

NOMINATION, REMUNERATION AND EVALUATION POLICY

PREFACE

The Nomination and Remuneration Committee of Tirupati starch and Chemicals Limited (“the Company”) has been formed to review and make recommendations on annual salaries, performance commission, perquisites and other employment conditions of the Executive Directors, Key Managerial Personnel and other employees.

OBJECTIVE

The Nomination and Remuneration Committee and this Policy are in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

Note: Terms not defined in the policy shall have the meaning as per the Companies Act, 2013.

“Key Managerial Personnel” means –

- a) Chief Executive Officer or the Managing Director or the Manager;
- b) Company Secretary,
- c) Whole-time Director;
- d) Chief Financial Officer; and
- e) Such other officer as may be prescribed.

“Senior Management” means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

ROLE OF COMMITTEE:

The role of the Committee inter alia will be the following:

To formulate a criteria for determining qualifications, positive attributes and independence of a Director;

To recommend to the Board the appointment and removal of Senior Management;

To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance;

To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive;

- a) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- b) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- c) to devise a policy on Board diversity;
- d) to develop a succession plan for the Board and to regularly review the plan.

MEMBERSHIP:

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN:

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required.

COMMITTEE MEMBERS' INTERESTS:

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

VOTING:

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

NOMINATION DUTIES:

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

- a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- j) Recommend any necessary changes to the Board.
- k) Considering any other matters as may be requested by the Board; and

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

1. Appointment Criteria and Qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

2. Term / Tenure

Managing Director/Whole-time Director:

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

Independent Director:

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

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

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

3. Evaluation

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

4. Removal

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

5. Retirement

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

REMUNERATION DUTIES:

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

- a) to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- b) to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) to delegate any of its powers to one or more of its members or the Secretary of the Committee
- d) to consider any other matters as may be requested by the Board;
- e) Professional indemnity and liability insurance for Directors and senior management.

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

- 1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:
The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- 2. Remuneration to Non- Executive / Independent Director:
The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

EVALUATION POLICY:

The following parameters for the purpose of evaluating the performance of the Board and that of Committees and Individual Directors:

Rating Scale

RATING	DESCRIPTION
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1	Does not meet evaluation parameter
2	Meets evaluation parameter
3	Exceeds evaluation parameter
N/A	Not Applicable

Evaluation of Board

Some of the specific issues and questions that should be considered in a performance evaluation of the entire Board by the Independent Directors are set out below:

S. No.	Assessment Criteria
1	Is the composition of the board appropriate with the right mix of knowledge and skills required to drive organizational performance in the light of future strategy?
2	Members of the board meet all applicable independence requirements.
3	The Board of Directors is effective in establishing a corporate environment that promotes timely and effective disclosure, fiscal accountability, high ethical standards and compliance with applicable laws and regulations.
4	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
5	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law and The Board is provided with sufficient information about material risks and problems that affects the Company's business and prospects.
6	The Board receives regular financial updates and takes all necessary steps to ensure the operations of the organization are sound and reviews the organization's performance in carrying out the stated mission on a regular basis.
7	Are sufficient numbers of board meetings, of appropriate length, being held to enable proper consideration of issues?
8	The information provided to directors prior to Board meetings meets expectations in terms of length and level of detail and Board members come prepared to meetings and ask appropriate questions of management and address issues that might present a conflict of interest.
9	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.
10	The Chairman of the Board effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the Board.
11	Nomination and appointment of Board members and their Remuneration follow clearly established procedures using known criteria as laid down by the Nomination and Remuneration Committee.
12	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance (through its Audit Committee).
13	Company has a system for Corporate Social Responsibility, Stakeholder Relationships and for prohibition of insider trading
14	Company has necessary Committees which are required and these Committees are working effectively

15	Adherence to Internal Policies and Procedures.
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Based on the above criteria Board has to be assessed by giving a rating according to the Rating Scale. The total number of the ratings awarded will be averaged over the number of persons who have awarded the ratings.

The process of evaluation shall be done by Independent Directors only. Assistance in the process will be provided by a person so authorized by the Board, and for this purpose the person will report to the Board.

