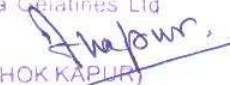
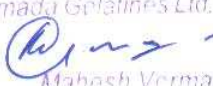




Form A

Format of covering letter of the annual audit report to be filed with the stock exchange

1.	Name of the company	NARMADA GELATINES LTD.
2.	Annual financial statement for the year ended	31 ST MARCH 2014
3.	Type of audit observation	UN-QUALIFIED/MATTER OF EMPHASIS
4.	Frequency of observation	WHETHER APPEARED FIRST TIME/REPETITIVE/SINCE HOW LONG PERIOD
5.	To be signed by <ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the company • Audit committee Chairman 	<p>For Narmada Gelatines Ltd  (ASHOK KAPUR) Whole Time Director</p> <p>For Narmada Gelatines Ltd.  Mahesh Verma Company Secretary & CFO.</p> <p></p> <p></p>

ANNUAL REPORT 2013-2014



Narmada Gelatines Limited

COMPANY INFORMATION

BOARD OF DIRECTORS

Justice Gulab Gupta
Mr. Deepak Chaudhuri
Mr. Mohan Chandra Pant
Mr. Sanjeev Jain
Mr. Ravindra K. Rajе
Mr. Ashok K. Kapur - Whole Time Director

AUDIT COMMITTEE

Justice Gulab Gupta - Chairman
Mr. Deepak Chaudhuri
Mr. Mohan Chandra Pant
Mr. Ravindra K. Rajе

REMUNERATION COMMITTEE

Justice Gulab Gupta - Chairman
Mr. Deepak Chaudhuri
Mr. Mohan Chandra Pant

INVESTORS' GRIEVANCE COMMITTEE

Mr. Mohan Chandra Pant - Chairman
Justice Gulab Gupta
Mr. Ashok K. Kapur

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Mahesh Verma

AUDITORS

T.R. Chadha & Co. - Statutory Auditor
Tapan Badkul & Associates - Cost Auditor

REGISTERED OFFICE

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

FACTORY

Meerganj, Bheraghat Road
Jabalpur (M.P.)

BANKERS

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

REGISTRARS AND SHARE TRANSFER AGENTS

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

DEPOSITORIES

National Securities Depository Limited
Central Depository Services (I) Limited

LISTED WITH

Bombay Stock Exchange Ltd. (BSE)



भेड़ाघाट में पौधे लगाए

एन. एच.एल. लिमिटेड के स्वामित्व में बने हुए भेड़ाघाट में पौधे लगाने के कार्यक्रम का आयोजन किया गया। इस अवसर पर एन. एच.एल. लिमिटेड के अधिकारी और कर्मचारी शामिल हुए।

Narmada Gelatines will install water treatment plant near Panchawati



MPPCL Chairman Dr N P Shukla addressing the public awareness and Narmada bank cleaning drive held on Narmada Aashra at Bheraghat, Bheraghat, on Thursday.

Staff Reporter

CHAIRMAN of Madhya Pradesh Pollution Control Board Dr N P Shukla addressed a public awareness programme and Narmada bank cleaning drive held on Narmada Aashra at Bheraghat, Bheraghat, on Thursday.

He said that the Narmada bank cleaning drive is a very important programme and it is the duty of every citizen to keep the Narmada bank clean. He also said that the Narmada bank cleaning drive is a very important programme and it is the duty of every citizen to keep the Narmada bank clean.

250 गांव के लोगों ने उदाया निःशुल्क नेत्र शिविर का लाभ



एन. एच.एल. लिमिटेड के स्वामित्व में बने हुए भेड़ाघाट में पौधे लगाने के कार्यक्रम का आयोजन किया गया। इस अवसर पर एन. एच.एल. लिमिटेड के अधिकारी और कर्मचारी शामिल हुए।

मोतियाबिंद का ऑपरेशन मेडिकल में

एन. एच.एल. लिमिटेड के स्वामित्व में बने हुए भेड़ाघाट में पौधे लगाने के कार्यक्रम का आयोजन किया गया। इस अवसर पर एन. एच.एल. लिमिटेड के अधिकारी और कर्मचारी शामिल हुए।



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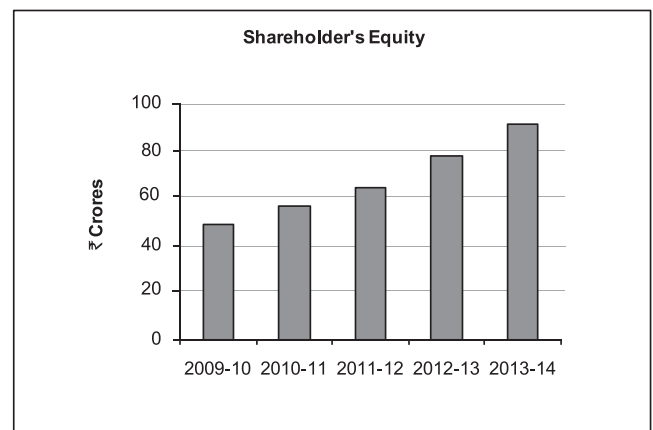
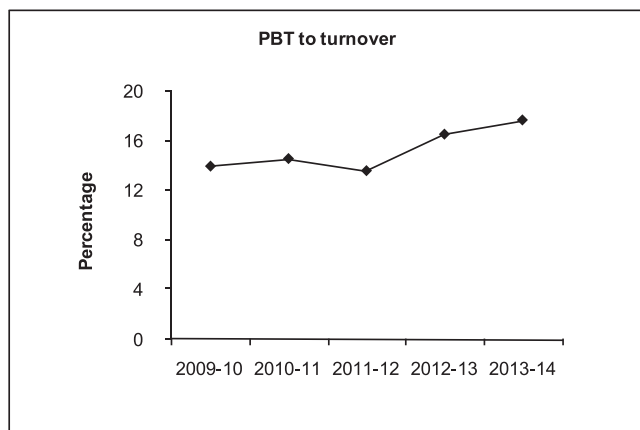
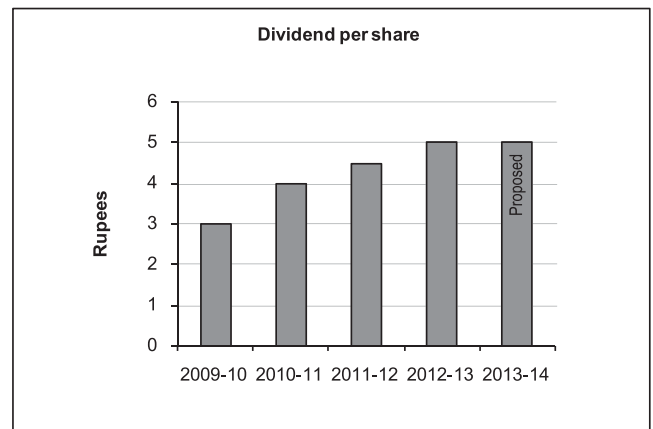
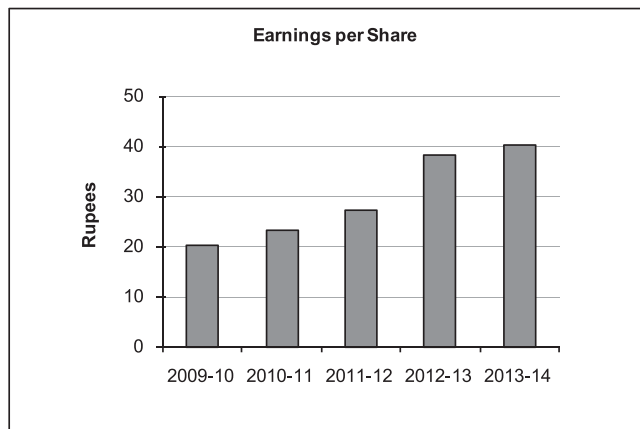
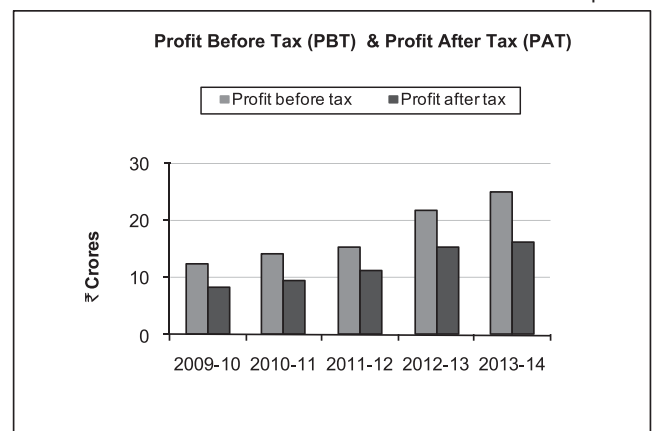
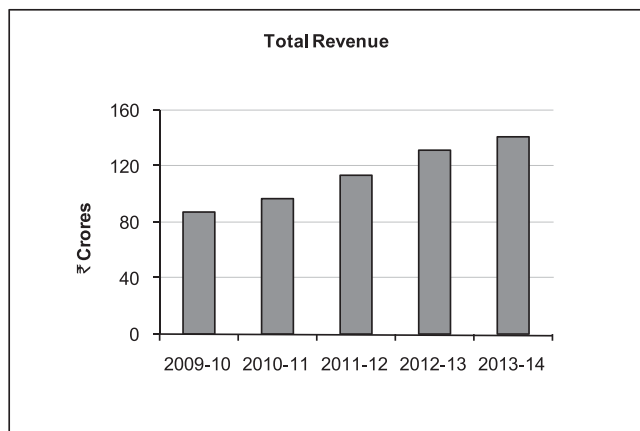


