



74th
ANNUAL REPORT
2014-2015



SAYAJI INDUSTRIES LIMITED



Certificate of Registration

This certificate has been awarded to

Maize Products (A Division of Sayaji Industries Ltd.)

Near Chinubhai Nagar, P.O. Kathwada-Maize Products, Ahmedabad,
Gujarat, 382430, India

in recognition of the organization's Food Safety Management System which complies with

ISO 22000:2005

The scope of activities covered by this certificate is defined below

Manufacture of Maize Starch, Chemically Modified Starches, Liquid Glucose, Dextrose Monohydrate, Sorbitol 70% Solution, High Maltose, Corn Syrup and Anhydrous Dextrose

Certificate Number:

66615/B/0001/UK/En

Date of Issue: (Original)

08 April 2015

Date of Issue:

08 April 2015

Issue No:

1

Expiry Date:

07 April 2018

Issued by:

On behalf of the Schemes Manager



SAYAJI INDUSTRIES LIMITED

CIN

L99999GJ1941PLC000471

COMPANY INFORMATION

CHAIRMAN AND MANAGING DIRECTOR

Mr. Priyam B. Mehta

EXECUTIVE DIRECTORS

Mr. Varun P. Mehta

Mr. Vishal P. Mehta

NON EXECUTIVE DIRECTOR

Mrs. Sujata P. Mehta

NON EXECUTIVE INDEPENDENT DIRECTORS

CA Mahendra N. Shah

Dr. Gaurang K. Dalal

Dr. Janak D. Desai

CA Chirag M. Shah

BOARD COMMITTEES

AUDIT COMMITTEE

CA Chirag M. Shah - Chairman

Mr. Priyam B. Mehta

Dr. Gaurang K. Dalal

NOMINATION AND REMUNERATION COMMITTEE

CA Mahendra N. Shah - Chairman

CA Chirag M. Shah

Dr. Janak D. Desai

STAKEHOLDERS RELATIONSHIP COMMITTEE

CA Mahendra N. Shah- Chairman

Dr. Gaurang K. Dalal

Mr. Varun P. Mehta

Mr. Vishal P. Mehta

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Varun P. Mehta - Chairman

Dr. Gaurang K. Dalal

Dr. Janak D. Desai

Mrs. Sujata P. Mehta

COMPANY SECRETARY

Mr. Rajesh H. Shah

B. Com., LL.B., A.C.S.

AUDITORS

M/s. Deloitte Haskins & Sells,

Chartered Accountants, Ahmedabad.

LEGAL ADVISORS

M/s.Nanavati & Nanavati,

Advocates,

Ahmedabad.

BANKERS

Punjab National Bank

REGISTERED OFFICE

P.O.Kathwada-Maize Products,

Ahmedabad - 382 430.

Tel. : +91 79-22901581 to 85

Fax : +91 79-22902424

E-mail : maize@maizeproducts.com

Web site : www.maizeproducts.com

REGISTRAR AND TRANSFER AGENTS

Karvy Computershare Private Limited.

Karvy Selenium Tower B, Plot 31-32,

Gachibowli Financial District,

Nanakramguda, Hyderabad - 500008

Phone: 040-44655000/040-44655188

e-mail : einward.ris@karvy.com

FACTORY

P.O. Kathwada,

Maize Products,

Ahmedabad - 382430,

Gujarat.

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74th Annual General Meeting on Thursday, 13th August, 2015 at 9.00 a.m. at Bhuriba Lallubhai Mehta Primary School, P.O. Kathwada, Maize Products, Ahmedabad-382430.



NOTICE

Notice is hereby given that the seventy fourth annual general meeting of Sayaji Industries Limited will be held at Bhuriba Lallubhai Mehta Primary School, P.O.Kathwada - Maize Products, Ahmedabad - 382430 on Thursday, 13th August, 2015 at 9.00 a.m.. to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the balance sheet as at 31st March, 2015 and the statement of profit and loss of the company for the year ended on that date and the report of directors and auditors thereon.
2. To declare a dividend on equity shares of the company for the year ended 31st March, 2015.
3. To appoint a director in place of Mr. Vishal P. Mehta (holding DIN 02690946), who retires by rotation and being eligible offers himself for reappointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution** :

"RESOLVED THAT pursuant to provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (FRN 117365W) who were appointed as the Auditors of the company to hold the office from the conclusion of 73rd annual general meeting till the conclusion of 76th annual general meeting of the company to be held in the year 2017 at a remuneration to be decided by the audit committee/ board of directors from time to time and as agreed to by the auditors be and is hereby ratified."

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution** :

"RESOLVED THAT pursuant to provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Dalwadi and Associates, Cost Accountants (FRN - 000338) appointed as cost auditors by the board of directors of the company to audit the cost records of the company for the financial year 2015-16, be paid a remuneration of

₹ 1,00,000/- (Rupees one lac only) plus service tax and out of pocket expenses."

"RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution** :

"RESOLVED THAT pursuant to provisions of sections 73, 76 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to invite and accept deposits from general public and shareholders of the company."

"FURTHER RESOLVED THAT board of directors of the company be and is hereby authorised to prepare a circular or a circular in the form of advertisement in the form prescribed under the Companies (Acceptance of Deposits) Rules, 2014 for inviting and accepting the deposits from general public and shareholders of the company and file the same with the office of the registrar of companies for registration thereof duly signed by the majority of the directors of the company and one month thereafter issue the circular or circular in the form of an advertisement in English language in English newspaper and in vernacular language in one vernacular newspaper having wide circulation in Gujarat State and a copy of the same be uploaded on the web-site of the company."

"FURTHER RESOLVED THAT the board of directors of the company be and is hereby authorised to determine whether to invite and accept secured or unsecured deposits and the board be and is hereby further authorised to create necessary security in favour of deposit holders in case it decides to accept secured deposits and execute necessary documents and comply with necessary formalities in this regards."

"FURTHER RESOLVED THAT the board of directors of the company be and is hereby further authorised to take all the steps to comply with the requirements of the provisions of section 73, 76 and other applicable provisions of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 before inviting and accepting deposits from general public and shareholders of the company and do all the necessary acts and things to ensure that all the compliances are done as required by the said act and rules."

7. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **special resolution** :

“RESOLVED THAT pursuant to provisions of sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for time being in force) read with Schedule V to the said act as amended from time to time, consent of the members of the company be and is hereby accorded to the terms and conditions as contained in the draft agreement to be executed with Mr. Varun P. Mehta who is also the executive director of N B Commercial Enterprises Ltd. for his reappointment as the executive director of the company with effect from 16th January, 2015 to 31st March, 2019.”

“FURTHER RESOLVED THAT the consent of the company be and is hereby accorded to the terms and conditions including remuneration payable to Mr. Varun P. Mehta, as executive director for the period of three years from 16th January, 2015 to 15th January, 2018 as contained in the draft agreement of the re-appointment to be entered into with him as approved by the remuneration committee and the board of directors at their respective meetings held on 13th February, 2015 ensuring that the total remuneration to be paid to Mr. Varun P. Mehta shall not exceed the limits prescribed under Schedule V to the Companies Act, 2013.”

“FURTHER RESOLVED THAT his office shall be liable to determination by retirement of directors by rotation and if he is reappointed as a director, immediately on his retirement by rotation, he shall continue to hold the office of the executive director and such reappointment as a director shall not be deemed to constitute a break in his appointment as the executive director.”

“FURTHER RESOLVED THAT the board of directors of the company be and is hereby authorised to execute the agreement with Mr. Varun P. Mehta, the executive director of the company and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question or doubt that may arise in relation thereto and the board of directors be and is hereby also authorised to alter and vary such terms of appointment and remuneration of Mr. Varun P. Mehta so as not to exceed the limits specified in Schedule V to the Companies Act, 2013.”

By order of the Board of Directors

Rajesh H. Shah
Company Secretary

Place : Ahmedabad
Date : May 26, 2015



DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AT THE 74TH ANNUAL GENERAL MEETING OF THE COMPANY.

In terms of section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 for the purpose of determining the directors liable to retire by rotation, the independent directors shall not be included in the total number of directors of the company. Mr. Vishal P. Mehta shall accordingly retire at the forthcoming annual general meeting and being eligible offers himself for reappointment.

Mr. Vishal P. Mehta was appointed as the executive director on the board of directors of the company for the period of five years with effect from 26th July, 2011. The said appointment was approved by the members of the company at their 71st annual general meeting held on 7th August, 2012 by way of special resolution. Mr. Vishal P. Mehta is B.Sc.(Business Administration) from Babson College, USA with honours in Economics with specialization in Business Strategy. Mr. Vishal P. Mehta has been actively involved in the day-to-day management of the company since his appointment as the executive director of the company and looks after important functions of the company like production, purchase and plant operations. He has been instrumental in his efforts for debottlenecking and automation of manufacturing processes.

Mr. Vishal P. Mehta is a member of stakeholders relationship committee. Mr. Vishal P. Mehta is also the director in N B Commercial Enterprises Ltd, Sayaji Sethness Ltd., C V Mehta Pvt Ltd., Priyam Commercial Enterprises Pvt Ltd., Bini Commercial Enterprises Pvt Ltd. and Viva Texchem Private Ltd.

Upon his reappointment as a director, Mr. Vishal P. Mehta shall continue to hold the office as the executive director of the company and such reappointment as director shall not be deemed to constitute break in his appointment as the executive director of the company.

Mr. Vishal P. Mehta is interested in the resolution as it concerns his appointment. Mr. Priyam B. Mehta, Mrs. Sujata P. Mehta and Mr. Varun P. Mehta being related to Mr. Vishal P. Mehta may also be regarded as concerned or interested in the appointment of Mr. Vishal P. Mehta. No other directors, key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise, in the appointment of Mr. Vishal P. Mehta.

By order of the Board of Directors

**Rajesh H. Shah
Company Secretary**

Place : Ahmedabad
Date : May 26, 2015

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANY MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION AND AUTHORITY.**
2. The explanatory statement pursuant to section 102 of the Companies Act, 2013 which sets out details relating to special business at the meeting is annexed hereto.
3. The register of members and share transfer books of the company will remain closed from Wednesday, the 5th August, 2015 to Thursday, the 13th August, 2015 (both days inclusive).
4. The dividend on shares, if sanctioned by the annual general meeting, will be payable at specified branches of Axis Bank Limited, in India from 24th August, 2015, by dividend warrants valid for a period of three months to those shareholders whose names appear on the register of members of the company on 4th August, 2015. Thereafter, the dividend shall be paid by account payee cheques only from the registered office of the company at P.O. Kathwada, Maize Products, Ahmedabad – 382 430.
5. Pursuant to section 124 (5) of the Companies Act, 2013, all unclaimed/unpaid dividends in respect of the company's accounting year ended March 31, 2008 will be transferred to the investor education and protection fund (IEPF) set up by the Government of India pursuant to section 124 (5) of the Companies Act, 2013, within 30 days from 31st August, 2015. Members are requested to make their claim to the company for unclaimed/unpaid dividend for the year 2007-2008 before 31st August, 2015.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of Information Regarding Unpaid and Unclaimed Amount lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF rules, the company has uploaded the information in respect of the unclaimed dividend in respect of the financial year from 2006, as on the date of the 73rd Annual General Meeting held on 26th July, 2014, on the web-site of IEPF viz. www.iepf.gov.in.

Members who have not yet encashed their dividend warrant(s) for the financial year ended on 31st March, 2009 and onwards, are requested to make their claims to the company immediately at the registered office.
6. Members are requested to note that equity shares of the company are dematerialized and ISIN of the company is INE327G01016. The shareholders having their accounts with DPs having connectivity with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) may submit their shares for dematerialization to their respective DPs.
7. The company has appointed M/s Karvy Computershare Private Limited as the registrar and transfer agents for carrying out all the work relating to transfer, transmission, issue of duplicate share certificates in lieu of misplaced/lost certificates, change of address etc., to establish connectivity with NSDL and CDSL and to process the Demat/ Remat requests received from the DPs with whom members have opened their respective beneficiary accounts. The Members are requested to send all their requests for share transfer, transmission, issue of duplicate share certificates, change of address etc. to **M/s Karvy Computershare Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500008.**
8. Members are requested to quote their folio numbers/ beneficiary account numbers in all their correspondence.
9. Members desirous of obtaining any information concerning the accounts of the company are requested to send their queries to the company secretary at least 7 days before the date of the meeting so that the information referred by the members may be made available at the meeting.
10. Electronic copy of the annual report for the year 2014-15 is being sent to all the members whose e-mail IDs are registered with the company/ depository participant(s) 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 annual report for the year 2014-15 is being sent by post/ courier.

11. Members are requested to notify their bank account number to the company/ M/s Karvy Computershare Private Limited so as to ensure the smooth process of payment of dividend. Change, if any, in the bank account number should also be informed to the company/ M/s Karvy Computershare Private Limited at the earliest.
12. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members a facility to exercise their right to vote at the 74th annual general meeting by electronic means. The company has appointed M/s Karvy Computershare Private Limited for facilitation e-voting to enable the members to cast their votes electronically. The instruction and other information relating to e-voting are enclosed in a separate letter sent with this notice.
13. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days, up to and including the date of the annual general meeting of the company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS

Item no.5

The Board, on the recommendations of the audit committee has approved the re-appointment of M/s Dalwadi and Associates, Cost Accountants (FRN - 000338) as cost auditor at a remuneration of ₹ 1,00,000/- (Rupees One Lac only) plus service tax and out of pocket expenses as applicable, to conduct the audit of the cost records of the company for the financial year ending 31st March, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors has to be ratified by the shareholders of the company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at item No. 5 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31st March, 2016.

Certificate dated May 14, 2015 issued by the above firm regarding their eligibility for appointment as cost auditors will be available for inspection at the registered office of the company during 9.30 a.m. to 5.00 p.m. on all working days and shall also be available at the annual general meeting of the company.

None of the directors and key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 5.

The board recommends the resolution as set forth at item no. 5 of the notice for approval of the members.

Item no.6

The Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 allows the company to invite and accept deposits to the extent of 25% of its paid up capital and free reserves from general public and to the extent of 10% of its paid up capital and free reserves from its shareholders after passing a resolution at the annual general meeting of the company and after complying with various requirements as mentioned in section 73 and section 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014. The consent of the members of the company is accordingly sought for the purpose of inviting and accepting deposits by way of passing an ordinary resolution as mentioned in item no.6.

It is also proposed to authorize the board of directors of the company to invite and accept secured or unsecured deposits and take all the necessary steps to ensure compliance of the provisions of section 73 and 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 for the purpose of accepting and inviting such deposits from general public and shareholders as aforesaid and for the purpose of filing a circular or circular in the form of advertisement with registrar of companies before one month of issuance of such circular or advertisement and subsequently issuance of such circular or advertisement in the manner as indicated in the resolution.

None of the directors and key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 6.

The board recommends the resolution as set out at item no. 6 of the notice for approval of the members.

Item No.7

Mr. Varun P. Mehta aged about 29 years holds a bachelor's degree in science (business administration) from Fordham University, USA. He has been actively involved in the day-to-day management of the company since his appointment as the executive director of the company and looks after important functions of the company like H.R., finance and plant operations. He has been instrumental in his efforts for debottlenecking and automation of the manufacturing processes of the company.

Mr. Varun P. Mehta is also the executive director on the board of directors of N B Commercial Enterprises Ltd. He is also on board of directors of various other companies namely, Sayaji Sethness Ltd., C V Mehta Private Ltd., Priyam Commercial Enterprises Private Ltd., Bini Commercial Enterprises Private Ltd. and Viva Texchem Private Ltd.

Mr. Varun P. Mehta is the chairman of corporate social responsibility committee and a member of stakeholders relationship committee.

Concurring with the recommendations of the nomination and remuneration committee, and based on the qualifications, experience and contributions of Mr. Varun P. Mehta, the board at its meeting held on 13th February, 2015 has decided to reappoint him as the executive director of the company for the period from 16th January, 2015 to 31st March, 2019 at the following remuneration fixed by the nomination and remuneration committee for the period of three years from 16th January, 2015 to 15th January, 2018 :

- a) Salary : Up to ₹ 5,00,000/- per month as approved by the board from time to time and as permissible under Schedule V to the Companies Act, 2013.
- b) Perquisites: Up to ₹ 2,00,000/- per month including residential accommodation, furniture, furnishings and fixtures, gas, electricity, water, medical benefits in India or overseas, leave and leave travel facilities, employees stock option schemes etc. as may be approved by the board of directors from time to time. Such perquisites may also be provided by way of cash allowances in lieu thereof wherever appropriate. The said perquisites and allowances shall be evaluated wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules made there under or any statutory modification(s) or re-enactment thereof and in absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Company's contribution to provident fund, superannuation or annuity fund, to the extent this singly or together under the income tax law and gratuity payable and encashment of leave, as per the rules of the company and to the extent not taxable under the income tax law shall not be included for the purpose of computation of the overall ceiling of remuneration.

Total salary and monetary value of perquisites to Mr. Varun P. Mehta as the executive director shall be within the overall ceiling on remuneration under the provisions of section 197

and other applicable provisions of the Companies Act, 2013 and Schedule V to the said act as may be amended from time to time.

- c) Commission : Within the overall ceiling on remuneration of 5% and 10% of the net profits of the Company computed in the manner laid down under Section 197 of the Companies Act, 2013 in each year.
- d) The executive director shall be allowed reimbursement of entertainment, travelling, lodging and boarding including for his spouse during his business trips, any medical assistance provided including for his family members and provision of cars for use on company's business and telephone expenses at residence and the same shall not be considered as perquisites.
- e) The executive director shall not so long as he functions as such be paid any sitting fees for attending the meetings of the board of directors or committee thereof.
- f) Notwithstanding anything herein contained, where in any financial year during the period of his office as the executive director, the company has no profits or its profits are inadequate, the company may, subject to the requisite approvals, pay Mr. Varun P. Mehta remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act 2013 as may be agreed to by the board of directors and Mr. Varun P. Mehta.

Mr. Varun P. Mehta's office shall be liable to determination by retirement of directors by rotation and if he is reappointed as a director, immediately on his retirement by rotation, he shall continue to hold the office of the executive director and such reappointment as a director shall not be deemed to constitute a break in his appointment as the executive director.

The board of directors considers the re-appointment of Mr. Varun P. Mehta to be in the best interest of the company.

The re-appointment and remuneration of Mr. Varun P. Mehta requires approval of the members of the company.

Mr. Varun P. Mehta holds 1367 equity Shares of the company in his own name and no share or convertible instrument in the company is held by him either in his own name or in the name of any other person on a beneficial basis.

In view of the provisions of sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, the board recommends the special resolution set out at item no.7 of the accompanying notice for the approval of the members.



Copy of the draft supplemental agreement referred to in the resolution would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day upto and including date of the annual general meeting.

Mr. Varun P. Mehta is concerned and interested in the resolution. Mr. Priyam B. Mehta, Mrs. Sujata P. Mehta and Mr. Vishal P. Mehta to whom Mr. Varun P. Mehta is related may also be regarded as concerned and interested in the resolution. None of the other directors, key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out at item no.7. This explanatory statement may also be regarded as a disclosure under clause 49 of the listing agreement with stock exchange.

The statement of information as required by second proviso (iv) of Paragraph B of Section-II of Part - II of Schedule -V to the Companies Act, 2013

I. GENERAL INFORMATION

1. Nature of Industry

Manufacturing company engaged in the manufacture and sale of Starches and its derivative products like Liquid Glucose, Dextrose Anhydrous, Dextrose Monohydrate, Sorbitol and other by-products like Maize Oil, Maize Oil Cake, Maize Gluten and Maize Wet and Dry bran.

