



# INDIAN SUCROSE LIMITED

## 25th Annul Report 2015-2016



## MANAGEMENT

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### BOARD OF DIRECTORS

**Sh. Kunal Yadav**  
Chairman & Managing Director

**Sh. Sheoraj Singh Ahlawat**  
Independent Director

**Sh. Prakash Chandra Gupta**  
Independent Director

**Mr. Geoffery Frederick Francis**  
Independent Director

**Sh. Sanjay Singh**  
Executive Director

**Smt. Kunj Deep Kalra**  
Woman Director

**COMPANY SECRETARY**  
CS Rishav Jaiswal

### AUDITORS

M/s R. Dewan & Co.  
Chartered Accountants,  
Ludhiana.

### COST AUDITORS

Ajay Kumar Singh & Associates,  
Cost Accountants,  
Delhi

### BANKERS

Punjab National Bank

### REGISTERED OFFICE & WORKS

G. T. Road, Mukerian, Distt.-  
Hoshiarpur, Punjab-144 211

### CORPORATE OFFICE

5A, 2nd Floor, 18 Poorvi Marg,  
Vasant Vihar, Delhi-110057

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# INDIAN SUCROSE LIMITED



**INDIAN SUCROSE LIMITED**  
(FORMERLY OSWAL SUGARS LIMITED)  
CIN: L15424PB1990PLC010903

Regd. Office & Works: G.T.Road, Mukerian-144211, Distt. Hoshiarpur (Punjab)  
Phone: +91-9115110651/52/53 Email Id: isl.investor@yaducorporation.com  
Website: www.muksug.com

## NOTICE

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Friday, 30<sup>th</sup> day of September 2016 at 11:00 AM, at the Registered Office of the Company at G.T. Road, Mukerian-144211, Distt. Hoshiarpur (Punjab), to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016 the Report of Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Sh. Sanjay Singh (DIN: 06694962), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. R. Dewan & Co., Chartered Accountants, (FRN: 017883N) as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

**"RESOLVED THAT** M/s. R. Dewan & Co. (FRN: 017883N), Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such terms and conditions, including remuneration, to be finalized by Board of Directors or committee thereof in consultation with the Auditors."

### SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modifications, if any, the following as an Ordinary Resolution for Regularization of Additional Director:

**"RESOLVED THAT** pursuant to the provisions of Section 160 & 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and subject to the approval of shareholders in general meeting, Mr. Geoffery Frederick Francis (DIN: 03420590) who was appointed as an Additional Director in the meeting of the Board of Directors held on Monday 30<sup>th</sup> May, 2016 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company."

**"RESOLVED FURTHER THAT any of the directors of the company** be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

5. To consider and, if thought fit, to pass, with or without modifications, if any, the following as an Ordinary Resolution for ratification of remuneration payable to M/s. Ajay Singh & Associates, appointed as Cost Auditors of the Company for FY 2015-16:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all 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 Ajay Singh & Associates, the Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid a remuneration of **Rs. 50,000/- (Rupees Fifty Thousand)** per annum.

**RESOLVED FURTHER THAT** any of the 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 approve conversion of 700,000 6% Convertible Preference Shares into Equity Shares and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 55 and all other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for conversion of 700,000 6% Convertible Preference Shares of Rs. 100/- each into equity shares of Rs. 10/- each ranking at a premium of Rs. 4/- pari passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all acts, deeds, things and matters as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-Forms with the Registrar of Companies, Chandigarh."

By Order of the Board of Director  
For Indian Sucrose Limited

Place: New Delhi  
Date: 23-08-2016

Sd/-  
**Kunal Yadav**  
(Chairman & Managing Director)



## INDIAN SUCROSE LIMITED

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY IS ANNEXED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**  
**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The details of the Directors seeking re-appointment / appointment under item no. 2, and 4 of the accompanying Notice, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
4. A Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the registered office of the Company on all working days during business hours up to the date of the Meeting.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. The members holding shares in physical form are requested to notify the change in their addresses, if any to the company immediately.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested, to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Members, desiring of any information/ clarification(s)/ intending to raise any query concerning the annual accounts and operations of the Company, are requested to write to the company at least 10 days prior to the date of this Meeting to the Company Secretary at the Registered Office of the Company, so that the same may be attended appropriately.
9. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slip along with their copy of the annual report to the Meeting.
10. Members holding shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Members are requested-
  - i. To bring their copy of Annual Report at the Meeting;
  - ii. To bring Attendance Slip duly completed and signed at the meeting; and
  - iii. To quote their Folio No. / DP Id - Client Id in all correspondence.
13. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive), for Annual Closing.
14. In terms of the provisions of the Companies Act, 2013, Notice of AGM may be served on the members through electronic means. Members who have registered their E-mail Ids with Depositories or the Company are being sent this notice by e-mail and Members who have not registered their E-mail Ids will receive notice through registered post/courier. In order to receive faster communication and enable the Company to serve the Members better and to promote green initiatives, the Members are requested to provide/update their e-mail addresses with their respective Depository Participants (DPs) or send an email at [isicare@yahoo.co.in](mailto:isicare@yahoo.co.in) to get the Annual Report and other communication from the Company.
15. The members are requested to make their all correspondence with the Company at its Registered Office at G.T. Road, Mukerian-144211, Distt. Hoshiarpur (Punjab).
16. Members are requested to furnish the Nomination Form in the prescribed Performa in case they wish to avail the Nomination facility given by the Companies Act, 2013.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company, for consolidation into a single folio.
18. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

### Voting by electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility for voting by electronic means and the resolutions requiring the approval of the members may be approved by the members through such voting and the members who have cast their vote by

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remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling papers which would be available at the meeting.

The e-voting period commences on Tuesday, 27<sup>th</sup> September 2016 (9:00 A.M.) and ends on Thursday, 29 September 2016 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September 2016, may opt for casting of vote through remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter.

**The detailed procedure and instructions for remote e-Voting is as follows:**

- A. In case a Member receives an email from NSDL (for members who hold shares in electronic form and whose email IDs are registered with the Depository Participants(s):
1. Open email and open PDF file viz; "remote e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  2. Open the internet browser and type the following URL: [www.evoting.nsdcl.com](http://www.evoting.nsdcl.com)
  3. Click on Shareholder-Login
  4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
  5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any

REVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

2. Please follow all steps from Sl. No. (2) to Sl. No. (8) as in clause A above, to cast vote.

**General Instructions:**

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdcl.com](http://www.evoting.nsdcl.com) or call on toll free no.: 1800-222-990.
2. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 23<sup>rd</sup> September 2016.
  - a) **Voting by Electronic Means** includes "remote e-voting" and voting at the general meeting through an electronic voting system which may be the same as used for remote e-voting.
  - b) **Remote E-Voting** means the facility of casting votes by a member using an electronic voting system from a place other than venue of general meeting.

other person and take utmost care to keep your password confidential.

6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
7. Select "REVEN (Remote Electronic Voting Event Number)" of Indian Sucrose Limited.
8. Now you are ready for remote e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [cssheetalsharma@gmail.com](mailto:cssheetalsharma@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip (for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy):**

1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :



## INDIAN SUCROSE LIMITED

5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
7. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September 2016 and not casting their vote electronically, may only cast their vote at the 25<sup>th</sup> Annual General Meeting.
8. **Ms. Sheetal Sharma**, Company Secretary (Membership No. 38958 & COP No: 15204) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
9. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
10. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **ITEM No. 4**

Mr. Geoffery Frederick Francis was appointed as an Additional Director w.e.f. 30<sup>th</sup> May 2016, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 133 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Geoffery

Frederick Francis candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Geoffery Frederick Francis on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors, except Mr. Geoffery Frederick Francis and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends resolutions no. 4 to be passed as an ordinary resolution.

#### **ITEM No. 5**

In pursuance of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee at its meeting held on, Saturday, 28<sup>th</sup> May 2016, the Board has, considered and approved the appointment of M/s. Ajay Singh & Associates, Cost Accountants as the cost auditor for the financial year 2015-16 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) per annum.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the ratification by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

#### **ITEM NO. 6**

The Company issued 700,000 6% Convertible Preference Shares of Rs. 100/- each convertible into Equity Shares of RS. 10/- each at a premium of Rs. 4/- each at any time after the expiry of 12 months but not later than 60 months from the date of issue i.e. 15-12-2010 subject to approval of the Shareholders of the Company. The Board has proposed to convert these shares into equity shares of the company to enable the Preference Shareholders to get a higher rate of return on their investment.

A Special Resolution has already been passed to this effect at the Preference Shareholders' Meeting held on 22<sup>nd</sup> August, 2013. The said proposal is now placed before the meeting for approval since the shares will rank pari passu with the existing equity shares of the Company.

Sh. Kunal Yadav, Managing Director who is holding 100,000 Preference Shares of the Company, may be deemed to be interested in this resolution. No other director is interested or concerned in this resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board of Director  
For Indian Sucrose Limited

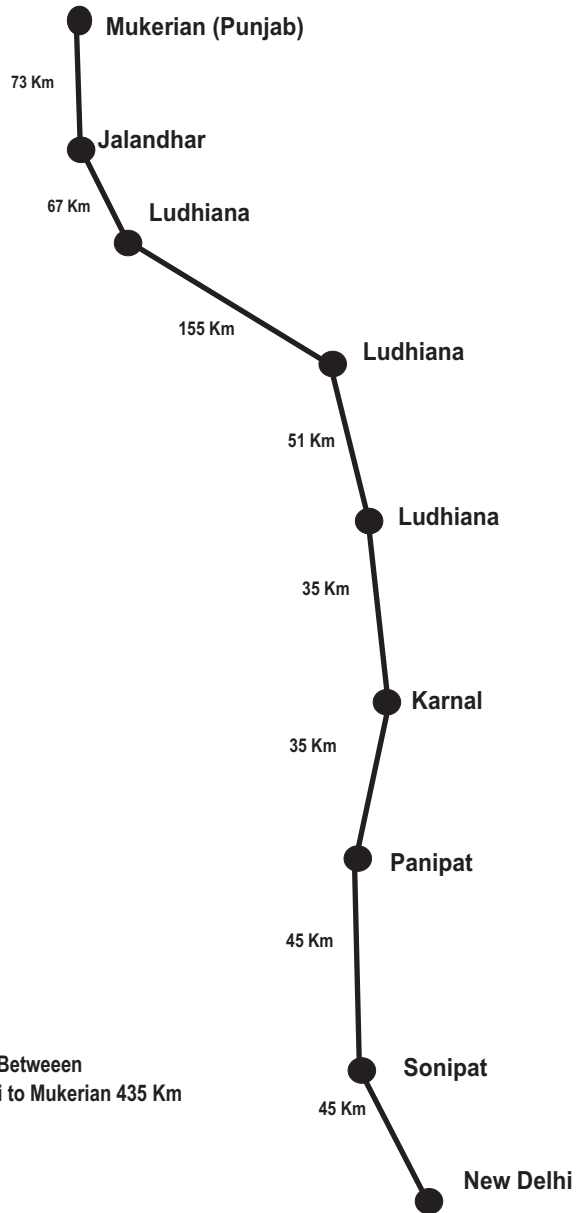
Sd/-  
**Kunal Yadav**  
(Chairman & Managing Director)

Place: New Delhi  
Date: 23-08-2016



**ROUTE MAP FOR AGM VENUE**

Venue: G.T Road, Mukerian-144 211  
Distt. Hoshiarpur, (Punjab)



Distance Between  
New Delhi to Mukerian 435 Km



## INDIAN SUCROSE LIMITED

### Directors' Report

To the Members,

The Board hereby presents its report for the year ended 31st March, 2016.

#### 1. Financial Performance

The Financial Summary and Highlights are given below. For the period ended 31st March 2016.

(₹ in Lacs)

	For the year ended March 31, 2016	For the 6 months ended March 31, 2015
Revenue from Operations and Other Income	28308.78	21198.99
Total Expenses	27596.87	22229.81
Profit/ (Loss) before Tax (PBT)	1.90	(918.19)
Prior Period Items	764.75	(20.60)
Profit before Tax	312.38	(897.59)
Tax Expenses:		
Current Tax	312.38	-
Earlier Year Tax	-	126.26
Wealth Tax	-	2.00
Deferred Tax charge/ (Credit)	144.37	(150.04)
Profit/ (Loss) after Tax	596.74	(875.81)

#### 2. Performance Review

Your company achieved turnover of Rs. 28308.78 lacs for the year ended March 31, 2016 and has earned a net profit of Rs. 596.74 lacs during the year under review.

During the year under review, your Company has crushed 8,678,782 QTLS of Sugarcane and produced 920,662 bags of Sugar in 136 crushing days, as compared to previous year crushing of 6,081,747 QTLS of sugarcane and production of 617,402 bags of Sugar in 130 crushing days.

The capacity utilization of the plant during the year under review was 98.86% and the average recovery was 10.63% as compared to capacity utilization of 93.56% and average recovery of 10.14% in the previous year.

#### 3. Dividend & Transfer to Reserves

No amount is proposed to be transferred to the reserve(s) and your Directors have not recommended payment of any dividend for the year under review.

#### 4. Capital

During the Financial year 2015-16 the Share Capital of the Company remains the same as that of previous year 2014-15.

#### 5. Risk Management Policy

Board has constituted a Risk Management Committee of the Board, to assist the Board with regard to the identification, evaluation and mitigation of operational, strategic and external risks. Risk Management Committee works towards identifying internal and external risks and implementing risk mitigation steps. On quarterly basis, status updates are provided to the Board of Directors of the Company. More details on risks and threats have been disclosed in the section "Management Discussion and Analysis".

#### 6. Adequacy of Internal Financial Controls With Reference to the Financial Statements

The Company has adequate internal control procedures commensurate with its size and nature of business. The business control procedures ensure efficient use and protection of Company's resources and compliance with policies, procedures and statutory requirements. Further Internal auditors are appointed to carry audit assignments and to periodically review the transactions across the divisions and evaluate effectiveness of internal control systems.

#### 7. Vigil Mechanism:

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.

#### 8. Directors

The aforesaid appointment was made to hold office upto the date of the ensuing Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 (the "Act").

The brief resume of the Directors being appointed/ re-appointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorship(s), Committee Membership(s)/ Chairmanship(s), their shareholding etc., is given in the section on Corporate Governance Report forming part of this Annual Report.

#### 9. Key Managerial Personnel

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Act are as follows:

1. Mr. Kunal Yadav	Managing Director
2. Mr. Ravinder Sharma	CFO
3. Mr. Rishav Jaiswal	Company Secretary

During the year under review, Mr. Manish Kumar Dixit, resigned as Company Secretary and Compliance Officer of the Company with effect from the close of business hours of August 14<sup>th</sup> 2015 and Mr. Rishav Jaiswal was appointed as the Company Secretary and Compliance Officer of the Company with effect from May 30<sup>th</sup> 2016.

#### 10. Subsidiary, Associate and Joint Venture Companies

Rangar Breweries Limited is the only associate company of your Company and does not have any subsidiary and joint venture companies. During the period under review, no Company became/ ceased to be a Subsidiary, associate and joint venture Company of your Company.

#### 11. Deposits

During the year under review, your Company has not accepted any deposits from the public falling under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014. Thus, as on March 31, 2016, there were no deposits which were unpaid or unclaimed and due for repayment.

#### 12. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

The provisions of Section 125(2) of the Act do not apply as there was no dividend declared and paid by the Company.