FINANCIAL HIGHLIGHTS

Key financial and operational data for the last five years

	2009-10	2010-11	2011-12	2012-13	2013-14
Total Revenue (₹ Crores)	87.53	96.48	113.14	131.01	140.46
Profit before tax (₹ Crores)	12.24	14.08	15.41	21.69	24.86
PBT to turnover (%)	14.0	14.6	13.6	16.6	17.7
Profit after tax (₹ Crores)	8.18	9.47	11.06	15.40	16.26
Basic and Diluted Earnings per Share (₹)	20.28	23.48	27.43	38.18	40.33
Dividend per equity share (₹)	3.00	4.00	4.50	5.00	5.00*
Shareholder's Equity (₹ Crores)	49.28	56.47	64.84	77.84	91.70

*Proposed





DIRECTORS' REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

The Directors have pleasure in presenting the 53rd Annual Report of your Company and the Audited Accounts for the financial year ended 31st March, 2014.

₹ Lacs

	Year ended 31st March 2014		Year ended 31st March 2013	
Profit before Tax	2485.58		2169.32	
Provision for Taxation:				
Current	740.00		634.48	
Deferred Tax	119.17	859.17	(5.02)	629.46
Profit after Tax	1626.41		1539.86	
Balance brought forward from last year	4902.95		3753.00	
Amount available for appropriation	6529.36		5292.86	
Transfer to General Reserve	162.64		153.99	
Proposed Dividend on Equity Shares	201.65		201.65	
Tax on proposed dividends	34.27		34.27	
Balance carried forward	6130.80		4902.95	

Economy Overview

In the recent past, the Indian economy has faced varied challenges such as inflationary pressures, domestic structural constraints, slowdown in growth and an unsupportive external environment. The slowdown manifested in the decline in the growth of GDP from 8.9 % in 2010-11 to 6.7% in 2011-12 and 4.5% in 2012-13. With the expected growth rate of 4.9% in 2013-14, the declining trend in growth appears to have reversed.

The growth slowdown in India is broadly in line with trends in similar emerging economies. The sharp downturn in growth is a combination of domestic factors with the global economic environment of uncertainties and slow growth in many advanced economies. The revival in agriculture on the back of a steady monsoon and robust growth in financial and business services led to a modest uptick in growth in 2013-14.

Financial Highlights

In spite of the economic slowdown all around, your company continued to perform well with sales growing by 7.1% to ₹ 130.45 crores in the 2013-14. Profit before tax increased by 14.6% to ₹ 24.86 crores as compared to ₹ 21.69 crores in 2012-13. Earnings per share increased to ₹40.33 as compared to Rs 38.18 in 2012-13.

During the year, the industry witnessed an upward trend in the raw material prices. However, due to effective management and supervision, the company was able to effect savings in energy costs and partly offset the adverse effect of increase in input costs. As a consequence of increased cost of production, gelatin prices also firmed up.

Issue of Bonus Shares

The Board of Directors of the Company in its meeting held on August 6th, 2014, has recommended issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:2 (i.e. one bonus equity share of 10/- each for every two fully paid up equity shares of 10/- each held), subject to the

approval of the shareholders in the ensuing Annual General Meeting.

Dividends

Your Directors recommend a dividend of ₹5/- per Equity Share for the financial year ended March 31, 2014 (previous year ₹5/- per Equity Share).

The total outflow on account of the proposed dividend including dividend distribution tax will be ₹235.92 lacs, (previous year ₹235.92 lacs).

Transfer to Reserves

It is proposed to transfer an amount of ₹162.64 lacs (being 10% of the net profits for the year) to the General Reserve. An amount of ₹1227.85 lacs out of the profits for the year under review is proposed to be retained in the Profit and Loss account.

Industry Structure and Developments

The market for gelatin is primarily driven by its growing use in end-user industries such as food and beverages, pharmaceutical, and cosmetics. Growing health concerns and ageing population, especially in western countries, are also acting as the major factors driving this market. However, cultural barriers across the world on the use of gelatin derived from animals is a factor which inhibits the overall market growth. Moreover, growing regulatory issues primarily in the food industry are also challenges for the players operating in this market.

The rapid growth of the pharmaceutical industry in India and across the world has resulted in stable demand for gelatin in domestic market. The demand for exports was also stable during the period.

The Indian gelatin industry differs from the rest of the world, in the process followed for manufacture of gelatin; while most of the gelatin manufactured globally use either hide or crushed bones for the manufacture of gelatin, the Indian manufacturers essentially use crushed bones. This is due to the virtual non-availability of porcine hide for manufacturing gelatin in India. Most of the bovine hide in India is taken up by the leather industry. Ergo, the Indian gelatin industry makes use of crushed bones resulting from the bovine industry.

Opportunities and Threats

The Office International des Epizooties, Paris [OIE], continued the status of India as "Negligible Risk" as far as BSE categorisation is concerned which is a good opportunity for the industry.

The level of awareness about environmental hazards has increased among the general public and the state authorities are upgrading pollution control norms regularly. The industry is now required to address the issue of environment with more commitment. Your company has taken necessary steps to meet these challenges effectively.

The availability of good quality raw material is a constant concern. The import of poor quality of gelatin into India is a health concern and also affects proper price realisation on



the gelatin produced by the domestic manufacturers including your company. The industry has collectively approached the government to initiate action against the import of poor quality gelatin. Alternatives for the by-product DCP are emerging and could be of some concern in future.

Outlook

Barring any unforeseen circumstances, your company should continue to perform well. The company continues its focus on improved productivity and quality of its products.

Risks and Concerns

Rising raw material costs, fuel and electricity prices could impact margins.

Tightening of pollution control norms by the statutory authorities can affect output and result in higher cost of production.

The steady economic development in China and India is expected to drive the market for Asia-Pacific. The imports from China at prices well below the domestic price can have a major effect on the margins in the near future.

Segment-wise or product-wise performance

The company is engaged in the business of manufacture and sale of gelatin and ossein and the by-product di-calcium phosphate which broadly form part of one product group and hence a single business segment. However, based on geographical factors, reportable segment have been identified as exports sales and domestic sales. The segment revenue information is given separately in Notes on Accounts under the disclosure as required under Accounting Standard 17 - Segment Reporting and forms part of the Directors' Report.

