming Annual General Meeting ('AGM').

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 23rd May, 2017, proposed the appointment of Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Sixty First (61st) AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if required under the Act. M/s Lodha and Co. have consented to their appointment as the Statutory Auditors of the Company and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.4 of the Notice.

By Order of the Board of Directors

For Narmada Gelatines Limited

Mahesh Verma
Company Secretary

23rd May, 2017
Jabalpur

Registered Office:
CARAVS, Room No. 28
15, Civil Lines, Jabalpur – 482001



Annexure to Notice of Annual General Meeting

Details of Directors seeking re-appointment/appointment at the 56th Annual General Meeting (in pursuance of SEBI Listing Regulations)

Particulars	Details
Name	Mr. Sanjeev Jain
DIN	00119762
Date of Birth	5.12.1961
Date of Appointment in AGM	29.1.2009
Qualification	B.Com, ACA
Expertise in specific functional areas and past experience	Chartered Accountant with over 27 years experience in the field of Corporate Finance, Taxation, Accounting, Company Law and FEMA matters.
Directorship in other companies	Dandvati Investments & Trading Co. Pvt. Ltd. Firestorm Electronics Corporation Pvt. Ltd. MPIL Corporation Limited GWL Properties Limited Harshit Finlease & investments Pvt. Ltd. Jumbo Electronics Corporation Pvt. Ltd. Jumbo World Holdings (India) Pvt. Ltd. Primo Enterprises Pvt. Ltd. Viman Investments Pvt. Ltd. Aasman Management Services Pvt. Ltd. Derby Electricals (India) Pvt. Ltd. L'Aquila Investments Pvt. Ltd. SMN Engineers Ltd. Wizer Advertising Pvt. Ltd.
Memberships / Chairmanships or committees across public companies	GWL Properties Limited: <ul style="list-style-type: none"> • Audit Committee-Member • Stakeholders' Relationship Committee-Chairman • Nomination and Remuneration Committee-Member Narmada Gelatines Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee-Member
Shareholding	Nil





NARMADA GELATINES LIMITED

CIN: L24111MP1961PLC016023

Registered office : 28, CARAVS, 15 Civil Lines, Jabalpur - 482001, M.P.

Website : www.narmadagelatines.com, Email : ngljb@rediffmail.com

Tel : Phone : (0761) 2830433

ATTENDANCE SLIP

56th ANNUAL GENERAL MEETING – 20th September, 2017

DP ID	Folio No.
Client ID	No. of Shares

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder* of the Company.
*Strikeout whichever is not applicable.

I hereby record my presence at the 56th ANNUAL GENERAL MEETING of the Company held on Wednesday, 20th September, 2017 at 11:30 a.m. at Hotel Narmada Jacksons, South Civil Lines, Jabalpur, M.P.

Member's/Proxy's Name in BLOCK Letters

Member's / Proxy's Signature

Note : Please fill in this Attendance Slip and hand it over at the Entrance of the Hall.

Route Map of AGM Venue





NARMADA GELATINES LIMITED

CIN: L24111MP1961PLC016023

Registered office : 28, CARAVS, 15 Civil Lines, Jabalpur - 482001, M.P.

Website : www.narmadagelatines.com, Email : ngljbp@rediffmail.com

Tel : Phone : (0761) 2830433

FORM No. MGT 11 - PROXY FORM

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

56th ANNUAL GENERAL MEETING – 20th September, 2017

Name of Member(s)		DP ID* :	
Registered Address		Client ID* :	
E-mail ID		Folio No. :	

**Applicable for investor holding shares in electronic form*

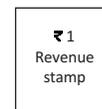
I / We, being the member(s) of _____ shares of Narmada Gelatines Limited, hereby appoint:

1. _____ of _____ E-mail Id : _____ or failing him
2. _____ of _____ E-mail Id : _____ or failing him
3. _____ of _____ E-mail Id : _____

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company, to be held on Wednesday the 20th day of September, 2017 at 11:30 a.m. at Hotel Narmada Jacksons, South Civil Lines, Jabalpur, M.P. and at any adjournment thereof in respect of such resolutions as are indicated below (see note iv below):

Resolution No.	Resolutions	Vote		
		For	Against	Abstain
	ORDINARY BUSINESS			
1	To consider and adopt the audited Financial Statements, Reports of the Board of Directors and Auditors			
2	Declaration of dividend on equity shares			
3	Re-appointment of Mr. Sanjeev Jain as a Director			
4	Appointment of M/s Lodha & Co. as Statutory Auditors			

Signed this _____ day of _____ 2017



Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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.**
- A Proxy need not be a member of the Company**
- A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- This is optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

Our Responsibility to Society





Narmada Gelatines Limited
Caravs, Room No. 28, 15, Civil Lines, Jabalpur - 482001