2. Date or expected date of commencement of commercial production

The Company is having its manufacturing facilities at P.O. Kathwada, Ahmedabad and it is one of the oldest and largest manufacture of Starches, its derivatives and by-products in the country since last more than 7 decades. The Corn wet milling was commenced by the Company in the year 1941 with a modest grinding capacity. However today the grinding capacity of the company has exceeded more than 600 Tons/Day with ambitious plans to expand its capacity further.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :

Not Applicable

4. Financial performance based on given indicators :

(₹ in Lacs)

Particulars	FY 2012-13	FY 2013-14	FY 2014-15
Turnover	50763.05	53104.33	50400.68
EBIDTA	2041.78	2606.87	2845.15
PBT	648.97	1158.06	1328.61
PAT	378.35*	666.53	941.21
EPS	478.92*	843.71	1191.41
Net Worth	3425.62	3953.51	4667.31

* Without considering the write-back of MAT credit of current and previous years

5. Foreign Investments or collaborations, if any :

The company had set up a company in the name of Sayaji Sethness Ltd. in collaboration with Sethness Products Company of USA for manufacture of caramel colours in 1993 which is operating successfully. Sayaji Group and Sethness Products Company hold 50% each in Sayaji Sethness Ltd.

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details :

Mr. Varun P. Mehta aged about 29 years holds a bachelor's degree in science (business administration) from Fordham University, USA. He has been actively involved in the day-to-day management of the company since his appointment as the executive director of the company and looks after important functions of the company like H.R., finance and plant operations. He has been instrumental in his efforts for debottlenecking and automation of the manufacturing processes of the company.

2. Past Remuneration :

₹ 5,00,000/- (Rupees Five Lacs only) per month.

3. Recognition or Awards :

The company has received in past no. of awards for its products. The most recent awards received by the company are as per details given below :

- Certificate of recognition awarded by Colgate Palmolive (I) Ltd. for company's association with them as business partner
- Outstanding performance award granted to the company by IFFCO, Dubai.

4. Job Profile and his suitability

Mr. Varun P. Mehta joined the company first as an ordinary director of the company in the year 2006 immediately on completion of his study in USA. Subsequently in the year 2010 he was appointed as the executive director of the company. He is looking after the day-to-day management of the company and the functions like H.R., Finance and plant operations. There has been a substantial increase in the turnover and profitability of the company due to efforts on the part of the managing director and executive directors of company. Keeping in mind his profile and experience it is considered to be in the interest of company to re-appoint him as the executive director of the company.

5. Remuneration proposed :

The board based on the recommendations of nomination and remuneration committee has approved the reappointment of Mr. Varun P. Mehta as the executive director of the company for the period from 16th January, 2015 to 31st March, 2019 and his remuneration was approved with effect from 16th January, 2016 for a period of 3 years as mentioned above.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) :

The proposed remuneration is comparable and competitive considering the industry, size of the company, the managerial position and the credentials of the executive director.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :

Mr. Varun P. Mehta is the executive director of the company and thus receives managerial remuneration. He also receives managerial remuneration from N B Commercial Enterprises Ltd. where he is the executive director and the total remuneration is within the limits prescribed under Schedule V to the Companies Act, 2013. He and his relatives are also entitled to various benefits in respect of his/ their shareholdings, if any, in the Company and other group companies in which he/ his relatives are holding shares. Mr. Varun P. Mehta is related to Mr. Priyam B. Mehta, managing director, Mr. Vishal P. Mehta executive director and Mrs. Sujata P. Mehta director of the company.

III. OTHER INFORMATION

The main raw material for the company is maize which is agri commodity and the price of the same varies depending on the availability and demand for the same which again is dependent on the rainfall in the Country. There has been an increase in the price of maize and other inputs in the past. The company had not been in a position to pass on the entire price increase of its inputs to its customers which had affected the margins of the company. However, with debottlenecking, automation, improvement in process parameters, better product mix and stringent cost cutting measures the company has been able to improve its profitability in past few years. The company has been actively planning to expand its capacity and with continued efforts to further improve technical parameters and better product mix the company hopes to further improve its top line and bottom line in the years to come.

IV. DISCLOSURES

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:

Details with regard to salary, benefits and sitting fees paid to the directors are disclosed in the annual report. The company did not give any bonuses and stock options to the directors.

2. Details of fixed components and performance linked incentives along with the performance criteria :

Details with regard to salary, benefits and sitting fees paid to the directors are disclosed in the annual report. The Company does not give any performance linked incentives to the directors.

3. Service contracts, notice period, severance fees :

Not Applicable

4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable :

Not applicable

By order of the Board of Directors

Rajesh H. Shah
Company Secretary

Place : Ahmedabad
Date : May 26, 2015

DIRECTORS' REPORT

To THE SHAREHOLDERS,

Your directors have pleasure in presenting the 74th annual report together with audited statements of accounts of the company for the financial year ended 31st March, 2015.

FINANCIAL RESULTS:

	2014-2015 (₹ in Lacs)	2013-2014 (₹ in Lacs)
Revenue from operations (gross)	50400.68	53104.33
Operating profit before interest, depreciation and taxation	2845.15	2606.87
Less : Interest	802.11	806.31
Gross profit	2043.04	1800.56
Less: depreciation	714.43	642.50
Profit before tax	1328.61	1158.06
Less : Current taxation	423.50	375.50
Provision for deferred tax	11.79	116.03
MAT credit of current year	(47.89)	-
	<u>387.40</u>	<u>491.53</u>
Net Profit for the year	941.21	666.53
Add: Balance brought forward from previous year	666.47*	699.59
Amount available for appropriation	1607.68	1366.12
Appropriations :		
Transfer to general reserve	800.00	500.00
Proposed dividend on equity shares	138.25	118.50
Tax on dividend	28.15	20.14
Balance carried forward to balance sheet	641.28	727.48
	<u>1607.68</u>	<u>1366.12</u>

* After deduction of ₹ 61.01 Lacs being depreciation on tangible fixed assets with nil remaining useful life on transition to Schedule II to the Companies Act, 2013

YEAR IN RETROSPECT:

Your directors report that during the year under review, the revenue from operations (gross) of your company was ₹ 50400.68 lacs as against ₹ 53104.33 lacs in the previous year due to reduction in trading turnover. However, with reduction in cost of maize as compared to previous year, better performance of utility coupled with better product mix, improved technical parameters and application of stringent cost cutting measures, your company has been able to increase its profitability. The operating profit of the company is ₹ 2845.15 lacs as against ₹ 2606.87 lacs in the previous year. The gross profit of the company stands at ₹ 2043.04 lacs as against ₹ 1800.56 lacs in the previous year. During the year under review, the profit before tax of the company increased by 14.72% from ₹ 1158.06 lacs to ₹ 1328.61 lacs and the net profit after tax increased by 41.21% from ₹ 666.53 lacs to ₹ 941.21 lacs. The maize grinding activity of the company increased by approx. 6% as compared to previous year.

Your company has discontinued its arrangement with Yashwant Sahakari Glucose Karkhana Limited. The company is still in the process of giving final effect to various terms of agreement entered into with Yashwant Sahakari Glucose Karkhana Limited on such discontinuation of the arrangement.

FUTURE OUTLOOK:

With less than normal rains projected in the current year, your directors expect that the price of all inputs like maize, coal, chemicals, electricity etc. may go up. Your directors are, however hopeful that the company would be able to improve its profitability by getting better price realization for its products, change in the product mix, further improvement in technical efficiency and continued application of stringent cost cutting measures at all levels.

With installation of new equipments, de-bottlenecking, automation of the existing production processes and improvement in effluent treatment facilities, your directors expect that the company would be able to increase the grinding activity as compared to previous years. By doing so, your company will be able to achieve a higher top line and improve its bottom line in the years to come.

AWARDS AND RECOGNITION:

The company has received ISO 22000:2005 which certifies the quality standards of the products and processes which the company adopts to manufacture its products. The company has also received outstanding performance award from IFFCO, a company located in Dubai and a certificate of recognition from Colgate Palmolive (India) Ltd. for their business association with the company

AMOUNT TO BE TRANSFERRED TO RESERVES AND DIVIDEND PROPOSED:

Your directors have proposed that a sum of ₹ 800.00 lacs be transferred to general reserves of the company from the amount available for appropriation of ₹ 1607.68 lacs during the year under review.

Your directors are pleased to recommend dividend at the rate of ₹ 175/- per equity share (previous year ₹ 150/- per equity share) for the financial year ended 31st March, 2015, which if approved by the members at the forthcoming annual general meeting will be paid to those members whose names appear on the register of members of the company on 4th August, 2015.

The total outflow on account of dividend will be ₹ 166.40 lacs including dividend tax of ₹ 28.15 lacs.

TECHNICAL ASSISTANCE AGREEMENTS:

The company continues to avail the benefits of technical expertise from M/s Tate & Lyle, Belgium and SIGMA Mudhendislik Makine Sanayi Ve Ticaret Auaturk

Mahalleşi, Girne Cad, Turkey which has enabled it to further improve the technical parameters of the production processes and also improve the quality of its products.

EXPORTS:

Your directors report that the export turnover of the company during the year under review is ₹ 12364.69 lacs as against ₹ 15692.19 lacs in the previous year due to appreciation in the value of rupee, unrest in middle east and far east countries where major portion of products of the company are exported. The company intends to continue with its long term export oriented marketing policy by penetrating more in its existing international market and exploring new avenues for its high value products.

MARKETING:

Due to extensive and effective efforts of the company's sole selling agents, M/s L G & Doctor Associates Private Limited, there has been an increase in the manufacturing turnover of your company in quantitative terms and the company has been able to achieve better price realization for its products. It is heartening to note that the total receivables at the end of the year has decreased and average credit period has also reduced due to efforts on the part of the sole selling agents.

Considering the persistent untiring efforts of the sole selling agents to find new markets, maintaining customers, exploring new avenues for the products and follow up for the collection of dues, it is proposed to continue to avail valuable services rendered by the sole selling agents. The company had applied to the Central Government for its approval to the reappointment of M/s L G & Doctor Associates Private Limited as the sole selling agents of the company for further period of five years with effect from 1st October, 2013 and the approval of the Central Government has been obtained to the said appointment till 31st March, 2014 under the erstwhile provisions of the Companies Act, 1956. The company is not required to obtain any approvals to such appointment under the provisions of Companies Act, 2013 which has come into effect from 1st April, 2014.

PUBLIC DEPOSITS:

Deposits aggregating ₹ 5.09 lacs due for repayment on or before 31st March, 2015 were not claimed by the depositors on that date. As on the date of this report, from the aforesaid amount, deposits aggregating ₹ 0.49 lacs have been claimed/paid.

Your company has accepted the deposits aggregating to ₹ 1327.84 lacs during the year under review after complying with the provisions of the said act and Companies (Acceptance of Deposits) Rules, 2014. There has been no default in repayment of deposits or

payment of interest thereon during the year under review and there are no deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

Your directors appreciate the support which the company has received from the public and shareholders to its fixed deposit scheme.

INSURANCE:

All the properties and insurable interests of the company including buildings, plant and machinery, stocks, loss of profit and standing charges and liabilities under legislative enactments are adequately insured.

GREEN INITIATIVE:

The company continues to generate electrical units from biogas engine of 1800 KVA which utilizes biogas captured while treating the effluents which are generated from the manufacturing processes of the company. This has resulted in saving of power cost. Utilization of biogas for generation of electricity reduces emission of the green house gases into environment and thus supports green environment.

The company has installed new ESP for standby boiler to ensure cleaner air. The modification of effluent treatment plant has been completed to ensure further improvement in compliance norms. More trees are planted in the premises to ensure greener environment around the plant.

MATERIAL CHANGES:

There are no material changes and commitments, affecting the financial position of the company which has occurred between the end of the financial year under review of the company to which the financial statements relate and the date of this board report.

DIRECTORS:

Mr. Vishvajit M. Mehta, independent director of the company passed away on 20th September, 2014. Mr. Vishvajit M. Mehta was appointed on the board of directors of the company in the year 1993 and his independent opinion on matters requiring approval of the board was always helpful to the board to take informed decisions. The board placed on record its appreciation for the commendable contribution by Mr. Vishvajit M. Mehta during his tenure as a director of the company.

A special resolution has been proposed for the approval of the members for reappointment of Mr. Varun P. Mehta, the executive director of the company from 16th January, 2015 to 31st March, 2019 and for approval of his remuneration from 16th January, 2015 to 15th January, 2018 details of which are mentioned in the explanatory statement of the notice of the 74th annual general meeting.



Mr. Vishal P. Mehta retires by rotation at the forthcoming annual general meeting and being eligible, offers himself for re-appointment.

The company has received a declaration from all the independent directors that they meet the criteria of independence provided under section 149 (6) of the Companies Act, 2013 and as per clause 49 of the listing agreement for the financial year under review.

Mr. Priyam B. Mehta is the chairman and managing director of the company since November, 1982. He is assisted by Mr. Varun P. Mehta who is the executive director of the company since January, 2010 and Mr. Vishal P. Mehta who is also the executive director of the company since July, 2011. The appointment of the said directors and their remuneration are recommended by the nomination and remuneration committee keeping in mind their contribution to the growth of the company, the financial position of the company, prevailing industry norms and provisions of the Companies Act and as approved by the board of directors and members of the company from time to time.

The independent directors of the company are highly qualified and stalwarts in their respective filed with wide and varied experience. They actively participate in the discussions at the board meeting and their suggestions have helped the company to grow at a rapid pace. The members at their 73rd annual general meeting held on 26th July, 2014 have appointed CA Mahendra N. Shah, Dr. Gaurang K. Dalal, Dr. Janak D. Desai and CA Chirag M. Shah as independent directors of the company for the period of five years for a term upto 31st March, 2019 keeping in mind their contribution to the growth of the company. The independent directors are paid sitting fees for attending the board and committee meetings. The nomination and remuneration committee has in place their criteria for determination of qualifications, positive attributes and independence of the directors, which they would consider as and when the company would be required to appoint the new independent directors.

Pursuant to the provisions of Companies Act, 2013 and clause 49 of the listing agreement, the board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of working of its audit committee, nomination and remuneration committee, stakeholders relationship committee and corporate social responsibility committee. The manner in which the evaluation has been carried out has been explained in the corporate governance report.

The manner in which the remuneration is paid to the directors, executive directors and senior level executives

of the company has also been explained in the corporate governance report.

During the year, five board meetings and four audit committee meetings were convened and held the details of which are given in the corporate governance report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of section 134 (5) of the Companies Act, 2013, your directors would like to state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year as on 31st March, 2015 and of the profit of the company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a "going concern" basis;
- (v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER COMPANIES (APPOINTMENT AND REMUNERATION) RULES, 2014:

The extract of annual return in form no. MGT-9 as provided under section 92 (3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management & Administration) Rules 2014 is annexed hereto as **Annexure-1** and forms the part of this report.

Further, the disclosure in the board report under Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 is also annexed hereto as **Annexure-2** and forms the part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The details of loans, guarantees or investments under section 186 of the Companies Act, 2013 at the beginning of the year, given/made during the year and at the end of the financial year under review is as given below:

Particulars of Loans/ Guarantees/ Investments	As at 1/4/2014	Given/Made during the financial year	As at 31/3/2015
Investment in 12,00,000 equity shares of Sayaji Sethness Ltd.	₹ 1,20,00,000/-	Nil	₹ 1,20,00,000/-
Investment in 2500 equity shares of Rapicut Carbide Ltd.	₹ 5,000/-	Nil	₹ 5,000/-
Investment in 472 equity shares of Punjab National Bank	₹ 1,84,000/-	Nil	₹ 1,84,000/-
Investment in 4500 equity shares of Cama Hotels Ltd.	₹ 58,000/-	Nil	₹ 58,000/-
Investment in 2500 equity shares of Sterling (Gujarat) Hospital Ltd.	₹ 25,000/-	Nil	₹ 25,000/-
Investment in 251100 equity shares of ACE Derivatives and Commodity Exchange Ltd.	₹ 25,64,000/-	Nil	₹ 25,64,000/-
Corporate Guarantee given to Punjab National Bank for financial assistance to N B Commercial Enterprises Ltd.	₹ 12,42,00,000/-	₹ 3,50,00,000/-	₹ 15,92,00,000/-

PARTICULARS OF ONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were at 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, key managerial personnel or other designated persons which may have potential conflict with interest of the company at large. A detailed report on material contracts and arrangements made during the year 2014-15, being arm's length transactions have been reported and annexed hereto in form AOC-2 as **Annexure - 3** and forms part of this report.

SUBSIDIARY COMPANIES:

The company does not have any subsidiary.

CODE OF CONDUCT:

The board of directors has approved a code of conduct which is applicable to the members of the board and all executives one level below the board. The company believes in zero tolerance against bribery, corruption and unethical dealings/ behaviour of any form and the board has laid down the directives to counter such acts. The code of conduct has been posted on company's web site www.maizeproducts.com.

The code lays down the standard procedure of business conduct which is expected to be followed by the directors and executives one level below the board in their business dealings and in particular on matters

relating to integrity in the work place, in business practice and in dealing with stakeholders.

All the board members and executives one level below the board have confirmed compliance with the code.

STATEMENT ON DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The statement on development and implementation of risk management policy is given under the management discussion and analysis report which is attached with this annual report.

CORPORATE SOCIAL RESPONSIBILTY (CSR) POLICY AND CSR INITIATIVES:

The company has developed CSR policy with the objective to lay down guiding principles for proper functioning of CSR activities to attain sustainable development of nearby society. CSR policy is also available on the web-site of the company.

The company has entered into 75th year of its existence and has contributed in the past generously in the areas like health-care, education, wild animal protection etc. The company has donated its precious land for establishment of primary school in its area and has procured furniture, computers, electrical fittings etc. required by the school for the benefits of children living in nearby areas. Contributions have also been made for programs formed by Government of Gujarat for education of girls in the state.

The CSR policy developed by the company mentioned the areas of its operation, the CSR activities, the



allocation of funds and arrangements for carrying out activities. The members of CSR committee include Mr. Varun P. Mehta as Chairman, Dr. Gaurang K. Dalal, Dr. Janak D. Desai and Mrs. Sujata P. Mehta as members.

The company has spent a sum of ₹ 15.81 Lacs on CSR activities during the year under review which is more than what it is required to spend on the said activities pursuant to the provisions of section 135 of the Companies Act, 2013. The CSR activities were overseen by the CSR committee and also by the board of directors on a regular basis. The report on CSR activities is annexed hereto as **Annexure - 4** and forms the part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The management discussion and analysis report as required under clause 49 of the listing agreement with the ahmedabad stock exchange has been attached and forms part of this report.

CORPORATE GOVERNANCE:

Your company has complied with the requirements of corporate governance as required under clause 49 of the listing agreement entered with the Ahmedabad Stock Exchange where the company's shares are listed. A separate report on corporate governance forms the part of the annual report. A certificate from the auditors regarding compliance of conditions of corporate governance also forms the part of the annual report.

AUDITORS:

The members are requested to ratify the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (FRN 117365W) as the statutory auditors of the company till the conclusion of 76th annual general meeting of the company.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Manuprasad Patel practicing company secretary to undertake secretarial audit of the company. No adverse comment has been made in the report of the secretarial auditor. The secretarial audit report is annexed hereto as **Annexure - 5** and forms the part of this report.

COST AUDITORS:

The company has received a letter from the cost auditors M/s Dalwadi & Associates, Cost Accountants to the effect that their re-appointment, if made, would be within the prescribed limits under section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. The board of directors

of the company at its meeting held on May 26, 2015 appointed M/s Dalwadi & Associates, Cost Accountants as the cost auditors of the company to conduct the audit of cost records maintained by the company as required by the Companies (Cost Records and Audit) Rules 2014 as amended from time to time.

The members are requested to ratify the remuneration to be paid to the cost auditors of the company.

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

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required under rule 8(3) of the Companies (Accounts) Rules, 2014 is appended hereto as **Annexure - 6** and forms part of this report.