#### 13. Significant and Material Orders Passed by the Regulators or





## Courts or Tribunals Impacting the Going Concern Status and Company's Operations in Future.

During the year under review, there were no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

### 14. Declaration of Independence by Director

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Companies Act, 2013, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6) and relevant Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 15. Familiarization programme for Independent Directors

All new Independent Directors (IDs) inducted into the Board are given an orientation. Presentations are made by Executive Directors (EDs) and Senior Management giving an overview of the Company's operations, to familiarize the new IDs with the Company's business operations. The new IDs are given an orientation on our products, group structure and subsidiary company, Board constitution and procedures, matters reserved for the Board, and the Company's major risks and risk management strategy.

### 16. Nomination And Remuneration Policy

The Company follows a policy on nomination and remuneration of Directors and Senior Management Employees. The Policy is approved by the Nomination and Remuneration Committee. The policy on the above is attached as **Annexure 1**.

### 17. Board Evaluation

Pursuant to the provisions of companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

### 18. Number of meetings of the Board

The Board met sixteen (16) times in the year ended 31st March 2016 viz. on 7<sup>th</sup> May 2015, 15<sup>th</sup> May 2015, 05<sup>th</sup> June 2015, 18<sup>th</sup> June 2015, 14<sup>th</sup> July 2015, 12<sup>th</sup> August 2015, 14<sup>th</sup> August 2015, 22<sup>nd</sup> August 2015, 19<sup>th</sup> September 2015, 29<sup>th</sup> September 2015, 14<sup>th</sup> November 2015, 25<sup>th</sup> November 2015, 23<sup>rd</sup> December 2015, 20<sup>th</sup> January 2016, 13<sup>th</sup> February 2016 and 14<sup>th</sup> March 2016. The maximum interval between any two meetings did not exceed 120 days. Details of the meetings of the Board along with the attendance of the Directors therein have been disclosed as part of the Corporate Governance Report forming part of this Annual Report.

### 19. Committees of the Board

The Company's Board has the following committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the membership and attendance of the meetings of the above Committees of the board are provided in the Corporate Governance report.

### 20. Composition of Audit Committee

The composition of Audit Committee of the Company is as follows:

- |    |                           |             |
|----|---------------------------|-------------|
| 1. | Mr. Prakash Chandra Gupta | Chairperson |
| 2. | Mr. Sheoraj Singh Ahlawat | Member      |
| 3. | Mr. Kunal Yadav           | Member      |

### 21. Corporate Social Responsibility

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

### 22. Directors' Responsibility Statement

Your Directors hereby confirmed that:

- (a) in the preparation of the Annual Accounts, for the financial year ended March 31, 2016 the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit and loss of the Company for the financial year;
- (c) the director 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;
- (d) the directors have prepared the Annual Accounts on a going concern basis;
- (e) The Directors have laid down internal financial controls to be followed by the Company, and these financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### 23. Particulars of Loans, Guarantees or Investments Under Section 186 of the Act

During the year under review, there were no loans and guarantees given and investments made under Section 186 of the Act.

### 24. Particulars Of Contracts Or Arrangements With Related Parties Referred To In Sub-Section (1) Of Section 188 Of The Act In The Prescribed Form

All contract(s) / arrangement(s) / transaction(s) entered into by your Company with its related parties, during the year under review, were:

- in "ordinary course of business" of the Company;
- on "an arm's length basis"; and
- not "material",

as per the provisions of Section 188(1) of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014. Accordingly, Form AOC-2, prescribed under the provisions of Section 134(3)(h) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014, for disclosure of details of Related Party Transactions, which are "not at arm's length basis" and also, which are "material & at arm's length basis", is not provided as an annexure of the Directors' Report.

### 25. Material Changes and Commitments affecting the financial



## INDIAN SUCROSE LIMITED

### position of the Company

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

### 26. Significant and material orders passed by the regulators or courts

There are no significant material orders passed by the Regulators / Courts. However which would impact the going concern status of the Company and its future operations.

### 27. Auditors

#### Statutory Auditors:

M/s R. Dewan & Co., Chartered Accountants, the Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received letter from M/s R. Dewan & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Act and that they are not disqualified for such appointment within the meaning of Section 141 of the Act. The observations and comments given by Auditors in their report read together with notes to Accounts are self explanatory and hence do not call for any further comments under Section 134 of the Act.

#### Explanation to Auditor's Remarks

1. The Company has granted loan to M/s. Yadu Sugar Ltd. in the earlier year and the balance outstanding as on 1/04/2015 was Rs. 4,93,56,000/-. During the year further loan of Rs 2,61,90,000/- was further granted. This amount including the opening balance outstanding was repaid during the year. However, no interest has been charged on this loan.
2. The Company has granted loan of Rs.2,75,00,000 to M/s. Cosmos Industries Ltd. in the financial year 2015-16 which was repaid during the year. But no interest has been charged on this loan.
3. The Company has provided guarantee in respect of KCC loan secured to the farmers (suppliers) from Banks. As per Tri-partite agreement between the Indian Sucrose Ltd., farmers and banks, the banks have sanctioned KCC limit to the farmers and credited the same in the Indian Sucrose Ltd.
4. The company had issued 7,00,000 cumulative 6% preference cumulative shares of Rs.100 each in Jan 2011, which were convertible into equity shares at a premium of Rs.4 each within 60 months from the date of issue. These shares have not been converted into equity shares which were due for conversion after the month of Dec, 2015.

#### Cost Auditors

During the financial year under review the Company has appointed M/s. Ajay Kumar Singh & Associates, Cost Accountants, Delhi as the Cost Auditors and the Cost Audit Report is required to be filed with the Central Government within 180 days from the end of financial year.

#### Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Lalan Kumar Singh (FCS.:7837)(CP.:8544) from M/s L K Singh & Associates, a firm of Company Secretaries in

Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR-3 for the Financial Year ended March 31, 2016 is annexed as **Annexure 2** to the Report. There are no reservations or adverse remarks made by Secretarial Auditor in this report. The clarifications on the qualifications in the Secretarial Auditors' Report are self explanatory and no further explanation is considered necessary:-

- (a) *The Company has granted loan to M/s. Yadu Sugar Ltd. Rs 2, 61, 90,000/- and Rs.2,75,00,000 to M/s. Cosmos Industries Ltd respectively. However, no interest has been charged on this loan which is prejudicial to the interest of the Company and violation of Section 186 of Companies Act 2013 but loan granted was repaid during the year. Moreover the requisite information and other relevant documents have not been provided to us for verification. Accordingly we are unable to comment on terms and conditions of loan granted.*
- (b) *Company has granted Loan to company in which director are interested the requirement of Section 185 of Companies Act 2013 has not complied.*
- (c) *The company had issued 7,00,000 cumulative 6% preference cumulative shares of Rs.100 each in Jan 2011, which were convertible into equity shares at a premium of Rs.4 each within 60 months from the date of issue. These shares have not been converted into equity shares which were due for conversion after the month of Dec, 2015. Further, the company has neither paid nor credited any dividend since the date of issue of 6% preference cumulative shares.*

#### Internal Auditors

M/s Bhola Vijesh & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

### 28. Corporate governance

The Company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on corporate governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the certificate from the Practicing Company Secretary confirming the compliance, is annexed and forms part of this Annual Report.

### 29. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act are provided as follows:

#### CONSERVATION OF ENERGY

- (a) **The Steps taken or Impact on Conservation of Energy:** Efforts for Energy Conservation are a continuing process. These efforts continued during the financial year 2015-16 also.
- (b) **Steps taken by the Company for utilizing alternate sources of energy:**

The Company has installed most modern equipments in the plant and is able to save and minimize energy consumption.

## INDIAN SUCROSE LIMITED



### (c) The capital Investment on energy conservation equipments: 47.78 Lacs

Total energy consumption and energy consumption per unit of production: ₹

Particular	Current year 01.04.15 to 31.03.16	Previous year 01.10.14 to 31.03.15
1. ELECTRICITY		
a). Purchased		
Units	771,654 kvah	43,1634 kvah
Amount (in lacs)	-	-
Rate/Unit ( in Rs.)	-	-
b). Own generation		
i) Through Diesel Generator		
Units	6,187 kwh	560,246 kwh
Units per ltr of diesel oil	3.75 kwh/L	3.58 kwh
Rate/unit (in Rs.)	-	-
ii) Through Stream Turbine		
Generation		
Units	39908622	32996128
Units per ton of fuel	-	-
Rate/unit		
(being generated out of stream required for process)	-	-

### TECHNOLOGY ABSORPTION (R & D)

#### (i) The efforts made towards technology absorption

- The Company has adopted latest technology in the plant to maximize production, better quality, and to minimize consumption of energy.
- The Company has implemented its own Effluent Treatment Plant of latest technology.

#### (ii) The benefits derived like product improvement, cost reduction, product development or import substitution.

#### (iii) Technology imported during the year – Nil

### FOREIGN EXCHANGE EARNING & OUTGO

- Total Foreign Exchange earned Rs. nil (previous year Rs. Nil)
- Total Foreign Currency used-Nil

### 30. Extract of Annual Return

The extract of the Annual Return of your Company as on March 31, 2016 as provided under sub-section (3) of Section 92 in the Form MGT 9 is enclosed with this report as **Annexure 3**.

### 31. Listings

The shares of your company are currently listed with Bombay and Calcutta Stock Exchange. Application for delisting with Calcutta Stock Exchanges is still pending and expected to be approved very soon.

### 32. Deposits

Your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as on the

Balance Sheet date.

### 33. Particulars of Employees

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 (12) of the Act and Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided separately as **Annexure 4** to this Report.

Further the details of employee remuneration as required under provisions of Section 197(12) of the Act and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

### 34. Management Discussion & Analysis

Management Discussion and Analysis is annexed as **Annexure 5**.

### 35. Disclosure Under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Policy on Prevention of Sexual Harassment at Workplace has been formulated by the Company. The policy aims to develop a harmonious and productive working environment free from sexual harassment. The Company also ensures all allegations of sexual harassment are investigated and dealt with effectively and appropriately and during the year under review, the Company received no complaints pertaining to sexual harassment.

### 36. Human Resources

Human resources are the most important resource and your directors believe in to give them their due weight age for their crucial role-playing in the overall progress of the organization. The relationship between the management and the staffs/ workers has been comfortable and cordial during the year.

### 37. Acknowledgement

Your Directors take this opportunity to express their deep and sincere gratitude to all officers/ staffs/ workers, as team members, for their dedicated and sincere efforts and also to Bankers, creditors, suppliers and all concerned for showing their continued faith and extending their full and wholehearted support to our organization.

Your Directors would also like to express their gratitude to members for their trust and support.

By Order of the Board of Directors  
For Indian Sucrose Limited

Sd/-  
**Kunal Yadav**  
(Chairman & Managing Director)

Place: Delhi  
Date: 23-08-2016



## Annexure 1

### NOMINATION AND REMUNERATION POLICY

#### Preamble:

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company already constituted Remuneration Committee comprising of three non-executive Independent Directors as required under Listing Regulations. In order to align with the provisions of the Companies Act, 2013 and the amended Listing Regulations from time to time, the Board on 7th May 2014 changed the nomenclature of "Remuneration Committee" as "Nomination and Remuneration Committee" with three non-executive Independent Directors as Member of the Committee.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

#### Objective:

The Key Objectives of the Committee would be:

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

#### Definitions:

- **"Board"** means Board of Directors of the Company.
- **"Company"** means "Indian Sucrose Limited."
- **"Employees' Stock Option"** means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.
- **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **"Key Managerial Personnel" (KMP)** means
  - i. Chief Executive Officer or the Managing Director or the Manager,
  - ii. Company Secretary,
  - iii. Whole-time Director,
  - iv. Chief Financial Officer and
  - v. Such other officer as may be prescribed.
- **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations.
- **"Policy or This Policy"** means, "Nomination and Remuneration Policy."
- **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

- **"Senior Management"** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

#### Interpretation:

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Regulations and/or any other SEBI Regulation(s) as amended from time to time.

#### Board Remuneration Policy:

The Policy ensures that:

- ⇒ The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- ⇒ Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- ⇒ Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

#### Role of the Committee:

Role of the Nomination and Remuneration Committee inter alia will be following:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) to recommend to the Board the appointment and removal of Senior Management
- c) to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
- d) to recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors' remuneration and incentive.
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- g) to devise a policy on Board diversity;
- h) to develop a succession plan for the Board and to regularly review the plan;
- i) To carry out any other function as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable.

#### Membership:

- a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.



- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

**Chairman:**

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

**Frequency of Meetings:**

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

**Secretary and Minutes:**

The Company Secretary shall act as the secretary for Committee meetings. Proceedings of all meetings must be recorded and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the meetings shall be recorded and maintained by the Company Secretary and shall be presented to the Committee for approval at its subsequent meeting.

**Committee Members' Interest:**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**Voting:**

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

**Appointment and Removal of Director, KMP and Senior Management**

• **Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether

qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

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

• **Term/ Tenure:**

1. **Managing Director/ Whole-time director/ Manager (Managerial Person):**

- The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. **Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.
- Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company, he /she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

• **Evaluation:**

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

• **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

• **Retirement:**

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the



## INDIAN SUCROSE LIMITED

same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### Provisions Relating to Remuneration of Managerial Person, KMP and Senior Management

#### • General

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.
4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### • Remuneration to Managerial Person, KMP and Senior Management

##### 1. Fixed Pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

##### 2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

##### 3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

#### • Remuneration to Non-Executive/ Independent Directors

##### 1. Remuneration/ Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

##### 2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

##### 3. Limit of Remuneration/ Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

##### 4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

#### Deviation from the Policy

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.



**FORM No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

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

To,  
The Members  
**Indian Sucrose Limited**  
**CIN: L15424PB1990PLC010903**  
G. T. Road, Hoshiarpur,  
Mukerian, Punjab, 144211

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s Indian Sucrose Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended **31st March, 2016**, 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Indian Sucrose Limited** ("the Company") for the financial year ended on **31st March, 2016**, 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. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
    - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
    - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
2. We have also examined compliance with the applicable clauses of the following:
  - (a) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by Institute of Company Secretaries of India and made effective 1<sup>st</sup> July 2015. issued by The Institute of Company Secretaries of India.
  - (b) The Listing Agreements entered into by the Company with the Bombay 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 except to the extent as mentioned below:

- (c) *The Company has granted loan to M/s. Yadu Sugar Ltd. Rs 2, 61, 90,000/- and Rs.2,75,00,000 to M/s. Cosmos Industries Ltd respectively. However, no interest has been charged on this loan which is prejudicial to the interest of the Company and violation of Section 186 of Companies Act 2013 but loan granted was repaid during the year. Moreover the requisite information and other*



## INDIAN SUCROSE LIMITED

relevant documents have not been provided to us for verification. Accordingly we are unable to comment on terms and conditions of loan granted.

- (d) Company has granted Loan to company in which director are interested the requirement of Section 185 of Companies Act 2013 has not complied.
- (e) The company had issued 7,00,000 cumulative 6% preference cumulative shares of Rs.100 each in Jan 2011, which were convertible into equity shares at a premium of Rs.4 each within 60 months from the date of issue. These shares have not been converted into equity shares which were due for conversion after the month of Dec, 2015. Further, the company has neither paid nor credited any dividend since the date of issue of 6% preference cumulative shares.

### We 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.

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.

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

**We further report that** during the audit period the company has Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

For L K SINGH & ASSOCIATES  
COMPANY SECRETARIES

Sd/-  
(Lalan Kumar Singh)  
FCS No.: 7837  
C.P. No.: 8544

Place: Delhi  
Date: 23/08/2016

Annexure A

To,  
The Members  
**Indian Sucrose Limited**  
G. T. Road, Hoshiarpur,  
Mukerian ,Punjab ,144211

Our report of even date is to be read along with this letter.