Evaluation of Committees

Some of the specific issues and questions that should be considered in a performance evaluation of the Committees of the Board are set out below:

S. No.	Assessment Criteria
1	Compliance with Articles of Association, Companies Act and Other applicable laws.
2	Compliance with Code of Conduct of the Company.
3	Committee's accomplishments w.r.t. performance objectives.
4	Adherence to Articles of Association, Companies Act and Other applicable laws.
5	Redressal of Complaints and Grievances.
6	Coordination with other committees and with Board of Directors.
7	Fulfillment of Roles and Responsibilities in accordance to Companies Act and Listing Agreement.
8	Adherence to Internal Policies and Procedures.

Based on the above criteria Committees has to be assessed by giving a rating according to the Rating Scale. The total number of the ratings awarded will be averaged over the number of persons who have awarded the ratings.

The process of evaluation shall be done all the Directors of the Company. Assistance in the process will be provided by a person so authorized by the Board, and for this purpose the person will report to the Board.

Evaluation of Individual Directors (Independent Directors)

Some of the specific issues and questions that should be considered in the performance evaluation of an Independent Director, (the exercise in which the concerned director being evaluated shall not be included) are set out below:

S. No.	Assessment Criteria
1	Attendance and participations in the Meetings and timely inputs on the minutes of the meetings
2	Adherence to code of conduct of Company and disclosure of non - independence, as and when it exists and disclosure of interest
3	Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings

4	Interpersonal relations with other directors and management
5	Objective evaluation of Board's performance, rendering independent, unbiased opinion
6	Understanding of the Company and the external environment in which it operates and contribution to strategic direction.
7	Safeguarding interest of whistle-blowers under vigil mechanism and Safeguard of confidential information
8	Adherence to Internal Policies and Procedures.

Based on the above criteria each of the Independent Directors has to be assessed by giving a rating according to the Rating Scale. The total number of the ratings awarded will be averaged over the number of persons who have awarded the ratings.

The process of evaluation shall be done by the other directors (including other Independent Directors). Assistance in the process will be provided by a person so authorized by the Board, and for this purpose the person will report to the Board.

Evaluation of Individual Directors (NON - INDEPENDENT DIRECTORS / CMD / WTD)

Some of the specific issues and questions that should be considered in the performance evaluation of an Non-Independent Director /WTD/ CMD, (the exercise in which the concerned director being evaluated shall not be included) are set out below:

S. No.	Assessment Criteria
1	Attendance, participations in the Meetings and timely inputs on the minutes of the meetings
2	Contribution towards growth of the Company including actual vis-a-vis budgeted performance.
3	Leadership initiative, like new ideas and planning towards growth of the Company and steps initiated towards Branding of the Company
4	Adherence to code of conduct of Company
5	Team work attributes and supervising & training of staff members
6	Compliance with policies, Reporting of frauds, violation etc. and disclosure of interest
7	Safeguarding of interest of whistle blowers under vigil mechanism and Safeguard of confidential information
8	Adherence to Internal Policies and Procedures.

Based on the above criteria each of the Non - Independent Directors / CMD / WTD has to be assessed by giving a rating according to the Rating Scale. The total number of the ratings awarded will be averaged over the number of persons who have awarded the ratings.

The process of evaluation shall be done by the other directors (including other Non - Independent Directors / CMD / WTD). Assistance in the process will be provided by a person so authorized by the Board, and for this purpose the person will report to the Board.

MINUTES OF COMMITTEE MEETING:

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

REVIEW AND AMENDMENT

- a) The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- b) The Nomination and Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- c) This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

Note: Nomination and Remuneration Policy of the Company is also available on the website of the Company i.e. www.tirupatistar.ch.com.