PARTICULARS OF EMPLOYEES:

The information required pursuant to section 197 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 in respect of employees of the company will be provided upon request. In terms of section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees particulars which is available for inspection by members at the registered office of the company during the business hours on all working days of the company upto the date of ensuing 74th annual general meeting of the company. If any member is interested in inspecting the same, the member may write to the company secretary in advance.

APPRECIATION:

Your directors express their deep sense of appreciation for the valuable and devoted services rendered by the chairman and managing director and the executive directors in the management and conduct of the affairs of the company. The directors also express their appreciation for the devoted services of the sole selling agents. Your directors also thank Punjab National Bank, banker to the company for extending financial assistance by way of working capital facilities and term loans at competitive rates. Your directors also wish to place on record their deep sense of appreciation for the devoted services of the company's executives, staff, workers and all associated, directly and indirectly with the affairs of the company.

For and on behalf of the Board of Directors

Priyam B. Mehta
Chairman and Managing Director

Place : Ahmedabad
Date : May 26, 2015

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE-1 Form No. MGT 9 EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2015

[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:

1	CIN	L99999GJ1941PLC000471
2	Registration Date	30 th January, 1941
3	Name of the Company	Sayaji Industries Limited
4	Category / Sub-Category of the Company	Public Limited Company
5	Address of the Registered Office and contact details	P.O. Kathwada, Maize Products, Ahmedabad 382430 Telephone no. 079-22901581-1585 Fax no. 079-22902424 e-mail : maize@maizeproducts.com
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500008 Phone : 040-44655000/040-44655188 e-mail : einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC code of the product/service	% to total turnover of the company
1	Maize Starch Powder	1108.12.00	19.30
2	Liquid Glucose	1702.30.01	24.27
3	Sorbitol	2905.44.00	18.89

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	Applicable section
1	M/s Sayaji Sethness Limited. 17,18,19 GVM Industrial estate, Odhav, Ahmedabad-382430	U24110GJ1993PLC020479	Associate Company	40.00	Section 2 (6) of the Companies Act, 2013

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

i) Category-wise share holding

Category of Shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1) Indian									
a) Individual/HUF	12342	18406	30748	38.92	12342	18406	30748	38.92	00
b) Central govt	00	00	00	00	00	00	00	00	00
c) state govt(s)	00	00	00	00	00	00	00	00	00
d) Bodies Corporate	5352	23088	28440	36.00	5352	23088	28440	36.00	00
e) Banks/FIs	00	00	00	00	00	00	00	00	00
f) Any Other	10	43	53	0.07	10	43	53	0.07	00
Sub-total (A) (1):-	17704	41537	59241	74.99	17704	41537	59241	74.99	00

Category of Shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRI/Individuals	00	00	00	00	00	00	00	00	00
b) Other individuals	00	00	00	00	00	00	00	00	00
c) Bodies Corporate	00	00	00	00	00	00	00	00	00
d) Banks/FIs	00	00	00	00	00	00	00	00	00
e) Any Other	00	00	00	00	00	00	00	00	00
Sub-total (A) (2):-	00	00	00	00	00	00	00	00	00
Total Share holding of promoter (A)=									
(A)(1)+(A)(2)	17704	41537	59241	74.99	17704	41537	59241	74.99	00
B. Public Shareholding									
1) Institutions	00	00	00	00	00	00	00	00	00
a) Mutual Funds	00	00	00	00	00	00	00	00	00
b) Banks/FIs	10	4	14	0.02	10	4	14	0.02	00
c) Central Govt	00	00	00	00	00	00	00	00	00
d) State Govt(s)	00	00	00	00	00	00	00	00	00
e) Venture Capital Funds	00	00	00	00	00	00	00	00	00
f) Insurance Companies	00	00	00	00	00	00	00	00	00
g) FIs	00	00	00	00	00	00	00	00	00
h) Foreign Venture Capital Funds	00	00	00	00	00	00	00	00	00
i) Others (specify)	00	00	00	00	00	00	00	00	00
Sub-total (B) (1):-	10	4	14	0.02	10	4	14	0.02	00
2. Non-Institutional									
a) Bodies Corporate									
i) Indian	16	18	34	0.04	11	18	29	0.04	00
ii) Overseas	00	00	00	00	00	00	00	00	00
b) Individual									
i) Individual Shareholders holding nominal share capital upto ₹ 1 Lakh	5481	12578	18059	22.86	5781	12283	18064	22.86	00
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	00	1652	1652	2.09	00	1652	1652	2.09	00
c) Others (specify)	00	00	00	00	00	00	00	00	00
Sub-total (B)(2) :-	5497	14248	19745	24.99	5792	13953	19745	24.99	00
Total public Shareholding (B)=(B)(1)+ (B)(2)	5507	14252	19759	25.01	5802	13957	19759	25.01	00
Shares held by custodians for GDRs & ADRs	00	00	00	00	00	00	00	00	00
Grand Total (A+B+C)	23211	55789	79000	100	23506	55494	79000	100	00

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered of total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered of total shares	
1	C V Mehta Pvt Ltd	11994	15.18	00	11994	15.18	00	00
2	Priyam Commercial Enterprises Pvt Ltd	10705	13.55	00	10705	13.55	00	00

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered of total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered of total shares	
3	Sujata Priyam Mehta	14221	18.00	00	14221	18.00	00	00
4	Priyam Bipinbhai Mehta	9115	11.54	00	9115	11.54	00	00
5	Bini Commercial Enterprises Pvt Ltd	5740	7.27	00	5740	7.27	00	00
6	Niramayiben Bipinbhai Mehta	3812	4.83	00	3812	4.83	00	00
7	Vishal Priyam Mehta	1800	2.28	00	1800	2.28	00	00
8	Priyaben Amalbhai Kothari	368	0.47	00	368	0.47	00	00
9	Varun Priyam Mehta	1367	1.73	00	1367	1.73	00	00
10	Amal Kiritbhai Kothari	50	0.06	00	50	0.06	00	00
11	Bipinbhai Vadilal Mehta	15	0.02	00	15	0.02	00	00
12	Janak D Desai	12	0.02	00	12	0.02	00	00
13	Chirag M Shah	11	0.01	00	11	0.01	00	00
14	Gaurang Kantilal Dalal	10	0.01	00	10	0.01	00	00
15	Vishvajit Makrand Mehta	10	0.01	00	10	0.01	00	00
16	Mahendrabhai Natvarlal Shah	10	0.01	00	10	0.01	00	00
17	Shri Murli packing & Trading Co. Pvt Ltd	1	0.00	00	1	0.00	00	00

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	At the beginning of the year	59241	74.99	59241	74.99
2	Data wise Increase/Decrease in promoters shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/transfer/bonus/sweat equity etc);	00	00	00	00
	At the end of the year	59241	74.99	59241	74.99

(iv) **Shareholding Pattern of top ten shareholders (other than directors, promoters and holders of GDRs and ADRs):**

Sr. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Shri Suhasbhai V Mehta	1652	2.09	1652	2.09
2	Shri Mahendra Girdharlal	571	0.72	571	0.72
3	Shri Kanhai Siddhitbhai Jhaveri	382	0.48	382	0.48
4	Unit Trust of India	343	0.43	343	0.43
5	Shri Dhavalkumar Todarmal Sheth	295	0.37	295	0.37
6	Shri Suhasbhai V Mehta	179	0.23	179	0.23
7	Shri Jawahirlal N Jariwala	154	0.19	154	0.19
8	Shri Atit Tarangbhai Shah	147	0.19	147	0.19
9	Shri Govindbhai Baldevbhai Desai	116	0.15	116	0.15
10	Shri Shahikant Babulal	111	0.14	111	0.14
	Data wise Increase/Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc);				
1	Shri Mahendra Girdharlal	1	0.00	purchased	
	At the end of the year (or on the date of separation, if separated during the year)				

1	Shri Suhasbhai V Mehta	1652	2.09	1652	2.09
2	Shri Mahendra Girdharlal	572	0.72	572	0.72
3	Shri Kanhai Siddhitbhai Jhaveri	382	0.48	382	0.48
4	Unit Trust of India	343	0.43	343	0.43
5	Shri Dhavalkumar Todarmal Sheth	295	0.37	295	0.37
6	Shri Suhasbhai V Mehta	179	0.23	179	0.23
7	Shri Jawahirlal N Jariwala	154	0.19	154	0.19
8	Shri Atit Tarangbhai Shah	147	0.19	147	0.19
9	Shri Govindbhai Baldevbhai Desai	116	0.15	116	0.15
10	Shri Shahikant Babulal	111	0.14	111	0.14

(v) Shareholding of directors and key managerial personnel:

Sr. No.	For each of the directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Shri Priyam Bipinbhai Mehta	9115	11.54	9115	11.54
2	Shri Varun Priyambhai Mehta	1367	1.73	1367	1.73
3	Shri Vishal Priyambhai Mehta	1800	2.28	1800	2.28
4	Sujata Priyambhai Mehta	14221	18.00	14221	18.00
5	CA Mahendra N Shah	10	0.01	10	0.01
6	Shri Vishvajit M Mehta	10	0.01	10	0.01
7	Dr. Janak D Desai	12	0.02	12	0.02
8	Dr. Gaurang K Dalal	10	0.01	10	0.01
9	CA Chirag M Shah	11	0.01	11	0.01
10	Shri Rajesh H Shah	00	00	00	00
11	Shri N J Deora	10	0.01	10	0.01
	Data wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/transfer/bonus/sweat equity etc);	00	00	00	00
	At the end of the year (or on the date of separation, if separated during the year)				
1	Shri Priyam Bipinbhai Mehta	9115	11.54	9115	11.54
2	Shri Varun Priyambhai Mehta	1367	1.73	1367	1.73
3	Shri Vishal Priyambhai Mehta	1800	2.28	1800	2.28
4	Sujata Priyambhai Mehta	14221	18.00	14221	18.00
5	CA Mahendra N Shah	10	0.01	10	0.01
6	Shri Vishvajit M Mehta	10	0.01	10	0.01
7	Dr. Janak D Desai	12	0.02	12	0.02
8	Dr. Gaurang K Dalal	10	0.01	10	0.01
9	CA Chirag M Shah	11	0.01	11	0.01
10	Shri Rajesh H Shah	00	00	00	00
11	Shri N J Deora	10	0.01	10	0.01

V. INDEBTEDNESS

Indebtedness of the company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal amount	407033761.25	54835991.41	188079000.00	649948752.66
(ii) Interest due but not paid	0.00	0.00	0.00	0.00
(iii) Interest accrued but not due	1519971.56	0.00	0.00	1519971.56
Total (i+ii+iii)	408553732.81	54835991.41	188079000.00	651468724.22
Change in Indebtedness during the financial year				
Addition	216622841.48	82407714.60	72942000.00	371972556.08
Reduction	103818577.39	0.00	44287000.00	148105577.39
Net change	112804264.09	82407714.60	28655000.00	223866978.69
Indebtedness at the end of the financial year				
(i) Principal amount	519838025.34	137243706.01	216734000.00	873815731.35
(ii) Interest due but not paid	0.00	0.00	0.00	0.00
(iii) Interest accrued but not due	1758823.01	0.00	0.00	1758823.01
Total (i+ii+iii)	5215596848.35	137243706.01	216734000.00	875574554.36

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Particulars of remuneration	Name of MD/WTD/Manager			Total Amount
		Chairman and Managing Director Mr. Priyam B. Mehta	Executive Director Mr. Varun P. Mehta	Executive Director Mr. Vishal P. Mehta	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income – tax Act, 1961	73.91	47.00	48.00	168.91
	(b) Value of perquisites u/s17(2) of the Income-tax Act,1961	11.43	9.34	3.58	24.35
	(c) Profits in lieu of salary under section 17(3) of the income tax Act 1961	—	—	—	—
2.	Stock option	—	—	—	—
3.	Sweat equity	—	—	—	—
4.	Commission-as % of profit-others, specify	—	—	—	—
5.	Others, please specify	—	—	—	—
	Total (A)	85.34	56.34	51.58	193.26
	Ceiling as per Act	90.00	60.00	60.00	210.00

B. Remuneration to other directors:

Sr. No.	Particulars of remuneration	Name of MD/WTD/Manager						Total Amount
		CA Mahendra N Shah	CA Chirag M Shah	Dr. Gaurang K Dalal	Dr. Janak D Desai	Mr. Vishvajit M Mehta	Smt. Sujata P Mehta	
3.	Independent Directors							
	Fee for attending board/committee meetings	2.15	2.15	2.35	1.35	1.00	—	9.00
	Commission	—	—	—	—	—	—	—
	Others, please specify	—	—	—	—	—	—	—
	Total (1)	2.15	2.15	2.35	1.35	1.00	—	9.00
4.	Other Non- Executive Directors							
	Fee for attending board/committee meetings	—	—	—	—	—	1.65	1.65
	Commission	—	—	—	—	—	—	—
	Others, please specify	—	—	—	—	—	—	—
	Total (2)	—	—	—	—	—	1.65	1.65
	Total (B) = (1+2)	2.15	2.15	2.35	1.35	1.00	1.65	10.65
	Total Managerial Remuneration	—	—	—	—	—	—	203.91
	Overall Ceiling as per the Act	—	—	—	—	—	—	242.00

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of remuneration	CFO Shri N J Deora	Company Secretary Shri Rajesh H Shah	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income – tax Act, 1961	14.74	14.34	29.08
	(b) value of perquisites u/s17(2) of the Income-tax Act,1961	5.06	3.69	8.75
	(c) profits in lieu of salary under section 17(3) of the income tax Act 1961	—	—	—
2.	Stock option	—	—	—
3.	Sweat equity	—	—	—
4.	Commission-as % of Profit- others, specify	—	—	—
5.	Others, please specify	—	—	—
	Total (A)	19.80	18.03	37.83

VII. PENALTIES/PUNISHMENT/COMPUNDING OF OFFENCES:

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

NIL

ANNEXURE - 2

DISCLOSURE IN THE BOARD'S REPORT UNDER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i	The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15	Director's name	Ratio to mean remuneration
		Mr. Priyam B. Mehta, Chairman & Managing Director	50.84 :1
		Mr. Varun P. Mehta, Executive Director	33.56 : 1
		Mr. Vishal P. Mehta, Executive Director	30.61 : 1
		CA Mahendra N. Shah, Director	01.28 : 1
		CA Chirag M. Shah, Director	01.28 :1
		Dr. Gaurang K Dalal, Director	01.40 :1
		Dr. Janak D. Desai, Director	0.80 : 1
		Mrs. Sujata P. Mehta, Director	0.98 : 1
ii	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2014-15 as compared to 2013-14	Director's CFO/CS Name	% increase in remuneration
		Mr. Priyam B. Mehta, Chairman & Managing Director	41.90
		Mr. Varun P. Mehta, Executive Director	78.09
		Mr. Vishal P. Mehta, Executive Director	89.77
		CA Mahendra N. Shah, Director	138.88
		CA Chirag M. Shah, Director	152.94
		Dr. Gaurang K Dalal, Director	135.00
		Dr. Janak D. Desai, Director	92.86
		Mrs. Sujata P. Mehta, Director	450.00
		Mr. N J Deora,CFO	27.19
		Mr. Rajesh H. Shah,CS	28.05
iii	Percentage increase in the median remuneration of employees in the financial year 2014-15 as compared to 2013-14	3.44%	
iv	No. of permanent employees on the roll of the company	As on 31.3.2015	As on 31.3.2014
		866	859
v	Explanation on the remuneration between the average increase in the remuneration and the company performance	Increase in remuneration is to compensate the inflationary effect and is in line with improvement in the profitability of the company.	

vi Comparison of the remuneration of the KMP against the performance of the company	Increase in remuneration of the KMP is in line with the improvement in the profitability of the company.				
vii Variations	Details	31.3.2015		31.3.2014	
	Market Capitalization	NA		NA	
	P E Ratio	NA		NA	
	% increase / decrease of market quotation	NA		NA	
	Net worth (₹)	4667.31 lacs		3953.51 Lacs	
viii Average percentile increase in salaries of employees other than managerial personnel	During 2014-15 12%			During 2013-14 10%	
	Justification for increase with reason for any exceptional circumstances			Normal industry standards applied based on increase in profitability of the company	
ix Comparison of each remuneration of the KMP against the performance of the company	Name of the KMP	Remuneration for the year ended			Reason against performance of the company
		31.3.15	31.3.14	% change	
	Mr. Priyam B. Mehta CMD	85.34 lacs	60.14 lacs	41.90	The increase is justified looking to increase in profits of the company
	Mr. N J Deora, CFO	19.80 lacs	15.57 lacs	27.17	
	Mr. Rajesh H. Shah, CS	18.03 lacs	14.08 lacs	28.05	
x Key parameters for any variable components of remuneration availed by the Directors	Nil				
xi Ratio of the remuneration of the highest paid director to that of the employees who are not director but receive remuneration in excess of the highest paid director during the year	Nil				

The board of directors of the company affirms that the remuneration is as per the remuneration policy of the company.

ANNEXURE - 3

Form - AOC- 2

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub – section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Not Applicable, as there are no contracts or arrangements or transactions entered into with related party which are not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis

Name of related party and nature of relationship	Nature of contract/ arrangement/ transaction	Duration	Salient features of contract/ arrangement/ transaction	Justification for entering into contract/ arrangement/ transaction	Date(s) of approval by the board	Amount paid in advance, if any
Sayaji Sethness Ltd. - common director	Supply of D M water	Since last September, 2008	Supply of D M water generated by company of ₹ 2.83 lacs in the year 2014-15	No extra expenses incurred by the company for such generation	At the board meetings held on 30.5.14, 8.8.14, 14.11.14 & 13.2.15	Nil
N B Commercial Enterprises Ltd. common director	Biogas engine given on lease	Since October 2013	Lease agreement for 5 years for biogas engine given on lease. Lease rent of ₹ 30.00 lacs received in the F/Y 2014-15	The company installed new and higher capacity gas engine and thought it fit to give old gas engine on lease	At the board meetings held on 30.5.14, 8.8.14, 14.11.14 & 13.2.15	Nil
N B Commercial Enterprises Ltd. common director	Sale of biogas	Since October 2013	Sale of biogas generated by the company of ₹31.69 lacs in F/Y 2014-15	No additional expense in incurred by the company for generation of biogas which is otherwise flared as per norms of GPCB	At the board meetings held on 30.5.14, 8.8.14, 14.11.14 & 13.2.15	Nil

ANNEXURE- 4

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or program.

The CSR policy was approved by the board of directors on 26th July, 2014.

The objective of the company's CSR policy is to lay down guiding principles for proper functioning of CSR activities to attain sustainable development of the nearby society.

The company has been engaged in CSR related activities since many years and has contributed generously in the areas like health care, education, wild animal protection etc. The company has donated its precious land for establishment of a primary school in its area and has procured furniture, computers, electrical fittings etc. required by the school for the benefit of children living in nearby areas. Contributions have also been made in the past for the programs formed by the Government of Gujarat for education of girls in the state.

The CSR policy adopted by the company intends to do CSR activities in various areas which include the areas like education, infrastructure support to education centers, skill development, community health care, (specialized in medical treatment, health camps etc.) saving wild animals, sanitation and public health, rain water harvesting, construction, repair and maintenance of community centers, promotion of art and culture, taking measures for benefit of armed forces veterans etc.

Web Link : <https://www.maizeproducts.com/investors/investor-relations>

2. Composition of CSR committee

Name of the Member	Designation
Mr. Varun P. Mehta	Chairman
Dr. Garuang K. Dalal	Member
Dr. Janak D. Desai	Member
Mrs. Sujata P. Mehta	Member

3. Average net profit of the company for last three financial years : ₹ 761.97 lacs

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above)

The company is required to spend ₹15.24 lacs.

