

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is about promoting corporate fairness, transparency, accountability and integrity of the management. It also aims to align, as nearly as possible, the interests of individuals, corporations and society and thereby enhancing the stakeholders' value. Good corporate governance practices have always been an integral part of the Company's philosophy. The commitment to good corporate governance practices predates the laws and mandates of the Securities and Exchange Board of India (SEBI) and the stock exchanges regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. Given below are the Company's corporate governance policies and practices:

2. BOARD OF DIRECTORS

The Board of Directors provides strategic direction and thrust to the operations of the Company, thereby enhancing the value of the stakeholders.

• **Composition**

The Board has an optimum combination of Executive and Non-Executive Directors, and is in conformity with the regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 with the stock exchange, in which the Company's shares are listed. The composition of the Board as on March 31, 2018 was as under:

1. Promoter & Executive Chairman
2. Non-Executive & Independent Directors

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which he is a Director. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies.

• **Details of meeting held**

The Board met 9 times on the following dates during the financial year 2017-18:

QUARTERS	Date of Meeting
1 ST QUARTER	29.04.2017
	29.05.2017
	12.06.2017
2 ND QUARTER	14.08.2017
	30.08.2017
	11.09.2017
3 RD QUARTER	13.11.2017
4 TH QUARTER	31.01.2018
	13.02.2018

Name of Directors	Status	Board Meetings attended during the year	Attendance at last AGM	Number of Directorship Held in other Public companies	Board Committee Membership/ Chairmanship held in other Public companies
Shri Girdhar Saboo DIN: 00346750	Executive Director	9	Yes	1	NIL
Shri Bikash Kumar Lakhotia DIN: 01470180	Non- Executive Director and Independent	8	Yes	NIL	NIL
Shri Neeraj Kumar Agarwal DIN: 05358002	Non- Executive Director and Independent	8	Yes	NIL	NIL
Shri Sanjay Sarna DIN: 07052586	Non- Executive Director and Independent	9	Yes	1	1

• **Category and Attendance of Directors**

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the financial year 2017-18 and at the last Annual General Meeting (AGM), as also the number of Directorships and Committee positions held by them in other Public Limited Companies as on March 31, 2018 are as follows:

Shareholding of Non-Executive Directors as on March 31, 2018 is as under:

Sr. No.	Name	No. of shares held	% of Paid-up Capital
1.	Shri Bikash Kumar Lakhotia DIN: 01470180	25236	.001
2.	Shri Neeraj Kumar Agarwal DIN: 05358002	NIL	-
3.	Shri Sanjay Sarna DIN: 07052586	Nil	-

• **Board Business**

The normal business of the Board includes:

- framing and overseeing progress of the Company's annual plan and operating framework;
- framing strategies for shaping of portfolio and direction of the Company and for corporate resource allocation;
- reviewing financial plans of the Company;
- reviewing quarterly and annual business performance of the Company;
- reviewing the Annual Report and accounts for adoption by the Members;
- reviewing the progress of various functions and businesses of the Company;
- reviewing the functioning of the Board and its Committees;
- reviewing the functioning of the subsidiary companies;
- reviewing and resolving fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems or significant labour issues, if any;
- reviewing the details of significant development in human resources and industrial relations front;

- reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement;
- reviewing compliance with all relevant legislations and regulations and litigation status as well as steps taken by the Company to rectify instances of non-compliance, including materially important show cause, demand, prosecution and penalty notices, if any;
- reviewing Board Remuneration Policy and individual remuneration packages of Directors;

3. AUDIT COMMITTEE

The Audit Committee has been reconstituted as per Section 177(8) of the Companies Act, 2013 and the guidelines set out in the regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2017. The terms of reference include:

- To investigate any activity within its terms of reference.
- To seek information from any employee/ records of the Company.
- To obtain outside legal or other professional advice.
- Overseeing 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.
- Major accounting entries based on exercise of judgment by management.
- Compliance with accounting standards
- Compliance with Stock Exchange and legal requirements concerning financial statements.
- Any changes in accounting policies and practices.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Reviewing the adequacy of internal audit function.
- Discussion with internal auditor regarding any significant findings and follow up thereon.
- Discussion with external auditors before the audit commences the nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
- Review the functioning of the Whistle Blower mechanism.
- Any other item referred to it by the Board.