V. STAKEHOLDERS' RELATIONSHIP COMMITTEE

1. Composition of the Committee:

In accordance with the requirement of Section 178 of the Companies, Act, 2013, rules made there under, nomenclature of Shareholders Grievance Committee has been changed to Stakeholders' Relationship Committee. The Committee was constituted by the Board in its meeting held on 29th July, 2006, in order to comply with Clause 49 of the Listing Agreement and following is the composition of the Committee:

S. No.	Name	Designation
1	Mr. Vinod Kumar Garg	Chairman
2	CA. Ashish Agrawal	Member
3	Mr. Yogesh Kumar Agrawal	Member

2. Functions:

To review the status of shareholders/investors grievances, redress mechanism and recommend measures to improve the level of investor's services.

3. Meetings and attendance:

During the Financial Year under review, Stakeholder's Relationship Committee hold 3 (Three) Meetings on 31st July, 2014, 30th October, 2014 and 30th January, 2015. The attendance during the meetings is as follows;

Sr. No.	Name	Designation	No. of Meetings attended
1	Mr. Vinod Kumar Garg	Chairman	3
2	CA. Ashish Agrawal	Member	3

3	Mr. Yogesh Kumar Agrawal	Member	3
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4. Number of complaints received and resolved:

During the year under review, the Company received complaints Shareholders' / Investors', through its Registrar and Share Transfer Agent, the same were duly resolved to the satisfaction of the shareholders. The Committee, in its all meetings, took note of share transfers and queries raised by stakeholders, there were no complaints that were pending as on 31st March, 2015.

In order to expedite the process of transfers of shares the Board, in its meeting held on 30th January, 2015, has delegated the powers to approve share transfers to its Registrar and Share Transfer Agent.

VI. GENERAL BODY MEETINGS

1. Location and time of the last three Annual General Meetings were held:

S. No.	F. Y.	Location	Date of AGM	Time	No. of Special Resolutions passed
1.	2011-2012	First Floor, "Shreeram Chambers", 12, Agrawal Nagar, Indore - 452 001, M. P.	29 th September, 2012	1.00 P. M.	NIL
2.	2012-2013	First Floor, "Shreeram Chambers", 12, Agrawal Nagar, Indore - 452 001, M. P.	30 th September, 2013	1.00 P. M.	NIL
3.	2013-2014	First Floor, "Shreeram Chambers", 12, Agrawal Nagar, Indore - 452 001, M. P.	30 th September, 2014	1.00 P. M.	NIL

The Chairman of the Audit Committee, CA. Ashish Agrawal was present at the Annual General Meeting to answer the queries of the share holders. There were no Special Resolutions required to be passed through Postal Ballot at any of the above Annual General Meetings. None of the Resolutions proposed for the ensuing Annual General Meeting needs to be passed by Postal Ballot.

VII. DISCLOSURES

1. The Company has not entered into any transaction of material nature with any related party as described under the Listing Agreement entered into with the Stock Exchanges that may have potential conflict with the interests of the Company at large.

2. During the past four years there has been no instance of non compliance by the Company with the requirements of the Stock Exchanges, SEBI or any other statutory authority on any matter related to capital markets.

3. The company has complied with the mandatory requirements of Clause 49 of the Listing Agreement as far as possible.

4. Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has been followed, the fact shall be disclosed in the in the financial statements. The financial statements for the year 2014-15 have been prepared in accordance with the applicable accounting standards prescribed by The Institute of Chartered Accountants of India and there are no deviations.

5. The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Whistle Officer which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee.

During the year under review, no employee was denied access to the Audit Committee.

6. The directors will be introduced to all the Board members and the senior management personnel such as Chief Financial Officer, Company Secretary and Various Department heads individually to know their roles in the organization and to understand the information which they may seek from them while performing their duties as a Director. And meeting may be arranged for Independent Directors with aforesaid officials to better understand the business and operation of the Company. As part of continuous updating and familiarization with the Company, every Independent Director will be taken for visits to the factory or manufacturing units and other branch of the company where officials of various departments apprise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality etc. The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates.

VIII. SEPARATE MEETING OF INDEPENDENT DIRECTOR

As per Companies Act, 2013 and the Listing Agreement, the Independent Directors are required to hold at least one separate meeting in a year. Accordingly, a meeting has been held on 19th March, 2015.