5. Details of CSR expenditure done in the financial year under review :

- a) Total sum spent for the financial year : ₹15.81 lacs
 b) Amount unspent, if any : Nil
 c) Manner in which the amount is spent during the financial year is detailed below :

Sr. No.	Project activities	Sector	Locations	Amount outlay (budget) project or program-wise (₹ Lacs)	Amount spent on The project or program (₹ Lacs)	Cumulative expenditure upto Reporting Period (₹ Lacs)	Amount spent, direct or through implementing agency (₹ Lacs)
1	Cleaning of primary school and safety of students	Promotion of education	Kathwada Ahmedabad	4.25	4.20	4.20	4.20
2	Installation of fixtures in school	Promotion of education	Kathwada Ahmedabad	0.10	0.05	0.05	0.05
3	Construction of toilet blocks	Healthcare	Kathwada Ahmedabad	9.50	9.56	9.56	9.56
4	Installation of R O plant, coolers etc. in primary school	Healthcare	Kathwada Ahmedabad	1.00	1.00	1.00	1.00
5	Community services	Woman empowerment	Kathwada Ahmedabad	1.00	1.00	1.00	1.00
				15.85	15.81	15.81	15.81

Note : The amount was spent directly by the company

ANNEXURE - 5

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2015

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

To,
The Members,

Sayaji Industries Limited
P.O. Kathwad, Maize Products
Ahmedabad-382430

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sayaji Industries 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 **Sayaji Industries Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 complied with the statutory provisions listed hereunder and also that the company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed there under
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (vi) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (vii) The Employees State Insurance Act, 1948
- (viii) The Environment Protection Act, 1986 and other environmental laws.
- (ix) The Equal Remuneration Act, 1976
- (x) The Factories Act, 1948
- (xi) The Income Tax Act, 1961 and Indirect Tax Laws
- (xii) The Indian Stamp Act, 1899
- (xiii) The Industrial Dispute Act, 1947
- (xiv) The Minimum Wages Act, 1948
- (xv) The Negotiable Instrument Act, 1881
- (xvi) The Payment of Bonus Act, 1965
- (xvii) The Payment of Gratuity Act, 1972
- (xviii) The Payment of Wages Act, 1936 and other applicable Labour laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Ahmedabad Stock Exchange Limited.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

The adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

I further report that during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of shares/debentures/sweat equity
- (ii) Redemption/buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013 except the company has passed a special resolution u/s 180 (1) (C) on 26-7-2014 giving consent to the board of directors to borrow money in excess of paid up capital and free reserves of the company subject to the limit of ₹ 150 crores.
- (iv) Merger/amalgamation/reconstruction etc.
- (v) Foreign technical collaborations.

MANUPRASAD PATEL
FCS : 2588 C P No. : 6357

Place : AHMEDABAD
Date : 21st May, 2015

ANNEXURE - 6

Information under Rule 8 (3) of Companies (Accounts) Rules 2015 and forming part of the directors' report for the year ended 31st March, 2015.

A. Conservation of energy:

(i) Steps taken or impact on conservation of energy:

I. The following energy conservation measures were taken in the manufacturing activity and every endeavor has been made to ensure the optimal use of energy and conserve energy as far as possible :

1. The company has already installed fully automated starch dryer which will reduce consumption of steam and power.
2. Bio- digester efficiency has been improved which has increased generation of bio-gas which is given to biogas engine for more generation of power. The bio-gas is also given to gluten dryer for drying gluten which saves power.
3. Energy efficient motors and equipments are being installed/replaced. New grinding equipments are being installed for better performance.

II. Steps taken by the company for utilizing alternate sources of energy :

The Company has installed 1800 KVA Biogas engine which utilizes biogas captured while treating the effluents which are generated from the manufacturing processes of the company. This has resulted in substantial savings in power costs. Utilization of methane rich biogas for generation of electricity reduces emissions of the greenhouse gases into environment and thus support green environment.

III. **Capital Investments on energy conservation equipments and proposals, if any, being implemented for reduction of consumption of energy:**

1. The Company is in the process of replacing old designed cooling towers by new cooling towers to improve the efficiency of evaporators which will conserve energy.
2. The company is in the process of installing new oil expellers which will reduce consumption of electricity.

B. Technology absorption:

Technology absorption, adaptation & innovation:

I. Efforts, in brief, made towards technology absorption:

- a. Quality and yield of starch slurry has improved in co-ordination of technical collaboration team.
- b. The company has continued its efforts in the process of educating/ training shop floor employees resulting into improvement in the quality of dextrose syrup and other products. This in turn has helped in maintaining consistent operation of plants and has increased production of products.

II. Benefits derived as a result of the above efforts :

The fine tuning and process modification has resulted in improvement of efficiency at all levels.

III. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:

(a) Technology Imported During the year under review, the company has entered into a technical assistance agreement with SIGMA & has continued its technical assistance agreement with Tate & Lyle and SIGMA. Collaborators will share their technical know-how and expertise in good faith for improvement of production efficiency of the plants of the company.

(b) Year of Import —

(c) Has technology been fully absorbed. —

(d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plan of action. —

IV. Research and development (R & D):

Efforts continue at all levels to improve operational efficiency and product upgradation to meet the requirements of domestic and international markets. No specific expenses can be earmarked for R & D as this is an ongoing process at the operational level.

C. Foreign Exchange earnings and outgo:

The information in respect of foreign exchange earnings and outgo is set out in Note No. 23 (xi) and 23(xii) to the accounts.

CORPORATE GOVERNANCE REPORT

OVERVIEW OF CORPORATE GOVERNANCE OF SAYAJI INDUSTRIES LTD. AT A GLANCE

Sayaji Industries Limited believes in good corporate governance to achieve highest standard of transparency, integrity, accountability and good corporate practices which help all the stakeholders like the shareholders, employees, creditors, lenders and society at large. The company has been prompt in discharging its statutory and social obligations. The board of directors supports the broad principles of corporate governance and is committed to align and direct the actions of the company to achieve the objectives of transparency, accountability and integrity.

At Sayaji, corporate governance has grown since 74 years with its journey of efficient industrial entrepreneurship. Company is in continued compliance with guideline of corporate governance since many years as stipulated in clause 49 of the listing agreement entered into with the Ahmedabad Stock Exchange limited as amended from time to time.

BOARD OF DIRECTORS

BOARD MEETINGS

The board of directors presently comprises of eight directors out of which three are executive directors and five are non-executive directors. Except Mrs. Sujata P. Mehta all other non-executive directors are independent directors and are leading professionals from varied fields whose input bring in independent judgment to the discussions and deliberations in the board meetings. During the year 2014-15 five board meetings were held on 30.05.2014, 26.07.2014, 08.08.2014, 14.11.2014 and 13.02.2015. A meeting of independent directors of the company was also held on 13.03.2015.

Composition and attendance of each director at the meeting of the board of directors and at the last AGM

The composition of the board of directors and their attendance at the meetings of board of directors during the year and at last annual general meeting are given below :

Name of the director	DIN	Category of directorship	No. of board meetings attended	No. of directorships held in other Indian public limited companies	Attendance at the last AGM	Qualification shares held by non-executive directors
Mr. Priyam B. Mehta	00030933	Executive-Chairman & managing director	5	2	Yes	-

Name of the director	DIN	Category of directorship	No. of board meetings attended	No. of directorships held in other Indian public limited companies	Attendance at the last AGM	Qualification shares held by non-executive directors
Mr. Varun P. Mehta	00900734	Executive director	4	2	Yes	-
Mr. Vishal P. Mehta	02690946	Executive director	5	2	Yes	-
CA Mahendra N. Shah	00021194	Non executive -Independent director	5	1	Yes	10
Mr. Vishvajit M. Mehta	00032207	Non Executive -Independent director	3	-	Yes	10
Dr. Janak D. Desai	02565216	Non executive -Independent director	3	-	Yes	12
Dr. Gaurang K. Dalal	00040924	Non executive -Independent director	5	1	Yes	10
CA Chirag M. Shah	00021298	Non executive -Independent director	5	-	Yes	11
Mrs. Sujata P. Mehta	00037746	Non executive director	5	1	N A	-

- Mr. Vishvajit M. Mehta passed away on 20th September, 2014 and hence he attended three board meetings held by the company on 30.05.2014, 26.07.2014 and 08.08.2014.
- None of the non-executive independent directors of the company have any pecuniary relationships or transactions with the company except holding qualification shares in the company.
- None of the directors of the company holds any membership/ chairmanship in board committees of other companies.
- There is no compensation package except payment of sitting fees to the non- executive directors.
- All the information required to be furnished to the board of directors was made available to them along with the detailed notes. This information includes minutes of meeting of audit committee, nomination and remuneration committee, stakeholders relationship committee, CSR committee, information about recruitment of senior officers just below the board level, materially important litigations, show cause/ demand notices, prosecution and penalty, fatal or serious accidents or dangerous occurrences, material effluent or pollution problems if any, material default in financial obligations if any, sale of material nature of investments, sale of assets which are not in the normal course of business, details of joint venture, acquisition of companies or collaboration agreement, details of foreign exchange exposure and the steps taken by the management to limit the risks of adverse exchange rate movement, non compliance of any regulatory, statutory or listing requirements as well as shareholder services such as non-payment of dividends etc.

AUDIT COMMITTEE

The company has formed the audit committee comprising of three directors. Two of the members are independent directors and the chairman and managing director of the company is also a member of the audit committee. CA Chirag M. Shah is the chairman of the audit committee. During the year four audit committee meetings were held on 30.05.2014, 08.08.2014, 14.11.2014 and 13.02.2015.

The audit committee at the board level acts as a link between the independent auditors, internal auditors, the management and the board of directors and oversees the financial reporting process. The audit committee interacts with the internal auditors, independent auditors, secretarial auditors and cost auditors and reviews and recommends their appointment and remuneration. The audit committee is provided with all necessary assistance and information to enable it to carry out its functions effectively.

In general the audit committee reviews the audit and internal control procedures, accounting policies and the company's financial reporting process and ensures that the financial statements are correct, sufficient and credible and exercises the powers as recommended from time to time by SEBI, stock exchanges and/or under the Companies Act, 2013. Further audit committee also reviews the following information mandatorily :

1. Management discussion and analysis of financial conditions and results of operations.
2. Statement of significant related party transactions submitted by the management.
3. Management letters/ letters of internal control weaknesses if any, issued by the statutory auditors.
4. Internal audit report relating to internal control weaknesses if any, and implementation of action points arising therefrom.
5. Appointment, removal and terms of remuneration of the internal auditors.
6. Quarterly and annual financial statements and
7. Risk assessment and minimization procedures.

The composition of audit committee and particulars of attendance at the audit committee meetings during the year under review are given below :

Name of directors	Chairman/Member	Category of directorship	No. of meetings attended
CA Chirag M. Shah	Chairman	Non-executive – independent	4
Mr. Vishvajit M. Mehta*	Member	Non-executive – independent	2
Dr. Gaurang K. Dalal	Member	Non-executive – independent	4
Mr. Priyam B. Mehta	Member	Executive – promoter	4

*Mr. Vishvajit M. Mehta expired on 20.09.2014 and he attended two meetings of the audit committee held on 30.05.2014 and 08.08.2014.

The sr. executive vice president (finance) and the sr. executive vice president (accounts) are permanent invitees to the audit committee meetings. The company secretary acts as secretary to the audit committee. The chairman of the audit committee was also present at the 73rd annual general meeting of the company held on 26th July, 2014.

NOMINATION AND REMUNERATION COMMITTEE

The company has three whole time directors on the board whose remuneration is approved by the committee subject to approval of the board of directors, members and if required by the Central Government in compliance with the provisions of Companies Act, 2013 and relevant schedules under the said Act. Members of remuneration committee are CA Mahendra N. Shah - Independent director as the chairman, CA Chirag M. Shah - Independent director and Dr. Janak D. Desai – Independent director as members.

The terms of reference of the committee, inter alia, include: (a) formulation of policy for determining qualification, positive attributes and independence of a director and remuneration for the directors, key managerial personnel and other employees and recommend the same to the board and (b) identification of persons who are qualified to become directors and who may be appointed in senior management cadre in accordance with the criteria as per the policy approved by the board. The policy of the company is to remain competitive in the industry, to attract and retain the best talent and appropriately reward executives for their individual performance and contribution to the business of the company.

During the year 2014-15, meetings of nomination and remuneration committee were held on 30.05.2014, 08.08.2014 and 13.02.2015. CA Chirag M. Shah and CA Mahendra N. Shah attended all the aforesaid meetings. Dr. Janak D. Desai attended all the meetings as aforesaid except the meeting held on 13.02.2015.

Details of remuneration paid to directors:

(₹ in Lacs)

Name of director	Salary	Perquisites*	Sitting fees for attending meeting of board of directors and committee meetings
Mr. Priyam B. Mehta	73.91	24.91	Nil
Mr. Varun P. Mehta	47.00	18.42	Nil
Mr. Vishal P. Mehta	48.00	13.08	Nil
CA Mahendra N. Shah	-	-	2.15
Mr. Vishvajit M. Mehta	-	-	1.00
Dr. Janak D. Desai	-	-	1.35
Dr. Gaurang K. Dalal	-	-	2.35
CA Chirag M. Shah	-	-	2.15
Mrs. Sujata P. Mehta	-	-	1.65

* includes company's contribution to provident fund, superannuation fund (to the extent not taxable under the Income Tax Act) and contribution to gratuity fund which are not included in computation of ceiling of managerial remuneration as per Section IV of Part II of Schedule V to the Companies Act, 2013.

SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

As per provisions of the Companies Act, 2013 and as provided in clause 49 of the listing agreement as amended from time to time, the company has appointed independent directors for the period of five years at its 73rd annual general meeting. All the independent directors of the company are highly qualified and are experts in their respective field. They actively take part in the discussions at the board meetings and provide valuable independent inputs which enable board of directors of the company to take informed decisions on issues discussed at the meetings.

In case of appointment of new independent directors, the board and the independent directors shall satisfy itself with regard to independent nature of the director vis-a-vis the company so as to enable the board to discharge its functions and duties effectively. It will also be ensured that the candidate identified for appointment as a director is not disqualified for appointment under section 164 of the Companies Act, 2013. The board and independent directors shall consider the attributes/criteria like qualification, expertise and experience of the director in his respective field, personal, professional or business standing, diversity of the board etc. and in case of reappointment of non executive director, the board shall take into consideration the performance evaluation of the director and his engagement level.

The non executive directors are entitled to receive sitting fees for each meeting of the board and committee attended by him of such sum as may be approved by the board within overall limits prescribed under the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Presently the company has three executive directors. Mr. Priyam B. Mehta is the chairman and managing director of the company. He has been with the company for more than three decades and has been instrumental in the progress of the company since the management of the company was taken over by him with his late father Mr. Bipin V. Mehta. Mr. Varun P. Mehta was appointed as the executive director of the company in January, 2010 and he is looking after the all important functions like H R, finance and plant operations. Mr. Vishal P. Mehta is the executive director of the company since July 2011 and is looking after the functions like production, purchase and plant operations since then. There has been a substantial increase in the turnover and profitability of the company due to

efforts on the part of the managing director and executive directors of company.

At the time of appointment or re-appointment, the executive directors shall be paid remuneration as agreed between the company (which includes nomination and remuneration committee and the board of directors) and the executive directors within the overall limits prescribed under the Companies Act, 2013 and Schedule V to the Act. The remuneration shall be subject to the approval of the members of the company in general meeting and subject to approval of Central Government, if required.

The remuneration of the executive directors comprises only of fixed component. The fixed component comprise salary, allowances, amenities and other benefits.

Remuneration policy for the senior management employees :

In determining the remuneration of senior management employees (i.e. KMPs and executives one level below the board) the directors shall ensure the relationship of their remuneration and performance benchmark.

The executive directors will carry out the individual performance review based on the standard appraisal matrix and shall take into consideration the appraisal and other factors while recommending the annual increments of the senior management employees.

PERFORMANCE EVALUATION POLICY

The company has adopted performance evaluation policy for evaluation of performance of its directors and the board of directors itself. The board of directors has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of its audit committee, nomination and remuneration committee, CSR committee and stakeholders relationship committee. A structured questionnaire was prepared after taking into consideration various aspects of the board's functioning such as effectiveness in decision making, effectiveness in developing corporate governance structure, effectiveness in providing suggestions and advices to the management, creation of environment for open discussion and meaningful participation at the meetings, effectiveness in considering the reports and financial statements of the company and efforts for improvement in the same etc.

A separate exercise was carried out to evaluate the performance of the individual directors including the chairman and managing director who were evaluated on the parameters like leadership initiatives, new ideas suggestions and planning, effectiveness in decision making, compliance with policies of the company, its code and ethics, timely inputs on minutes etc. The performance evaluation of independent directors was carried out by the Board. The performance evaluation of executive directors and non independent director was carried out by

the independent directors. The directors expressed their satisfaction with the evaluation process.

INDEPENDENT DIRECTORS MEETING

The meeting of independent directors of the company was held on 13th March, 2015 wherein the independent directors of the company were informed in detail about the business of the company, its products and clients of the company. The independent directors of the company were also enlightened of their roles, functions and duties keeping in mind the provisions of the Companies Act, 2013. The independent directors at the meeting reviewed the performance of the non independent directors and the board of directors based on the parameters as discussed above in performance evaluation policy of the company.

RISK MANAGEMENT

The company has identified the risks associated with the business of the company and has taken measures to minimize the same and the details, if required are presented to and discussed at the board meeting. The risk management issues are discussed in the management discussion and analysis report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The terms of reference of the committee had been revised by the board of directors to resolve grievances of shareholders, investors, public deposit holders and other stakeholders of the company.

The members of company's stakeholders relationship committee are CA Mahendra N. Shah- chairman, Dr. Gaurang K. Dalal- member, Mr. Varun P. Mehta- member and Mr. Vishal P. Mehta- member. During the year 2014-15, meetings of stakeholders relationship committee were held on 30.05.2014, 08.08.2014, 14.11.2015 and 13.02.2015. CA Mahendra N. Shah, Dr. Gaurag K. Dalal and Mr. Vishal P. Mehta attended all the meetings of the committee. Mr. Varun P. Mehta attended all the meetings of the committee except the meeting held on 13.02.2015.

Number of investor complaints received, solved and pending during the period from 1.4.2014 to 31.3.2015

Nature of complaints	Received	Solved	Pending
Non receipt of securities/complaint relating to transfer of shares	5	5	0
Non receipt of dividend warrants	9	9	0
Correction of names on securities	2	2	0
Clarification regarding shares	1	1	0

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

The objective of company's CSR policy is to lay down guiding principles for proper functioning of CSR activities to attain sustainable development of nearby society.

CSR committee comprises of Mr. Varun P. Mehta- executive director as chairman, Dr. Gaurang K. Dalal-

independent director as member, Dr. Janak D. Desai - independent director as member and Mrs. Sujata P. Mehta - non executive director as member. The meetings of CSR committee were held on 08.08.2014, 14.11.2014 and 13.02.2015. Dr. Gaurang K. Dalal and Mrs. Sujata P. Mehta attended all meetings of CSR committee. Dr. Janak D. Desai attended the meeting of CSR committee held on 08.08.2014 and Mr. Varun P. Mehta attended all meetings of CSR committee except the meeting held on 13.02.2015.

SHARE TRANSFER COMMITTEE

The board of directors also constituted share transfer committee for transfer and transmission of shares. The whole time directors and company secretary are members of the said transfer committee. Mostly, two meetings are held every month to ensure that the shares are transferred to the transferees within stipulated period as mentioned in the listing agreement with the stock exchange.