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

For L K SINGH & ASSOCIATES  
COMPANY SECRETARIES

Sd/-  
(Lalan Kumar Singh)  
FCS No.: 7837  
C.P. No.: 8544

Place: Delhi  
Date: 23/08/2016



# INDIAN SUCROSE LIMITED



Form No. MGT-9

Annexure 3

## EXTRACT OF ANNUAL RETURN As on the financial year ended on 31<sup>st</sup> March, 2016

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

### I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L15424PB1990PLC010903
ii.	Registration Date	12/12/1990
iii.	Name of the Company	INDIAN SUCROSE LIMITED
iv.	Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v.	Address of the Registered office and contact details	G.T. Road, Mukerian, Distt. Hoshiarpur, Punjab-144211 Phone No. 01883-249000
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited, 12/1/5 Manoharpukur Road Kolkata Phone: 011-41406149

### 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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Manufacturing and refining of Sugar	15421	91.06%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATES COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Rangar Breweries Limited	U15549DL1974PLC007383	Associate	45.79%	2(6)

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

#### i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	2634886	450000	3084886	19.95%	2634886	450000	3084886	19.95%	0
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	6022607	-	6022607	38.95%	6022607	-	6022607	38.95%	0
e) Banks / FI									
f) Any other									
<b>Sub-Total (A) (1):-</b>	<b>8657493</b>	<b>450000</b>	<b>9107493</b>	<b>58.90%</b>	<b>8657493</b>	<b>450000</b>	<b>9107493</b>	<b>58.90%</b>	<b>0</b>



## INDIAN SUCROSE LIMITED

<b>(2.) Foreign</b>									
(g) NRIs- Individuals									
(h) Other-Individuals									
(i) Bodies Corp.									
(j) Banks/ FI									
(k) any other									
<b>Sub-total(A)(2):-</b>									
<b>Total Shareholding of Promoters</b>									
<b>(A)=(A)(1)+(A)(2)</b>	<b>8657439</b>	<b>450000</b>	<b>9107493</b>	<b>58.90%</b>	<b>8657493</b>	<b>450000</b>	<b>9107493</b>	<b>58.90%</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	33	9400	9433	0.06	33	9400	9433	0.06	0
b) Banks / FI	500	-	500	0.00	500	-	500	0.00	
c) Central Govt				0.00					
d) State Govt(s)				0.00					
e) Venture Capital Funds				0.00					
f) Insurance Companies				0.00					
g) FIs				0.00					
h) Foreign Venture Capital Funds				0.00					
i) Others (specify)				0.00					
<b>Sub-total (B)(1):-</b>	<b>533</b>	<b>9400</b>	<b>9933</b>	<b>0.06</b>	<b>533</b>	<b>9400</b>	<b>9933</b>	<b>0.06</b>	<b>0</b>
<b>2. Non - Institutions</b>									
a) Bodies Corp.									
i) Indian	835023	29900	864923	5.59%	733778	29900	763678	4.94%	0.65%
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1597134	2133005	3730139	24.12%	1579512	2124172	3703684	23.95%	-0.17%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1000711	-	1000711	6.64%	1129731	-	1129731	7.30%	0.83%
c) NRI	74408	674200	748608	4.84%	74588	672700	752288	4.84%	-0.04%
d) Trust	0	-	0	0.00	-	-	-	-	0.00%
<b>Sub-total (B)(2):-</b>	<b>3507276</b>	<b>2819105</b>	<b>6344381</b>	<b>41.03%</b>	<b>3517609</b>	<b>2826772</b>	<b>6344381</b>	<b>41.03%</b>	<b>0.00%</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>3507809</b>	<b>2865805</b>	<b>6354314</b>	<b>41.10%</b>	<b>3518142</b>	<b>2836172</b>	<b>6354314</b>	<b>41.10%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>12165248</b>	<b>3296559</b>	<b>15461807</b>	<b>100.00%</b>	<b>12175102</b>	<b>3286705</b>	<b>15461807</b>	<b>100.00%</b>	<b>0.00%</b>

# INDIAN SUCROSE LIMITED



## B) Shareholding of Promoter-

SNo.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Dharampal Singh	535000	3.46%	3.46%	535000	3.46%	3.46%	Nil
2.	Umlesh Yadav	1649886	10.67%	Nil	1649886	10.67%	Nil	Nil
3.	Jitender Singh	450000	2.91%	2.91%	450000	2.91%	2.91%	Nil
4.	Vikas Yadav	450000	2.91%	Nil	450000	2.91%	Nil	Nil
5.	Yadu Sugar Limited	6022607	38.95%	Nil	6022607	38.95%	Nil	Nil

## C) Change in Promoters' Shareholding:-

SN		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
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	There is no change in the Promoters' shareholding during the year			
	At the end of the year				

## D) Shareholding Pattern of top ten Shareholders:

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>SNG EXIM PRIVATE LIMITED</b>				
	At the beginning of the year	183289	1.18	183289	1.18
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	183289	1.18	183289	1.18
		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		% of total shares of the company	No. of shares	% of total shares of the company	No. of shares
2.	<b>DINESH RAMANLAL OSWAL</b>				
	At the beginning of the year	175565	1.13	175565	1.13
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	175565	1.13	175565	1.13



## INDIAN SUCROSE LIMITED

<b>3.</b>	<b>SMVD SECURITIES PRIVATE LIMITED</b>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		% of total shares of the company	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year	139358	0.90	139358	0.90
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		<b>No Change</b>		
	At the end of the year	139358	0.90	139358	0.90
<b>4.</b>	<b>VINODCHANDRA MANSUKHLAL PAREKH</b>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		% of total shares of the company	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year	119673	0.77	119673	0.77
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		<b>No Change</b>		
	At the end of the year	119673	0.77	119673	0.77
<b>5.</b>	<b>BITS LIMITED</b>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		% of total shares of the company	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year	105500	0.68	105500	0.68
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		<b>No Change</b>		
	At the end of the year	105500	0.68	105500	0.68
<b>6.</b>	<b>RAGHU PROMOTORS PRIVATE LIMITED</b>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		% of total shares of the company	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year	61493	0.39	61493	0.39
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		<b>No Change</b>		
	At the end of the year	61493	0.39	61493	0.39



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7.	KUMARPAL MANSUKHLAL PAREKH	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		% of total shares of the company	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year	55773	0.36	55773	0.36
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		No Change		
	At the end of the year	55773	0.36	55773	0.36

8.	SHRI PARASRAM HOLDINGS PVT. LTD	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		% of total shares of the company	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year	54670	0.35	54670	0.35
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		No Change		
	At the end of the year	54670	0.35	54670	0.35

9.	HEERA LAL BHASIN	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		% of total shares of the company	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year	45601	0.29	45601	0.29
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		No Change		
	At the end of the year	45601	0.29	45601	0.29



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10.	SCG SECURITIES (P) LTD	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		% of total shares of the company	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year	44074	0.28	44074	0.28
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		No Change		
	At the end of the year	44074	0.28	44074	0.28

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year</b>	NIL	NIL	NIL	NIL
1.	Sh. Kunal Yadav, Managing Director	NIL	NIL	NIL	NIL
2.	Sh. Sanjay Singh, Director	NIL	NIL	NIL	NIL
3.	Sh. Praksh Chandra Gupta, Director	NIL	NIL	NIL	NIL
4.	Sh. Sheoraj Singh Ahlawat, Director	NIL	NIL	NIL	NIL
5.	Sh. Vijay Sood, Director	NIL	NIL	NIL	NIL
6.	Smt. Kunj Deep Kalra, Director	NIL	NIL	NIL	NIL
7.	Sh. Ravinder Sharma, Chief Financial Officer	NIL	NIL	NIL	NIL
8.	Sh. Manish Kumar Dixit, Company Secretary*	NIL	NIL	NIL	NIL

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,833,411,465	58,801,420	---	1,892,212,885
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
<b>Total (i+ii+iii)</b>	<b>1,833,411,465</b>	<b>58,801,420</b>	<b>---</b>	<b>1,892,212,885</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	343,055,625	6,613,955	---	349,669,580
Reduction	---	---	---	---
<b>Net Change</b>	<b>343,055,625</b>	<b>6,613,955</b>	<b>---</b>	<b>349,669,580</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2,176,467,090	65,415,375	---	2,241,882,465
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
<b>Total (i+ii+iii)</b>	<b>2,176,467,090</b>	<b>65,415,375</b>	<b>---</b>	<b>2,241,882,465</b>

# INDIAN SUCROSE LIMITED



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Name of Executive Director	Total Amount
		Kunal Yadav	Sanjay Singh	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	1,800,000/-  0.00 0.00 0.00	778,308/-  0.00 0.00 0.00	2,578,308/-  0.00 0.00 0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission - as % of profit - others, specify...	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total (A)	18,00,000/-	778,308/-	2,578,308/-
	Ceiling as per the Act			

### B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name Of Directors				Total Amount
		Vijay Sood	Prakash Chand	Pawan Dewan	Sheoraj Singh Ahlawat	
1.	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	50,000 0.00 0.00	55,000 0.00 0.00	35,000 0.00 0.00	40,000 0.00 0.00	180,000 0.00 0.00
	Total (1)	50,000	55,000	35,000	40,000	180,000
2.	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify				Kunj Deep Kalra --- 60,000 0.00 0.00	Total Amount  60,000 0.00 0.00
	Total (2)					60,000
	Total (B)=(1+2)					2,40,000
	Total Managerial Remuneration				----	2,818,308
	Overall Ceiling as per the Act					4,200,000



## INDIAN SUCROSE LIMITED

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		3,60,000	5,74,248	934,248
2.	Stock Option		0	0	0
3.	Sweat Equity		0	0	0
4.	Commission - as % of profit - others, specify...		0	0	0
5.	Others, please specify		0	0	0
	<b>Total</b>		<b>3,60,000</b>	<b>5,74,248</b>	<b>934,248</b>

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For Indian Sucrose Limited

Sd/-  
Kunal Yadav  
Managing Director  
(DIN: 01338110)

Sd/-  
Kunj Deep Kalra  
Director  
(DIN: 05285059)

Place: Mukerian  
Date:23.08.2016





**STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. **The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year ("FY")**

Name of Director	Median (in Rs.)	Remuneration (in Rs.)	Ratio
Kunal Yadav	1,66,440	18,00,000	1:10.81
Sanjay Singh	1,66,440	7,78,308	1:4.68
Sheoraj Singh Ahlawat	1,66,440	-	1:00
Prakash Chandra Gupta	1,66,440	-	1:00
Kunj Deep Kalra	1,66,440	-	1:00
Vijay Sood	1,66,440	-	1:00

**Notes:**

- Median is derived including remuneration paid to Mr. Kunal Yadav, Managing Director & Mr. Sanjay Singh Executive Director of the Company.
- To derive median, only employees on the payroll of the Company are taken into consideration.
- Mr. Sheoraj Singh Ahlawat, Mr. Prakash Chandra Gupta, Mr. Vijay Sood and Mrs. Kunj Deep Kalra receive only sitting fees which are not considered as remuneration for the purpose of above calculation.**

- ii. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, if any, in the financial year**

Name of Director	Designation	FY 2014-15	FY 2015-16	% increased
Kunal Yadav	Managing Director	18,00,000	18,00,000	NIL
Sanjay Singh	Executive Director	7,78,308	7,78,308	NIL
Ravinder Sharma	CFO	5,74,854	5,74,854	NIL
Manish Dixit	Company Secretary	3,60,000	3,60,000	NIL

**Notes:**

- Mr. Manish Kumar Dixit resigned as the Company Secretary of the Company with effect from 14th August, 2015 and Mr. Rishav Jaiswal has been appointed in place thereof with effect from 30th May 2016.
- The remuneration mentioned above is the per annum remuneration fixed during appointment.
- Mr. Sheoraj Singh Ahlawat, Mr. Prakash Chandra Gupta, Mr. Vijay Sood and Mrs. Kunj Deep Kalra receive only sitting fees and hence the same is not considered in providing this information.**

- iii. **The percentage increase in the median remuneration of employees in the financial year**  
The percentage increase in the median remuneration of employees in the financial year 2015-16 is NIL.

- iv. **The number of permanent employees on the rolls of Company**  
Permanent employees on the rolls of the Company as on March 31, 2016 were 325.

- v. **The explanation on the relationship between average increase in remuneration and Company performance**  
There is no increase in the average remuneration of the employees hence there is no need for any explanation.

- vi. **Comparison of the remuneration of the Key Managerial Personnel ("KMP") against the performance of the Company**
- For the financial year 2015-16 the revenue from operations of the Company increased by 33.54% and the EBITDA increased by 223.62%.
  - The remuneration to all KMPs aggregate to approximately 0.1 % of the revenue from operations.



## INDIAN SUCROSE LIMITED

- vii. **Variations in Market Capitalization of the Company and Price earnings ratio as at March 31, 2015 and March 31, 2016 and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer**

Particulars	As on March 31, 2016	As on March 31, 2015
Market Capitalisation (in Crore)	12.70	16.68
Price Earnings Ratio (in Rs.)	2.13	(1.91)
Earnings Per Share (in Rs.)	3.86	(5.66)

Particulars	BSE
Market price per share as on April 1, 2015 (in Rs.)	10.79
Market price per share as on March 31, 2016 (in Rs.)	8.20
Change in Market Price since listing (%)	64%

- viii. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

There is neither increase in the salary of employees of the Company nor the salary of the managerial personnel for the financial year 2015-16.

- ix. **Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company**

Name	Designation	Remuneration for FY 2015-16 (in Rs.)	% of Revenue from operations for FY 2015- 16	% of EBIDTA for FY 2015- 16
Kunal Yadav	Managing Director	18,00,000	0.06%	0.53%
Manish Kumar Dixit	Company Secretary	3,60,000	0.01%	0.11%
Ravinder Sharma	CFO	5,74,854	0.02%	0.17%

**Notes:**

1. Mr. Manish Kumar Dixit resigned as the Company Secretary of the Company with effect from 14th August, 2015 and Mr. Rishav Jaiswal has been appointed in place thereof with effect from 30th May 2016.

However, the remuneration mentioned above is the remuneration fixed on per annum basis and not the actual paid remuneration.

- x. **The key parameters for any variable component of remuneration availed by the directors**

No variable component of remuneration has been availed by Directors of the Company.

- xi. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year**

This is not applicable to the Company.

- xii. **Affirmation that the remuneration is as per the remuneration policy of the Company.**

The remuneration paid for FY 2015-16 was as per remuneration policy of the Company and has been approved by the Nomination and Remuneration Committee of the Board.



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

### 1. Industry Structure & Development:

#### Sugar:

India is the largest consumer of Sugar and one of largest exporter of sugar in the world. India has nearly five million hectares of agricultural land under sugarcane cultivation. During 2015-16, 354.95 million metric tonnes of sugarcane was cultivated in the country, a rise of about 1% over that of the previous year. The estimated sugar output in the country during 2015-16 is 28 million metric tonnes (representing an increase of 15% over the last year), which is 16.2% of the total world production estimated at 172.46 million metric tonnes.

The sugar industry can be divided into the organized and unorganized sectors. Sugar factories belong to the organized sector and those who produce traditional sweeteners fall into the unorganized sector. Gur and khandisari are the traditional forms of sweeteners.