IX. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

A qualified practicing Company Secretary carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total numbers of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

X. MEANS OF COMMUNICATION

1. The Company publishes its annual, half yearly and quarterly financial results in the following newspapers.

- a) Times of India and Hindustan Times (English)
- b) Choutha Sansar (Hindi)

2. The information required under the Management Discussion and Analysis Report has been covered by the Directors' Report.

XI. GENERAL SHAREHOLDER INFORMATION.

1. Annual General Meeting

Date	30th September, 2015
Time	1.00 P.M.
Venue	At, First Floor, "Shreeram Chamber", 12, Agrawal Nagar Main Road, Indore.
Book Closure Date	Tuesday, 24th September 2015 to Monday 30th, September 2015 (both days inclusive)
Listing on Stock Exchange	Bombay Stock Exchange
Annual Listing fee for the year 2014-2015 has been paid.	
Annual Custodial Fee for 2014-2015 to NSDL and CDSL will be paid on receipt of respective invoices.	

2. Market Price Data

The reported high and low closing prices during each month of the financial year ended 31st March, 2015 on the Bombay Stock Exchange, where the Company's shares are being traded are given below:

Month	Quotations on BSE	
	High Price	Low Price
Apr, 2014	6.40	5.29
May, 2014	7.70	5.43
June, 2014	9.74	8.03
July, 2014	9.97	7.26
Aug, 2014	16.85	8.91
Sept, 2014	17.49	14.60
Oct, 2014	16.05	13.30
Nov, 2014	17.40	10.83
Dec, 2014	10.29	9.12
Jan, 2015	10.78	7.05
Feb, 2015	15.53	10.77
Mar, 2015	14.41	11.80

3. Financial Calendar (tentative) for 2015-2016

Particulars	Tentative Date
Unaudited Results of the first quarter ending 30 th June, 2015.	7 th August, 2015
Unaudited Results of the second quarter & half year ending 30 th September, 2015	Second week of November, 2015
Unaudited Results of the third quarter & nine months ending 31 st December, 2015	Second week of February, 2016
Unaudited Results for the ending 31 st March, 2016	Last week of May, 2016

4. Scrip Code B.S.E. - 524582.

5. Share Transfer System

The Company has set up a Committee of Board of Directors known as the Stakeholder's Relationship Committee, which meets generally once in a quarter inter alia for approving the transfer of shares. The formalities for transfer of shares in the physical form are completed and the share certificates are dispatched to the transferee within 15 days of receipt of transfer documents, provided the documents are complete and the shares under transfer are not under dispute. If however, the transfer documents are not in order, objections are communicated to the transferee within 15 days from the date of receipt of the transfer documents; the process is being effectively conducted by Registrar and Share Transfer Agent under the surveillance of the Company.

6. Dematerialization of Shares

Now the equity Shares of the company can be traded in de-materialized form. The company has signed the agreement with both the depositaries i.e. Central Depository Services (I) Ltd., and National Security Depository Ltd., Mumbai for providing demat facility to the share holders. The Company's ISIN No. is INE314D01011. The Company has also appointed M/s. Ankit Consultancy Pvt. Ltd., Indore as Registrar and Share Transfer Agent for the above purpose.

All Shareholders should address their correspondence to the Company at its Regd. Office at:

TIRUPATI STARCH AND CHEMICALS LIMITED

First Floor, Shreeram Chambers, 12, Agrawal Nagar Main Road, Indore - 452 001

Email: tirupati@tirupatistarch.com

Phone: + (91) (0731) 2405001, 2505002, 2405003

And

ANKIT CONSULTANCY PRIVATE LIMITED

60, Electronic Complex, Pardeshipura, Indore - 452 010

Email: ankit_4321@yahoo.com

Phone: + (91) (0731) 2551745, 2551746

Fax: + (91) 0731 4065798

6. Shareholding Pattern as on 31st March, 2015.

Share holding Pattern as on 31st March, 2015 (in accordance with Clause 35 of the Listing Agreement)