- **Composition:**

<i>Name</i>	<i>Designation</i>	<i>Category</i>
Shri Sanjay Sarna DIN: 07052586	Chairperson	Non-Executive & Independent Director
Shri Bikash Kumar Lakhota DIN: 01470180	Member	Non-Executive & Independent Director
Shri Neeraj Kumar Agarwal DIN: 05358002	Member	Non-Executive & Independent Director

- **Meetings held:**

The committee met 4 times on the following dates during the financial year 2017-18:

Date of meetings:

30th April, 2017, 28th May, 2017, 10th August, 2017, 11th September, 2017, 13th November, 2017 and 13th February, 2018

- **Category and Attendance of members:**

The names and categories of the Directors on the Committee, their attendance at the Meetings held during the Financial Year 2017-18 are as follows:

<i>Name</i>	<i>Category</i>	<i>Attendance</i>
Shri Sanjay Sarna DIN: 07052586	Non-Executive & Independent Director	6

Shri Bikash Kumar Lakhotia DIN: 01470180	Non-Executive & Independent Director	5
Shri Neeraj Kumar Agarwal DIN: 05358002	Non-Executive & Independent Director	5

Members of the Audit Committee have requisite financial and management expertise and have held or hold senior positions in other reputed organization.

The Statutory Auditors, Internal Auditors and the Compliance Officer are invited to attend and participate in the meeting of the Committee. The Compliance Officer acts as the Secretary to the Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

The Company had merged the existing Nomination and Remuneration Committee in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and in pursuant to the provisions of Companies Act, 2013. The terms of reference of the remuneration committee includes among others:

- To review, assess and recommend to the Board the appointment of the executive and non-executive Directors and the compensation payable to him.
- To consider and recommend human resource policies relating to the compensation and performance management.

- **Composition:**

<i>Name</i>	<i>Designation</i>	<i>Category</i>
Shri Sanjay Sarna DIN: 07052586	Chairperson	Non-Executive & Independent Director
Shri Bikash Kumar Lakhotia DIN: 01470180	Member	Non-Executive & Independent Director
Shri Neeraj Kumar Agarwal DIN: 05358002	Member	Non-Executive & Independent Director

- **Meetings held :**

The committee met 1 times on the following dates during the financial year 2017-18:

Date of meetings: 10th August, 2017

- **Category and Attendance of members:**

The names and categories of the Directors on the Committee, their attendance at the Meetings held during the Financial Year 2017-18 are as follows:

<i>Name</i>	<i>Category</i>	<i>Attendance</i>
Shri Sanjay Sarna DIN: 07052586	Non-Executive & Independent Director	1
Shri Bikash Kumar Lakhotia DIN: 01470180	Non-Executive & Independent Director	1
Shri Neeraj Kumar Agarwal DIN: 05358002	Non-Executive & Independent Director	1

The Non – Executive Directors do not draw any remuneration except the sitting fees. The details of the remuneration payable to the Executive Directors for the financial year 2017-18 are:

Name of Director	Salary (Rs.) per annum	Benefits Perquisites and Allowance	Commission	Notice Period/ Severance fees*
Mr. Girdhar Saboo (Managing Director) DIN: 00364750	25,48,000	11,52,000	Nil	Service of managing and Whole Time Director may be terminated by giving notice. There is no separate provision for payment of Severance fees.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

The Board of Directors constituted the shareholders/ investors' grievance committee to look into redressal of investors' complaints like share transfers, non-receipt of annual reports, issue of duplicate share certificate, transfer and transmission of shares and other allied transactions. Its scope also includes delegating the powers to the executives of Company/ share transfer agents to process share transfers etc.