Internal Control System

The company has an adequate internal control system covering supervision, checks and balances, policies, procedures and internal audit which ensures that company assets are safeguarded and protected and that transactions are authorised, recorded and reported correctly. The system is reviewed and updated on an ongoing basis. The Group Internal Audit team continues to support the internal audit function.

The company's internal control system comprises audit and compliance of observations made by the Internal Auditors.

The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Auditors to the Audit Committee.

Fixed Deposits

During the year under review, the company has not accepted any fixed deposits from the public, and as on March 31, 2014 the company had no unclaimed deposits or interest thereon due to any depositor.

Subsidiary Company

The company does not have any subsidiary company.

Directors

In accordance with the provisions of Section 152 of the Companies Act, 2013, and Article 115 of the Articles of

Association of the company, Mr. R.K. Raje. retires by rotation at the ensuing Annual General Meeting of the company. Mr. R.K. Raje, being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment.

Justice Gulab Gupta, Mr. M.C. Pant and Mr. Deepak Chaudhuri, are proposed to be appointed as Independent Directors of the company at the ensuing Annual General Meeting of the company in accordance with the provisions of Section 149 of the Companies Act, 2013. The company has received declarations from them confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors recommends their appointment as Independent Directors for a period of two years.

The company has received a notice in writing from a member along with a deposit of requisite amount as prescribed under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Drushti R. Desai as a Director of the company and she has given her consent to act as a Director of the company.

The Board recommends her appointment as a Director liable to retire by rotation.

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

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

Brief resume of the Directors proposed to be appointed/ reappointed, nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership / chairmanship of committees of the Board, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are given in the section on Corporate Governance in this Annual Report.

Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- I. That in the preparation of accounts for the financial year ended 31st March 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed along with proper explanation relating to material departures, if any;
- II. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so far as to give a true and fair view of the state of affairs of the company at the end of the financial year and the profit and loss of the company for the year under review;
- III. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,



1956 for safeguarding the assets of the company and preventing and detecting fraud and other irregularities;

- IV. That the Directors have prepared the accounts for the financial year ended 31st March, 2014 on a 'going concern' basis.

Statutory Auditors and Audit Report

M/s T.R. Chadha & Co., Chartered Accountants, Statutory Auditors of the company, hold office until the conclusion of ensuing Annual General Meeting and are eligible for re-appointment.

The company has received a letter from them to the effect that their reappointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for such re-appointment within the meaning of Section 141 of the said Act.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Cost Auditor

M/s Tapan Badkul & Associates, Cost Accountants, have been appointed as the Cost Auditors of the Company to conduct audit of cost accounting records maintained by the Company for product(s) covered under MCA order No.52/26/CAB-2010 dated 24th January, 2012 (as amended) for the year ending on 31st March, 2014.

Transfer of Unpaid and Unclaimed amounts to IEPF

Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, the declared dividends and interest on debentures which remained unpaid or unclaimed for a period of 7 years have been transferred by the company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the said Act.

During the financial year 2013-14 the company has transferred the unclaimed dividends for the year 2005-06 on Equity Shares and on 9% Cumulative Redeemable Preference Shares amounting to ₹40,388/- and ₹1,84,850/- respectively, to the Investor Education and Protection Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 14th August, 2013 (date of last Annual General Meeting) on the Ministry of Corporate Affairs' website.

Corporate Governance

Your company is committed to maintain the highest standards of Corporate Governance and adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices.

Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges forms part of the Annual Report. The Whole-Time Director's declaration regarding compliance with the company's Code of Business Conduct and Ethics for Directors and Management

Personnel forms part of Report on Corporate Governance. The requisite certificate from M/s T.R. Chadha & Co., Chartered Accountants, Statutory Auditors of the Company confirming compliance with the conditions of Corporate Governance, as stipulated under the aforesaid Clause 49, is annexed to this Report.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are provided in the Annexure to this Report.

Employees

None of the employees of the company is in receipt of remuneration exceeding the limit prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

Industrial Relations

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

Acknowledgement

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

For and on behalf of the Board

R. K. Raje
Director

Ashok K. Kapur
Wholetime Director

Place : Jabalpur
Date : 6th August, 2014



Annexure to Directors' Report

Particulars required under The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

A. RESEARCH & DEVELOPMENT

1. **Specific Area in which R&D carried out by the Company :**

Manufacture of Protein Hydrolysate.

2. **Benefits derived as a result of above R & D :**

Expected to improve price realization of gelatin.

3. **Future Plan of Action :**

Experiments in the laboratory are continuing; on successful outcome of laboratory test results, plant trials will be conducted followed by test marketing.

4. **Expenditure on R&D**

Recurring Expenditure - ₹ 36.11 lacs; Capital Expenditure – Nil

Total R&D Expenditure as a % of Total Turnover: 0.28%

B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

1. **Efforts in brief made towards technology absorption, adoption and innovation:**

(a) Disposal of lime waste in accordance with environmental norms.

(b) Efficient drying of by-product.

2. **Benefits derived as a result of above efforts:**

(a) Improved environment.

(b) Lower cost of production.

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

(a) Technology

(b) Year of import

(c) Has technology been fully absorbed

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



Not applicable as no technology imported

4. **Foreign Exchange Earnings and Outgo**

The FOB value of exports amounted to ₹ 466.56 lacs against Rs 389.49 lacs in the previous year.

The expenditure in foreign exchange comprises of travel for export promotion ₹ 1.97 lacs and other expenditure ₹ 71.36 lacs.

For and on behalf of the Board

R. K. Raje
Director

Ashok K. Kapur
Wholetime Director

Place : Jabalpur

Date : 6th August, 2014



REPORT ON CORPORATE SOCIAL RESPONSIBILITY

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

The Company's contributions to the community are in the areas of health, education, infrastructure development and contributions to other social development organisations. The Company also supports and partners with several NGOs in community development and health initiatives. Some of the social activities carried out by the Company are as under:

Environment

The Company remains fully compliant with various environmental protection, health and safety laws and regulations. The Company has instituted a management system, which ensures full compliance to all applicable legal requirements.

Keeping harmony with nature as a guiding principle, plantation of trees, maintenance of green belts and gardens in and around the manufacturing unit, mangrove plantation in the factory premises, vermi-compost of waste and its use as manure, recycling of treated water in cooling water system and in horticulture activities, etc. are regular activities undertaken by the Company.

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

Health

All employees undergo regular periodic medical examinations. The company has tie-ups with local hospitals wherein employees receive medical treatment as and when required. The company maintains first-aid facility and a dispensary within the factory premises.

Social Responsibility and Community Development

The Company arranges for supply of drinking water in the surrounding villages and has for the purpose arranged for installation of drinking water connections. In addition, the Company provides drinking water at various locations around the factory during the summer season.

Sports

The company sponsored various sports activities and games organized by the local gram panchyat.

Education

Education is one of the focus areas of social development for the Company and supports academics at all levels. The Company provides assistance to schools such as **Parivartan, Asha School and Ekal Vidyalaya**. The Ekal Vidyalaya movement aims to help eradicate illiteracy from rural and tribal India. The Company also provides scholarships to poor girls of the locality and educational support to various poor children through contributions to **Pahel Sanstha Charitable Institution** and **Hamara Jabalpur** for "Balika Prothsahan Yojana". The Company has also aided the repairs and maintenance of schools located in the nearby villages. The Company provided financial help to meritorious but financially challenged students.

Religious and cultural events

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

Community Health Care

The Company conducts regular health checks and medical diagnostic camps. Cataract cases are operated free of cost for villagers of Sahajpur and Chargawan. The Company distributes medicines and spectacles to large number of patients in the neighbouring villages of Jabalpur and also arranges for sprinkling of medicines and insecticides in the surrounding villages to prevent spread of disease and to promote cleanliness.

Flood Relief

The Company distributed foods and eatables during in the flood affected areas of Bheraghat, Jabalpur.



REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the implementation of best management practices, compliance of law and voluntary adherence to ethical standards which are inevitable for achieving organisational efficiency, enhancing shareholders value and discharge of social responsibility. The principle of good corporate governance is to ensure fairness in all transactions within and outside the company with investors, customers, employees, partners, competitors and the society at large. Adoption of Corporate Governance and disclosure practices attract the best of capital and talent for any organisation and create value and wealth on a sustainable and long term basis.

Governance practices may vary but the principles are generic and universal, viz. commitment of the Board in managing business ethically and in a transparent manner with the profit objective balanced by long term value equitably for all stakeholders. With increasing complexities in business of organizations, sound governance practices are indispensable to build and sustain trust.

Good corporate governance practices are also essential for a sustainable business model for generating long term value for the stakeholders.

The Company is committed to run its business in a legal, ethical and transparent manner with dedication that prevails throughout the organization. This report sets out the compliance status for the Company with the requirements of corporate governance, for the financial year 2013-14.

1. Company's Philosophy on Corporate Governance

The Company's philosophy is to achieve business excellence and optimize long-term value for its shareholders on a sustained basis through ethical business conduct. It envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations and all its interactions with shareholders, employees, lenders and regulatory bodies.

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

In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at work place have been institutionalized. The Company recognizes that good governance is a continuing exercise.

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

Independent Directors:

The Company's policy is to maintain optimum combination of Executive, Non-Executive and independent Directors. The members of the Board are from diverse backgrounds with skills and experience in different sectors like technology, finance, legal, power and general management. The Company has a total of 6 Directors of which five are Non-Executive Directors and out of which three are Independent Directors. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably increasing the Company's value.

The Audit Committee, Remuneration Committee, Shareholders Grievance Committee and Corporate Social Responsibility Committee are headed by Independent Directors. The Board critically evaluates strategic directions of the Company, management policies and their effectiveness.

Corporate Social Responsibility (CSR):

Social welfare and community development is at the core of the company's CSR philosophy and this continues to be a top priority. The company contributions to the community are in the areas of health, education, infrastructure development drinking water, improving village infrastructure, support to schools, environment (effluent treatment, tree plantation, treatment of hazardous waste, etc), relief and assistance in the event of a natural disaster and contributions to other social development organisations.

Role of the Company Secretary in overall governance process:

The Institute of Company Secretaries of India (ICSI), one of the premier professional bodies in India, has issued Secretarial Standards on important aspects like Board meetings, General meetings, Payment of dividends, 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.



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

2. Board of Directors

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

The Company's policy is to maintain an optimum combination of Executive, Non-Executive and Independent Directors, constituted in conformity with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges. The members of the Board come from diverse backgrounds with skill and experience in different sectors like technology, finance, legal, power and general management. The Company has a total of 6 Directors of which five are Non-Executive Directors and out of which three are Independent Directors.

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

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

(ii) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Clause 49 of the Listing Agreement, across all the companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as at March 31, 2014 have been made by the Directors.

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

Name of Director	No. of other Directorships	Committees of which he is a member	Committees of which he is Chairman	Attendance	
				Board Meetings	Last AGM (14.8.2013)
Justice Gulab Gupta	-	2	1	3	Yes
Mr. Deepak Chaudhuri	-	2	-	4	Yes
Mr. M.C. Pant	-	2	1	4	Yes
Mr. Sanjeev Jain	3	3	-	4	Yes
Mr. R. K. Raje	3	5	1	4	Yes
Mr. A. K. Kapur	1	1	-	4	Yes

The above does not include any Alternate Directorships and Directorships of Foreign Companies, Section 25 Companies and Private Limited Companies. Memberships/Chairmanships of only the Audit Committees and Shareholders'/ Investors' Grievance Committees of Public Limited Companies have been considered.

Directors' Profile

A brief resume of Director(s) being appointed/re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships, memberships/ chairmanships of Board Committees and their shareholding in the Company are provided below:

(i) Mr. Ravindra K Raje (DIN 00112003) is a Fellow member of the Institute of Chartered Accountants of India and a qualified Company Secretary and a Bachelor of Law. He has an experience of 35 years in industry and consultancy assignments. He is presently on the Board of GWL Properties Limited, Harshit Finlease & Investments Pvt. Ltd., Jumbo World Holdings (India) Ltd., Jumbo Electronics Corporation Pvt. Ltd., MPIL Corporation Ltd., Firestorm Electronics Corporation Pvt. Ltd., Primo Enterprises Private Ltd., SMN Engineers Ltd., L'Aquila Investments Co. Pvt. Ltd., Viman Investments Pvt. Ltd., Wizer Advertising Pvt. Ltd., Aasman Management Services Pvt. Ltd., Derby Electricals (India) Pvt. Ltd., Healing Touch Angiography & Cardiac Surgery Centre Pvt. Ltd.

He holds 185 equity shares of the company as on 31st March, 2014.



(ii) Justice Gulab Gupta (DIN 00191368) is a B.A., L.L.B from Allahabad University and L.L.M. from U.S.A. He became a Judge of M P High Court, Jabalpur in the year 1985 and was thereafter appointed Chief Justice of Himachal Pradesh High Court. He held the post of Governor, Rotary Club and was Chairman, Human Rights Commission, Madhya Pradesh. He was the Vice-Chancellor of Rani Durgawati University, Jabalpur for two years. Presently, he is practicing as a Supreme Court Lawyer.

He does not hold any shares in the company as on 31st March, 2014.

(iii) Mr. Deepak Chaudhuri (DIN 00456234) is a graduate from St. Stephen's College, New Delhi, one of India's premier institution, and completed a Strategic Management course from Harvard University Graduate School of Business Management in USA. He has 33 years of experience in sales and marketing. He is presently on the Board of Directors of M/s Sunny Megabrand Exim (Pvt.) Ltd. and M/s Imperial Cropcare (Pvt.) Ltd.

He does not hold any shares in the company as on 31st March, 2014.

(iv) Mr. Mohan C. Pant (DIN 00257707) is a B.Sc., BE (Hons) from Govt. Engg. College, Jabalpur. After a long stint of 37 years with MP State Electricity Board (MPSEB), he retired as a Board Member (Generation) in 1997. At present, he provides consultancy to MPSEB for trouble-shooting in Generating Plants. He is also a member of Arbitration Panel for MPSEB.

He does not hold any shares in the company as on 31st March, 2014.

(v) Ms. Drushti R. Desai (DIN 00294249) is Commerce Graduate and Fellow member of the Institute of Chartered Accountants of India. She is a partner in Bansi S Metha & Co and has wide experience in the field on taxation and audit. She is presently on the Board of MT Educare Ltd., Kruti Finance and Holdings Pvt. Ltd. and MPIL Corporation Ltd.

She does not hold any shares in the company.

B. Board Meetings

During the year ended 31st March, 2014 the Company held four Board meetings. The Company has held at least one Board meeting in every three months and the maximum time gap between any such two meetings was not more than four months. The details of the Board meetings held are as under:

	Dates of Board Meeting	Board Strength	No. of Directors Present
1	23 rd May 2013	6	5
2	14 th August, 2013	6	6
3	30 th October, 2013	6	6
4	30 th January, 2014	6	6

Information placed before Board of Directors

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

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



- Proposals requiring strategic guidance and approvals of the Board of Directors
- Related party transactions
- Formation and reconstitution of Board Committees and their terms of reference
- Declarations by Independent Directors
- Disclosures of interest of Directors and their shareholding
- Appointment and fixing of remuneration of Statutory Auditors as recommended by the Audit Committee
- Appointment of Internal Auditors and Secretarial Auditors
- Discussion on reports and observations of Internal and Statutory Auditors
- Dividend declaration
- Making of loans and investment of surplus funds
- Proposal for major investments, merger, amalgamations
- Borrowing money, giving guarantees or providing security in respect of loan
- Issue of securities, shares, debentures
- Compliance certificate certifying compliance with all laws applicable to the company
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996

3. Audit Committee

The constitution of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee consists of the following members:

Justice Gulab Gupta - Chairman	Non-Executive - Independent Director
Mr. Deepak Chaudhuri	Non-Executive - Independent Director
Mr. M.C. Pant	Non-Executive - Independent Director
Mr. R.K. Raje	Non-Executive Director

Mr. R.K. Raje possesses expert financial and accounting knowledge and is a Fellow member of the Institute of Chartered Accountants of India. He is also a qualified Company Secretary and a Bachelor of Law.