Category	No. of shares held	Percentage of shareholding
A. Promoter's holding		
1. Promoters *		
-Indian Promoters	34,57,356	56.74
- Foreign Promoters	Nil	Nil
2. Person acting in concert		
Sub - Total	34,57,356	56.74
B Non - Promoters Holding		
3. Institutional Investors		
a. Mutual Funds and UTI	24,500	0.40
b. Bank, Financial Institutions, Insurance Companies (Central/State Govt. Institution/ Non- Government institutions)	12,500	0.21
c. FIIs		
Sub Total	37,000	0.61
4. Others		
a. Private Corporate Bodies	43,663	0.72
b. Individuals (having nominal share capital upto Rs. 1 Lac	23,53,352	38.62
c. NRIs/ OCBs	100	0.00
d. Individuals (having nominal share capital exceeding Rs. 1 Lac	2,01,455	3.31
e. Any other (Clearing Member)	250	0.00
Sub- total	25,98,820	42.65
GRAND TOTAL	60,93,176	100.00

7. Distribution Schedule as on 31st March, 2015.

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 1000	8,802	71.60	8,77,518	14.40
1001-2000	1,722	14.01	3,43,707	5.64
2001-3000	451	3.67	1,34,964	2.22
3001-4000	243	1.98	96,944	1.59

4001-5000	476	3.87	2,37,841	3.90
5001-10000	333	2.71	2,79,138	4.58
10001-20000	128	1.04	1,95,099	3.20
20001-30000	48	0.39	1,20,985	1.99
30001-40000	10	0.08	34,300	0.56
40001-50000	9	0.07	40,446	0.66
500001-100000	10	0.08	82,823	1.36
100000 Above	62	0.50	36,49,411	59.89
Total	12,294	100.00	60,93,176	100.00

6. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

7. Plant locations

“Village Sejwaya”, Ghatabillod, Dist. Dhar, MP.

10. Details of the Directors seeking reappointment at the forthcoming Annual General Meeting:-

(In pursuance of Clause (49 VI (A) of the Listing Agreement)

Name of Director	Ms. Pramila Jajodia	Ms. Shashikala Mangal
Date of Birth	09.06.1950	10.06.1957
Date of Appointment	05.09.2003	29.01.2004
Expertise in specific Functional areas	Business	Business
List of other public limited Companies in which Directorship held as on 31 st March 2015	Nil	Nil
Chairman/Members of the Committees of the Board across all public companies of which he is a Director	1	2

Name of Director	Mr. Ramdas Goyal	Mr. Prakash Bafna
Date of Birth	22.02.1947	07.05.1948
Original Date of Appointment	09.12.1985	03.06.1987
Expertise in specific Functional areas	Administration	Trading
List of other public limited Companies in which Directorship held as on 31 st March	Nil	Nil

2015		
Chairman/Members of the Committees of the Board across all public companies of which he is a Director	Nil	Nil

Name of Director	Mr. Ramesh Goyal	Mr. Amit Modi
Date of Birth	11.03.1951	20.10.1976
Original Date of Appointment	01.04.1993	20.12.2014
Expertise in specific Functional areas	Manufacturing and Business	Manufacturing, Sales and Human Resources
List of other public limited Companies in which Directorship held as on 31 st March 2015	Nil	Nil
Chairman/Members of the Committees of the Board across all public companies of which he is a Director	Nil	Nil

Name of Director	Mr. Nikhar Agrawal	Mr. Nitin Kumar Gupta
Date of Birth	13.10.1988	10.07.1967
Date of Appointment	07.08.2015	28.08.2015
Expertise in specific Functional areas	Marketing and Sales	-
List of other public limited Companies in which Directorship held as on 31 st March 2015	Nil	Nil
Chairman/Members of the Committees of the Board across all public companies of which he is a Director	Nil	Nil

11. COMPLIANCE CERTIFICATE FROM A PRACTICING COMPANY SECRETARY

The certificate of a Practicing Company Secretary for compliance of the conditions of Corporate Governance in terms of Clause 49 of the Listing Agreement is annexed herewith.

For and on behalf of the Board of Directors

Ramdas Goyal
DIN: 00150037
Chairman and Managing Director

Place: INDORE

Date: 25th August, 2015