- **Constitution of Shareholders/ Investors Grievance Committee is as under:**

Name	Designation	Category
Shri Sanjay Sarna DIN: 07052586	Chairman	Non-Executive & Independent Director
Shri Girdhar Saboo DIN: 00364750	Member	Executive Director
Shri Neeraj Agarwal DIN: 05358002	Member	Non-Executive & Independent Director

Meetings held:

The Board met 4 times on the following dates during the financial year 2017-18:

Date of meetings: 11th April, 2017, 12th April, 2017, 18th July, 2017, 09th September, 2017, 24th November, 2017, 19th January, 2018, 09th March, 2018 and 28th March, 2018.

Category and Attendance of members:

The names and categories of the Directors on the Committee, their attendance at the Meetings held during the Financial Year 2017-18 are as follows:

Name	Category	Attendance
Shri Girdhar Saboo DIN: 00364750	Executive Director	8
Shri Neeraj Kumar Agarwal DIN: 05358002	Non-Executive & Independent Director	7
Shri Sanjay Sarna DIN: 07052586	Non-Executive & Independent Director	8

Status of Investor Complaints

During the year under review, neither any complaint was pending as on 31st March, 2018 nor was any complaint received.

6. GENERAL BODY MEETINGS

(A) Annual General Meeting

The details of Annual General Meetings held in the last three years are given below:

AGM	Date	Time	Venue
AGM	28.09.2015	1.00 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.
AGM	28.09.2016	3.00 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.
AGM	27.09.2017	3.00 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.

(B) Extra Ordinary General Meeting during the year

EGM	Date	Time	Venue
EGM	31.05.2017	12.30 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.
Postal Ballot	25.09.2017	N.A.	N.A.

7. CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

A copy of the Code has been put on the Company's website (www.suryasalt.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. A declaration signed by the Company's Chairman and Managing Director is published in this Report.

8. ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

9. OBSERVANCE OF THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

The Institute of Company Secretaries of India (ICSI), one of India's premier professional bodies, has issued Secretarial Standards on important aspects like Board meetings, General meetings, Payment of Dividend, Maintenance of Registers and Records, Minutes of Meetings, Transmission of Shares and Debentures, Passing of Resolutions by Circulation, Affixing of Common Seal and Board's Report. Although these standards, as of now, are recommendatory in nature, the Company substantially adheres to these standards voluntarily.

10. PROHIBITION OF INSIDER TRADING

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

11. DISCLOSURES

There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their relatives etc. that may have potential conflict with the interests of the Company at large.

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

12. RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS

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

13. MEANS OF COMMUNICATION

In compliance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges immediately after they are taken on record by the Board. Moreover, the said results were put up on the BSE website, apart from being published in "Adhikar".

14. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting for the Financial Year 2017-18:

Date: Thursday, 27th September, 2018
Venue: L-5, B-II, Krishna Marg, C-Scheme, Jaipur-302001
Time: 1:00 PM
 Last Date for receipt of Proxy Forms: Tuesday, 25th September, 2018 before 1:00 PM

b. Financial Calendar

The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2018 were held the following dates:

Result for the qtr ending June 30, 2017	11 th September, 2017**
Result for the qtr ending Sep 30, 2017	13 th November, 2017
Result for the qtr ending Dec 31, 2017	13 th February, 2018
Audited Result if any for the current year ending Mar 31, 2018	30 th May, 2018

** Company sought extension of time for the same from BSE.

c. Book Closure Date

The Share Transfer Register of the Company remain closed from 21st September, 2017 to 27th September, 2017 (both days inclusive) for the purpose of AGM.

d. Listing of Equity Shares in Stock Exchange

The share of the Company are Listed at Bombay Stock Exchange.

e. Market Price data

The high and low prices of every month during the financial year 2017-18 are given below:

<i>Month</i>	<i>High Price</i>	<i>Low Price</i>	<i>No. of Shares</i>	<i>No. of trades</i>	<i>BSE Sensex High</i>
<i>Apr-17</i>	<i>15.95</i>	<i>12.61</i>	<i>917172</i>	<i>3181</i>	<i>29918.4</i>
<i>May-17</i>	<i>15.9</i>	<i>12.61</i>	<i>736397</i>	<i>1543</i>	<i>31145.8</i>
<i>June-17</i>	<i>13.71</i>	<i>11.91</i>	<i>380060</i>	<i>705</i>	<i>30921.61</i>
<i>Jul-17</i>	<i>15.78</i>	<i>13.5</i>	<i>555962</i>	<i>1231</i>	<i>32514.94</i>
<i>Aug-17</i>	<i>14.25</i>	<i>11.35</i>	<i>282844</i>	<i>753</i>	<i>31730.49</i>
<i>Sep-17</i>	<i>14.35</i>	<i>12.54</i>	<i>384634</i>	<i>889</i>	<i>31283.72</i>
<i>Oct-17</i>	<i>28.8</i>	<i>13.5</i>	<i>3589121</i>	<i>8319</i>	<i>33213.13</i>
<i>Nov-17</i>	<i>30.7</i>	<i>22.95</i>	<i>834769</i>	<i>2608</i>	<i>33149.35</i>
<i>Dec-17</i>	<i>25.1</i>	<i>22.15</i>	<i>318242</i>	<i>976</i>	<i>34056.83</i>
<i>Jan-18</i>	<i>25</i>	<i>19.25</i>	<i>464399</i>	<i>1391</i>	<i>35965.02</i>
<i>Feb-18</i>	<i>20.5</i>	<i>16.7</i>	<i>193444</i>	<i>667</i>	<i>34184.04</i>
<i>Mar-18</i>	<i>17</i>	<i>12.55</i>	<i>361757</i>	<i>859</i>	<i>32968.68</i>

Source: BSE website

f. REGISTRAR & SHARE TRANSFER AGENT

All the physical share transfer work is done in-house at the Share Department at the registered office of the Company at Jaipur and for Demat work the Company has appointed a registrar.

Address & Correspondence:

M/S Beetal Financial & Computer Services (P) Ltd
 Beetal house, 3rd floor, 99, Madangir
 Behind Local Shopping Centre
 Near Dada Harsukhdas Mandir, New Delhi-62
 Telephone no. 011 2996 1281/82

g. SHARE TRANSFER SYSTEM

With a view to expedite the process of share transfers, the Board of Directors of the Company has delegated the power of share transfer to Shareholders' & Investor Grievances Committee. As on date all the work related to the shares both held in physical and electronic form is handled by RTA. All correspondences are to be directed to the RTA at the address mentioned above. The correspondences may also be sent at the Company's address which will be sent by the Company to RTA. Share transfer is normally affected within the maximum period of 30 days from the date of receipt, if all required documentation is submitted.

h. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2018

<i>Shareholding of Nominal value</i>	<i>Number of Shareholders</i>	<i>% of Total</i>	<i>No. of Shares</i>	<i>Amount in Rs.</i>	<i>% of Total</i>
<i>Up to 5000</i>	<i>3370</i>	<i>66.97</i>	<i>711519</i>	<i>7115190</i>	<i>3.37</i>
<i>5001 to 10000</i>	<i>671</i>	<i>13.33</i>	<i>591016</i>	<i>5910160</i>	<i>3.00</i>
<i>10001 to 20000</i>	<i>412</i>	<i>8.18</i>	<i>667951</i>	<i>6679510</i>	<i>3.14</i>
<i>20001 to 30000</i>	<i>181</i>	<i>3.59</i>	<i>470133</i>	<i>4701330</i>	<i>2.13</i>
<i>30001 to 40000</i>	<i>79</i>	<i>1.57</i>	<i>286424</i>	<i>2864240</i>	<i>1.37</i>
<i>40001 to 50000</i>	<i>66</i>	<i>1.31</i>	<i>315696</i>	<i>3156960</i>	<i>2.31</i>
<i>50001 to 100000</i>	<i>125</i>	<i>2.48</i>	<i>910170</i>	<i>9101700</i>	<i>5.09</i>
<i>100001 & Above</i>	<i>128</i>	<i>2.54</i>	<i>20229591</i>	<i>202295910</i>	<i>79.60</i>
<i>Total</i>	<i>5032</i>	<i>100</i>	<i>24182500</i>	<i>241825000</i>	<i>100</i>