The objective of the Audit Committee is to assist the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies.

The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board.

The Audit Committee shall have authority to investigate any matter within the term of reference or referred to it by the Board.

The Committee can seek information from any employee of the company.

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

- Reviewing the financial reports and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information as disclosed in the reports.
- Recommending the appointment and removal of internal and external auditors, fixation of audit fee and other payments.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the quarterly and annual financial statements before submission to the Board focusing primarily on:
 - any changes in accounting policies and practices;
 - major accounting entries based on exercise of judgment by management;
 - qualifications in draft audit report;
 - significant adjustments arising out of audit;
 - the going concern assumption;
 - compliance with accounting standards;
 - compliance with stock exchange and legal requirements concerning financial statements;
 - approval or any subsequent modification of transactions of the company with related parties;
 - Reviewing the Company's financial and risk management policies;



- Disclosure of contingent liabilities;
 - scrutiny of inter-corporate loans and investments;
 - valuation of undertakings or assets of the company, wherever it is necessary;
 - monitoring the end use of funds raised through public offers and related matters.
- Reviewing with the management, and internal auditors, the adequacy of internal financial controls and risk management.
 - Reviewing the adequacy of internal audit function, including the audit charter, approval of the audit plan and its execution, coverage and frequency of internal audit.
 - Discussion with internal auditors of any significant findings and follow-up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Looking into the reasons for substantial defaults in payments to the shareholders (in case of non-payment of declared dividends) and creditors.
 - To review the functioning of the Whistle Blower mechanism.
 - Carry out such other functions as may be specifically referred to the Committee by the Board of Directors or other Committee of Directors.

The Audit Committee Meetings are usually attended by the Whole Time Director, Head of Finance & Accounts Department, and representatives of the Statutory Auditors and Internal Auditors. The Company Secretary acts as Secretary of the Audit Committee.

The previous Annual General Meeting of the Company was held on 14th August, 2013. The Chairman of the Audit Committee, Justice Gulab Gupta attended the Meeting.

Four Audit Committee meetings were held during the year. The details of the meetings are as under:

	Date	Committee Strength	No. of Members Present
1	23 rd May 2013	4	4
2	14 th August, 2013	4	4
3	30 th October, 2013	4	4
4	30 th January, 2014	4	4

The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

	Name	No. of meetings attended
1	Mr. Deepak Chaudhuri	4
2	Justice Gulab Gupta	4
3	Mr. R.K. Raje	4
4	Mr. M.C. Pant	4

4. Remuneration Committee

The Company has a Remuneration Committee, in compliance with provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The Committee consists of the following members:

Mr. Deepak Chaudhuri – Chairman	Non - Executive - Independent Director
Justice Gulab Gupta	Non - Executive - Independent Director
Mr. M.C. Pant	Non - Executive - Independent Director

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

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

One meeting of the Remuneration Committee was held on 23rd May, 2013, all the three members of the Committee were present.



Details of Remuneration and other terms of appointment of Directors:

The aggregate value of the salary and perquisites paid for the year ended 31st March, 2014 to the Whole-Time Director was ₹ 30.70 lacs. Besides this, the Whole-Time Director is entitled to Gratuity and encashment of leave at the end of tenure of service. The current agreement with the Whole-time Director is for a period of 3 years from the date of appointment and the same can be terminated by either party by giving three months' notice in writing.

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

	Fees per Meeting (₹)*
Board Meetings	8000/-
Audit Committee Meetings	3000/-
Remuneration Committee Meetings	2000/-
Shareholder's Grievance Committee Meetings	1,000/-

* Net of TDS

Sitting fees paid to the Non-Executive Directors (Net of TDS) for 2013-14 are as detailed below:

	(₹ lacs)
1 Justice Gulab Gupta	0.46
2 Mr. M.C. Pant	0.46
3 Mr. Deepak Chaudhuri	0.46
4 Mr. R. K. Raje	0.44
5 Mr. Sanjeev Jain	0.24
Total	2.06

5. Shareholder's Grievance Committee

The Company has a Shareholder's Grievance Committee and the composition of the Committee meets with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Shareholders' Grievance Committee of the Company consists of the following Directors:

Mr. M.C. Pant – Chairman	Non - Executive - Independent Director
Justice Gulab Gupta	Non-Executive - Independent Director
Mr. Ashok K Kapur	Whole-Time Director

The Committee considers and resolves the grievances of security holders of the company, recommends methods to upgrade the standard of services to the investors, monitors implementation of the Company's Code of Conduct for Prohibition of Insider Trading, etc.

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

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

During the year, one investor complaint was received by the Company. As on 31st March, 2014 there were no complaints pending for reply.

6. Code of Business Conduct & Ethics

The Code of Business Conduct & Ethics ('the Code') adopted by the Board, is a comprehensive Code applicable to all Directors and Senior management personnel. The Code while laying down, in detail, the standards of business conduct, ethics and governance, centres on the following theme:



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

Compliance with the Code of Conduct

I Ashok K Kapur, Whole-time Director of M/s Narmada Gelatines Limited do hereby confirm that the Company has, in respect of the financial year ended March 31, 2014, received from the senior management team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

Ashok K Kapur
Wholetime Director

7. General Body Meetings

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

AGM	Year	Venue	Date & Time	Special Resolutions
50 th	2010-11	Hotel Narmada Jacksons, South Civil Lines Jabalpur	Monday, 19 th September, 2011 at 12 Noon	None
51 st	2011-12	Hotel Narmada Jacksons, South Civil Lines Jabalpur	Monday, 14 th August, 2012 at 1.00 p.m.	(i) For revision of Remuneration payable to Shri Ashok K. Kapur as the Whole Time Director of the Company. (ii) Alteration of Articles of Association
52 nd	2012-13	Hotel Satya Ashoka, Wright Town, Jabalpur	Wednesday 14 th August, 2013 at 1:00 p.m.	(i) Re-appointment of Shri Ashok K. Kapur as the Whole Time Director of the Company.

During the year ended 31st March, 2014, there were no resolutions passed by the Company's members through Postal Ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through Postal Ballot.

8. Disclosures

There are no materially significant related party transactions which are in conflict with the interests of the Company as all the related party transactions are on arms length basis. Attention of the Shareholders is drawn to the disclosures of transactions with the related parties set out in Notes on Financial Statements, forming part of the Annual Report.

The Whole-Time Director (CEO) and the Head of Finance have certified to the Board in accordance with Clause 49 (V) of the Listing Agreement for the year ended 31st March 2014.

There have been no instances of non-compliance with any legal requirements nor have been any strictures imposed by the Stock Exchange, SEBI etc, on any matters relating to the capital market over the last three years.

9. Means of Communication

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

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

Annual reports, quarterly results, shareholding pattern and other important information of the Company are also posted on the SEBI website corpfilings.co.in and the Company's website www.narmadagelatines.com

Management Discussion and Analysis forms part of the Annual Report.



10. General Shareholders' Information

➤ **Company Registration Details Meeting**

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

➤ **Annual General Meeting**

Day & Date : Monday, 22nd September, 2014
 Time : 1:00 p.m.

➤ **Financial Year**

April 1 to March 31

➤ **Financial Calendar 2014-2015**

First Quarter Results : 1st August to 14th August, 2014
 Second Quarter Results : 1st November to 14th November, 2014
 Third Quarter Results : 1st February to 14th February, 2015
 Results for the quarter and Annual Results for the year ending on 31st March, 2015 : 15th May to 30th May 2015

➤ **Book Closure period**

: 30th September, 2014

➤ **Dividend payment date**

: Dividends as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within the prescribed time to those shareholders whose names appear on the Company's Register of Members on 30th September, 2014.