While some events did go in favour of the sugar industry in 2015, they weren't enough to lift the industry out of its morass. While the industry benefited from a better contribution from co-generated power and distillery by-products, falling global sugar prices created a big overhang and, to make matters worse, ample domestic output kept prices under pressure. Besides, sugarcane procurement costs remained firm, putting further pressure on declining margins.

The world sugar market continues to experience substantial price waning. Global sugar prices continue to remain under pressure. A strengthening dollar has led sugar mills to dump stocks to take advantage of weak domestic currencies, putting further pressure on international sugar prices.

The Cabinet Committee on Economic Affairs cleared a proposal to extend an assistance of Rs. 4000 a tonne on production and export of 1.4 million tonnes of raw sugar in the 2015-16 crop year (which began last October and runs till end-September this year). This is expected to help millers export a portion of surplus production and help sugar mills to clear their dues. For mills with distillery facilities, the incentive applies only if they offer to supply a fourth of their annual alcohol production as ethanol for the ongoing petrol-blending programme of oil marketing companies. Domestic prices too have fallen steeply to around Rs. 25.50 per kilogram which is much below the cost of production.

Of the 115 sugar producing countries, 67 produce sugar from cane, 39 from beet and nine from both cane and beet. Brazil, India, Thailand, Australia and Cuba are the world's largest sugarcane producers. The Indian sugar industry has a significant standing in the global sugar market. India accounts for about 16% of the total world sugar production whereas Brazil accounted for around 22% of the world production. Based on the decadal growth in consumption, it is expected that domestic sugar consumption in 2016 would be approximately 25 million metric tonnes.

#### Co-generation of Power:

Sugar industry has been traditionally practicing cogeneration by using bagasse as a fuel. With the advancement in the technology for generation and utilisation of steam at high temperature and pressure, sugar industry can produce electricity and steam for their own requirements. It can also produce significant surplus electricity for sale to the grid using bagasse. Over 200 of the 600 sugar mills have cogeneration plants with an installed exportable capacity of over 3500

megawatts. A clear national regulation on cogeneration should be in place as this is considered as a non-conventional source of power and the industry should be paid higher than what it is being paid for per unit of power sold to state grid.

### 2. Outlook:

According to Credit Rating Agency ICRA India will continue to be a major sugar producer in the world and is expected to be a sugar surplus country for the sixth consecutive financial year. Indian Sugar Industry is expected to be a net exporter in FY. 2016-17 and sugar imports, if any, will be negligible. The average sugar recovery rate for cane (planted in both tropical and sub-tropical regions) is also expected to improve during FY. 2016-17. On the consumption side, strong domestic demand from soft drink manufacturers, confectionaries, hotels, bakeries and ice-cream manufacturers will support higher levels of consumption. India's relatively strong economic growth, stable political situation, rising incomes, a young population, and changing consumer consumption patterns are envisaged to be the key drivers encouraging higher sugar consumption. However, Indian sugar prices are expected to remain weak due to surplus sugar stock in both domestic and global markets. The government's intervention is necessary in order to revive the Indian Sugar Industry which has been reeling under the twin impacts of high sugarcane prices and low sales realization on sugar leading to recurring losses being incurred by sugar mills and mounting cane arrears. Concrete measures are required including emphasize on increasing its ethanol blending program along with providing flexibility for use of sugarcane as feed-stocks for ethanol production, building compulsory buffer stocks, incentivise exports through higher export subsidy, restructuring debt of sugar manufacturers, and most importantly implementation of recommendation of the Rangarajan Committee for linking the prices of cane to actual realisation of sugar and its allied products.

### 3. Risks, Threats and Opportunities:

#### Threat:

- Sugar sector is vulnerable to political interests.
- Quality of soil deteriorates due to overuse of fertilizers and pesticides to increase sugarcane yield
- Unhealthy competition between members of the society
- Industry cyclicity
- Lack of ground water availability for irrigation purposes.

#### Challenges

- Governmental policies that regulate the input prices have resulted in mills incurring enormous losses.
- Most of the sugar factories are more than 40 years old and still reliant on outdated technology – leading to lowered installed production capacities, lower efficiencies and increased losses.
- Problem in convincing the farmers to change varieties.
- High production cost resulting in idle capacities and water availability for irrigation
- Low installed production capacity leads to a sub-optimal production and losses
- Growing sugarcane prices.
- Questionable governmental policies that regulate the input prices have resulted in mills incurring enormous losses.



### Strengths

- India is the world's second-largest producer of sugar after Brazil
- The Indian sugar industry is a source of livelihood for more than 50 million people – directly and indirectly.
- India The Indian sugar industry's annual contribution to the exchequer stands at C17 billion.
- The Indian sugar industry also supports downstream industries by providing key raw materials like molasses and bagasse.
- This sector has been the focal point of socio-economic development in rural India

### Opportunities:

- Advanced technology available to enhance byproduct utilisation.
- Domestic consumption expected at 30-31 million tons by 2020.
- High value of by-products for downstream industries like power and distilleries
- Huge potential to increase the productivity of cane and sugar recovery rate
- Technology upgradation, new advanced technology available for byproduct utilization
- Mandatory 5% ethanol blending with petrol can be used as major tool to balance sugar production
- Abolition of regulated release mechanism.

### 4. Segment wise Performance:

Your Company is having two business segments i.e. manufacturing of white crystal sugar and Cogeneration of power.

The sugar segment revenues constituted the largest share of the Company's revenues. The segment contributed 99.00% of the Company's turnover during the year under review.

Revenues from cogeneration contributed less than 1.00% of the Company's revenues during the year under review.

### 5. Internal Control Systems and their adequacy:

The Company believes that internal control is a necessary part of the principle of governance and that freedom of management should be exercised within a framework of appropriate checks and balances. The Company remains committed in its endeavor to ensure an effective internal control environment that provides assurance on the efficiency and effectiveness of operations, reliability of financial reporting, statutory compliance and safety of assets. The Company's Audit Committee is responsible for reviewing the Audit Report submitted by the Internal Auditors. Suggestions for improvements are considered and the Audit Committee follows up on the implementation of corrective actions. The Audit Committee also invites the Statutory and Internal Auditors for regular meetings to ascertain their views on the adequacy of internal control systems and keeps the Board of Directors informed of its observations from time to time.

### 6. Human Resources and No. of employees employed:

Continuous learning represents the cornerstone of the Company's human resource policy. The Company adopted a progressive human resource policy to meet the aspirations of employees. It organised training programmes and motivated its employees to attain greater efficiency and competence, leading to effective retention. Value centric

management helped enhance loyalty. We believe, it is our people along who provide us with the greatest sustainable and competitive advantage. The basic HR philosophy of the company revolves around commitment to create an organization that futures talents and enterprise of its people. Your Company's employees fully identify with your Company's vision and business goals. Training needs are identified in a systematic manner and regular training programmes are being organized to develop the knowledge and skill levels of the employees. Total number of employees (including contractual labour) as on 31<sup>st</sup> March 2016 was 325.

### 7. Industrial Relations:

The management and the workers in the Company maintain cordial and harmonious relations - unanimous in their belief that they have one common objective - sustainable success of the Company. All areas concerning employee's involvement safety, health and training development elicits their unqualified participation.

### 8. Cautionary Statement:

Statement in the Management Discussion and Analysis report containing the company's objectives, projections, estimates and expectations may be 'forward looking' statements within the meaning of applicable laws and regulations and futuristic in nature. However actual results might differ from those earlier expressed or implied. Such statements represent intentions of the management and the efforts put in to realise certain goals. The success in realising these depends on various factors both internal and external. Investors, therefore, are advised to make their own judgments before taking any investment decisions.

### Report on Corporate Governance

#### REPORT & OVERVIEW

#### 1. Company's philosophy on Code of Governance

Corporate Governance refers to, but not limited to, a set of laws, regulations and good practices and systems that enable an organization to perform efficiently and ethically to generate long-term wealth and create value for all its stakeholders. The Board and Management of your Company believe that operating to the highest level of transparency and integrity in everything we do is integral to the culture of our Company. We ensure that all our activities are for the mutual benefit of the Company and all our stakeholders, our customers, our regulators, our employees, our shareholders and the communities in India of which we are an integral part and are privileged to serve. The Board and management of your Company are committed to the highest standards of accountability, transparency, social responsiveness, operational efficiency and good ethics.

Adherence to transparency, accountability, fairness and ethical standard are integral part of the Company's function. The Company is committed to sound Corporate Governance practices and compliance with all applicable laws and regulations. The Board believes that combining the highest levels of ethical principles with our unmatched brand name, experience and expertise, will ensure that we continue to be the leading Company in Building India.

The Company aims to increase and sustain its corporate value through growth and innovation.



## 2. Code of Ethics

The Board of directors has approved and implemented a Code of Conduct and Ethics for the Board of Directors and Senior Management and the same has been posted on the website of the Company. The confirmation from the Managing Director regarding compliance with the code by all the Directors and senior management.

stock exchange(s) and in accordance with best practices in corporate Governance. The Board comprises 6 Directors- 2 Executive Directors

### Prevention of Insider Trading:

The Company has instituted a comprehensive code of conduct for prevention of insider trading in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 2015.

## 3. Board of Directors

Your Company has a broad based Board of Directors, constituted in compliance with the Companies Act 2013, Listing Agreement with the

Name of Director	Board meeting attended during the year	Attendance at the Last AGM	Number of other Directorships		Number of committee memberships in other Companies
			Of Indian public limited Companies	Of other companies	
<b>Non-Executive Director</b>					
Smt. Kunj Deep Kalra	12	YES	2	10	-
<b>Managing Director</b>					
Sh. Kunal Yadav	16	YES	6	12	7
<b>Independent Director</b>					
Sh. Pawan Dewan	7	YES	-	1	-
Sh. Sheoraj Singh Ahlawat	8	YES	-	-	1
Sh. Prakash Chandra Gupta	11	YES	3	1	6
Sh. Vijay Sood	10	YES	3	1	6
<b>Executive Director</b>					
Sh. Sanjay Singh	16	YES	-	-	-



#### 4. Audit & Compliance Committee

The constitution and terms of reference of the Audit Committee are in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, as may be applicable.

##### Terms of Reference

The terms of reference of the Audit Committee are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions; and
  - g) modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the listed entity with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the whistle blower mechanism.
- Approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- The audit committee shall review the information required as per Listing Regulations.

##### Composition and Attendance

The composition of the Audit Committee and the details of meetings attended by the Directors during the financial year 2015-16 are given below:

Name of Members	Position	Category	No. of meetings	
			Held	Attended
Mr. Prakash Chandra Gupta	Chairperson	Independent Director	4	4
Mr. Sheoraj Singh Ahlawat	Member	Independent Director	4	4
Mr. Kunal Yadav	Member	Executive Director	4	4
Mr. Vijay Sood	Member	Independent Director	4	4

#### 5. Nomination and Remuneration Committee

The constitution and the terms of reference of the Nomination and Remuneration Committee ("NRC") are in compliance with Section 178 (1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations.



## Terms of Reference

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

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- To recommend to the Board the appointment and removal of Senior Management.
- To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
- To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and

Senior Management and (ii) Executive Directors remuneration and incentive.

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

## Composition and Attendance

The composition of Nomination and Remuneration Committee and attendance of Committee members during the financial year 2015-16 are given below:

Name of Members	Position	Category	No. of meetings	
			Held	Attended
Mr. Prakash Chandra Gupta	Chairperson	Independent Director	1	1
Mr. Sheoraj Singh Ahlawat	Member	Independent Director	1	1
Mr. Vijay Sood	Member	Independent Director	1	1

## Performance Evaluation Criteria for Independent Directors

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated includes participation and contribution by a director, effective deployment of his/ her knowledge, expertise and commitment.

## Remuneration of Directors

Details of remuneration to the Directors for the year ended 31st March, 2016:

Sl. No.	Name of Directors	Salary ₹	Sitting Fees ₹	Total
1	Mr. Kunal Yadav	1,800,000/-	-	1,800,000/-
2	Mr. Sanjay Singh	778,308/-	-	778,308/-
3	Mrs. Kunj Deep Kalra	-	15,000/-	15,000/-
4	Mr. Pawan Dewan	-	40,000/-	40,000/-
5	Mr. Sheoraj Singh Ahlawat	-	25,000/-	25,000/-
6	Mr. Prakash Chandra Gupta	-	45,000/-	45,000/-
7	Mr. Vijay Sood	-	10,000/-	10,000/-

## 6. Stakeholders Relationship Committee

The constitution and the terms of reference of the Stakeholders' Relationship Committee are in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of Listing Regulations.

### Terms of reference

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

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

The composition of Stakeholders Relationship Committee is as follows:-

Name of Member	Position	Category
Mr. Prakash Chandra Gupta	Chairman	Independent Director
Mr. Vijay Sood	Member	Independent Director
Mr. Kunal Yadav	Member	Managing Director



## INDIAN SUCROSE LIMITED

The Company has its in House Share Transfer department, at Regd. Office of the company, G. T. Road, Mukerian. M/s MCS Ltd., New Delhi is acting as Registrar for Electronic connectivity with NSDL & CDSL for the dematerialization of its shares. The Committee inter-alia, oversees and reviews all matters connected with transfer of shares, approve issue of duplicate and split of share certificates, redressal of shareholders'/ investors' complaints/grievances including transfer of shares, non-receipt of annual report and dividend etc. The Committee also reviews performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services. With a view to expedite the process of share transfer/transmission etc., on fast track basis, the Board has empowered the Company Secretary for approving share transfer, transmission etc.

### Name and designation of Compliance Officer:

**Mr. Rishav Jaiswal**, Company Secretary is the Compliance Officer of the Company.

### Separate meeting of Independent Directors

A separate meeting of the Independent Directors was held on March 10, 2016 without the presence of Executive Directors or

Management representatives, *inter alia*, to discuss the performance of Non-Independent Directors and the Board as a whole and the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All Independent Directors of the Company attended the meeting.

### 7. Whistle Blower Policy / Vigil Mechanism

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

### 8. General Body Meetings

Details of last three Annual General Meetings of the Company held as under:

Date	Time	Whether Special Resolution Passed or not	Special Resolutions passed	Location
30th September, 2015	11:00 AM	Yes	• Conversion of 7,00,000 6% Convertible Preference Shares	G. T. Road Mukerian Distt Hoshiarpur Punjab
30th September, 2014	11:00 AM	Yes	• Conversion of 7,00,000 6% Convertible Preference Shares • Alteration of MOA • Alteration of AOA	G. T. Road Mukerian Distt Hoshiarpur Punjab
30th September, 2013	11:00 AM	Yes	–	G. T. Road Mukerian Distt Hoshiarpur Punjab

### 9. Disclosures

During the Financial Year ended March 31, 2016:

- There was no materially significant related party transactions with the Directors that have a potential conflict with the interests of the Company.
- The Company has followed the prescribed guidelines of Accounting Standards in preparation of its financial statements.
- The related party transactions have been disclosed in the notes to accounts forming part of the annual financial statements.
- There were no instances of non-compliance by Company, penalties, strictures imposed by Stock Exchange and SEBI on any matter related to capital markets, since the incorporation of the Company.
- The Company has laid down a Code of Conduct for all Board Members and Senior Executives of the Company. The Code of Conduct is available on the Company's website [www.isgsec.com](http://www.isgsec.com). The Managing Director has given a declaration that all the

Directors and concerned Executives have affirmed compliance with the Code of Conduct.