i. SHARE HOLDING PATTERN AS ON 31ST MARCH, 2018

ANNEXURE II

SCRIP CODE : 530461 SCRIP NAME : SABOO SODIUM CHLORO LIMITED SCRIP TYPE :- EQUITY

(I)(A) STATEMENT SHOWING SHAREHOLDING PATTERN AS ON 31/03/2018

CATEGORY CODE	CATEGORY OF SHAREHOLDERS	NUMBERS OF SHAREHOLDERS	TOTAL NUMBER OF SHARES	NUMBER OF SHARES HELD IN DEMATERIALIZED FORM	TOTAL SHAREHOLDING AS A PERCENTAGE OF TOTAL NUMBER OF SHARES		SHARES PLEDGED OR OTHERWISE ENCUMBERED	
					AS A % OF(A+B)	AS A % OF(A+B+C)	NO. OF SHARES	AS A %
(A)	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP							
(1)	INDIAN							

ANNUAL REPORT 2017-18

(A)	INDIVIDUALS/ HINDU UNDIVIDED FAMILY	2	13052839	13052839	50.84	55.84	0.00	0.00
(B)	CENTRAL GOVERNMENT /STATE GOVERNMENT(S)	0	0	0	0.00	0.00	0	0.00
(C)	BODIES CORPORATE	0	0	0	0.00	0.00	0	0.00
(D)	FINANCIAL INSTITUTIONS BANKS	0	0	0	0.00	0.00	0	0.00
(E)	ANY OTHER DIRECTORS & THEIR RELATIVES SOCIETIES PARTNERSHIP FIRMS RBI EMP.WELFARE FUND ESOP/ESOS TRUSTS	0 0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0 0 0 0 0 0 0 0 0	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00
	SUB-TOTAL (A)(1)	2	13052839	13052839	50.84	55.84	0	0.00
(2)	FOREIGN							
(A)	INDIVIDUALS (NON-RESIDENT INDIVIDUALS FOREIGN INDIVIDUALS)	0	0	0	0.00	0.00	0	0.00
(B)	BODIES CORPORATE	0	0	0	0.00	0.00	0	0.00
(C)	INSTITUTIONS	0	0	0	0.00	0.00	0	0.00
(D)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0.00	0	0.00
(E)	ANY DIRECTORS & THEIR RELATIVES SOCIETIES PARTNERSHIP FIRMS EMP.WELFARE FUND TRUST ESOP/ESOS	0 0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0 0 0 0 0 0 0 0 0	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00
	SUB-TOTAL(A)(2)	0	0	0	0.00	0.00	0	0.00
	TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP A= (A)(1)+(A)(2)	2	13052839	13052839	50.84	55.84	0	0.00
(B)	PUBLIC SHAREHOLDINGS							
(1)	INSTITUTIONS							
(A)	MUTUAL FUNDS/UTI	5	34600	34600	0.18	0.18	0	0.00
(B)	FINANCIAL INSTITUTIONS BANKS	0	0	0	0.00	0.00	0	0.00
(C)	CENTRAL GOVERNMENT STATE	0	0	0	0.00	0.00	0	0.00