WHISTLE BLOWER POLICY

The company has in place a mechanism of reporting illegal or unethical behaviour. Employees are free to report violations or laws, rules, regulations or unethical conduct to the notified persons. The reports received from any employees will be reviewed by the audit committee. It is affirmed that no person has denied access to the audit committee in this respect. The directors and senior management are required to maintain confidentiality of such reporting and ensure that whistle blowers are not subjected to any discriminatory practice.

GENERAL BODY MEETING

Location and time for the last three Annual General Meetings

Year ended	Date	Time	Venue	No. of special resolutions passed
31st March, 2014	26th July, 2014	9.00 a.m.	Bhuriba Lallubhai Mehta, Primary School, P.O. Kathwada, Maize Products, Ahmedabad - 382430.	3
31st March, 2013	14th August, 2013	10.30 a.m.	Bhuriba Lallubhai Mehta Primary School, P.O. Kathwada, Maize Products, Ahmedabad - 382430.	3
31st March, 2012	7th August, 2012	9.30 a.m.	Bhuriba Lallubhai Mehta Primary School, P.O. Kathwada, Maize Products, Ahmedabad-382430	3

The board of directors of the company at its meeting held on 26th May, 2015 approved a postal ballot notice to be sent to the shareholders of the company to pass two special resolutions by postal ballot for adoption of new set of articles of association of the company and for obtaining consent of members for creation of charge/hypothecation/mortgage on the assets of the company. The company will despatch of postal ballot notice along with postal ballot form and self addressed postage prepaid business reply envelop to the shareholders seeking their consent

for the resolutions set forth in the postal ballot notice dated 29th May, 2015.

Further in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules 2014 and clause 35B of the listing agreement, the company will be providing e-voting facility as an option to its members whose names appear in the register of members/beneficial owners as on the cut-off date i.e. 29th May, 2015. The members can opt for only one mode of voting i.e., either by physical postal ballot or e-voting. If the members opt for e-voting, then they should not vote by physical postal ballot and vice versa. The detailed instruction and information relating to voting including e-voting will be set out in the postal ballot notice and postal ballot paper sent to the members.

The facility to exercise vote by postal ballot, including e-voting will be available during the following period :

Commencement of voting : from 10.00 a.m. (IST) on June 16, 2015

End of voting : upto 5.00 p.m. (IST) on July 15, 2015

E-voting shall not be allowed after 5.00 p.m. on July 15, 2015 and any postal ballot form received thereafter would be strictly treated as if reply has not been received.

The Board has appointed Mr. Niraj Trivedi, practicing company secretary as a scrutinizer to ensure that the postal ballot process is conducted in a fair and transparent manner.

The scrutinizer will submit the results to the chairman after the completion of the scrutiny of the postal ballot forms and e-voting and the results of the voting and the results of the voting by postal ballot will be announced on or before Wednesday, July 22, 2015 at the registered office of the company.

The results declared along with the scrutinizer's report(s) will be available on the website of the company (www.maizeproducts.com) and on KCPL's website (<https://evoting.karvy.com>) and shall be communicated to Ahmedabad stock exchange limited. In the event, the draft resolutions are assented to by the requisite majority of members by means of postal ballot, the date of declaration of result shall be deemed to be the date of passing of the said resolutions.

DISCLOSURES

Disclosures on materially significant related party transactions, i.e. transactions of the company of material nature with its promoters, the directors or management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large :

All transactions with related parties are in the ordinary course of business and at arm's length. The company has not entered into any transactions of a material nature with any related parties which are in conflict with the interest of the company. A note on particulars of material contracts/arrangements entered into by the company with related parties referred to in sub - section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto has been annexed to the board report. The details of related party transactions are also disclosed in the note 23(xiii) to accounts in this annual report.

Compliance with accounting standards

In the preparation of financial statements there is no deviation from the prescribed accounting standards.

Code of conduct

The code of conduct for all board members and senior management of the company has been prescribed by the company. Certificate of compliance to that effect is attached to this report.

Certification under clause 49V

The chairman and managing director of the company has furnished the requisite certificate to the board of directors under clause 49V of the listing agreement.

Cases of non-compliance/ penalties

There are no non-compliances by the company on any matter related to the capital markets during the last three years. Similarly, there are no penalties or strictures imposed on the company by the stock exchange, SEBI or any other statutory authorities on any matter related to capital markets during the last three years.

MEANS OF COMMUNICATION

The company normally publishes the quarterly and annual results in leading English & Gujarati dailies.

The company has its own web-site www.maizeproducts.com on which the quarterly results are displayed.

The management discussion and analysis report is attached to the directors' report and forms part of the annual report.

GENERAL SHAREHOLDER INFORMATION

Annual general meeting

Day and date	: Thursday 13 th August, 2015
Time	: 9.00 a.m.
Venue	: Bhuriba Lallubhai Mehta Primary School, P.O. Kathwada - Maize Products, Ahmedabad- 382430.



Financial calendar (tentative)

Financial year : April-March
First quarter results : 2nd week of August, 2015
Half yearly results : 2nd week of November, 2015
Third quarter results : 2nd week of February, 2016
Fourth quarter/ annual results : 2nd/ week/ end of May, 2016
Book closure date : Wednesday, the 5th August, 2015 to Thursday, the 13th August, 2015 (both days inclusive).

Dividend payment date : 24th August, 2015

Listing in stock exchange(s) : Your company's shares are listed at Ahmedabad stock exchange limited.

Notes regarding payment of annual listing fees : The annual listing fees for the year 2015-16 has been already paid by the company.

Stock code at Ahmedabad stock exchange limited : SAYAJIINDU / 52210

ISIN with NSDL and CDSL : INE327G01016

CIN : L99999GJ1941PLC000471

Market price data and stock performance

The equity shares of the company are listed only at Ahmedabad stock exchange limited. There is no trading in the equity shares of the company at Ahmedabad stock exchange limited since last more than a decade. The data of market price and stock performance is therefore not given.

Compliance Officer

Rajesh H. Shah
 company secretary &
 sr. executive vice president
 Sayaji Industries Limited
 P.O. Kathwada, Maize Products,
 Ahmedabad-382430.
 Phone : +91(79) 22901581-85
 Fax : +91(79) 22902424
 e-mail : rhs@maizeproducts.com

Registrar and transfer agents

Karvy Computershare Private Limited
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli Financial District,
 Nanakramguda, Hyderabad - 500008
 Phone No : 040-44655000/040-44655188
 e-mail : einward.ris@karvy.com

Share transfer systems

Since the company's shares are traded in the demat segment on stock exchange, bulk of the transfer

takes place in the electronic form. The transfer of physical shares are handled by M/s Karvy Computershare Private Limited at the address as mentioned above.

Pattern of shareholding as on 31st March, 2015

Sr. No.	Category	No. of shares held	% of total shareholding
1	Promoters	59241	74.99
2	Mutual fund	0	0.00
3	Banks, financial institutions, insurance companies	14	0.02
4	Foreign institutional investors	0	0.00
5	Private bodies corporate	29	0.04
6	Indian Public	19716	24.95
7	NRIs/ OCBs	0	0.00
8	GDR/ ADR	0	0.00
	Grand total	79000	100.00

Distribution of shareholding as on 31st March, 2015

No. of equity shares	No. of folios	% of total folios	No. of shares	% of total shareholding
Less than 50	4441	98.97	14860	18.81
51 to 100	16	0.36	1061	1.34
101 to 200	7	0.16	914	1.16
201 to 300	2	0.04	522	0.66
301 to 400	4	0.09	1466	1.86
401 to 500	1	0.02	435	0.55
501 to 1000	3	0.07	2379	3.01
More than 1000	12	0.29	57363	72.61
Total	4486	100.00	79000	100.00

Dematerialization of shares and liquidity

The company's equity shares are available for dematerialization on both National Securities Depository Limited and Central Depository Services (India) Limited. Equity shares of the company are traded in demat form on stock exchange. 23506 equity shares being 29.75% of the capital have been dematerialized by investors and bulk of transfer takes place in the demat form.

Outstanding GDRs/ ADRs/ Warrants or any convertible instruments and conversion rate and likely impact on equity : Nil

Plant location

P.O. Kathwada,
 Maize Products, Ahmedabad-382 430.

Address for correspondence

Shareholders may correspond with the company at its registered office at

The Secretarial department
 Sayaji Industries Limited
 P.O. Kathwada, Maize Products,
 Ahmedabad-382 430.

CERTIFICATE

Auditors' Report on Corporate Governance :

To,
The Members of Sayaji Industries Limited
Ahmedabad

We have examined the compliance of the conditions of corporate governance by Sayaji Industries Limited (‘the company’) for the year ended 31st March, 2015 as stipulated in Clause 49 of the listing agreement with the Stock Exchange in India.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of the corporate governance as stipulated in the said clause. 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 explanations given to us, and based on the representations made by the directors and the management, we certify that the company has complied with the conditions of the corporate governance as stipulated in Clause 49 of the abovementioned listing agreement.

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

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No 117365W)

(Gaurav J. Shah)

Place: Ahmedabad

Partner

Date: May 26, 2015

Membership No. 35701

Declaration by the chairman & managing director clause 49 of the listing agreement

I, Priyam B. Mehta, chairman and managing director of Sayaji Industries Limited declare that to the best of my knowledge and belief, all the members of the board of directors and senior management personnel have affirmed compliance with code of conduct for the year ended 31st March, 2015.

Priyam B. Mehta
Chairman & Managing Director

Place : Ahmedabad.

Date : May 26, 2015

CEO/CFO CERTIFICATE

To
The Board of Directors
Sayaji Industries Limited
Ahmedabad

CERTIFICATE

We have reviewed the financial results and the cash flow statement of Sayaji Industries Limited for the financial year ended 31st March, 2015 and certify that

- (a) This results and statements, to the best of our knowledge and belief :
- (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (b) To the best of our knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or violative of company's code of conduct;
- (c) We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company and have disclosed to the auditors and audit committee, deficiencies in the design or the operation of internal controls of which we are aware, and the steps taken and proposed to be taken to rectify this deficiency;
- (d) We have also indicated to the auditors and to the audit committee :
- (i) significant changes in the internal controls with respect to the financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) to the best of our knowledge and belief, there are no instance of fraud involving either the management or employee having a significant role in the company's internal control systems with respect to financial reporting.
- (e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the company's internal control systems with respect to financial reporting.

N J Deora
Sr. Exe. VP
(Accounts)

Priyam B. Mehta
Chairman & Managing Director

Place : Ahmedabad

Date: May 26, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

Your directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2015.

INDIAN ECONOMY

Group company of global rating agency Moody's projected that Indian economy is expected to grow marginally higher at 7.5 per cent during the year compared with 7.2 per cent in 2014 and interest rate cuts will buttress private sector spending.

International Monetary Fund projects that India will overtake China as the fastest growing emerging economy in 2015-16 by clocking a growth rate of 7.5 per cent, helped by its recent policy initiatives, pick-up in investments and lower oil prices.

World Bank too has similar GDP growth forecast for India for the current fiscal year.

Moody's Analytics said that India's economy is on a cyclical upswing and forward-looking indicators suggest domestic demand is gathering momentum. However, the cause of concern for the year 2015 may be the forecast by the India Meteorological Department which has predicted 93 per cent seasonal rainfall for the southwest monsoon this year which may affect the production of agricultural output including maize which is the raw material for your company.

STARCH INDUSTRY – AN OVERVIEW

GLOBAL STARCH MARKET

Global starch consumption is projected to reach 133.5 million metric tons by the year 2018, driven primarily by the diversity and sheer number of end-use applications in both food and non-food industries, according to a new report from market researcher Global Industry Analysts, Inc. (GIA).

According to "Starch : A Global Strategic Business Report" economic recovery, rise in per capita consumption and growing demand for starch products from developing nations translates into a bright outlook for the sector. Starch end-use applications have grown in number over the years and now include diverse applications ranging from food and beverages to medicine, cosmetics, pharmaceuticals and more.

Growing consumption of liquid starches and modified starches has been one of the key reasons behind the quick recovery of the market post recession. With the global economy gradually improving and resulting in an increased intake of processed and convenience foods, the market for

modified starch, which finds substantial usage in these food applications, is finding increased demand, thereby driving the overall market at a CAGR of more than 7% till 2018.

According to the report, the United States is the largest supplier of starch in the world, followed by China. Recent growth in the global starch market has been particularly driven by developing markets in Asia-Pacific. In fact, the sector, which includes China, India, Thailand, South Korea and Philippines is expected to have a CAGR of 9.0% till 2018.

INDIAN STARCH SCENARIO

Maize being an agro based commodity, the production and prices of the same is largely dependent on the monsoon in India and this year the monsoon is expected to be below normal as per estimates of India Meteorological Department which may affect the production and price of maize in the year 2015-16.

Indian corn starch market is forecasted to double in the next four years. The utilization of corn starch in wide array of industries and new food consumption habits are the major drivers of the market. The end user industries such as paper, paint, food, textile, pharmaceutical, FMCG and confectionery are witnessing positive growth rate, thus increasing demand for corn starch in the country. There has been additions in the corn wet milling processing capacity of major starch manufacturers in India in the past few years and the trend is likely to continue in the times to come with the entry of global players in the market. There has also been an increase in the combined revenue of major corn starch companies in past few years. The growth potential for corn starch is tremendous in the country with current starch consumption per capita way below global average.

The Indian organized starch industry has an estimated size of more than ₹ 5,000 crores. The industry is at a nascent stage comprising around 40 starch and derivative products from corn as against international market which comprises more than 800 such products. Thus there is a huge scope of increase in demand in the coming years. The Indian starch industry is expected to grow at 15% p.a. in the coming years. The size of the starch industry in India is negligible as compared to international market. The profit of the industry also fluctuate from year to year due to erratic availability of the basic raw material- corn being an agri-product and depends on natural vagaries.

In other countries like USA and China, industry specific types of corn varieties are available, while in India no such segregation is done due to ignorance on the part of farmers and total absence of standardization. In India also there is a possibility of rise in the profitability of starch industry with reduction in input costs due to better recovery by using industry specific corn and by direct purchasing from farmers. There would be more concentration

on the modified starch segment which is estimated to grow from approx. USD 12.76 billion in 2012 to USD 15.23 billion by 2017, being growth of 3.2% CAGR over the said period.

OPPORTUNITIES AND THREATS

OPPORTUNITIES

Per capita consumption of starch in India is very less at approx. 2 kgs, as compared to global average of around 6 kgs and US average of 65 kgs. There is also a huge scope of increase in starch and derivative products in India, where just 40 starch and derivative products are produced as against approx. 800 such products globally. All this augurs well for the starch industry in India and Sayaji Industries Limited which is one of the largest players in the Industry with diversified product portfolio is expected to gain from this growth of demand.

THREATS/ RISKS

Risk relating to increased competition in Starch Industry

There has been a huge capacity addition by major players in the starch industry which has led to fierce competition in the industry. Added to this, the price of maize and all other input costs may go up further in view of below normal monsoon, which may affect the margins of the industry.

Risk mitigation

To ensure safety and prosperity of the business, the company has indentified and minimized the risks associated with its business.

The growth of starch industry depends on growth of sectors like textile, pharmaceuticals, paper, paints, food, confectioneries, FMCG etc. All these sectors are growing at a healthy rate and this has helped all the players in the starch industry to grow at a healthy rate. The company has been able to pass on some portion of increased input costs to its clients. The company is the largest exporter in the industry and approx. 24% of its turnover comes from exports. This concentration in the export market has helped the company to get good prices for its products. The company also puts more efforts on the products with a better margin and tries to cut costs at all levels by applying stringent cost cutting measures. The company is also planning to enhance its maize grinding capacity which would be utilised to manufacture higher margin products to enhance the overall profitability of the company.

Risk relating to decrease in demand

Risk mitigation

The product portfolio of the company is diversified and the products are supplied to various industries ranging from textile, FMCG, food, paper, paints, pharmaceuticals, confectionery etc. If there is a slow down in some industry, the company concentrates more on the sectors which are growing and supplies to such industries. In addition to above sectors like

paper, paints, leather, FMCG, pharmaceuticals etc. are expected to register good growth with the growth of Indian economy which is expected to increase demand for starches and its derivatives.

Risk relating to scarcity/quality of raw materials

Risk mitigation

The major raw material of the company is maize. The company has since many years established a very efficient maize procurement policy to ensure availability of quality maize at competitive price. The company also has storing arrangement in and around its plant to ensure that sufficient stock of raw materials is maintained and there is no disruption in the production. For other important input being power, the company has its own power generating turbine wherein the power is produced at a comparatively lower rate. The company has started generating more power from biogas captured while treating its effluents which makes available green energy at a very low cost.

Geographic presence is required for growth

Risk mitigation

Though the company is located at a far distance from the maize growing area, it is near to the industries which utilizes the products of the company. Thus the disadvantage is mitigated by being near to the markets which utilizes the products of the company.

Change in environment regulations

Risk mitigation

The company has its own state-of-the-art facilities to treat the effluents generated from its manufacturing processes. The company has further improved its effluent treatment facilities keeping in mind proposed expansion plans. It has also taken all the required measures to ensure that emissions are within the statutory limits prescribed by the pollution control authorities. As indicated above, the company has started generating more electricity from the biogas processed while treating its effluents in bio digesters.

BUSINESS OUTLOOK

The company continues to remain one of the market leaders in the starch industry. The products of the company are very well accepted in local and international markets due to its quality and applications. There has been continuous increase in the maize grinding activity of the company. The company is presently grinding approx. 600 tons/day on a consistent basis and is further planning to increase its activity over the time to come and utilize such increased facility for production of high margin products.

There has also been further improvement in the technical parameters of the company and there has been an increase in the activity of the company as compared to previous year. Despite of rise in the

input costs, the company has been able to improve its profitability due to stringent cost cutting measures, debottlenecking, automation and diversified product portfolio. The operating profit of the company is ₹ 2845.15 lacs as against ₹ 2606.87 lacs in the previous year. The gross profit of the company stands at ₹ 2043.04 lacs as against ₹ 1800.56 lacs in the previous year. During the year under review, the profit before tax of the company increased by 14.72% from ₹ 1158.06 lacs to ₹ 1328.61 lacs and the net profit after tax increased by 41.21% from ₹ 666.53 lacs to ₹ 941.21 lacs. The maize grinding activity of the company increased by approx. 6% as compared to previous year.

Export turnover of the company during the year under review is ₹ 12364.69 Lacs as against ₹ 15692.19 lacs in the previous year due to appreciation in the value of rupee, unrest in middle east and far east countries where major portion of products of the company are exported. The company, however, is the largest exporter of starches and its derivatives in India. This is possible due to quality of the products of the company and its ability to adhere to the delivery requirements of its international clientele at competitive rates. The company has received ISO 22000:2005 which certifies the quality standards of the products and processes which the company adopts to manufacture its products. The company has also received outstanding performance award from IFFCO a company located in Dubai and a certificate of recognition from Colgate Palmolive (India) Ltd. for its business association with the company. The efforts have been put to enlarge the product portfolio of the company by including the high value products to ensure that the bottom line is improved. Efforts are also on to further improve the technical efficiency of the company with the help of the consultants and experts in the field. The company has been able to establish its name in the industry and boast of reputed clients like Hindustan Unilever, Asian Paints, ITC, Colgate, Berger Paints, West Coast Papers, Zydus Cadila, Torrent etc. to name a few.

With all the efforts as aforesaid, it is expected that the operating efficiency of the company may further improve resulting into enhanced top line and bottom line in the years to come.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has appointed two internal auditors and has an effective internal control system commensurate with its size and nature of business to ensure that all the transactions are properly executed and recorded. The systems are also reviewed by the management and statutory auditors of the company to ensure efficiency and transparency in the operations of the company. The system is also in place to ensure that all applicable statutory and legal formalities are complied with by the company.