- Whistle Blower Policy framed by the Company to deal with unethical behavior, victimisation, fraud and other grievances or concerns, if any, is available on Company's website. During the financial year 2015-16 no person has been denied access to the committee.
- Further, the Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

### 10. Means of Communication

Quarterly Results are communicated through newspaper advertisement. The results are generally published in the The Financial Express (English), Jansatta (Hindi)

### 11. General Shareholders Information:

Day, Date, Time and Venue of the Annual General Meeting	Friday, September 30, 2016, 11:00 A.M., Regd. Off. & work at Mukerian
Financial Year	April 1, 2015 to March 31, 2016
Date of Book Closure	Sept. 25, 2016 to Sept. 30, 2016 (Both days inclusive)
Dividend Payment Date	N.A.
Listing on Stock Exchanges	1. Bombay Stock Exchange Limited 2. Calcutta Stock Exchange Asso. Ltd* * The Delisting Application made by the Company is pending with these Stock Exchanges. Listing fee to BSE has been paid till 31st March, 2016.
Stock Code	BSE: 500319



## INDIAN SUCROSE LIMITED



### a) DISTRIBUTION SCHEDULE AS ON 31.03.2016

Equity Shares

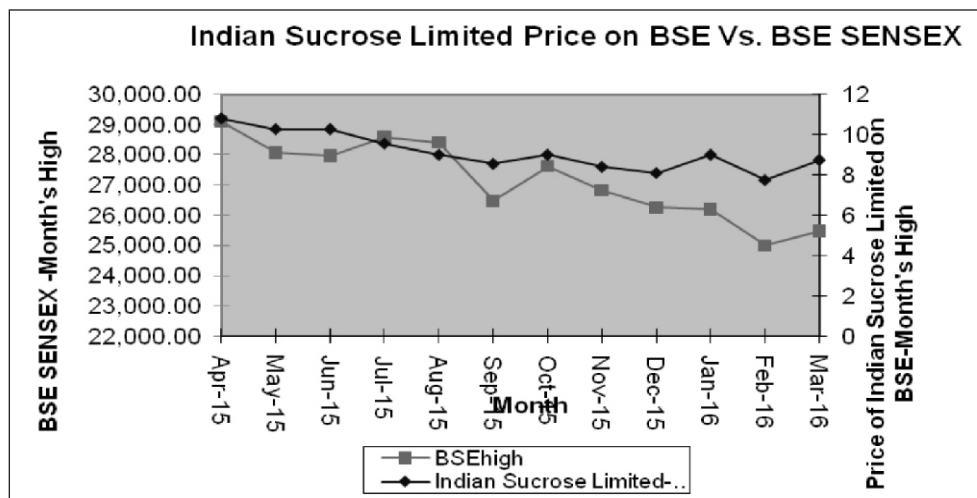
Nominal Value of Each Share/Unit ₹10/-

Numbers of Share Holders	% of Total	Share Holding of Nominal Value of ₹	No. of Shares	Amount in ₹	% to Total
18128	97.50	Up to 5000	3848207	38482070	24.88
304	1.64	5001 to 10000	514521	5145210	3.33
138	0.74	10001 to 50000	961501	9615010	6.23
9	0.05	50001 to 100000	313992	3139920	2.03
12	0.06	100001 and above	9823586	98235860	63.53
18591	100.00	Total	15461807	154618070	100.00

### b) Market Price Data

Month	Open	High	Low	Close
April, 2015	7.97	10.79	7.14	10.79
May, 2015	10.26	10.26	10.00	10.00
June, 2015	10.26	10.26	10.00	10.00
July, 2015	9.55	9.55	9.08	9.08
August, 2015	9.00	9.00	9.00	9.00
September, 2015	8.55	8.55	7.79	8.20
October, 2015	8.19	9.00	6.65	8.59
November, 2015	8.17	8.40	7.03	7.45
December, 2015	7.10	8.10	6.96	7.10
January, 2016	7.15	9.00	7.02	7.43
February, 2016	7.70	7.75	5.90	6.73
March, 2016	6.50	8.74	6.16	8.22

### c) Stock Performance in comparison to BSE SENSEX:





## INDIAN SUCROSE LIMITED

### d) Shareholding Pattern as on March 31, 2016

Sl. No.	Category	No. of Shares held	% of Total Shareholding
1.	Promoters	9,107,493	58.91
2.	Financial Institutions/ Banks	500	0.00
3.	Private Corporate Bodies	763,678	4.94
4.	Mutual Funds	9,433	0.06
5.	Trust	0.00	0.00
6.	NRIs	747288	4.84
7.	Indian Public	4,833,415	31.25
		15,461,807	100.00

### e) Dematerialization of Equity Shares and Liquidit

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on March 31, 2016, 78.74 per cent of the Company's equity shares are held in dematerialised form with NSDL and CDSL.

### f) Reconciliation of share capital audit report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

### g) CEO/CFO Certification

Mr. Ravinder Sharma, CFO of the Company have certified to the Board with regard to the compliance in terms of Regulation 17(8) of Listing Regulations.

### h) Plant Location (Manufacturing Unit)

G.T. Road, Mukerian  
Distt. Hoshiarpur (Pb.)-144211

Item / Products	White Crystal Sugar
By products	Molasses and Bagasse

### i) Address for Correspondence:

Regd. Office : Indian Sucrose Limited,  
G.T. Road, Mukerian  
Distt. Hoshiarpur (Pb.) - 144211  
Ph. No. 01883-249002-5  
Fax.-244532  
Email: - islcare@yahoo.co.in

Corporate Office : Indian Sucrose Limited  
5A, IInd Floor, 18, Poorvi Marg  
Vasant Vihar, New Delhi-110057



**Declaration by the Managing Director on the Code of Conduct**

To  
The Members,  
Indian Sucrose Limited

Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), I, Kunal Yadav, Managing Director of Indian Sucrose Limited, declare that all the Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct during the year ended 31st March, 2016.

**Place: New Delhi**  
**Date: 23-08-2016**

**Sd/-**  
**(Kunal Yadav)**  
**(Managing Director)**

Details of the Directors seeking Appointment/Reappointment at the Annual General Meeting (In Pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 (SS-2) on "General Meetings")

Name of the Director	Mr. Geoffery frederick francis	Mr. Sanjay Singh
Date of Birth	09/04/1982	01/01/1965
Age (in years)	34	50
Date of Appointment	30/05/2016	19-09-2013
Qualification	Gradute	Gradute
Board Position held	Additional Independent Director	Executive Director
Term & Conditions for re-appointment	Regularization as an Independent Director for a period 5 year	Liable to retire by rotation
Expertise in functional area	Management & Administration	Management and Corporate Strategies
Other Directorship	Nil	Nil
Committee Positions in other Companies	Nil	Nil
Relationship with Directors	NA	NA
No. of Shares held	Nil	Nil



## INDIAN SUCROSE LIMITED

### CEO/CFO Certification

To  
The Board of Directors  
Indian Sucrose Limited  
Mukerian

**Re: Financial Statements for the year ended 31st March, 2016  
Certification by Managing Director and Chief Financial Officer**

We, Kunal Yadav, Managing Director and Ravinder Sharma, Chief Financial Officer, of Indian Sucrose Limited, on the basis of the review of the financial statements and the cash flow statement for the year ended 31st March, 2016 and to the best of our knowledge and belief, hereby certify that:-

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

Place: New Delhi  
Date: 23-08-2016

Sd/-  
Ravinder Sharma  
(Chief Financial Officer)

Sd/-  
Kunal Yadav  
(Managing Director)

### COMPLIANCE CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To  
The Members,  
Indian Sucrose Limited,

We have examined the compliance of conditions of corporate governance by INDIAN SUCROSE LIMITED, for the year ended on March 31, 2016 as stipulated in Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Part C of Schedule V of the Listing Regulations.

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

FOR SHEETAL & CO.  
COMPANY SECRETARIES

Sd/-  
(Sheetal Sharma)  
ACS No.: 38958  
C.P. No.: 15204

Date : 23-08-2016  
Place: New Delhi

# INDIAN SUCROSE LIMITED



## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INDIAN SUCROSE LIMITED

### 1. Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Indian Sucrose Limited ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### 2. Management's Responsibility for the Standalone Financial Statements

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

### 3. Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

4. 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 there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. 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.

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

### 8. Emphasis of Matters:

The company is holding more than 20% of the paid up share capital of the Ranger Breweries Ltd. This company is therefore an associate company. The company is required to prepare consolidated financial statement as per the provisions of Schedule III of the Companies Act, 2013 in terms of clause 6 of the Companies (Accounts) Rules, 2014. The company has not prepared the consolidated financial statement because the financial statements of Ranger Breweries Ltd. have not been finalized till date.

### -Basis of Qualified Opinion

- a) The Company has granted loan to M/s. Yadu Sugar Ltd. in the earlier year and the balance outstanding as on 1/04/2015 was Rs. 4,93,56,000/-. During the year further loan of Rs 2,61,90,000/- was further granted. This amount including the opening balance outstanding was repaid during the year. However, no interest has been charged on this loan which is prejudicial to the interest of the Company. Moreover the requisite information and other relevant documents have not been provided to us for verification. Accordingly we are unable to comment on terms and conditions of loan granted.
- b) The Company has granted loan of Rs.2,75,00,000 to M/s. Cosmos Industries Ltd. in the financial year 2015-16 which was repaid during the year. But no interest has been charged on this loan which is prejudicial to the interest of the Company. Moreover the requisite information and other relevant documents are not provided to us for verification. Accordingly, we are unable to comment on terms and conditions of loan granted.
- c) As per the Information and explanation given to us by the management, the Company has provided guarantee in respect of KCC loan secured to the farmers (suppliers) from Banks. As per Tri-partite agreement between the Indian Sucrose Ltd., farmers and banks, the banks have sanctioned KCC limit to the farmers and credited the same in the Indian Sucrose Ltd. The proper records and documents were not produced by the company in respect of such loans for our verification. Accordingly, we are unable to comment on the same. Refer Para iv(c) at Annexure-A to Our Report.
- d) The company had issued 7,00,000 cumulative 6% preference cumulative shares of Rs.100 each in Jan 2011, which were convertible into equity shares at a premium of Rs.4 each within 60 months from the date of issue. These shares have not been converted into equity shares which were due for conversion after the month of Dec, 2015. Further, the company has neither paid nor credited any dividend since the date of issue of 6% preference cumulative shares.

### 9. Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except the matter described under the paragraph basis of qualified opinion, the aforesaid standalone financial statements give the information required by the Act in the



## INDIAN SUCROSE LIMITED

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, 2016 and its profits and its cash flows for the year ended on that date.

### 10. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure- A, which forms part of this report, a statement on the matters specified in the paragraph 3 and 4 of the Order.

#### 11. 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 standalone 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 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of sub-section (2) of section 164 of the Act; and
- f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B"; and
- g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to explanations given to us;
  - i) the Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer note 34 to the financial statements;
  - ii) the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) there has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

**For R. Dewan & Co.**  
**Chartered Accountants**  
**FRN 017883N**

**(Rajiv Dewan)**  
**Partner**  
**M.No.: 084718**

**Place: Ludhiana**  
**Date: 30<sup>th</sup> May, 2016**

### Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2016, we report that:

- I) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) According to information and explanations given to us, Fixed Assets are verified by rotation every year. No discrepancies were observed in the Fixed Assets physically verified during the financial year.
- c) According to information and explanations given to us and on the basis of our examination of the records of the company the title deeds of immovable properties are held in the name of the company.
- ii) a) According to information and explanations given to us, the inventories have been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.  
b) According to the information and explanations given to us, no material discrepancies were noticed on physical verification of inventory as compared to the book records.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, we report that the Company has granted unsecured loan / capital advances to two companies covered in the register maintained under section 189 of the Companies Act, 2013. These loans were granted interest free which is prejudicial to the interest of the company. Moreover, the copies of the loan agreements are not provided to us, accordingly we are unable to comment whether the terms and conditions of repayment of principal has been complied with.
- iv) The company has made investment, granted the loan and provided guarantee as per detail below:

#### a) Investment in shares:

Ranger Breweries Ltd	Rs.61,68,532/-
Yadu Resorts Pvt. Ltd.	Rs.80,54,000/-
Versatile Events (P) Ltd.	Rs.33,00,000/-

#### b) Loans granted:

Punjab Breweries Ltd.	Rs.18,00,000/-
Panchvaktra Holdings	Rs.15,00,000/-
Mr. Brij Bhushan Sharma	Rs.20,00,200/-

#### c) Guarantees:

- The Company has provided guarantee in respect of KCC loan secured to the farmers (suppliers) from Banks. As per Tri-partite agreement between the Indian Sucrose Ltd., farmer and bank, the bank will sanction KCC limit to the farmers and credit the same in the Indian Sucrose Ltd. on account of agri Input to be supplied by the Indian Sucrose Ltd. to farmers and in return the Indian Sucrose Ltd. shall repay the loan to Bank by making deduction from amount payable to farmers on account of sugarcane.

During the Year Rs. 111.77 crores was disbursed to the farmers and Rs. 102.85 crores was received /recovered from the farmers and accordingly the net debit balance outstanding as on 31.03.2016 was

## INDIAN SUCROSE LIMITED



Rs.9.61 crores, after adjusting opening debit balance of Rs.0.69 crores, which has been shown under the Head "Current Asset" in the Financial Statements. As the KCC loan has been sanctioned by the banks to the farmers and the Indian Sucrose Ltd. is only guarantor and moreover the requisite information is not provided for verification by the company accordingly we are unable to comment whether the farmers loan balances as shown in the Indian Sucrose Ltd. books tally with the balances as per Bank books.

- The company has provided guarantee to State Bank of India of Rs. 13.69 crore in respect of a loan provided to M/s Rangar Breweries Limited in the Year 2012-13.

The total amount of investments, loans granted and guarantee provided exceeds the limit provided u/s 186(2). The company has not complied with the requirement of section 186 of the Companies Act, 2013 pursuant to loans granted, guarantees provided and investments made. Further the company has granted loans to the person in whom directors are interested as detailed below:

	Opening Balance	Addition	Repayment	Balance as on 31/03/2016
	(Amount in Rs. Crores)			
- Yadu Sugar Ltd.	Rs.4.94	Rs.2.62	Rs.7.56	Nil
- Cosmos Industries Ltd.	Nil	Rs.2.75	Rs. 2.75	Nil

However, the requirements for granting such loans, as provided under section 185 of the Companies Act, 2013, have not been fulfilled. Therefore the provisions of the section 185 of the Companies Act, 2013 are not complied with.

(b) According to the information and explanations given to us, there are no dues of duty of custom, income-tax /sales tax/ wealth tax/ service tax/ excise duty/ Value Added Tax / cess etc. which have not been deposited with the appropriate authorities on account of any dispute. However according to information and explanations given to us the following dues of Tax have not been deposited by the company on account of dispute:

Name of Statute	Nature of Dues	Financial year to which it pertains	Amount ₹	Forum where dispute is pending.
Sales Tax Laws	Sales tax	1997-98	5.67	Deputy Excise & Taxation Commissioner (Appeal)
Sales Tax Laws	Purchase Tax	1999-2000	16.64	Punjab & Haryana High Court.
		2000-01 & 2001-0	39.59	DETC, Jalandhar
		2002-03 & 2003-04	36.73	DETC, Jalandhar
		2004-05	30.16	DETC, Jalandhar
		2006-07	157.38	Vat Tribunal, Chandigarh
		2007-08	163.82	Vat Tribunal, Chandigarh
		2010-11	232.56	DETC, Jalandhar
		2011-12	203.41	DETC, Jalandhar
Excise & Service Tax	Service Tax	2006-11 New Delhi	11.73	CESTAT,
Direct Taxes	Income Tax	2012-13 Ludhiana	49.50	CIT (Appeals)-I,

- viii) According to the information and explanations given to us, the Company has defaulted in repayment of loans or borrowings to a financial institution bank or government. Generally the average default period is one and half month for almost each and every installment. The Company has not issued any debentures during the year or in the preceding year.
- ix) In our opinion and according to the information and explanations given to us, the term loans taken during the year by the Company have been applied for the purpose for which they were raised. The company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.
- x) According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us, the company has paid / provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii) According to the information and explanation given to us, the company is not a Nidhi Company. Therefore the provisions of paragraph 3(xii) of the Order are not applicable.