➤ **Listing of Shares and other Securities**

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

➤ **Stock Code**

Scrip Code : Bombay Stock Exchange (BSE) "526739"
Company Symbol: NARMADA GELA

➤ **Stock Market Data**

The monthly high/ low market prices of the shares during the year 2013-14 at the Bombay Stock Exchange Limited (BSE) were as under:

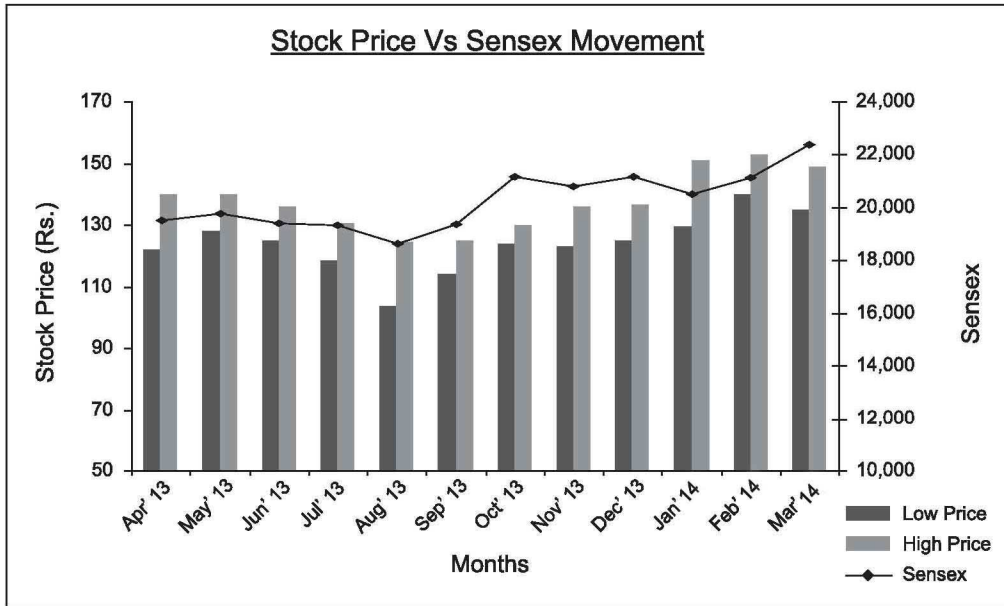
(₹ per share)

	High Price	Low Price
April 13	140.00	122.00
May 13	140.00	128.10
June 13	136.00	124.90
July 13	130.50	118.55
August 13	124.70	104.00
September 13	125.05	114.30
October 13	130.00	123.95
November 13	135.90	123.20
December 13	136.60	124.85
January 14	150.95	129.80
February 14	152.85	140.00
March 14	149.00	135.15

(Source BSE website)



➤ Performance of Share price in comparison to the BSE Sensex



➤ Share price performance compared with broad based indices

		BSE
Company's Share Price	As on 1.4.2013	138.00
	As on 31.3.2014	148.25
	Change	7.4%
BSE Sensex	As on 1.4.2013	18,890
	As on 31.3.2014	22386
	Change	18.5%

➤ Registrar & Share Transfer Agents

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

➤ Dividend declared for the last five years

Year	On Equity Shares
2009-10	30%
2010-11	40%
2011-12	45%
2012-13	50%
2013-14 (Proposed)	50%

➤ Share Transfer System

Shares sent for transfer in physical form are registered and returned by the Company's Registrar and Share Transfer Agent in about 20-25 days of the receipt of documents, provided documents are found in order. Shares under objections are returned within two weeks. The Board has delegated the authority for approving transfer, transmission of shares to the Whole-Time Director and Company Secretary, which is approved on regular basis by the Shareholders' Grievances Committee of the Board at its meetings.

In compliance with the Listing Agreement / SEBI Guidelines -

- a Practicing Company Secretary carries out Secretarial Audit on "Dematerialised shares and shares in Physical form" every quarter and the necessary reports issued by him are filed with the Stock Exchanges. The shares in Dematerialised form and Physical form tally with the issued/paid-up capital of the Company.



- Shareholding pattern and financial results are being uploaded in “Electronic Data Information Filing and Retrieval” (EDIFAR) quarterly and the Annual Report annually.
- a Practicing Company Secretary carries out a Due Diligence survey, pertaining to share transfers, transmissions etc., every six months and necessary certificates to that effect are issued and the same are filed with the Stock Exchanges in compliance with clause 47(c) of the Listing Agreement.

➤ **Distribution of Shareholding**

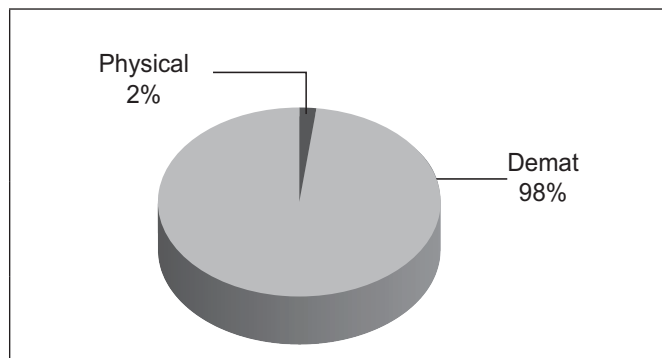
The distribution of shareholding as on 31st March, 2014 is given below:

Range No. of shares	Shareholders		Shares	
	Number	% To Total Holders	Numbers	% To Total Capital
1 - 500	1480	84.72	193528	4.80
501 - 1000	130	7.44	99786	2.48
1001 - 2000	51	2.92	80238	1.99
2001 - 3000	42	2.40	108594	2.69
3001 - 4000	11	0.63	40290	1.00
4001 - 5000	11	0.63	50453	1.25
5001 - 10000	8	0.46	59043	1.46
10001 and above	14	0.80	3401126	84.33
TOTAL	1747	100.00	4033058	100.00

➤ **Dematerialisation of shares as on 31st March, 2014**

Nearly 98% of total Equity Share Capital is held in Dematerialised form with NSDL & CDSL.

Category	No. of shares	%
Demat	3955244	98.07
Physical	77814	1.93
Total	4033058	100.00



➤ **Shareholding pattern of the Company as on 31st March, 2014**

Category	No. of shares	% holding
Promoters	30,24,793	75.00%
NRIs	31,327	0.78%
Indian Institutions	350	0.01%
Nationalised Banks	-	-
Domestic Companies	2,93,135	7.27%
Public Shareholders	6,82,573	16.92%
Directors	880	0.02%
Total	40,33,058	100.00%

➤ **Registered Office**

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

➤ **Address for Correspondence**

To the company:

- To the Registered Office of the company as above; or
- Narmada Gelatines Limited
P.O. Box No. 91, Jabalpur (M.P.) – 482001



To the Registrar and Share Transfer Agents:

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

➤ **Plant Location**

Meergunj, Bheraghat Road, Jabalpur, M.P.

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

Pursuant to Sections 205A and 205C of the Companies Act, 1956, all unclaimed / unpaid dividend, debenture interest as well as principal amount of debentures as at March 31, 2014 remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government.

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

The Investors are advised to claim the unencashed equity dividend / preference dividend money for the years 2006-07 to 2012-13 lying in the unclaimed accounts of the Company before the due dates (as indicated in the Notes to the Notice) for crediting the same to the Investor Education and Protection Fund.

During the financial year 2013-14 the Company has transferred the unclaimed Dividend on Equity Shares amounting to ₹ 40,388/- and on 9% Cumulative Redeemable Preference Shares amounting to ₹ 1,84,850/- for the year 2005-06 to the Investor Education and Protection Fund.