COMPANY PERFORMANCE AND ANALYSIS

- There has been an increase in the activity of the company during the year under review as compared to previous year.
- Export of the company has been ₹ 123.65 crores during the year under review.
- Profitability of the company has increased despite of increase in the input costs due to stringent cost cutting measures, increased productivity from debottlenecking, automation, better product mix and better price realization of finished products.
- The credit period has been reduced due to efforts on the part of sole selling agents of the company.
- The company enjoys highest health code from its bankers for many years which has enabled it to borrow at a comparatively lower costs.
- EPS of the company works out to ₹ 1191.41.

INDUSTRIAL RELATIONS

Industrial relations remain cordial. The company organizes regular training programs for the workers and executives to ensure that their efficiency remains high and motivation increases. The company provides ample opportunity to its employees to sharpen their skills by organizing visits of experts in its plant and by visiting the factories of collaborators. The company has been able to retain its employees for years and has ensured that they also grow with the growth of the company.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SAYAJI INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Sayaji Industries Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015 the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 misstatements.

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 we have 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, 2015 and its profit 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, 2015 ("the order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact to pending litigations on its financial position in its financial statements-Refer Note 23 (iii) to the financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No. 117365W)
Gaurav J. Shah
Partner
(Membership No. 35701)

Place : Ahmedabad
Date : May 26, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventories:
- As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and during the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 as amended, with regard to the deposits accepted. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
 - Details of dues of Income-tax which have not been deposited as on 31st March, 2015 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (₹ in lacs)
The Income tax Act, 1961	Income tax	The Income Appellate Tribunal, Ahmedabad	A.Y. 2010-11 and A.Y. 2011-12	5.10
The Income tax Act, 1961	Income tax	The Commissioner of Appeals (Ahmedabad)	A.Y. 2012-13	1.50

- The Company has been generally regular in transferring amounts to the Investor

Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.

- (viii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred any cash losses during the financial year covered by your audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company has not issued any debentures.
- (x) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by an entity under common control, from banks and financial institutions are not, prima facie, prejudicial to the interests of the Company.

- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained, other than temporary deployment pending application.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No. 117365W)

Gaurav J. Shah
Partner
(Membership No. 35701)

Place : Ahmedabad
Date : May 26, 2015



BALANCE SHEET AS AT 31ST MARCH, 2015

	Note No.	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
A EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS			
(a) Share Capital	2	79.00	79.00
(b) Reserves & Surplus	3	4,588.31	3,874.51
		<u>4,667.31</u>	<u>3,953.51</u>
2 NON CURRENT LIABILITIES			
(a) Long Term Borrowings	4	3,709.19	2,535.43
(b) Deferred Tax Liabilities (Net)	23.vi	1,088.67	1,108.29
(c) Long Term Provisions	5	339.38	245.32
		<u>5,137.24</u>	<u>3,889.04</u>
3 CURRENT LIABILITIES			
(a) Short Term Borrowings	6	4,361.67	3,368.22
(b) Trade Payables	7	3,880.14	5,218.16
(c) Other Current Liabilities	8	1,488.31	1,445.49
(d) Short Term Provisions	9	363.98	310.21
		<u>10,094.10</u>	<u>10,342.08</u>
TOTAL		<u><u>19,898.65</u></u>	<u><u>18,184.63</u></u>
B ASSETS			
1 NON CURRENT ASSETS			
(a) Fixed Assets			
(i) Tangible Assets	10	11,401.96	9,031.43
(ii) Capital Work-In-Progress		305.17	351.38
(iii) Intangible Assets under Development		103.56	–
		<u>11,810.69</u>	<u>9,382.81</u>
(b) Non Current Investments	11	154.98	154.98
(c) Long Term Loans and Advances	12	472.02	355.48
		<u>12,437.69</u>	<u>9,893.27</u>
2 CURRENT ASSETS			
(a) Inventories	13	2,433.10	2,371.70
(b) Trade Receivables	14	3,706.64	3,887.67
(c) Cash and Cash Equivalents	15	192.49	176.55
(d) Short Term Loans and Advances	16	1,128.73	1,855.44
		<u>7,460.96</u>	<u>8,291.36</u>
TOTAL		<u><u>19,898.65</u></u>	<u><u>18,184.63</u></u>

See accompanying notes forming part of the Financial Statements 1 to 23

As per our attached report of even date

For Deloitte Haskins & Sells
Chartered Accountants

Priyam B. Mehta
Chairman & Managing Director

Varun P. Mehta
Executive Director

Vishal P. Mehta
Executive Director

Gaurav J. Shah
Partner

CA Mahendra N. Shah
Director

Dr. Gaurang K. Dalal
Director

Dr. Janak D. Desai
Director

CA Chirag M. Shah
Director

Sujata P. Mehta
Director

CA Narayansingh J. Deora
Sr. Executive V. P. (Accounts)

Rajesh H. Shah
Company Secretary

Ahmedabad

Date : May 26, 2015

Ahmedabad

Date : May 26, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	Note No.	For the year 31.03.2015 ₹ in Lacs	For the year 31.03.2014 ₹ in Lacs	
INCOME				
1	Revenue from Operations (Gross)	17	50,400.68	53,104.33
	Less: Excise Duty & VAT		3,594.13	3,421.21
	Revenue from Operations (Net)		46,806.55	49,683.12
2	Other Income	18	76.57	41.91
3	Total Revenue		46,883.12	49,725.03
4 EXPENDITURE				
	(a) Cost of Materials Consumed	19.a	25,459.56	26,940.89
	(b) Purchases of Stock-In-Trade	19.b	118.01	2,786.63
	(c) Changes in Inventories of Finished Goods and Work in Progress	19.c	(22.42)	581.16
	(d) Employee Benefits Expense	20	3,695.06	3,255.04
	(e) Finance Costs	21	802.11	806.31
	(f) Depreciation	10	714.43	642.50
	(g) Other Expenses	22	14,787.76	13,554.44
	Total Expenses		45,554.51	48,566.97
5	Profit Before Tax		1,328.61	1,158.06
6 Tax Expense:				
	(a) Current Tax		423.50	375.50
	(b) MAT credit of Current Year recognised		(47.89)	–
	Net Current Tax Expenses		375.61	375.50
	(c) Deferred Tax		11.79	116.03
	Net Tax Expenses		387.40	491.53
7	Profit After Tax		941.21	666.53
8 Earnings Per Share (of ₹ 100/- each)				
	(a) Basic	23.xv	1,191.41	843.71
	(b) Diluted		1,191.41	843.71

See accompanying notes forming part of the Financial Statements 1 to 23

As per our attached report of even date

For Deloitte Haskins & Sells
Chartered Accountants

Priyam B. Mehta
Chairman & Managing Director

Varun P. Mehta
Executive Director

Vishal P. Mehta
Executive Director

Gaurav J. Shah
Partner

CA Mahendra N. Shah
Director

Dr. Gaurang K. Dalal
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Director

CA Narayansingh J. Deora
Sr. Executive V. P. (Accounts)

Rajesh H. Shah
Company Secretary

Ahmedabad

Date : May 26, 2015

Ahmedabad

Date : May 26, 2015



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Year ended 31 st March, 2015		Year ended 31 st March, 2014	
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax		1,328.61		1,158.06
Adjustments for:				
Depreciation	714.43		642.50	
Interest Expenses	802.11		806.31	
Dividend	(36.03)		(24.21)	
Provision for Doubtful Advances	680.00		300.00	
Provision for Doubtful Trade Receivable	30.22		6.48	
(Profit)/Loss on sale of Fixed Assets	13.93		20.71	
Unrealised Exchange fluctuation (Gain)/Loss	(31.38)		34.48	
		<u>2,173.28</u>		<u>1,786.27</u>
Operating profit before working capital changes		<u>3,501.89</u>		<u>2,944.33</u>
Adjustments for:				
Trade and Other Receivables	257.27		(427.72)	
Inventories	(61.40)		2,314.99	
Trade Payables	(1,220.38)		(1,802.34)	
		<u>(1,024.51)</u>		<u>84.93</u>
Cash Generated From Operations		<u>2,477.38</u>		<u>3,029.26</u>
Taxes paid		<u>(546.74)</u>		<u>(270.83)</u>
Net Cash From Operating Activities		<u>1,930.64</u>		<u>2,758.43</u>
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(3,278.05)		(1,410.53)	
Sale of Fixed Assets	29.40		17.77	
Purchase of Investments	–		(3.59)	
Dividend Received	36.03		24.21	
Interest Received	6.94		3.11	
Net Cash From Investing Activities		<u>(3,205.68)</u>		<u>(1,369.03)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Borrowings	3,276.50		204.71	
Repayment of Loans	(1,037.83)		(600.94)	
Interest Paid	(809.05)		(809.42)	
Dividend & Tax thereon paid	(138.64)		(106.29)	
Net Cash Generated in Financing Activities		<u>1,290.98</u>		<u>(1,311.94)</u>
Net Changes in Cash & Cash Equivalents (A+B+C)		<u>15.94</u>		<u>77.46</u>
Add: Cash and Cash Equivalents at the beginning of the year		<u>176.55</u>		<u>99.09</u>
Cash and Cash Equivalents at the end of the year		<u>192.49</u>		<u>176.55</u>

Notes:

- The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard-3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.
- Cash and Cash Equivalents include deposits with banks of ₹ 22.06 Lacs (Previous Year ₹ 21.52 Lacs) and unpaid dividend accounts with banks of ₹ 20.75 Lacs (Previous Year ₹ 17.12 Lacs), which is not available for immediate use.

As per our attached report of even date

For Deloitte Haskins & Sells Chartered Accountants	Priyam B. Mehta Chairman & Managing Director	Varun P. Mehta Executive Director	Vishal P. Mehta Executive Director
Gaurav J. Shah Partner	CA Mahendra N. Shah Director	Dr. Gaurang K. Dalal Director	Dr. Janak D. Desai Director
	CA Chirag M. Shah Director	Sujata P. Mehta Director	
	CA Narayansingh J. Deora Sr. Executive V. P. (Accounts)	Rajesh H. Shah Company Secretary	
Ahmedabad Date : May 26, 2015	Ahmedabad Date : May 26, 2015		

Notes Forming Part of the Financial Statements

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

i Basis of Preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) to comply with the Accounting Standards specified 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 under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

ii Use of Estimates:

The preparation of financial statements in conformity with the Indian GAAP requires the management to make estimates and assumptions considered 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 results could differ due to these estimates and the difference between the actual results and the estimates are recognized in the periods in which the results are known/materialise.

iii Fixed Assets:

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use.

Capital assets under erection/installation are reflected in the Balance Sheet as "Capital work in Progress".

iv Operating Lease:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

v Depreciation:

Depreciable amount for the assets is the cost of an assets, or other amount substituted for the cost, less its estimated residual value. Depreciation on all fixed assets is provided on Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation on fixed assets purchased/acquired during the year is provided on pro-rata basis according to the period each asset was put to use during the year. Similarly, depreciation on assets sold/discarded/demolished during the year is provided on pro-rata basis.

vi Impairment of Assets:

Impairment is ascertained at each balance sheet date in respect of Cash Generating Units. An impairment loss is recognised whenever the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the greater of the net realizable value and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

vii Investments:

Investments that are intended to be held for not more than one year from the date of which such Investments are made are classified as Current Investments. All other Investments are classified as Long-term Investments. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

Current Investments are carried at lower of cost and fair value determined on an individual investment basis. Cost of investment includes acquisition charges such as brokerage, fees and duties.

viii Inventories:

Inventories are valued at lower of cost and net realisable value, except by-products which is valued at Net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out (FIFO) basis except for Stores, Spares (including Packing Materials & Chemicals), where monthly weighted average cost

Notes Forming Part of the Financial Statements

basis method is adopted. Cost includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Obsolete, slow moving and defective inventories are identified and provided for.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale.

ix Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

x Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

xi Employee Benefits:

a) Defined Contribution Plan.

The Company's contributions paid/payable for the year to Provident Fund and Superannuation Fund are recognized in the Statement of profit and loss account.

b) Defined Benefit Plan

The Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the statement of profit and loss account as income or expenses. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the balance sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

xii Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

xiii Revenue Recognition:

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, which generally co-incides with delivery of goods to customers.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is net of trade discounts, rebates and returns. Excise Duty and VAT collected on sales are shown by way of further deduction from sales.

Interest income is recognized on the time basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

xiv Foreign Currency Transactions:

Initial Recognition:

Transactions in foreign currency are recorded at the exchange rates prevailing at the time the transactions are effected.

Any income or expense on account of exchange rate difference either on settlement or on translation is recognized in the Statement of profit and loss account for the period in which the difference takes place.

Notes Forming Part of the Financial Statements

Measurement at Balance Sheet Date:

At the year end, monetary items denominated in foreign currency are reported using the closing rate of exchange. In cases of items which are covered by forward exchange contracts, the differences between the year end rates and rate on the date of contract is recognised as exchange difference and the premium paid on forward contract is recognised over the life of contract.

Non monetary foreign currency items are carried at historical cost.

xv Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

xvi Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

xvii Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

xviii Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

xix Taxes on Income:

Income tax expense for the year comprises of current tax, deferred tax. Current tax provision is determined in accordance with applicable tax rates on the basis of reliefs, deductions etc. available under the Income Tax Act, 1961. Deferred Tax is recognised for all timing differences between book and taxable profit, subject to the consideration of prudence, applying the tax rates that have been enacted or substantively enacted as on the Balance Sheet date.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

xx Provision, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

Notes Forming Part of the Financial Statements

Note 2 : SHARE CAPITAL

	As at 31.03.2015		As at 31.03.2014	
	Number of Shares	₹ in Lacs	Number of Shares	₹ in Lacs
(a) Authorised				
Equity Shares of ₹ 100/- each with voting rights	200,000	200.00	200,000	200.00
(b) Issued, Subscribed and fully paid up				
Equity Shares of ₹ 100/- each with voting rights	79,000	79.00	79,000	79.00
Total		79.00		79.00

- (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

	Opening Balance	Fresh Issue	Closing Balance
Equity Shares with voting rights			
Year ended 31st March, 2015			
- Number of Shares	79,000	-	79,000
- Amount (₹)	7,900,000	-	7,900,000
Year ended 31st March, 2014			
- Number of Shares	79,000	-	79,000
- Amount (₹)	7,900,000	-	7,900,000

- (ii) Details of Shareholders holding more than 5% shares:

Class of Shares/Name of Shareholder	As at 31.03.2015		As at 31.03.2014	
	Number of Shares held	% holding in that class of Shares	Number of Shares held	% holding in that class of Shares
Equity Shares with Voting Rights				
Sujata Priyam Mehta	14,221	18.00	14,221	18.00
C.V. Mehta Private Limited	11,994	15.18	11,994	15.18
Priyam Commercial Enterprises Pvt. Ltd.	10,705	13.55	10,705	13.55
Priyam B. Mehta	9,115	11.54	9,115	11.54
Bini Commercial Enterprises Pvt. Ltd.	5,740	7.27	5,740	7.27

- (iii) The Company has issued only one class of shares referred to as Equity Shares having a par value of ₹ 100/-. All Equity Shares carry one vote per share without restrictions and are entitled to Dividend, as and when declared. All Equity shares rank equally with regard to the Company's residual assets.
- (iv) The amount of per share dividend recognised as distributions to Equity Shareholders during the year ended March 31, 2015 is ₹ 175/- (Previous Year ₹ 150/-), subject to approval by Shareholders in the ensuing Annual General Meeting.

Notes Forming Part of the Financial Statements

NOTE 3 : RESERVES AND SURPLUS

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
(a) Capital Reserve		
Opening Balance	2.79	2.79
(b) Capital Redemption Reserve		
Opening Balance	53.59	53.59
(c) Securities Premium Account		
Opening Balance	275.50	275.50
(d) General Reserve		
Opening Balance	2,815.15	2,315.15
Add: Transferred from Surplus in Statement of Profit & Loss	800.00	500.00
Closing Balance	3615.15	2815.15
(e) Surplus in Statement of Profit & Loss		
Opening Balance	727.48	699.59
Less: Depreciation on Tangible Fixed Assets with Nil remaining useful life on transition to Schedule II of the Companies Act, 2013.	61.01	-
(Net of deferred tax ₹ 31.40 Lacs) (Refer Note No. 23vii)		
Add: Profit for the year	941.21	666.53
	1607.68	1,366.12
Less: Transferred to/Appropriations		
General Reserve	(800.00)	(500.00)
Proposed Dividend on Equity Shares to be distributed to the Shareholders (₹ 175/- per Share) (Previous year ₹ 150/- per Share)	(138.25)	(118.50)
Tax on Dividend	(28.15)	(20.14)
Closing Balance	641.28	727.48
Total	4,588.31	3,874.51

NOTE 4 : LONG TERM BORROWINGS

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
(a) Term Loans		
From Banks & Financial Institutions		
Secured	1,952.33	988.61
(b) Public Deposits *		
Unsecured	1,068.36	858.32
(c) Deposits from Related Parties (Refer Note 23.xiii)		
Unsecured	688.50	688.50
Total	3,709.19	2,535.43

* Public Deposits includes deposits accepted from Directors amounting to ₹ 151.00 Lacs

- (i) Term loan from Punjab National Bank of ₹ Nil (Previous year ₹ 99.94 Lacs) is collaterally secured by hypothecation of plant and machineries of Kathwada Unit excluding specific plant and machinery, if any, purchased and/or to be purchased under any scheme of financial institution/bank and other assets excluded for the charge and also by mortgage of land and building of Kathwada Unit. This loan was repayable in 20 equal quarterly instalments.
- (ii) Term loans from HDFC Bank of ₹ Nil (Previous year ₹ 648.19 Lacs) are secured by way of equitable mortgage of the building at Mumbai. The said loan was repayable in 20 equal quarterly instalments.
- (iii) Term Loans from Kotak Mahindra Bank of ₹ 2500.00 Lacs (Previous Year ₹ 700.00) is secured by way of Equitable mortgage of building in Mumbai. The said loan is repayable in 20 equal quarterly instalments.
- (iv) Vehicle loans from Banks & Financial Institution amounting to ₹ 114.54 Lacs (Previous year ₹ 129.10 Lacs) are secured by way of hypothecation of respective motor vehicles purchased. The said loans are repayable in 36 equal monthly instalments.

Notes Forming Part of the Financial Statements

NOTE 5 : LONG TERM PROVISIONS

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
Provision for Employee Benefit (Refer Note 23.viii)		
(a) Provision for Compensated Absences	150.01	106.41
(b) Provision for Gratuity (Net)	189.37	138.91
Total	339.38	245.32

NOTE 6 : SHORT TERM BORROWINGS

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
(a) Public Deposits		
Unsecured	405.39	326.75
(b) Purchase Bill Discounting with Bank		
Unsecured	1,372.44	548.36
(c) Working Capital Loans from Bank		
Secured	2,583.84	2,493.11
Total	4,361.67	3,368.22

Working Capital loans are secured by hypothecation of present and future stock of stores, stock-in-trade including stock meant for exports and book debts present and future and collaterally secured by hypothecation of plant & machineries of Kathwada Unit excluding specific plant and machinery, if any, purchased and/or to be purchased under any scheme of financial institution/bank and other assets excluded for the charge and also by mortgage of land and building of Kathwada Unit.

NOTE 7 : TRADE PAYABLES

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
Trade Payables (Refer Note 23.v)		
(Other than acceptances)		
For Supply of Goods	2,578.39	4,069.30
Others	1,301.75	1,148.86
Total	3,880.14	5,218.16

NOTE 8 : OTHER CURRENT LIABILITIES

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
(a) Current Maturities of Long Term Debt (Refer Note below)	662.21	588.62
(b) Unpaid Dividends	20.75	17.12
(c) Unpaid Matured Public Deposits	5.09	7.22
(d) Other Payables		
(i) Statutory Remittance	169.08	118.35
(ii) Payable on Purchase of Fixed Assets	112.59	98.68
(iii) Trade/Security Deposit Received	21.59	22.52
(iv) Advances from Customers	420.66	505.28
(v) Others	76.34	87.70
Total	1,488.31	1,445.49

Current Maturities of Long Term Debt (Refer Note (i) to (iv) in Note 4 - Long Term Borrowings) for details of Security.