## INDIAN SUCROSE LIMITED

- xiii) According to the information and explanations given to us, and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details of the transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us, the company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit. Thus the provisions of paragraph 3(xii) of the Order are not applicable.
- xv) According to information and explanations given to us, and based on our examination of the records of the company, the company has not entered into non-cash transactions with director or person connected with him. Accordingly, provisions of paragraph 3 (xv) of the Order are not applicable.
- xvi) According to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For R. Dewan & Co.  
Chartered Accountants  
FRN 017883N**

**Sd/-  
Rajiv Dewan  
Partner  
M.No.: 084718**

Place: Ludhiana  
Date: 30th May, 2016

### **Annexure - B to the Auditors' Report**

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

1. We have audited the internal financial controls over financial reporting of Indian Sucrose Limited ("the Company") as of 31<sup>st</sup> March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **2. Management's Responsibility for Internal Financial Controls**

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

#### **3. Auditors' Responsibility**

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

reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.
6. **Meaning of Internal Financial Controls over Financial Reporting**

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

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

#### **7. Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **8. Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For R. Dewan & Co.  
Chartered Accountants  
FRN 017883N**

**Sd/-  
Rajiv Dewan  
Partner  
M.No.: 084718**

Place: Ludhiana  
Date: 30th May, 2016



# INDIAN SUCROSE LIMITED



## Balance sheet as on 31.03.2016

Particulars	Note No.	Figures as at end of Current Reporting Period 31.03.2016 Rupees	Figures as at end of Previous Reporting Period 31.03.2015 Rupees
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	224,183,320	224,183,320
Reserves and Surplus	3	348,499,305	288,824,818
		<b>572,682,625</b>	<b>513,008,138</b>
<b>Non Current Liabilities</b>			
Long Term Borrowings	4	465,120,289	272,372,964
Deferred Tax Liability (Net)	5	62,516,187	76,953,572
Long Term Provisions	6	22,570,985	22,285,845
		<b>550,207,461</b>	<b>371,612,381</b>
<b>Current Liabilities</b>			
Short Term Borrowings	7	1,531,937,756	1,525,876,946
Trade Payables	8	225,531,373	510,120,747
Other Current Liabilities	9	285,273,633	127,686,001
Short Term Provisions	10	146,917,540	64,365,310
		<b>2,189,660,303</b>	<b>2,228,049,004</b>
<b>TOTAL</b>		<b>3,312,550,388</b>	<b>3,112,669,523</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Fixed Assets	11		
Tangible Assets		772,330,033	825,838,930
Intangible Assets		-	-
Capital Working-In-Progress		780,562	-
		<b>773,110,595</b>	<b>825,838,930</b>
Non-Current Investments	12	17,522,532	17,522,532
Long Term Loans and Advances	13	72,746,106	72,615,972
		<b>863,379,233</b>	<b>915,977,434</b>
<b>Current Assets</b>			
Inventories	14	1,644,630,933	1,537,746,668
Trade Receivables	15	140,762,202	67,823,934
Cash and Cash Equivalents	16	494,799,114	218,312,725
Short Term Loans and Advances	17	168,978,905	372,808,763
		<b>2,449,171,155</b>	<b>2,196,692,090</b>
<b>TOTAL</b>		<b>3,312,550,388</b>	<b>3,112,669,523</b>
Notes forming part of Accounts	(1 to 47)		

Sd/-  
**Kunal Yadav**  
 MANAGING DIRECTOR  
 (Din:01338110)

Sd/-  
**Ravinder Sharma**  
 CHIEF FINANCIAL OFFICER

Place : LUDHIANA  
 Dated : 30-05-2016

Sd/-  
**Kunj Deep Kalra**  
 DIRECTOR  
 (Din:05285059)

Sd/-  
**Rishav Jaiswal**  
 COMPANY SECRETARY  
 (M.NO. 38834)

**AS PER OUR REPORT OF EVEN DATE**  
 Firm Registration No. 017153N  
 For Rakesh Grover & Co.  
 Chartered Accountants

(Rakesh Kumar Grover) FCA  
 PARTNER  
 M.NO. 096934



## INDIAN SUCROSE LIMITED

### Statement of Profit and Loss Account for the period 31.03.2016

Particulars	Note No.	Figures for the Current Reporting Period 31.03.2016 Rupees	Figures for the Previous Reporting Period 31.03.2015 Rupees
Revenue from Operations	18	2,830,878,266	2,119,899,415
Other Income	19	5,474,264	11,262,603
<b>Total Revenue</b>		<b>2,836,352,530</b>	<b>2,131,162,018</b>
Expenses			
Cost of Material Consumed	20	2,153,555,658	1,785,450,784
Changes in Inventories of Finished Goods, Work-In-Progress	21	(77,550,913)	(60,145,002)
Purchase of sugar		177,631,090	-
Employee Benefits Expenses	22	61,026,660	68,930,014
Finance Costs	23	184,762,715	162,457,001
Depreciation and Amortisation Expenses	24	80,388,591	82,215,915
Other Expenses	25	179,873,555	184,072,446
<b>Total Expenses</b>		<b>2,759,687,357</b>	<b>2,222,981,158</b>
<b>Profit before Tax</b>		<b>76,665,173</b>	<b>(91,819,140)</b>
Prior Period Items		189,898	(2,059,609)
<b>Profit before Tax</b>		<b>76,475,275</b>	<b>(89,759,531)</b>
Tax Expense :			
Current Tax		31,238,174	-
Wealth Tax		-	200,000
Earlier Year Tax		-	12,626,454
Deferred Tax Asset		14,437,385	(15,004,673)
<b>Profit/(Loss) for the period from Continuing Operations (IX-X)</b>		<b>59,674,486</b>	<b>(87,581,312)</b>
<b>Earning per Share (Note No. 49)</b>			
Nominal Value Rs. 10/-			
Basic		3.86	(5.94)
Diluted		2.92	(4.28)

Notes forming part of Accounts

(1 to 47)

Sd/-  
**Kunal Yadav**  
MANAGING DIRECTOR  
(Din:01338110)

Sd/-  
**Kunj Deep Kalra**  
DIRECTOR  
(Din:05285059)

**AS PER OUR REPORT OF EVEN DATE**  
Firm Registration No. 017153N  
For Rakesh Grover & Co.  
Chartered Accountants

Sd/-  
**Ravinder Sharma**  
CHIEF FINANCIAL OFFICER

Sd/-  
**Rishav Jaiswal**  
COMPANY SECRETARY  
(M.NO. 38834)

**(Rakesh Kumar Grover) FCA**  
PARTNER  
M.NO. 096934

Place : LUDHIANA  
Dated : 30-05-2016

# INDIAN SUCROSE LIMITED



## CASH FLOW STATEMENT FOR THE PERIOD ENDING ON 31st MARCH 2016.

Particulars	Figures for the Current Reporting Period 31.03.2016 Rupees	Figures for the Previous Reporting Period 31.03.2015 Rupees
<b><u>A. Cash Flow from operating activities</u></b>		
<b>Net Profit before extraordinary items and tax</b>	76,475,275	5,076,534
<b>Adjustments for:</b>		
Depreciation and Amortisation	80,388,591	30,079,606
Interest and Finance Cost	184,762,715	87,607,601
Loss on sale/damage of assets (net)	-	1,422,990
Interest Income	(4,782,441)	(2,387,542)
<b>Operating profit before working capital changes</b>	336,844,141	121,799,189
<b>Adjustment for:</b>		
Inventories	(106,884,265)	(879,843,353)
Trade Receivables	(72,938,268)	(121,553,278)
Short Term Loans & Advances	203,829,858	23,460,985
Current Investments	-	
Long Term Loans and Advances	(130,134)	(21,884,961)
Long Term Provisions	285,140	1,146,601
Other Current Liabilities	157,587,632	330,326,814
Short Term Provisions	82,552,230	(315,300,034)
Trade payables	(284,589,374)	8,113,666
<b>Cash generated from operations</b>	316,556,960	(853,734,371)
Direct Tax (paid) / refunds	(12,826,457)	2,555,253
<b>Net cash flow Operating Activities (A)</b>	303,730,503	(851,179,118)
<b><u>B. Cash Flow from investing activities</u></b>		
Purchase of Fixed Assets	(14,707,515)	(41,100,131)
Sale of Fixed Assets	-	3,500,000
Interest Received	4,782,441	2,387,542
Investments	-	-
<b>Net Cash used in investing activities (B)</b>	(9,925,074)	(35,212,589)
<b><u>C. Cash Flow from financing activities</u></b>		
Share Capital	-	-
Proceeds from borrowings	-	-
Repayments of borrowings	192,747,325	143,607,516
Change of Credit Limits	6,060,810	954,497,393
Interest paid	(184,762,715)	(87,607,601)
<b>Net Cash used in financing activities (C)</b>	14,045,420	1,010,497,308
<b>Net increase / (decrease) in Cash and Cash equivalents (A+B+C)</b>	307,850,849	124,105,601
<b>Cash and Cash equivalent at the 31st March, 2015</b>	218,312,725	80,493,956
<b>Cash and Cash equivalent at the 31st March, 2016</b>	494,799,114	218,312,725

Notes forming part of Accounts (1 to 47)

Sd/-  
**Kunal Yadav**  
MANAGING DIRECTOR  
(Din:01338110)

Sd/-  
**Kunj Deep Kalra**  
DIRECTOR  
(Din:05285059)

AS PER OUR REPORT OF EVEN DATE  
Firm Registration No. 017153N  
For Rakesh Grover & Co.  
Chartered Accountants

Sd/-  
**Ravinder Sharma**  
CHIEF FINANCIAL OFFICER

Sd/-  
**Rishav Jaiswal**  
COMPANY SECRETARY  
(M.NO. 38834)

(Rakesh Kumar Grover) FCA  
PARTNER  
M.NO. 096934

Place : LUDHIANA  
Dated : 30-05-2016



## INDIAN SUCROSE LIMITED

### NOTE: 1 SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS ENDING ON 31<sup>st</sup> March 2016

#### Significant Accounting Policies :

##### i) **Basis of Accounting :**

The Company follows the Mercantile system of Accounting and recognises Income and Expenditure on Accrual Basis. The accounts are prepared on Historical Cost Basis, as going concern, and consistent with generally accepted accounting principles.

##### ii) **Fixed Assets and Depreciation :**

Fixed Assets are stated at cost less accumulated Depreciation. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental expenses.

Depreciation on all fixed assets put to use has been charged on Straight line Method at the rate and in the manner prescribed in **Schedule II to the Companies Act, 2013** except the power cogeneration plant. Items costing up to Rs. 5000/- each are fully depreciated in the year of purchase. Depreciation is charged on pro- rata basis in respect of assets acquired / sold during the year. The company has installed the power cogeneration plant in the year . As per Schedule II to the Companies Act, 2013 the life prescribed for the power generation plant is 40 year but the company has fixed its life of 15 years.

Post Impairment, depreciation is provided on the revised carrying value of the assets.

##### iii) **Inventories :**

- **Raw Material, Stores and spares are valued at cost on the basis of FIFO method.**
- Finished Goods (other than By- Products) are valued at Lower of cost or estimated realizable value.
- Cost of Finished Goods is determined at the close of the year at weighted average method other than previous year at raw material cost plus conversion cost with excise duty.
- By Product and residuals are valued at net realizable value.

##### iv) **Investment :**

Long term Investment is valued at cost, where applicable, provision is made for permanent diminution in value.

##### v) **Foreign Exchange Transactions**

Transaction in foreign currency is accounted for at the exchange rate prevailing at the time of transactions. Monetary items denominated in foreign currencies at the yearend translated at the yearend rates which is likely to be realized from, or required to disburse at the balance Sheet date. Exchange difference arising on settlement of monetary items at rates different from those at which they arise, except Exchange difference on liabilities incurred for

acquisition of fixed assets from outside India which are capitalized /recapitalized.

##### vi) **Impairment of Assets**

An asset is treated as Impaired when carrying cost of the asset exceed the recoverable value and impairment loss is charged to profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognized in previous year is reversed if there has been a change in the estimate of recoverable amount.

##### vii) **Borrowing Costs:**

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets. A qualifying assets is one that necessarily take substantial period of time to get ready to use .All other borrowing cost have being charge to revenue.

##### viii) **Sales**

Sales include Excise duty but exclude Sales/Trade Tax.

##### ix) **Contingent Liabilities :**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes to the Accounts. Contingent Assets are neither recognized nor disclosed in the Financial Statement.

##### x) **Retirement Benefits**

Contribution is made under relevant rules/statutes to the Provident Fund and which are charged to Profit and Loss Account for the year on accrual basis. Liability for gratuity and Leave encashment as on 31<sup>st</sup> March, 2016 has been determined on the basis of actuarial valuation and provided for in the accounts

##### xi) **Taxes on Income**

Current Tax is determined on the amount of tax payable on the taxable Income for the year in accordance with the provisions of Income Tax Act, 1961.

Deferred Tax Assets / Liabilities is recognized on Significant timing differences, arising from the different treatments in accounting and taxation of relevant items. Deferred tax Assets / Liabilities shall be reviewed as at balance sheet date, based on development during the year, to reassess realization/ liabilities.

Deferred Tax in respect of carry forward of losses and unabsorbed depreciation is recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such loss.

# INDIAN SUCROSE LIMITED



Particulars	Figures for the Current Reporting Period 31.03.2016	Figures for the Previous Reporting Period 31.03.2015
<b>NOTE - 2 : SHARE CAPITAL</b>		
<b>Authorised:</b>		
<b>Equity Share Capital</b> 18000000 Equity Shares of Rs.10/- each (Previous Period 18000000 Equity Shares of Rs.10/- each)	<b>180,000,000</b>	180,000,000
<b>Redeemable Preference Share Capital</b> 700000 Preference Shares of Rs.100/- each	<b>70,000,000</b>	70,000,000
<b>Issued, Subscribed &amp; Paid-up Capital</b>		
<b>Equity Share Capital</b> 15461807 Equity Shares of Rs.10/- each fully paid up (Previous Period 15461807 Equity Shares of Rs.10/- each fully paid up)	<b>154,183,320</b>	154,183,320
<b>Preference Share Capital</b> 700000 Preference Shares of Rs.100/- each (see note below)	<b>70,000,000</b>	70,000,000
<b>TOTAL</b>	<b>224,183,320</b>	224,183,320

### Terms & Conditions of Equity Shares

The Company has one class of Equity Shares having a par value of Rs. 10/- each.

Each Shareholder is eligible for one vote per shares held.

The Dividend, if any, proposed by the Board of Directors is subject to the approval of shareholders in the Annual General Meeting, except in the case of interim dividend.

In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their shareholding.