ANNUAL REPORT 2017-18

	GOVERNMENT(S)							
(D)	VENTURE CAPITAL FUND	0	0	0	0.00	0.00	0	0.00
(E)	INSURANCE COMPANIES	0	0	0	0.00	0.00	0	0.00
(F)	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.00	0.00	0	0.00
(G)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0.00	0	0.00
(H)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0.00	0	0.00
(I)	ANY OTHER FOREIGN FIN INST							
	FOREIGN MUT.FUND				0.00	0.00	0	0.00
	F.F.I/BANKS	0	0	0	0.00	0.00	0	0.00
	STRESSED ASSET	0	0	0	0.00	0.00	0	0.00
	STABILISATION FUND	0	0	0	0.00	0.00	0	0.00
	FUND STATE	0	0	0	0.00	0.00	0	0.00
	FIN.CORP.	0	0	0				
	SUB TOTAL B(1)	0	0	0	0.00	0.00	0	0.00
2	NON-INSTITUTIONS							
(A)	BODIES CORPORATE	113	2768851	2248133	9.30	9.30	0	0.00
(B)	I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 2 LAKH S	4670	4249270	3856935	17.57	17.57	2000	0.01
	II.INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 2 LAKHS	46	3626940	3595740	15.00	15.00	0	0.00
(C)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0.00	0	0.00
(D)	ANY OTHER TRUSTS DIRECTORS & THEIR RELATIVES MARKET MAKER NRI CLEARING MEMBERS HUF NRIS/OCBS ESOP/ESOS/ESPS	30 7 159 0	75829 14349 430540 0	75829 14349 430540 0	0.12 0.06 1.78 0.00	0.12 0.06 1.78 0.00	0 0 0 0	0.00 0.00 0.00 0.00
	SUB-TOTAL(B)(2)	5025	10645164	10175626	44.02	44.02	2000	0.01
	TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)	5030	10679661	10210126	44.16	44.16	2000	0.01
	TOTAL (A)+(B)	5032	24182500	23712965	100.00	100.00	2000	0.01
(C)	SHARES HELD BY							

	CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	-	-	-	-	-	-	-
1	PROMOTER AND PROMOTER GROUP	0	0	0	0.00	0.00	0	0.00
2	PUBLIC	0	0	0	N.A.	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	5032	24182500	23712965	100.00	100.00	2000	0.01

m. DEMATERIALISATION OF SHARES

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on 31st March 2018, 23712965 equity shares of the Company forming 98.06% of the share capital of the Company stand dematerialized.

LIQUIDITY OF SHARES

The Equity Shares of the Company have been regularly traded at Bombay Stock Exchange.

n. PLANT LOCATIONS

1. Village Govindi, Nawa City, Distt: Nagour 341509 (Rajasthan)
2. Survey No.416, Village Moti Chirai, Taluka Bachau, Gandhidham (Gujarat)

15. RECONCILIATION OF SHARE CAPITAL AUDIT

For each of the quarter in the financial year 2017-18, M/s Naredi Vinod & Associates, Company Secretaries, Jaipur carried out secretarial audits to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. The audit report confirm that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

16. DISCLOSURE OF PENDING CASES /INSTANCES OF NON-COMPLIANCE

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

17. COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, Company has adopted Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 for the Financial Year Commencing from 01st April, 2017 as notified by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

18. COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Company's Secretarial Auditors, M/s. **Naredi Vinod & Associates (Company Secretaries)** confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

19. COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS UNDER LISTING REGULATIONS

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- **Audit Qualification**

The Company is in the regime of unqualified financial statements with unmodified opinion.

- **Reporting of Internal Auditor**

The Internal Auditor directly reports to the Audit Committee on functional matters.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

20. SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Audit for the financial year 2017-18 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report.

21. CEO/CFO CERTIFICATE

The Chairman and Managing Director and the Chief Financial Officer of the company give annual certification on financial reporting and internal controls on the Board in terms of Regulation 17(8) of the Listing Regulations. The Annual Certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this report.

For and on behalf of the Board of Directors

**Date: 30th May, 2018
Place: JAIPUR**

**Sd/-
SANJAY SARNA
(Director)
DIN: 07052586**

**Sd/-
GIRDHAR SABOO
(Managing Director)
DIN: 00364750**