11. CEO/ CFO Certificate under Clause 49(V)

The Whole-Time Director and the Head of Finance and Accounts of the Company give annual certification on the financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Whole-Time Director and the person heading the Accounts function also give quarterly certification on the financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certificate for the financial year ended 31st March, 2014, given by the Whole Time Director and Chief Financial Officer or Head of Finance and accounts of the Company is published hereunder:

The Board of Directors
 Narmada Gelatines Ltd.
 Jabalpur

Pursuant to Clause 49 sub-clause V of the Listing Agreement, we hereby certify that, to the best of our knowledge and belief:

- i. We have reviewed the Financial Statements and the cash flow statements of the company for the year ended 31st March, 2014;
- ii. These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
- iii. These statements together present a true and fair view of the company, and are in compliance with the existing accounting standards and / or applicable laws / regulations;
- iv. That we are responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company; and have also disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and what we have done or propose to do to rectify these;
- v. That we have also disclosed to the Auditors as well as the Audit Committee, instances of significant fraud, if any, that involves management or employees having a significant role in the company's internal control systems; and
- vi. That we have indicated to the Auditors, the Audit Committee and in the notes on accounts, whether or not there were significant changes in internal control and / or of accounting policies during the period.

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

Sd/-
Mahesh Verma
 (Company Secretary)

Place : Jabalpur
 Date : May 20th, 2014



12. Compliance Certificate of the Auditors

Certificate from the Auditors of the Company, M/s. T.R. Chadha & Co. confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is as under.

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of
NARMADA GELATINES LIMITED

We have examined the compliance of the conditions of Corporate Governance by Narmada Gelatines Limited (the Company) for the year ended 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company, with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

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

For **T.R. Chadha & Co.**
Chartered Accountant

Pravin Kumar Jabade
Partner
M. No.107196

Dated: 6th August, 2014
Place: Hyderabad

On behalf of the Board of Directors

Place : Jabalpur
Date : 6th August, 2014

R.K. Raje
Director

Ashok K Kapur
Whole-time Director



INDEPENDENT AUDITOR'S REPORT

The Members of Narmada Gelatines Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Narmada Gelatines Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material mis-statement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 227(3) of the Companies Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books, and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the companies Act, 2013;
 - e. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.
2. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order 2004 (together the 'Order'), issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the company.
3. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub section (i) of Section 274 of the Companies Act, 1956

For T.R Chadha & Co.
Chartered Accountants
Firm Regn. No: 006711N

Pravin Kumar Jabade
 (Partner)
 Membership Number: 107196

Place: Jabalpur

Date: 27th May, 2014



Annexure to the Auditors' Report for the year ended March 2014 (Referred to in Paragraph 1 of our Report of even date)

I Fixed Assets

- a) The Company has generally maintained proper records to show full particulars including quantitative details and situtation of fixed assets.
- b) As per the information and explanation given to us, the company has physically verified its fixed assets during the financial year 2013-14. As explained to us, the managemnt verifies the fixed assets once in three years as per the program, which, in our opinion is reasonable having regard to the size of the company and nature of its assets.
- c) The assets discarded / sold during the year are not substantial and are not affecting the operations of the Company as a going concern

II Inventories

- a) The inventory (except inventory in transit, the subsequent confirmation of which has been obtained) has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- b) The procedures of physical verification of inventories followed by the Company is reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and records were not material in relation to the operation of the company and the same have been properly dealt with in the books of account.

III Loans given / taken

As informed to us, the company has neither granted nor taken any Loans, secured or unsecured to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clauses 3 (b) to 3 (g) of Para 4 of the Companies (Auditor's Report) Order are not applicable to the Company.

IV Internal Control

In our opinion, there is an adequate internal control system commensurate with the size of the Company and nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have neither observed nor have been informed of any continuing failure to correct major weakness in internal control system.

V Transactions under Section 301

According to the information and explanation given to us, no contract/transaction has been entered with any parties, which is required to be entered in the register referred under section 301.

VI Public Deposit

The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.

VII Internal Audit System

Company has in-house internal audit system which, in our opinion, is generally commensurate with the size and nature of its business.

VIII Cost Records

As explained to us, the maintenance of cost records has been prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956. We have broadly reviewed the cost records maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the companies act, 1956 and are of the opinion that prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

IX Statutory Dues

- a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India, the Company has generally been regular in depositing its undisputed statutory dues in respect of Provident Fund, Employees State Insurance dues, Investor Education and Protection Fund, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues as applicable with the appropriate authorities in India during the year.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance dues, Investor Education and Protection Fund, Income Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues were in arrears as at 31.03.2014 for a period of more than six months from the date they became payable.
- c) The details of dues of Income Tax / excise duty /Sales Tax not deposited on account of dispute alongwith the amounts involved and the forum where dispute is pending is given as under:

Nature	Amount ₹ Lacs	Forum at which pending
Income Tax	71.27	High Court
	32.63	Commissioner
Excise Duty	444.83	High Court
	76.57	CESTAT
	541.59	Commissioner / Additional Commissioner
	3.05	Asst. Commissioner
Sales Tax	23.84	Commercial Tax Appellate Tribunal



- X** The Company has not incurred any cash losses during the financial year and in the immediately preceding year nor does it have any accumulated losses.
- XI** Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions, bank and debenture holders.
- XII** According to information and explanations given to us, the Company has not granted any loans and advances on the basis of any security by way of pledge of shares, debentures and other securities.
- XIII** In our opinion, considering the nature of activities carried on by the company, it is not a chit fund / nidhi / mutual benefit fund / society. Accordingly, the provisions of clauses 13 (a) to (d) of Para 4 of the Companies (Auditor's Report) Order are not applicable to the company.
- XIV** In our opinion and according to information and explanations given to us, the Company is not engaged in dealing or trading in shares, securities, debentures and other investments. However, the Company is holding certain investments for which the records are properly maintained and the same are held by the company in its own name.
- XV** According to information and explanations given to us, during the year, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions.
- XVI** Based on our audit procedures and as per the information and explanations given by the management, no term loan received during the year by the company.
- XVII** According to the information and explanations given to us and on overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investment.
- XVIII** The Company has not made preferential allotment of shares during the year to parties and companies covered in the register maintained under Section 301 of Companies Act, 1956.
- XIX** The Company has not issued any Debentures during the year.
- XX** The Company has not raised any money from the public during the year through public issue.
- XXI** During the course of examination of the books of account and records of the company as produced and examined by us in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have not come across any fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For T.R Chadha & Co.
Chartered Accountants
Firm Regn. No: 006711N

Pravin Kumar Jabade
(Partner)
Membership Number: 107196

Place: Jabalpur
Date: 27th May, 2014



BALANCE SHEET AS AT 31ST MARCH, 2014

Amount (₹ lacs)

	Notes	As at	
		31st March 2014	31st March 2013
EQUITY & LIABILITIES			
Shareholders' Funds			
Share Capital	3	403.38	403.38
Reserves & Surplus	4	8766.33	7380.25
		9169.71	7783.63
Non-Current Liabilities			
Deferred Tax Liabilities (Net)	5	472.28	353.10
Current Liabilities			
Short- term borrowings	6	156.15	20.57
Trade Payables	7	574.17	533.08
Other Current Liabilities	8	189.03	184.05
Short-term Provisions	9	360.33	310.12
TOTAL		10921.67	9184.55
ASSETS			
Non-Current Assets			
Fixed Assets	10		
Tangible Assets		2399.52	2462.67
Intangible Assets		4.67	5.84
Capital Work in Progress		-	53.75
Non-Current Investments	11	325.00	-
Long Term Loans & Advances	12	105.08	106.02
Current Assets			
Current Investments	13	2137.83	1275.00
Inventories	14	3033.01	2503.92
Trade Receivable	15	1439.00	1280.42
Cash & Bank Balances	16	1181.13	1279.14
Short-term loans and advance	17	242.37	167.10
Other Current Assets	18	54.06	50.69
TOTAL		10921.67	9184.55

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS 1 to 33

The notes referred to above form an integral part of the financial statements. This is the Balance Sheet referred to in our Report of even date.