### Terms of Preference Share

Rate of Dividend on these Preference Shares is 6% p.a.

The Preference Shares are Cumulative with reference to the dividend.

The Preference Shares will be convertible into equity shares of Rs 10/- each at a premium of Rs 4/- at any time after the expiry of 12 Months but not later than 60 Months from the date of issue, subject to approval of shareholder meeting of the company

The Preference Shareholders will have no voting rights except as provided in the Companies Act, 1956.

There are Nil number of shares (Previous Year Nil) in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiary or associates of the holding company or the ultimate holding company in aggregate.

Shares in the company held by each shareholders holding more than 5% shares

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares held	Percentage (%)	No. of Shares held	Percentage (%)
<b>Name of Equity Shareholders</b>				
Yadu Sugar Ltd- Associate	6,022,607	38.95%	6,022,607	38.95%
Mrs. Umlesh Yadav	1,649,886	10.67%	1,649,886	10.67%
<b>Name of Preference Shareholders</b>				
Smt. Umlesh Yadav	225,000	32%	225,000	32%
Sh. Kunal Yadav	100,000	14%	100,000	14%
M/S Scorpion Media (P) Ltd.	175,000	25%	175,000	25%
M/s Top-Image Estate (P) Ltd.	100,000	14%	100,000	14%
M/s Noble Buildcon (P) Ltd.	100,000	14%	100,000	14%

There are Nil number of shares (Previous Year Nil) reserved for issue under option and contracts/commitment for the sale of shares/disinvestment including the terms and amounts.

For the period of five years immediately preceding the date at which the balance sheet is prepared

Particulars	No. of Shares
Aggregate number and class of shares allotted as fully paid up pursuant to Contract(s) without payment being received in cash	Nil
Aggregate number and class of shares allotted as fully paid up by way of bonus shares	Nil
Aggregate number and class of shares bought back	Nil

There are 700000 6% Cumulative Preference shares of Rs.100/- each due (Previous Year no) convertible into Equity/Preferential shares.

There are 434750 calls unpaid (Previous Year 434750) including calls unpaid by Directors and Officers as on balance sheet date.



## INDIAN SUCROSE LIMITED

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Particulars	Figures for the Current Reporting Period 31.03.2016	Figures for the Previous Reporting Period 31.03.2015
<b>NOTE - 3 : RESERVES AND SURPLUS</b>		
<b>Capital Reserve</b>	1,500,000	1,500,000
<b>Securities Premium Reserve</b>		
As per Last Balance Sheet	66,436,000	66,436,000
Add: Additions during the year	-	-
	66,436,000	66,436,000
<b>Surplus</b>		
<b>Profit &amp; Loss Statement</b>		
As per Last Balance Sheet	220,888,819	264,184,316
Add: Additions/(deletions) during the year	59,674,486	(87,581,311)
Add: Depreciation Adjustment	-	44,285,813
	280,563,305	220,888,818
<b>TOTAL</b>	<b>348,499,305</b>	<b>288,824,818</b>

There is no reserve specifically represented by earmarked investments which can be termed as fund.

<b>NOTE - 4 : LONG TERM BORROWINGS</b>		
<b>Term Loans - Secured</b>		
- From Banks	390,966,667	206,127,085
	390,966,667	206,127,085
<b>Vehicle Loans - Secured</b>		
-From Banks	8,738,247	7,444,459
	8,738,247	7,444,459
	399,704,914	213,571,544
<b>Unsecured Loan</b>		
From Related Party	31,915,375	38,327,410
From Other	33,500,000	20,474,010
	65,415,375	58,801,420
<b>Total</b>	<b>465,120,289</b>	<b>272,372,964</b>

Particulars	As at 01.04.2015	During the Period	As at 31.03.2016
<b>NOTE - 5 : DEFERRED TAX LIABILITY (NET)</b>			
<b>DEFERRED TAX LIABILITY</b>			
Difference between Book & Tax Depreciation	76,953,572	(14,437,385)	62,516,187
	76,953,572	(14,437,385)	62,516,187
<b>NET DEFERRED TAX LIABILITY</b>	76,953,572	(14,437,385)	62,516,187

Particulars	Figures for the Current Reporting Period 31.03.2016	Figures for the Previous Reporting Period 31.03.2015
<b>NOTE - 6 : LONG TERM PROVISIONS</b>		
Provision for Employees Benefits	22,570,985	22,285,845
<b>Total</b>	<b>22,570,985</b>	<b>22,285,845</b>

# INDIAN SUCROSE LIMITED



Particulars	Figures for the Current Reporting Period 31.03.2016	Figures for the Previous Reporting Period 31.03.2015
<b>NOTE - 7 : SHORT TERM BORROWINGS</b>		
<b>Loan Repayable on Demand</b>		
Cash Credit from Banks -Secured	1,531,937,756	1,525,876,946
<b>Total</b>	<b>1,531,937,756</b>	<b>1,525,876,946</b>
<b>Terms &amp; Condition of Cash Credit Loan</b>		
<b>Security Clause</b>		
1) Cash credit limit is secured by way of pledge of sugar stocks and hypothecation of stocks of stores, Packing material and of Molasses. 2) Cash credit limits taken from Punjab National Bank are further secured by way of first charge on company's immovable properties situated at Mukerian, Distt Hoshiarpur, Punjab. 3) Cash credit limit are also secured by way of personal guarantees of three directors of the company		
<b>Rate Of Interest</b>	<b>13.50%</b>	
<b>NOTE - 8 : TRADE PAYABLES</b>		
Micro, Small and Medium Enterprises	-	-
Others	225,531,373	510,120,747
<b>Total</b>	<b>225,531,373</b>	<b>510,120,747</b>
<b>NOTE - 9 : OTHER CURRENT LIABILITIES</b>		
<b>Current Maturities of Long Term Debt</b>		
<b>Term Loans - Secured</b>		
- From Banks	241,511,445	90,650,000
<b>Vehicle Loans</b>		
-From Banks	3,312,975	3,312,975
	244,824,420	93,962,975
<b>Interest Accrued and due on Borrowings</b>	11,620,774	3,874,051
<b>Security Deposits</b>	7,441,847	5,785,000
<b>Due to Directors</b>	411,344	76,244
<b>Other Payables</b>		
Statutory Liabilities	5,864,455	5,601,659
Other Liabilities	15,110,794	18,386,072
<b>Total</b>	<b>285,273,633</b>	<b>127,686,001</b>
<b>NOTE - 10 : SHORT TERM PROVISIONS</b>		
Provisions for Employee Benefits	4,163,220	5,201,506
Provision for Taxation	31,238,174	-
Provision for Wealth Tax	200,000	570,000
Provision of Excise on Stock	111,316,146	58,593,804
<b>Total</b>	<b>146,917,540</b>	<b>64,365,310</b>



## INDIAN SUCROSE LIMITED

### NOTE -- 11 : FIXED ASSETS

Nature of Assets	As on 01.04.2015	GROSS BLOCK		As on 31.03.2016	Upto 31.03.2015	DEPRECIATION		As on 31.03.2016	As on 31.03.2015
		Additions during the Year	Sold/Adj during the Year			For the Year	On Sale/ Adjustment UP TO 31.03.2016		
<b>Tangible</b>									
Freehold Land	228,660,421	-	-	228,660,421	-	-	-	228,660,421	228,660,421
Building	151,107,080	-	-	151,107,080	47,711,906	3,060,063	-	100,335,112	103,395,174
Plant and Machinery	1,086,590,829	17,564,957	-	1,104,155,786	623,240,771	68,061,225	-	412,853,789	463,350,058
Furniture and Fixtures	4,549,429	42,066	-	4,591,495	3,707,880	135,980	-	747,635	841,549
Office Equipments	20,736,776	683,400	-	21,420,176	17,332,754	1,318,332	-	2,769,090	3,404,022
Vehicles	58,486,045	8,589,272	-	67,075,317	32,298,340	7,812,992	-	26,963,986	26,187,705
<b>Tangible Total</b>	<b>1,550,130,580</b>	<b>26,879,695</b>	<b>-</b>	<b>1,577,010,275</b>	<b>724,291,650</b>	<b>80,388,591</b>	<b>-</b>	<b>772,330,033</b>	<b>825,838,930</b>
<b>Intangible</b>									
Trade Mark	28,500	-	-	28,500	28,500	-	-	28,500	-
	<b>28,500</b>	<b>-</b>	<b>-</b>	<b>28,500</b>	<b>28,500</b>	<b>-</b>	<b>-</b>	<b>28,500</b>	<b>-</b>
<b>Capital Work-in-Progress:</b>									
Building	-	-	-	-	-	-	-	-	-
Plant and Machinery	-	780,562	-	780,562	-	-	-	780,562	-
								<b>₹(Rupees)</b>	<b>773,110,595</b>
								<b>Pr vious Year (Rupees)</b>	<b>825,838,930</b>

Particulars	Figures for the Current Reporting Period 31.03.2016	Figures for the Previous Reporting Period 31.03.2015
<b>NOTE - 12 : NON CURRENT INVESTMENT</b>		
Investment - related party ( unquoted)		
Ranger Breweries Ltd. 3084266 Equity shares having face va lue of Rs. 10/ each	<b>6,168,532</b>	6,168,532
Yadu resorts Pvt Ltd 322160 Equity shares having face valu e of Rs. 10/ each	<b>8,054,000</b>	8,054,000
Versatile Events Private Limited 33000 Equity shares havi ng face value of Rs. 10/ each	<b>3,300,000</b>	3,300,000
	<b>17,522,532</b>	17,522,532

### NOTE - 13 : LONG TERM LOANS AND ADVANCES

(Unsecured - Considered good)		
- Other	<b>12,146,958</b>	12,146,958
Security Deposits (incl. Interest Accrued thereon)	<b>1,567,049</b>	1,567,049
Balance with Govt. Department (under protest)	<b>53,980,810</b>	56,017,410
Balance with Income Tax Authorities	<b>5,051,289</b>	2,884,555
<b>Total</b>	<b>72,746,106</b>	72,615,972



# INDIAN SUCROSE LIMITED



Particulars	Figures for the Current Reporting Period 31.03.2016	Figures for the Previous Reporting Period 31.03.2015
<b>NOTE - 14 : INVENTORIES</b>		
(As taken, valued and certified by the Management)		
Raw Material	52,866	63,127
Work-in-Progress	31,135,228	29,243,288
Finished Goods	1,459,298,737	1,333,430,404
By-Products	118,984,900	116,471,918
Stores, Spare Parts and Packing Materials	35,159,202	58,537,931
<b>Total</b>	<b>1,644,630,933</b>	<b>1,537,746,668</b>

#### Mode of Valuation of Inventories:

Inventories of Raw Material, Work-in-Progress, Finished Goods, Stock-in-Trade, Stores, Spares Parts and Packing Materials are valued at lower of Cost or Net Realisable Value. By-Products and residuals are valued at Net Realisable Value.

Cost of Inventories is determined on weighted average. Cost of Finished Goods and Work - in - Progress has been worked out on absorption cost basis.

<b>NOTE - 15 : TRADE RECEIVABLES</b>		
(Unsecured - Considered good)		
Others	140,762,202	67,823,934
<b>Total</b>	<b>140,762,202</b>	<b>67,823,934</b>

<b>NOTE - 16 : CASH AND BANK BALANCE</b>		
<b>Cash &amp; Cash Equivalents</b>		
Cash on Hand	27,002,069	3,585,751
Cheque in hand	67,304,000	3,839,418
Balance with Banks		
In Current Accounts	69,203,903	140,657,624
<b>Other Bank Balances</b>		
In Fixed Deposit Account (In Margin Money and interest accrued thereon)	4,021,711	3,648,258
In Fixed Deposit Account having remaining maturity of less than 1 Year (Including interest thereon)	50,781,042	52,868,506
<b>Total</b>	<b>218,312,725</b>	<b>204,599,557</b>

<b>NOTE - 17 : SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured - Considered good)		
Advances to parties for supply of goods and services	10,345,533	6,649,450
Other Loans & Advances		
-Related Party	1,800,000	53,356,000
-Other	3,500,200	238,600,200
Due from Employees	613,917	512,234
Advance Tax	785,447	309,461
Balance with Excise /sale tax Department	13,667,532	14,843,378
Cenvat Receivable	1,009,163	1,103,228
Other Amount Recoverable	135,375,424	55,345,502
Prepaid Expenses	1,881,689	2,089,310
<b>Total</b>	<b>168,978,905</b>	<b>372,808,763</b>



## INDIAN SUCROSE LIMITED

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Particulars	Figures for the Current Reporting Period 31.03.2016	Figures for the Previous Reporting Period 31.03.2015
<b>NOTE - 18 : REVENUE FROM OPERATIONS</b>		
Sale of Products	2,966,797,266	2,199,423,477
Other Operating Revenues	2,043,546	1,527,508
Less: Excise Duty	137,962,546	81,051,570
<b>Net Sales</b>	<b>2,830,878,266</b>	<b>2,119,899,415</b>
<b>Particulars of Sale of Products</b>		
Sugar	2,701,570,610	1,880,426,370
Molasses	141,269,913	173,374,685
Power	78,537,914	71,521,885
Bagasses	45,418,828	74,100,538
	<b>2,966,797,266</b>	<b>2,199,423,478</b>
<b>NOTE - 19 : OTHER NON OPERATING INCOME</b>		
Interest Income	4,782,441	1,547,304
Profit on Sale of Assets	-	9,050,000
Miscellaneous Income	691,823	665,299
<b>Total</b>	<b>5,474,264</b>	<b>11,262,603</b>
<b>NOTE - 20 : COST OF RAW MATERIAL CONSUMED (Indigenous)</b>		
Opening Stocks	63,127	2,746
Purchases	2,153,545,397	1,785,511,165
	2,153,608,524	1,785,513,911
Less : Closing Stocks	52,866	63,127
<b>Total</b>	<b>2,153,555,658</b>	<b>1,785,450,784</b>
<b>NOTE - 21 : CHANGES IN INVENTORIES OF FINISHED GOODS &amp; WORK-IN-PROGRESS &amp; STOCK-IN-TRADE</b>		
<b>Opening Stocks</b>		
Finished Goods	1,333,430,404	1,258,994,596
Work-in-Progress	29,243,288	31,021,150
By-products	116,471,918	129,785,484
	<b>1,479,145,610</b>	<b>1,419,801,230</b>
<b>Closing Stocks</b>		
Finished Goods	1,459,298,737	1,333,430,404
Work-in-Progress	31,135,228	29,243,288
By-products	118,984,900	116,471,918
	<b>1,609,418,865</b>	<b>1,479,145,610</b>
(Increase)/Decrease in stock	(130,273,255)	(59,344,380)
Excise & Other Duties on (Decrease)/Increase of Stocks	(52,722,342)	800,622
<b>(Decrease)/Increase in Stocks</b>	<b>(77,550,913)</b>	<b>(60,145,002)</b>