Notes Forming Part of the Financial Statements

NOTE 9 : SHORT TERM PROVISIONS

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
(a) Provision for Employee Benefits (Refer Note 23.viii)		
(i) Provision for Compensated Absences	61.73	43.34
(ii) Provision for Gratuity (Net)	135.85	111.65
	197.58	154.99
(b) Provision - Others		
(i) Provision of Income Tax [Net of Advance Income Tax of Previous Year ₹ 880.92 Lacs]	—	16.58
(ii) Provision for Proposed Equity Dividend	138.25	118.50
(iii) Provision for Tax on Proposed Dividend	28.15	20.14
	166.40	155.22
Total	363.98	310.21

NOTE 10 : FIXED ASSETS

(₹ in Lacs)

Particulars	GROSS BLOCK (AT COST)				ACCUMULATED DEPRECIATION				NET BLOCK		
	Balance as at 01.04.2014	Additions during the year	Disposals during the year	Balance as at 31.03.2015	Balance as at 01.04.2014	Depreciation for the year	Eliminated on disposal of assets	Transition Adjustment recorded against surplus balance in Statement of Profit & Loss *	Balance as at 31.03.2015	Balance as at 31.03.2015	Balance as at 31.03.2014
Tangible Assets											
(a) Land											
Freehold	0.80	—	—	0.80	—	—	—	—	—	0.80	0.80
(b) Buildings											
Owned	1,740.92	402.70	—	2,143.62	478.65	106.64	—	66.70	651.99	1,491.63	1,262.27
(c) Plant & Machinery											
Owned	13,352.46	2661.73	—	16,014.19	6,090.50	514.26	—	6.89	6,611.65	9,402.54	7,261.96
(d) Furniture & Fixtures											
Owned	155.91	11.19	—	167.10	102.85	8.72	—	1.26	112.83	54.27	53.06
(e) Office Equipments											
Owned	158.45	28.62	—	187.07	76.70	27.06	—	16.18	119.94	67.13	81.75
(f) Vehicles											
Owned	477.03	116.46	59.44	534.05	105.45	57.75	16.11	1.38	148.47	385.58	371.58
(g) Others											
Agricultural Equipments	0.35	—	—	0.35	0.34	0.00	—	—	0.34	0.01	0.01
Total	15,885.92	3,220.70	59.44	19,047.18	6,854.49	714.43	16.11	92.41	7,645.22	11,401.96	9,031.43
Previous Year	14,568.51	1,385.58	68.17	15,885.92	6,241.68	642.50	29.69	—	6,854.49	9,031.43	

* Refer Note No. 23vii

Buildings include :

- (a) ₹ 313.42 Lacs (Previous Year ₹ 313.42 Lacs) being the cost of ownership premises in a co-operative housing society including cost of fifteen shares of the face value of ₹ 750/- received under the Bye-laws of the Society in the name of the Company.
- (b) ₹ 4.50 Lacs (Previous Year ₹ 4.50 Lacs) being the cost of ownership premises in a cloth market association including cost of one share of the face value of ₹ 100/- received under rules and regulation of the association in the name of the Company.

B. Depreciation relating to continuing operations	For the year ended 31.03.2015 ₹ in Lacs	For the year ended 31.03.2014 ₹ in Lacs
Depreciation for the year on Tangible Assets as per Note 10	714.43	642.50
Total Depreciation	714.43	642.50

Notes Forming Part of the Financial Statements

Note : Details of Assets acquired under Hire Purchase Agreements :				
	Gross Block		Net Block	
	31.03.2015 ₹ in Lacs	31.03.2014 ₹ in Lacs	31.03.2014 ₹ in Lacs	31.03.2014 ₹ in Lacs
Vehicles	324.13	331.88	259.48	275.96

NOTE 11 : NON CURRENT INVESTMENTS

	As at 31.03.2015			As at 31.03.2014		
	Quoted ₹ in Lacs	Unquoted ₹ in Lacs	Total ₹ in Lacs	Quoted ₹ in Lacs	Unquoted ₹ in Lacs	Total ₹ in Lacs
Other Investments (At Cost)						
(a) Investment in Equity Instruments						
(i) <u>Of Joint Venture Company</u>						
12,00,000 Equity Shares of Sayaji Sethness Limited of ₹ 10/- each (Previous Year: 12,00,000 Nos.)	–	120.00	120.00	–	120.00	120.00
(ii) <u>Of other entities</u>						
2,500 Equity Shares of ₹ 10/- each of Rapicut Carbide Limited (P.Y - 2,500 Nos.)	0.05	–	0.05	0.05	–	0.05
2360 Equity Shares of Punjab National Bank of ₹ 2/- each (P.Y - 472 Nos of ₹ 10/- each)	1.84	–	1.84	1.84	–	1.84
4,500 Equity Shares of Cama Hotels Ltd. of ₹ 10/- each (P.Y - 4,500 Nos)	–	0.58	0.58	–	0.58	0.58
2,500 Equity Shares of Sterling (Guj) Hospitals Ltd. of ₹ 10/- each (P.Y - 2,500 Nos)	–	0.25	0.25	–	0.25	0.25
2,51,100 Equity Shares of Ahmedabad Commodity Exchange of ₹ 10/- each (Previous Year: 2,51,100 Nos.)	–	25.64	25.64	–	25.64	25.64
	1.89	146.47	148.36	1.89	146.47	148.36
(b) Investment in Mutual Funds						
23,300 Units of "Principal Emerging Bluechip Fund-Growth Plan" of ₹ 10/- each (P.Y - 23,300 Units)	6.52	–	6.52	6.52	–	6.52
(c) Other Non Current Investments -						
National Saving Certificates	–	0.10	0.10	–	0.10	0.10
Total	8.41	146.57	154.98	8.41	146.57	154.98
Less: Provision for Diminution in value of Investments			–			–
Total			154.98			154.98
Aggregate amount of Quoted Investments			8.41			8.41
Aggregate Market Value of Quoted Investments			20.75			13.52
Aggregate Amount of Unquoted Investments (At Cost)			146.57			146.57

Notes Forming Part of the Financial Statements

NOTE 12 : LONG TERM LOANS AND ADVANCES

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
(a) Capital Advances Unsecured, Considered Good	72.29	212.65
(b) Security Deposits Unsecured, Considered Good	5.82	5.82
(c) MAT Credit Entitlement Unsecured, Considered Good	287.25	137.01
(d) Advance Income Tax (Net of Provisions for Income Tax ₹ 1319.80 Lacs)	106.66	–
Total	472.02	355.48

NOTE 13 : INVENTORIES

(At Lower of Cost or Net Realisable Value)

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
(a) Raw Materials	737.48	706.58
(b) Work-In-Progress	533.18	404.36
(c) Finished Goods	708.61	829.87
(d) By Products (At Net Realisable Value)	180.53	165.67
(e) Stores, Spare Parts, Chemicals, Packing Material and Fuel	273.30	265.22
Total	2,433.10	2,371.70

NOTE 14 : TRADE RECEIVABLES

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
Trade Receivables outstanding for a period exceeding Six months from the date they were due for payment		
Unsecured, Considered Good	105.62	81.82
Doubtful	58.41	28.18
	164.03	110.00
Less: Provision for Doubtful Trade Receivables	58.41	28.18
	105.62	81.82
Other Trade Receivables		
Unsecured, Considered Good	3,601.02	3,805.85
Total	3,706.64	3,887.67
Trade Receivables includes debts due from:		
	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
Company in which any Director is a Director N. B. Commercial Enterprises Limited	2.47	2.58

Notes Forming Part of the Financial Statements

NOTE 15 : CASH & CASH EQUIVALENTS

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
(a) Cash on Hand	18.93	17.79
(b) Balance with Banks		
(i) In Current Accounts	79.83	70.33
(ii) In Deposit Accounts	50.92	49.79
(iii) In Earmarked Accounts		
- Unpaid Dividend Accounts	20.75	17.12
- Balances held as Margin Money or Security against Borrowings, Guarantees and Other Commitments (Refer Note below)	22.06	21.52
Total	192.49	176.55
Of the above, the balances that meet the definition of Cash and Cash Equivalents as per AS 3 <i>Cash Flow Statements</i> is	149.68	137.91
Note :		
Balances with banks include margin monies amounting to ₹ 22.06 Lacs (As at 31.03.2014 ₹ 21.52 Lacs) which have an Original maturity of more than 12 months.		

NOTE 16 : SHORT TERM LOANS AND ADVANCES

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
(a) Loans and Advances to Related Parties (Refer Note 23.xiii)		
Unsecured, Considered Good	3.87	2.93
(b) Security Deposits		
Unsecured, Considered Good	2.19	3.72
(c) Loans and Advances to Employees		
Unsecured, Considered Good	6.34	5.48
(d) Prepaid Expenses		
Unsecured, Considered Good	44.38	15.08
(e) MAT Credit Entitlement		
Unsecured, Considered Good	30.85	133.21
(f) Balances with Government Authorities		
(i) CENVAT Credit	190.05	145.63
(ii) PLA Balance	1.73	2.93
	191.78	148.56
(g) Others		
Unsecured, Considered Good	849.32	1,546.46
Considered Doubtful	980.00	300.00
Less: Provisions	980.00	300.00
	-	-
Total	1,128.73	1,855.44

Notes Forming Part of the Financial Statements

NOTE 17 : REVENUE FROM OPERATIONS

	For the year 2014-15 ₹ in Lacs	For the year 2013-14 ₹ in Lacs
(a) Sale of Products (Refer Note (i) below)	49,959.35	52,816.60
(b) Less: Excise Duty & VAT	3,594.13	3,421.21
	46,365.22	49,395.39
(c) Other Operating Revenues (Refer Note (ii) below)	441.33	287.73
Total	46,806.55	49,683.12
Note :		
(i) Sale of Products comprises:		
<u>Manufactured Goods:</u>		
Starches	12,588.10	13,174.46
Processed Foods	21,881.33	22,849.18
Drugs & Pharmaceuticals	3,113.70	3,043.46
By Products and Others	8,663.37	7,597.05
Total Sale of Manufactured Goods	46,246.50	46,664.15
<u>Traded Goods</u>		
Starches	–	1,920.77
Processed Foods	–	151.40
By Products and Others	118.72	659.07
Total Sale of Traded Goods	118.72	2,731.24
Total Sale of Products	46,365.22	49,395.39
(ii) Other Operating Revenue comprise:		
Export Incentives	223.16	234.94
Net Gain on Foreign Currency Transactions and Translation	198.16	38.61
VAT Refund	–	7.27
Excise Refund	4.79	–
Insurance Claim	15.22	5.81
Others	–	1.10
Total Other Operating Revenues	441.33	287.73

NOTE 18 : OTHER INCOME

	For the year 2014-15 ₹ in Lacs	For the year 2013-14 ₹ in Lacs
(a) Dividend Income:		
From Long Term Investments		
Joint Venture Company	36.00	24.00
Others	0.03	0.21
(b) Other Non Operating Income (Refer Note below)	40.54	17.70
Total	76.57	41.91
Note:		
Other Non Operating Income comprises:		
- Rental Income from Operating Leases	33.12	16.13
- Miscellaneous Income	7.42	1.57
Total - Other Non Operating Income	40.54	17.70

Notes Forming Part of the Financial Statements

NOTE 19.a : COST OF MATERIALS CONSUMED

	For the year 2014-15 ₹ in Lacs	For the year 2013-14 ₹ in Lacs
Opening Stock	706.58	2,334.95
Add: Purchases	25,490.46	25,312.52
Less: Closing Stock	737.48	706.58
Total	25,459.56	26,940.89
Material consumed comprises:		
Maize	24,965.31	25,438.91
Maize Starch	360.51	1,358.90
Others	133.74	143.08
Total	25,459.56	26,940.89

NOTE 19.b : PURCHASE OF TRADED GOODS

	For the year 2014-15 ₹ in Lacs	For the year 2013-14 ₹ in Lacs
Starches	–	1,965.51
Process Foods	–	188.25
By Products & Others	118.01	632.87
Total	118.01	2,786.63

NOTE 19.c : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS.

	For the year 2014-15 ₹ in Lacs	For the year 2013-14 ₹ in Lacs
<u>Inventories at the End of the Year</u>		
Finished Goods & By-Products	889.14	995.54
Work-In-Progress	533.18	404.36
	1,422.32	1,399.90
<u>Inventories at the beginning of the Year</u>		
Finished Goods & By-Products	995.54	1,052.45
Work-In-Progress	404.36	928.61
	1,399.90	1,981.06
Total	(22.42)	581.16

NOTE 20 : EMPLOYEE BENEFITS EXPENSE

	For the year 2014-15 ₹ in Lacs	For the year 2013-14 ₹ in Lacs
Salaries and Wages	3,045.48	2,724.68
Contribution to Provident and other Funds (Refer Note 23.viii)	376.91	276.70
Staff Welfare Expenses	272.67	253.66
Total	3,695.06	3,255.04

Notes Forming Part of the Financial Statements

NOTE 21 : FINANCE COSTS

	For the year 2014-15 ₹ in Lacs	For the year 2013-14 ₹ in Lacs
Interest Expense on Borrowings	779.86	797.68
Loan Scrutiny & Processing Fees	22.25	8.63
Total	802.11	806.31

NOTE 22 : OTHER EXPENSES

	For the year 2014-15 ₹ in Lacs	For the year 2013-14 ₹ in Lacs
Consumption of Packing Materials	2114.00	2,073.18
Consumption of Stores Spare Parts and Chemicals	2074.62	1,860.21
Power and Fuel	3847.45	3,701.60
Rent including Lease Rentals (Refer Note 23x)	121.93	102.32
Repairs and Maintenance - Buildings	195.20	181.59
Repairs and Maintenance - Machinery	1144.44	1,066.57
Repairs and Maintenance - Others	117.10	147.82
Insurance	32.68	22.37
Rates and Taxes (Refer Note 23.iv)	305.07	313.29
Sales Expenses	2740.65	2,561.65
Technical Know-How & Service Fees	47.38	74.60
Donations and Contributions	5.77	14.60
Corporate Social Responsibilities Expenses	15.82	-
Payment to Auditors (Refer Note below)	13.16	13.19
Loss on Sale of Fixed Assets (Net)	13.93	20.71
Provision for Doubtful Advances	680.00	300.00
Provision for Doubtful Trade Receivables	30.22	6.48
Directors Sitting Fees	10.65	4.55
Managerial Remuneration	225.33	136.28
General Charges	1052.36	953.43
Total	14,787.76	13,554.44

Note

	For the year 2014-15 ₹ in Lacs	For the year 2013-14 ₹ in Lacs
Payment to the Auditors comprises :		
a) To Statutory Auditors		
- For Audit	6.00	6.00
- For Tax Audit	0.50	0.60
- For Certification	2.91	0.60
- For Tax Matters	2.35	4.90
- Reimbursement of Expenses	0.40	0.09
b) To cost auditor for cost audit	1.00	1.00
	13.16	13.19

Payment made to firms in which some of the partners of audit firm are Partners is ₹ 2.40 Lacs
(Previous year ₹ 4.90 Lacs)

Notes Forming Part of the Financial Statements

NOTE NO.23

- i. Previous year figures have been re-grouped/re-classified wherever necessary to correspond with the current year classification/disclosure.

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
ii. Commitments:		
Estimated amount of contracts remaining to be executed on capital account (Net of Advance paid)	39.54	332.71
iii. Contingent liabilities not provided for :		
(a) Bills discounted but not matured	538.95	373.67
(b) Guarantees given by the Bankers on behalf of the Company.	200.62	200.62
(c) Disputed demand of Income tax as the Company expects to succeed in the appeal.	10.61	9.10
(d) Guarantee to Bank against credit facilities (Fund Based & Non Fund Based Limits) extended to the other company	805.58	1,038.23

Future cash outflows in respect of disputed demands are determinable only on receipt of judgements/decisions pending at various forums/authorities.

- iv. Excise Duty shown as deduction from Sales represents the amount of excise duty collected on sales. The difference between excise duty element in the amounts of closing stocks and opening stocks, excise duty paid on samples and inventory written off which is not recoverable from sales (if any) is shown under Note No. 22 of Other Expenses".
- v. There are no dues to Micro, Small and Medium Enterprises as at 31st March, 2015. This information as required to disclose under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

	As at 31.03.2015 ₹ in Lacs	As at 31.03.2014 ₹ in Lacs
vi. Deferred Tax:		
Deferred Tax Liability:		
Depreciation	(1,624.06)	(1,355.90)
Deferred Tax Assets:		
Provision for Employee benefits	182.51	136.06
Provision for Doubtful Debts/Advances	352.88	111.55
Deferred tax asset/(liability) (Net)	(1,088.67)	(1,108.29)

- vii. During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company also revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. Further, assets individually costing ₹ 5,000/- or less that were depreciated fully in the year of purchase are now depreciated based on the useful life considered by the Company for the respective category of assets. The details of previously applied depreciation method, rates/useful life are as follows:

Asset	Previous depreciation rate	Revised useful life
Factory Buildings	3.34%	30 years
Computers and Data Processing Equipment	16.21%	3 years
General Plant and Machinery - Continuous Process Plant	5.28%	25 years
Furniture and Fixtures	6.33%	10 years
Office Equipments	6.33%	5 years
Vehicles	9.50%	8 years

Notes Forming Part of the Financial Statements

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets net of residual value, where the remaining useful life of the asset was determined to be Nil as on April 1, 2014, and has adjusted an amount of ₹ 61.01 Lacs (net of deferred tax of ₹ 31.40 Lacs) against the opening Surplus balance in the Statement of Profit and Loss under Reserves and Surplus.

The depreciation expense in the Statement of Profit and Loss for the year is lower by ₹ 28.93 Lacs consequent to the change in the useful life of the assets.

viii. Employee Benefits:

The present value of gratuity and leave encashment obligations is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Details of post retirement benefits are as follows:

a. Defined Benefit Plans:

- (i) Actuarial gains and losses in respect of defined benefit plans are recognised in the Statement of Profit & Loss Account.
- (ii) The Defined Benefit Plan comprises of Gratuity and Leave Encashment. Gratuity is a benefit to an employee based on 15 days last drawn basic salary including dearness allowance (if any) for each completed year of continuous service with part thereof in excess of six months. The plan is funded.
- (iii) Leave Encashment benefit is a benefit to an employee based on 30 days last drawn basic salary including dearness allowance (if any) for each completed year of continuous service with part thereof in excess of six months.