# INDIAN SUCROSE LIMITED



Particulars	Figures for the Current Reporting Period 31.03.2015	Figures for the Previous Reporting Period 31.03.2014
<b>NOTE - 22 : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Wages	56,320,867	64,304,491
Contribution to Provident and other funds	3,828,758	3,774,451
Staff Welfare	877,035	851,072
<b>Total</b>	<b>61,026,660</b>	<b>68,930,014</b>
<b>NOTE - 23 : FINANCE COSTS</b>		
Interest Expenses	177,597,974	159,425,230
Other Borrowing Costs	7,164,741	3,031,771
<b>Total</b>	<b>184,762,715</b>	<b>162,457,001</b>
<b>NOTE 24 : DEPRECIATION &amp; AMORTISATION EXPENSES</b>		
Depreciation	80,388,591	82,215,915
<b>Total</b>	<b>80,388,591</b>	<b>82,215,915</b>
<b>NOTE - 25 : OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Packing Materials Consumed	40,300,783	32,254,532
Consumption of Stores, Spares	51,224,546	37,561,527
Power and Fuel	9,793,697	16,313,952
Other Manufacturing Expenses	2,224,554	127,690
Repairs to:		
Plant and Machinery	27,195,970	47,476,025
Buildings	1,872,469	2,425,760
	<b>132,612,019</b>	<b>136,159,486</b>
<b>Administrative and Other Expenses</b>		
Rent	1,450,219	1,210,850
Rates and Taxes	512,849	819,336
Printing and Stationery	556,053	809,728
Postage, Courier and Telephones	643,862	1,211,192
Travelling and Conveyance	2,553,769	3,595,116
Fees and Subscription	2,114,921	1,157,380
Legal and Professional Charges	1,233,681	13,105,000
Auditors' Remuneration	347,925	310,826
Vehicle Running and Maintenance	4,611,611	4,608,200
Insurance	1,271,978	1,234,050
Cane Development Expenses	2,656,864	5,809,593
Balances written off	5,026,306	-
Office & Other Administration Expenses	1,245,653	1,775,122
	<b>24,225,691</b>	<b>35,646,393</b>
<b>Selling &amp; Distribution Expenses</b>		
Advertisement	234,970	295,460
Divisional Office Expenses	82,476	87,779
Guest House Expenses	375,581	375,276
Sugar Handling Expenses	9,535,980	7,074,305
Rebate & Discount	7,578,155	-
Commission on Sales	5,228,684	4,433,747
	<b>23,035,846</b>	<b>12,266,567</b>
<b>Total</b>	<b>179,873,555</b>	<b>184,072,446</b>



## INDIAN SUCROSE LIMITED

27. The figures have been rounded off to the nearest rupee.
28. The previous year's figures have been regrouped and re-classified, wherever necessary, to make them comparable.
29. All the current assets, loans and advances in the opinion of the Board, have a value on realization, which in the ordinary course of business shall at least be equal to the amount at which it is stated in the Balance Sheet.
30. Balances of sundry debtors, Loans & Advances ( Long & Short term), Trade payables, Borrowings (secured & unsecured) and advances from customers etc are subject to confirmation/reconciliation. The management does not expect any material discrepancy affecting the current year financial results.

### 31. Auditors' Remuneration

S.No	Particulars	Current year	Previous Period (6 months)
i)	As Statutory Auditor	200000	200000
ii)	As Tax Auditors	40000	40000
	Total	240000	240000

32. Registrations in respect of part of Land & Building appearing under fixed assets schedule is pending amounting to Rs. 21,62,50,000/-.
33. The company has entered into PPA agreement with Punjab State Power Corporation Limited for supply of power. As per the terms of the agreement, PSPCL has raised dues of Rs. 2,89,57,333/- towards defaulting amount, (Shown as Recoverable from PSPCL)

In view of the above, PPA agreement, the company is of the opinion that no further dues will be payable to Punjab State Power Corporation Limited on any earlier account.

### 34. Contingent Liability in respect of:

- i) Sale Tax demand of Rs. 11,19,000/- ( Previous year 11,19,000/-), no provision is made against such liability as management has been advised that full relief may be given at appellate level.
- ii) A liability of Rs 92,95,485/- was raised by the Sales Tax Department towards purchase tax for the years 1999-2000 to 2003-2004.
- For F/Y 2004-05 and from F/Y 2006-07 onwards with the introduction of VAT, company do not foresee any such liability. However, if such liability still arises it will be to the tune of Rs. 14,63,50,054/- for the financial year 2004-05 and from 2006-07 to 2013-14.
- Sale Tax demand of Rs. 5,67,489/- pertaining to financial 1997-98.
- iii) The company has deposited Rs. 1,49,50,000/- under protest with sales Tax Department as stated at sr no ii (above) and 100% demand of 29,21,600/- (under protest) towards PSECL raised by Electricity Board in respect of Service Charges.

- iv) Company has given corporate guarantee of Rs. 13.69 Crore to State Bank of India in respect of loan taken by Co's Associate concern Rangar Breweries Ltd.
- v) The company has given third party guarantee to the banks to the tune of Rs95.51 crores outstanding as on 31.03.2016 towards loan to farmers under Tri-party Agreement.
35. The Company has distributed Agro inputs valuing Rs4,41,41,951/-(previous year Rs 4,35,47,208/-) for the development of sugarcane's cultivation in its reserved zone at subsidized price of Rs4,15,03,392/-(Previous year Rs 3,78,53,536/- ). The net difference of Rs 26,38,559/- (Previous year Rs 56,93,672/-) has been included under the Cane development expenses and accordingly charged to Profit & Loss Account.
36. In accordance with the Accounting Standard AS –28 'Impairment of Assets' issued by The Institute of Chartered Accountants of India, the company has carried out an exercise to ascertain the impairment, if any, in the company value of its fixed assets. However, no such case found.
37. As per the Accounting Standard (AS) – 17 on Segment Reporting issued by The Institute of Chartered Accountants of India, presently there is only one reportable segment i.e. sugar.
38. Prior period item (net) amounting to Rs 1,89,898/- (previous year Rs (20,59,609/-) include:-

	Current year	Previous year
<b>Expenditure –</b>		
Fees rates & taxes	91,893	-
AMC	17,134	-
Listed Fee expenses	10,702	3,803
Advertisement	-	5,000
Insurance	15,169	-
Legal Expenses	55,000	-
<b>Income–</b>		
Insurance Claim Received	-	-
Sundry Balances w/off	-	16,76,542
Excise Duty Cenvat on service tax of bank charges	-	3,91,870
	<b>1,89,898</b>	<b>(20,59,609)</b>

39. Sundry Debtor includes a sum of Rs. 70,39,785/- (previous year Rs. 3,09,76,686/-) due from a associates Company.
40. Pursuant to Accounting Standard (AS)-15 (Revised 2005) "Employee Benefits", the disclosure of employees benefits are given below :-

#### I) Defined Contribution Plan and amount recognized in Profit and Loss Account

- Employer's Contribution to provident fund Rs. 38,28,758/-

#### II) Defined Benefit Plan

- Employee benefits in respect of Gratuity and Leave Encashment are based on Actuarial Valuation as on 31st March 2016. The details are given below:-



Particulars	Gratuity (Unfunded)	Leave Encashment (Unfunded)
<b>A) Change in the Present Value of obligation</b>		
a) Present Value of obligation as at 1 <sup>st</sup> April 2015	20043097	4709327
b) Past service cost	-	-
c) Interest Cost	1563362	367328
d) Current Service cost	1309341	262532
e) Benefits Paid	(1534355)	(1790288)
f) Actuarial Loss /( Gain)	(743064)	362898
g) Present Value of Obligation as at 31 <sup>st</sup> March 2016	20638381	3504477
<b>B) Change in Fair Value of Plan Assets</b>	Nil	Nil
<b>C) Amount recognized in Balance Sheet ( A-B)</b>	20638381	3504477
<b>D) Expenses recognized in the Profit &amp; Loss Account</b>		
a) Current Service Cost	1309341	262532
b) Past service cost	-	-
c) Interest Cost	1563362	367328
d) Actuarial Loss /( Gain)	(743064)	362898
e) Net Cost	2129639	585438
<b>E) Details of Plan Assets</b>	Nil	Nil
<b>F) Actuarial Assumptions</b>		
a) Discount Rate	7.70%	-
b) Rate of escalation in Salary ( Per Annum )	7.00%	7.00%
c) Mortality Table	-	-
d) Retirement Age ( Years )	58 Yrs.	58 Yrs.

41. The company is in process of identifying its suppliers as Micro, Small and Medium Enterprises as defined under the "Micro, Small and Medium Enterprises Development Act 2006". However the company has not received any intimation/communication from their suppliers regarding applicability of this act to them. Therefore no such disclosure under the said act has been furnished.

42. **Related Party Disclosures:-**

- a) Detail relating to related party  
Parties where control exists Yadu Resorts India Limited
- b) Other related parties where transaction have taken place during the year
  - i) Subsidiary Company: - Nil
  - ii) Associates Company: - Ranger Breweries Limited
- c) Key Management Personnel
 

Kunal Yadav	Managing Director	(DIN-01338110)
Kunj Deep Kalra	Director	(DIN-05285059)
Rishav Jaiswal	Company Secretary	(M. No.-A38834)
Ravinder Sharma	Chief Financial Officer	
- d) Relative of Key Management Personnel: NIL
- e) Enterprise significantly influenced by Directors and /or their relatives :-
  - Cosmos Industries Ltd.
  - Yadu Sugar Limited
  - Scorpion News Communication Pvt. Ltd.
  - Scorpion Media Pvt. Ltd.
  - Top-Images Estates Pvt. Ltd.



## INDIAN SUCROSE LIMITED

f) Transaction with related party:-

(Amount in lacs)

	Sales	Purchase	Expenses	Loan Received	Loan Repaid	Remuneration	Application Money	Receivables	Payables
Company where control exist	-	-	-	-	-	-	-	-	-
Ranger Breweries Ltd.		-		-	-	-	-	(309.77)	-
Key Management Personnel Mr. D. P. Singh	-	-		-	-	-	-	-	230.56 (230.56)
Key Management Personnel Mr. Kunal Singh	-	-		99.90	-	18.00	-	-	153.47 (57.03)
Co. Significantly influenced by Directors Yadu Sugar Ltd.	-	-		-	-	-	-	493.56 (931.30)	-
Co. Significantly influenced by Directors Yadu Resorts (India) Ltd.	-	-	8.88 (4.44)	-	-	-	-	-	- (0.22)

\*Figures in ( ) is representing previous year figures.

44. The company is holding more than 20% of the paid up share capital of the Ranger Breweries Ltd. Therefore, this company is an Associate Company. The financial statements of Ranger Breweries Ltd. as on 31/03/2016 are yet to be finalized. Accordingly, the company has not prepared the consolidated financial statements in accordance with the provisions of Schedule III of the Companies Act, 2013 in terms of Clause 6 of the Companies (Accounts) Rules, 2014.43. Opening Balance under the head Amount Recoverable From Oswal Papers & Allied Industries Rs. 4986104/- has been written off during the year.
45. Total TDS default of Rs. 46140/- as per Traces represents the default of earlier years either on account of short deduction or Interest on account of delay in deposit / deduction.
46. The company had issued 7,00,000 cumulative 6% preference shares of Rs.100 each in Jan 2011, which were due for conversion in the month of Jan, 2016 into equity shares at a premium of Rs.4 each. These shares are yet to be converted into equity shares.
47. The company has neither paid nor credited any dividend on cumulative preference shares since the date of issue

48. EPS

	Current Year	Previous Year
Profit/loss attributable to Equity Shareholders	5,96,74,486	(8,75,81,311)
Weighted Average no of share	15461807	15461807
Paid up value of shares	10	10
Basic EPS	3.86	(5.94)
Diluted EPS	2.92	(4.28)

Sd/-  
**Kunal Yadav**  
MANAGING DIRECTOR  
(Din:01338110)

Sd/-  
**Kunj Deep Kalra**  
DIRECTOR  
(Din:05285059)

**AS PER OUR REPORT OF EVEN DATE**  
Firm Registration No. 017153N  
For Rakesh Grover & Co.  
Chartered Accountants

Sd/-  
**Ravinder Sharma**  
CHIEF FINANCIAL OFFICER

Sd/-  
**Rishav Jaiswal**  
COMPANY SECRETARY  
(M.NO. 38834)

**(Rakesh Kumar Grover) FCA**  
PARTNER  
M.NO. 096934

Place : LUDHIANA  
Dated : 30-05-2016

**INDIAN SUCROSE LIMITED**

CIN: L15424PB1990PLC010903

Registered Office – G.T. Road, Mukerian, Distt. Hoshiarpur, Punjab-144211, Phone: 01883-249002/3/4  
Website: www.muksug.com, Email: islcare@yahoo.co.in, isl.investors@yaducorporation.com

**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 member (s) \_\_\_\_\_ :

Registered address : \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Folio No/ Client Id : \_\_\_\_\_ DP ID : \_\_\_\_\_

I/We, being the member (s) holding \_\_\_\_\_ Shares of the above named company, hereby appoint:

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 25<sup>th</sup> Annual general meeting of the company, to be held on Friday, 30<sup>th</sup> day of September, 2016 at 11.00 a.m. at G.T Road, Mukerian, Distt. Hoshiarpur, Punjab-144211 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional**	
Ordinary Business		For	Against
	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31 <sup>st</sup> March, 2016		
1.	Appointment of a Director in place of Sh. Sanjay Singh (DIN: 06694962), who retires by rotation and being eligible, offers himself for re-appointment		
2.	Re-appointment of M/s. R. Dewan & Co., Chartered Accountants (FRN: 017883N) as Statutory Auditors and fix their remuneration		
Special Business			
3.	Regularization of Additional Director		
4.	To fix remuneration of M/s Ajay Singh & Associates, Cost Auditors for the financial year ending on 31st March, 2016 at Rs. 50000 per annum.		
5.	conversion of 700,000 6% Convertible Preference Shares into Equity Shares of Rs. 10/- each ranking at a premium of Rs. 4/- pari passu with the existing equity shares of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
revenue  
stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A PROXY NEED NOT BE A MEMBER OF THE COMPANY
- A Person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- For the Resolutions, Notes and Explanatory Statement, please refer to the notice of the 25<sup>th</sup> Annual General Meeting.
- It is optional to 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 Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Please complete all details including details of member(s) in the above box before submission.**

**Indian Sucrose Limited**

[CIN: L15424PB1990PLC010903]

Registered Office – G.T. Road, Mukerian, Distt. Hoshiarpur, Punjab-144211, Phone: 01883-249002/3/4  
Website: www.muksug.com, Email: islcare@yahoo.co.in, isl.investors@yaducorporation.com

**ATTENDANCE SLIP**

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

Joint shareholders may obtain additional attendance slip on request.

Name of the member (s) \_\_\_\_\_ :

Registered address : \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Folio No/ Client Id : \_\_\_\_\_ DP ID : \_\_\_\_\_

I/we hereby record my/our presence at the 25th ANNUAL GENERAL MEETING on Friday, September 30, 2016 at 11.00 a.m., at the G.T. Road, Mukerian, Distt. Hoshiarpur, Punjab-144211, Phone: 01883-249002/3/4

\*Applicable for investors holding share(s) in electronic form.

Signature of the shareholder or proxy: \_\_\_\_\_

**E-VOTING PARTICULARS**

REVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read instructions (Voting by electronic means) given to the Notice of the 25th Annual General Meeting carefully before voting electronically. The voting time commences from Tuesday, 27<sup>th</sup> September 2016 (9:00 A.M.) and ends on Thursday, 29 September 2016 (5:00 P.M.) The voting module shall be disabled by NSDL for voting thereafter.



**INDIAN SUCROSE LIMITED**

CIN: L15424PB1990PLC010903

Regd. Office: G.T.Road, Mukerian-144211, Distt. Hoshiarpur (Punjab)  
Phone: +91-9115110651/52/53 Email Id: [isl.investor@yaducorporation.com](mailto:isl.investor@yaducorporation.com)  
Website: [www.muksug.com](http://www.muksug.com)