		₹ in Lacs			
		Gratuity		Leave Encashment	
b. Particulars	2014-15	2013-14	2014-15	2013-14	
i. Expenses recognized in the Statement of Profit & Loss Account for the year ended March 31, 2015					
Current Service cost	38.16	36.06	25.12	23.68	
Interest Cost	93.55	71.77	13.85	9.88	
Expected return on plan assets	(66.19)	(57.55)	-	-	
Net actuarial losses (gains)	135.25	79.00	66.45	33.50	
Total Expenses	200.77	129.28	105.42	67.06	
ii. Reconciliation of Opening and Closing balances of changes in present value of the Defined Benefit Obligation					
Opening defined benefit obligation as on April 1, 2014	1011.40	897.13	149.75	123.50	
Service cost	38.16	36.06	25.12	23.68	
Interest cost	93.55	71.77	13.85	9.88	
Actuarial losses (gains)	135.60	79.66	66.45	33.50	
Benefits paid	(97.17)	(73.22)	(43.43)	(40.81)	
Closing defined benefit obligation as at March 31, 2015	1,181.54	1,011.40	211.74	149.75	
iii. Reconciliation of Opening and Closing balances of changes in fair value of the assets					
Opening fair value of plan assets as at April 1, 2014	760.84	669.16	-	-	
Expected return on plan assets	66.19	57.55	-	-	
Actuarial gains and (losses)	0.34	0.66	-	-	
Assets distributed on settlements	-	-	-	-	
Contributions by employer	126.12	106.69	-	-	
Benefits paid	(97.17)	(73.22)	-	-	
Closing balance of fair value of plan assets as at 31.03.2015	856.32	760.84	-	-	

Notes Forming Part of the Financial Statements

iv. Net Liability recognized in the Balance Sheet as at March 31, 2015

Defined Benefit Obligation as at March 31, 2015	1,181.54	1,011.40	211.74	149.75
Fair Value of plan assets as at March 31, 2015	856.32	760.84	–	–
Present Value of unfunded obligation recognized as liability as at March 31, 2015	325.22	250.56	211.74	149.75

v. Actual Return on Plan Assets

	66.53	58.21	–	–
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vi. Actuarial Assumptions

	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Discount Rate	7.95%	9.25%	7.95%	9.25%
Expected rate of return on plan assets	7.95%	8.70%	7.95%	8.70%
Expected rate of salary increase	5.00%	5.00%	5.00%	5.00%
Mortality	Indian Assured Lives Mortality (2006-08) ultimate	Indian Assured Lives Mortality (2006-08) ultimate	Indian Assured Lives Mortality (2006-08) ultimate	Indian Assured Lives Mortality (2006-08) ultimate
Withdrawal Rates	2.00%	2.00%	2.00%	2.00%
Retirement Age	60 years	60 years	60 years	60 years
Actuarial Valuation Method	Projected unit credit method	Projected unit credit method	Projected unit credit method	Projected unit credit method

(a) The Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance sheet date for the estimated terms of the obligations.

(b) Expected Rate of Return of Plan Assets : This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations.

(c) Salary Escalation Rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

vii. **Investment details of Plan Assets:** To fund the obligation under the gratuity plan, contributions are made to Life Insurance Corporation Of India, who has invested the funds substantially in Government Securities.

viii. Experience History:

(₹ in lacs)

	Gratuity					Leave Encashment				
	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Present value of defined obligations at the end of the year	1181.54	1011.40	897.13	867.45	808.23	211.74	149.75	123.51	106.21	104.17
Fair value of plan assets at the end of the year	856.32	760.84	669.16	586.05	522.85	–	–	–	–	–
Net assets / (liability) at the end of the year	(325.22)	(250.56)	(227.97)	(281.40)	(285.38)	(211.74)	(149.75)	(123.51)	(106.21)	(104.17)

Notes Forming Part of the Financial Statements

c. Defined Contribution Plans:

The contribution under defined contribution plans recognized as an expense for the year is as under :

Particulars	(₹ in lacs)	
	2014-15	2013-14
Employer's Contribution to Provident Fund	95.12	82.42
Employer's Contribution to Family Pension Fund	67.23	51.22
Employer's Contribution to Superannuation Fund	18.60	13.92
Total Contributions	180.95	147.56

The above is recognized as an expense and included in the Note 20 of Employee Benefit Expense under the head "Contribution to Provident and other funds".

ix. a. Business Segment:

The Company operates in only one business segment i.e. Corn Wet Milling comprising mainly manufacture of Starches, its derivatives and bye products. Accordingly, no further financial information for business segment is required to be given.

b. Geographical Segment:

For the purpose of geographical segment, the turnover is segregated based on the location of the customer and assets are segregated based on the location of the assets.

Segment Revenue:	2014-15 ₹ in Lacs	2013-14 ₹ in Lacs
1. Sales		
(a) India	34,441.86	33,990.93
(b) Outside India	12,364.69	15,692.19
Total :	<u>46,806.55</u>	<u>49,683.12</u>
2. Other Income		
(a) India	40.54	17.70
(b) Outside India	-	-
Total :	<u>40.54</u>	<u>17.70</u>
Segment Assets		
1. Carrying amount		
(a) India	11,397.09	9,025.40
(b) Outside India	4.87	6.03
Total :	<u>11,401.96</u>	<u>9,031.43</u>
2. Capital Expenditure		
(a) India	3,220.70	1,385.58
(b) Outside India	-	-
Total :	<u>3,220.70</u>	<u>1,385.58</u>

Notes Forming Part of the Financial Statements

- x. The Company has entered into a agreement for taking on lease machinery for a period of 60 months on non cancellable basis.

The specified disclosure in respect of this agreement is given below:

Particulars	2014-15 ₹ in Lacs	2013-14 ₹ in Lacs
A. Lease payment recognised in the statement of profit and loss for the year	109.73	87.52
B. Future minimum Lease Payments		
(i) Not Later than one year	119.70	119.70
(ii) Later than one year, but not later than five years	281.55	391.28
(iii) Later than five years	-	-

- xi. **Details of Imported Materials:**

(a) CIF value of Imports	Raw Materials		Stores, Spares, Chemicals	
	₹ in Lacs	%	₹ in Lacs	%
i) Stores, Spare Parts & Chemicals			169.13	103.70
ii) Machineries			100.48	38.71
(b) Consumption:				
1. Imported	-	-	171.30	4.09
	(-)	(-)	(155.52)	(3.95)
2. Indigenous	25,459.56	100	4,017.32	95.91
	(26,940.89)	(100)	(3,777.87)	(96.05)
Total :	25,459.56	100	4,188.62	100
	(26,940.89)	(100)	(3,933.39)	(100)

- xii. **Particulars regarding Foreign Exchange:**

a) Expenditure on accrual basis in foreign currency:	₹ in Lacs
1) Travelling	35.31
	(25.67)
2) Subscription for periodicals	0.61
	(1.12)
3) Technical Know-how & Service Fees	47.38
	(74.60)
4) Commission	85.28
	(97.49)
5) Overseas Office Expenses	48.81
	(47.46)
b) Earnings in foreign currency:	
FOB Value of Exports	11,397.47
	(14,642.97)

(Figures in brackets are of Previous Year)

Notes Forming Part of the Financial Statements

xiii. Disclosures pertaining to related parties pursuant to Accounting Standard 18:

(A) List of Related Parties and Relationships:

Joint Venture Company:

Sayaji Sethness Limited

Entities under Common Control:

C. V. Mehta (Pvt.) Ltd.
Bini Commercial Enterprises (Pvt.) Ltd.
N.B. Commercial Enterprises Ltd.
Varun Travels (Pvt.) Ltd.
Priyam Commercial Enterprises (Pvt) Ltd.
Viva Tex Chem (Pvt) Ltd.

Key Managerial Personnel:

Shri Priyam B. Mehta
Shri Varun P. Mehta
Shri Vishal P. Mehta
Shri Rajesh H Shah
Shri Narayansingh J. Deora

Relatives of Key Managerial Personnel:

Smt. Sujata P. Mehta

(b) Related Party Transactions and Balances:

Transactions					₹ in Lacs
	Joint Venture Company	Entities under Common Control	Key Managerial Personnel	Relatives of Key Managerial personnel	Total
Sale of Goods	2.19 (8.49)	21.77 (7.38)	– (–)	– (–)	23.96 (15.87)
Purchase of Goods	– (8.90)	– (13.00)	– (–)	– (–)	– (21.90)
Public Deposits received	– (–)	– (–)	92.00 (–)	63.00 (–)	155.00 (–)
Inter Corporate Deposits received	– (–)	– (7.00)	– (–)	– (–)	– (7.00)
Inter Corporate Deposits paid	– (–)	– (187.00)	– (–)	– (–)	– (187.00)
Interest paid on Deposits	58.50 (58.50)	3.46 (11.73)	4.82 (–)	12.03 (9.55)	78.81 (79.78)
Remuneration	– (–)	– (–)	263.17 (165.93)	– (–)	263.17 (165.93)
Sitting Fees	– (–)	– (–)	– (–)	1.65 (0.30)	1.65 (0.30)
Reimbursement of expenses	40.25 (33.29)	– (–)	– (–)	– (–)	40.25 (33.29)
Services Received	– (–)	83.54 (72.04)	8.04 (0.52)	– (–)	91.58 (72.04)
Rent Received	– (–)	32.53 16.53	– (–)	– (–)	32.53 16.53
Debit Balances o/s. as on 31.03.2015	0.03 (–)	6.31 (5.52)	– (–)	– (–)	6.34 (5.52)
Credit Balances o/s. as on 31.03.2015	650.00 (650.00)	38.60 (41.10)	95.15 (2.47)	137.07 (83.07)	920.82 (774.17)

(Figures in brackets are of Previous Year)

Notes Forming Part of the Financial Statements

(c) Material Transaction with Related Party

₹ in Lacs

Name	Nature of Transaction				Credit Balance as on 31.03.2015
	Remuneration	Public Deposits Received	Interest paid on Deposits	Sitting Fees	
1. Shri Priyam B. Mehta	98.82 (67.82)	85.00 (-)	4.53 (-)	- (-)	85.00 (-)
2. Shri Varun P. Mehta	65.43 (36.24)	- (-)	- (-)	- (-)	- (-)
3. Shri Vishal P. Mehta	61.08 (32.22)	7.00 (-)	0.29 (-)	- (-)	7.00 (-)
4. Shri Priyam B. Mehta (HUF)	- (-)	14.00 (-)	0.76 (-)	- (-)	14.00 (-)
5. Smt. Sujata P. Mehta	- (-)	21.00 (-)	9.75 (9.55)	1.65 (0.30)	95.07 (-)
6. Shri Narayansingh J Deora	19.81 (15.57)	- (-)	- (-)	- (-)	1.65 (1.30)
7. Shri Rajesh H Shah	18.03 (14.08)	- (-)	- (-)	- (-)	1.50 (1.17)

xiv. Details of Investment made and guarantee given covered U/s 186 (4) of the Companies Act, 2013:

- Investment made by the company is given under note no. 11.
- The company has given guarantee to bank in respect of credit facilities granted by the bank to N B Commercial Enterprises Ltd, outstanding amount of ₹ 805.58 Lacs (Previous year ₹ 1,038.23 Lacs)

xv. Earnings per Share:

2014-15 2013-14

- Weighted average number of equity shares of ₹ 100/- each.

Number of Shares at the beginning of the year	79,000	79,000
Number of Shares at the end of the year	79,000	79,000
Weighted average number of equity shares outstanding during the year	79,000	79,000

- Net Profit after tax available for Equity Shareholders (₹ In Lacs) 941.21 666.53
- Basic and diluted Earnings Per Share (₹) 1191.41 843.71

xvi. Disclosures regarding Derivative Instruments:

- The company uses forward exchange contracts to hedge its exposure in foreign currency. There are no contracts entered into for the purpose of speculation.

Notes Forming Part of the Financial Statements

b) The information on derivative instruments as on March 31, 2015 is as follows:

Hedged Exposures	Number of Contracts Amount	Foreign Currency Amount	Reporting Currency
Forward cover for export receivables	5	\$ 455,072.00	₹ 2,88,66,708.00
	(7)	(\$ 560,980.00)	(₹ 3,33,93,726.00)
Forward cover for import payables	-	-	-
	(-)	(-)	(-)
Unhedged Exposures			
Accounts Receivable		\$2,094,190.00	₹ 13,09,69,711.00
		(\$2,154,886.00)	(₹ 13,30,86,427.00)
		€ 145,480.00	₹ 97,66,072.00
		(€159,760.00)	(₹ 1,33,03,974.00)
Accounts Payable		€ 83,020.00	₹ 55,73,133.00
		(-)	(-)

(Figures in brackets are of Previous Year)

SIGNATURE TO NOTE 1 TO 23

As per our attached report of even date

For Deloitte Haskins & Sells Chartered Accountants	Priyam B. Mehta Chairman & Managing Director	Varun P. Mehta Executive Director	Vishal P. Mehta Executive Director
Gaurav J. Shah Partner	CA Mahendra N. Shah Director	Dr. Gaurang K. Dalal Director	Dr. Janak D. Desai Director
	CA Chirag M. Shah Director	Sujata P. Mehta Director	
	CA Narayansingh J. Deora Sr. Executive V. P. (Accounts)	Rajesh H. Shah Company Secretary	
Ahmedabad Date : May 26, 2015	Ahmedabad Date : May 26, 2015		

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SAYAJI INDUSTRIES LIMITED

ATTENDANCE SLIP

CIN- L99999GJ1941PLC000471

Registered office: P.O. Kathwada-Maize products, Ahmedabad-382430

Joint shareholders may obtain additional slip at the venue of the meeting.

Dp Id.*		Folio no.	
Client Id*		No. of shares	

Name and address of the shareholder

I hereby record my presence at the 74th annual general meeting of the company held on Thursday, 13th August, 2015 at 9.00 a.m. at Bhuriba Lallubhai Mehta Primary School, P.O. Kathwada - Maize Products, Ahmedabad-382430

*Applicable for investors holding shares in electronic form.

Signature of shareholder/ Proxy

----- ✂ ----- Tear Here ----- ✂ -----

SAYAJI INDUSTRIES LIMITED CIN- L99999GJ1941PLC000471 Regd. office: P.O. Kathwada-Maize products, Ahmedabad-382430.		Proxy Form[Pursuant to section 105(6) of the companies act, 2013 and rule 19(3) of the companies (management and administration) rules, 2014]
Name of the shareholder(s) Registered Address	Email-Id : Folio No/*Client Id: *DP No:	
I/we, being the shareholder(s) holding _____ shares of Sayaji Industries Limited, hereby appoint 1) _____ of _____ having e-mail id _____ or failing him 2) _____ of _____ having e-mail id _____ or failing him 3) _____ of _____ having e-mail id _____ and whose signature(s) are appended below as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 74th Annual general meeting of the company, to be held on 13 th August, 2015 at 9:00 a.m at Bhuriba Lallubhai Mehta Primary School, P.O. Kathwada - Maize Products, Ahmedabad-382430, and at any adjournment thereof in respect of such resolutions as are indicated below:** I wish my above proxy to vote in the manner as indicated in the box below:		

Resolution	For	Against
1. Consider and adopt the audited financial statement, reports of the board of directors and auditors		
2. Declaration of dividend on equity shares		
3. Appointment of Mr. Vishal P Mehta who retires by rotation		
4. Ratification of Appointment of auditors		
5. Ratification of Remuneration to cost auditors		
6. Granting consent to invite and accept the deposits from general public and shareholders		
7. Reappointment of Mr. Varun P. Mehta as the executive director of the company for the period from 16.1.2015 to 31.3.2019 and to fix his remuneration for the period of three years from 16.1.2015		

Signed this _____ day of _____, 2015

Signature of the share holder _____

Signature of the first proxy holder(s) _____

Signature of the second proxy holder(s) _____

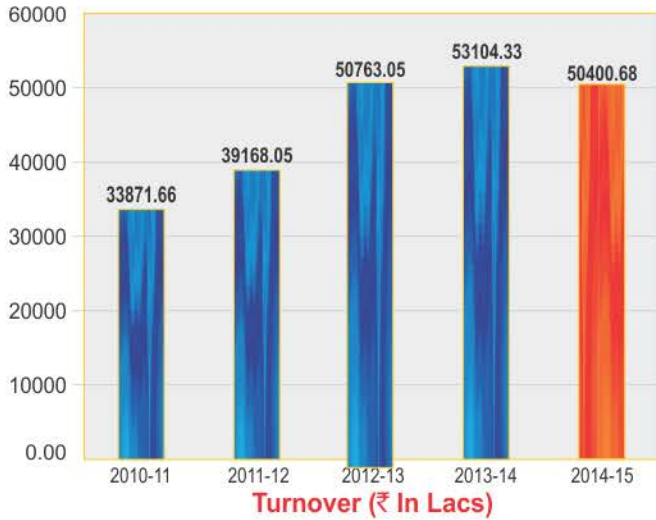
Signature of the third proxy holder(s) _____

Affix Revenue stamp

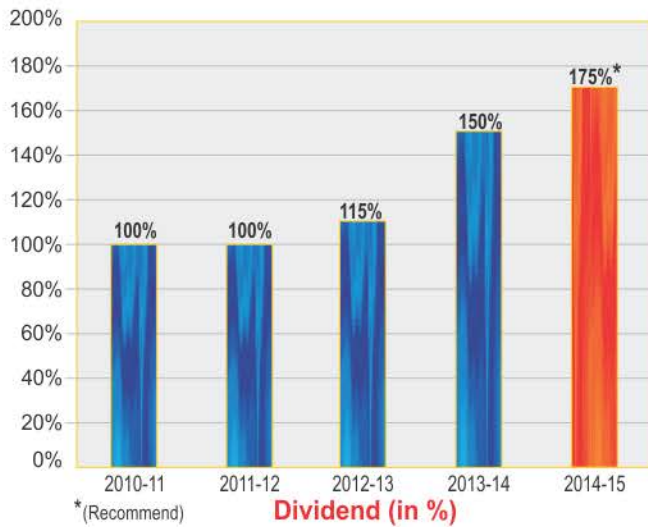
Note :

1. **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.**
2. A proxy need not be a member.
3. A proxy can act as a proxy on behalf of shareholders not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A shareholder 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 shareholders.
- **4. This is only optional. Please put 'X' in the appropriate column against the resolution 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.
5. Appointing a proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

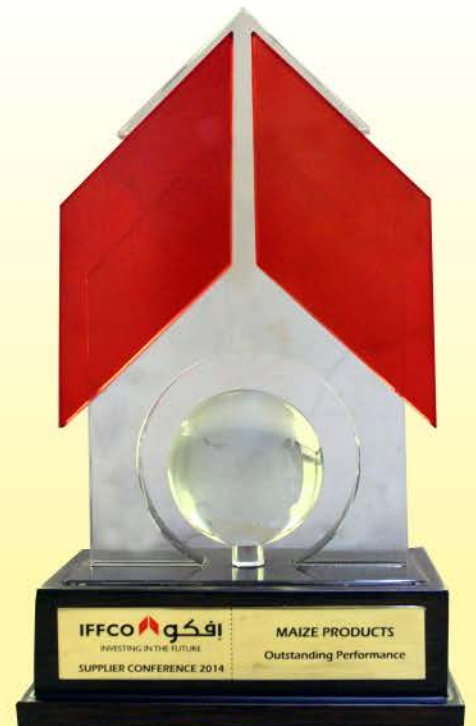
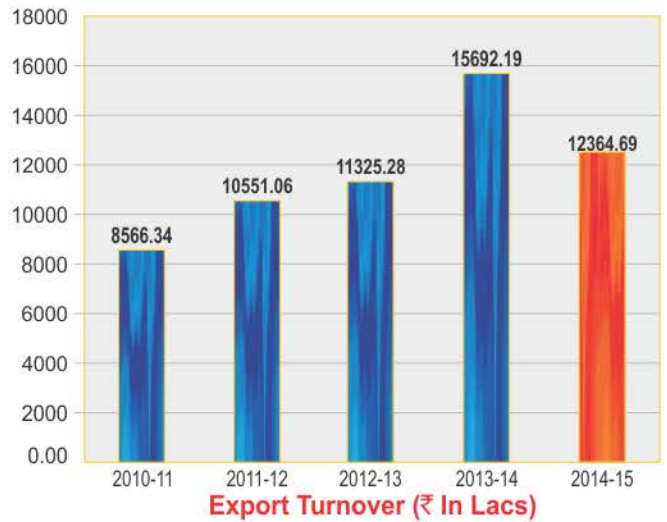
GROWTH AT A GLANCE



* (Without considering write back of MAT credit of current and previous years)



* (Recommend)



1941

Hindustan Colour, Chemical &
Manufacturing Company Ltd.



2015

Sayaji Industries Limited



SAYAJI INDUSTRIES LIMITED

REGISTERED OFFICE:

P.O.Kathwada-Maize Products, Ahmedabad – 382 430.