T.R.CHADHA & CO.
Chartered Accountants
Firm Reg. No. 006711N

For and on behalf of the Board

Pravin Kumar Jabade
Partner
M.No. 107196

M.Verma
Company Secretary

R.K.Raje
Director

A.Kapur
Wholetime Director

Jabalpur, 27th May, 2014



STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014

Amount (₹ lacs)

Particulars	Notes	Year ended 31st March 2014	Year ended 31st March 2013
INCOME			
I Revenue from Operations	19	13,045.52	12,180.12
II Other Income	20	259.62	192.06
III Total Revenue (I+II)		13,305.14	12,372.18
IV EXPENDITURE			
Cost of Materials Consumed	21	6,695.72	5,671.70
Change in Inventories of Finished goods and Work-in Progress (Increase) / Decrease	22	(342.87)	153.82
Employee benefits expense	23	1,031.10	903.08
Finance cost	24	5.51	9.55
Depreciation and amortization expense	25	189.90	182.95
Other expenses	26	3,240.20	3,281.76
Total expenses		10,819.56	10,202.86
V Profit before exceptional and extraordinary items and tax (III-IV)		2,485.58	2,169.32
VI Profit before tax		2,485.58	2,169.32
VII Tax Expense			
Current Year Tax		740.00	634.48
Deferred Tax		119.17	(5.02)
Profit after taxation		1,626.41	1,539.86
Earnings per Equity Share of Face Value of ₹ 10 each			
Basic and Diluted Earnings per Share (₹)	31	40.33	38.18
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS	1 to 33		

The notes referred to above form an integral part of the financial statements. This is the Statement of Profit & Loss Account referred to in our Report of even date.

T.R.CHADHA & CO.
Chartered Accountants
Firm Reg. No. 006711N

For and on behalf of the Board

Pravin Kumar Jabade
Partner
M.No. 107196

M.Verma
Company Secretary

R.K.Raje
Director

A.Kapur
Wholetime Director

Jabalpur, 27th May, 2014



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

Amount (₹ lacs)

	Year Ended 31 st March 2014	Year Ended 31 st March 2013	
A. Cash Flow from Operating Activities :			
Net profit before tax	2485.58		2169.33
Adjustments for :			
Depreciation	189.90	182.95	
Interest Income	(116.03)	(103.47)	
Dividend on Mutual Funds	(0.33)	0.00	
Profit on redemption of Investments	(111.40)	(46.56)	
Interest Expenses	6.28	9.55	
Sundry Debit Balances Written off	2.91	0.04	
Provision for doubtful debts	2.81	0.00	
Sundry balances written back	0.00	(2.52)	
Others	(1.98)	0.00	
Net unrealised exchange (gain) / loss	(6.84)	(5.00)	34.99
Operating profit before working capital changes	2450.90		2204.32
Adjustments for :			
(Increase)/Decrease in Trade and other receivables	(158.58)	102.72	
(Increase)/Decrease in Inventories	(529.09)	55.56	
(Increase)/Decrease in Long Term loans & advances	0.94	(32.48)	
(Increase)/Decrease in Short Term loans & advances	(75.27)	60.07	
(Increase)/Decrease in other Current Assets	(3.37)	(0.96)	
Increase/(Decrease) in Trade Payables	41.09	(124.60)	
Increase/(Decrease) in Short Term provisions	19.73	(19.87)	
Increase/(Decrease) in Other Current Liabilities	4.98	(66.44)	(26.00)
Cash generated from operations	1751.33		2178.32
Direct Taxes paid	(710.69)		(646.86)
Net Cash from operating activities (A)	1040.64		1531.46
B. Cash Flow from Investing Activities :			
Sale of Fixed Assets	0.00	8.73	
Purchase of Fixed Assets & Capital WIP	(71.63)	(379.71)	
Profit on redemption of Investments	111.40	46.56	
Investment in Mutual Funds	(1188.15)	(825.00)	
Dividend on Mutual Funds	0.33	0.00	
Interest received	116.03	(1032.03)	(1045.97)
Net Cash used in Investing Activities (B)	(1032.03)		(1045.97)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014 (Continued)

Amount (₹ lacs)

	Year Ended 31 st March 2014	Year Ended 31 st March 2013
C. Cash Flow from Financing Activities:		
Dividend including tax thereon paid	(235.92)	(210.93)
Net Increase/(Decrease) in Short term borrowings	135.58	(204.73)
Interest Paid	(6.28)	(9.55)
	(106.62)	(425.21)
Net Cash used in Financing Activities (C)	(106.62)	(425.21)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(98.01)	60.28
Cash and Cash Equivalents (Opening Balance)	1279.14	1218.86
Cash and Cash Equivalents (Closing Balance)	1181.13	1279.14

Notes:

- (a) The above Cash Flow Statement has been prepared in accordance with the Accounting Standard on Cash Flow Statement (AS-3), issued by the Institute of Chartered Accountants of India.
- (b) Cash and Cash Equivalents represent :

	As at 31 st March 2014	As at 31 st March 2013
Cash and Cheques in Hand	5.21	5.47
Remittance in Transit	10.93	48.33
Balance with Scheduled Banks	1164.99	1225.34
[Includes ₹ 614.43 lacs (Previous year ₹ 659.54 lacs) which are not available for use by the Company]		

- (c) Previous year's figures have been regrouped / rearranged, wherever necessary.

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

T.R.CHADHA & CO.
Chartered Accountants
Firm Reg. No. 006711N

For and on behalf of the Board

Pravin Kumar Jabade
Partner
M.No. 107196

M.Verma
Company Secretary

R.K.Raje
Director

A.Kapur
Wholetime Director

Jabalpur, 27th May, 2014



NOTES ON FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Narmada Gelatines Ltd. (erstwhile Shaw Wallace Gelatines Ltd) was set up in 1961. The Company is Registered in Jabalpur (Madhya Pradesh) under Registration number L24111MP1961PLCO16023. The Registered Office of the Company is at 28 Caravs, 15 Civil Lines, Jabalpur (M.P.). The Company is engaged in the manufacturing and sales of ossein and gelatin.

2. SIGNIFICANT ACCOUNTING POLICIES

(1) Basis of Accounting

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention except Income on investments in shares of companies and Mutual Funds. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(2) Use of Estimates

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

(3) Fixed Assets

(a) Tangible Fixed assets: Freehold land, Buildings, Plant and Machinery and Electrical Installations were revalued as at 31.3.93 by an approved valuer at the then net replacement cost and were stated accordingly.

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

(b) Intangible Fixed assets : Intangible assets are stated at cost of acquisition less accumulated amortisation.

(4) Depreciation / Amortisation

- (i) Depreciation is provided at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956.
- (ii) Depreciation on certain Buildings acquired prior to 1st July 1986 is charged under Written Down Value method and on others under Straight Line method.
- (iii) Being a continuous process plant, Depreciation on Plant and Machinery has been charged @ 5.28% under Straight Line method on single shift basis excepting certain items acquired before 1st July, 1986, on which depreciation is charged under Written Down Value method. Depreciation on Diesel Generator sets is charged under Straight Line Method.
- (iv) Depreciation on Electrical Installations and Furniture & Fixtures is charged under Written Down Value method.
- (v) Depreciation on Motor Vehicles is charged under Straight Line method.
- (vi) In respect of revalued assets the incremental depreciation on account of revaluation is recouped from Revaluation Reserve.
- (vii) Intangible assets (Computer software) are amortised on Straight Line method @ 20%.

(5) Investments

Long term investments are stated at cost. Provision is made for diminution, other than temporary, in the value of investments, wherever applicable.

Current investments are carried at lower of cost and fair / market value.

(6) Inventories

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



NOTES ON FINANCIAL STATEMENTS

(7) Research and Development Expenses

All revenue expenditure on research and development is written off in the year it is incurred. Capital expenditure on research and development is included in fixed assets and depreciated as per policy.

(8) Revenue Recognition

- (i) Sale of goods is recognised when the significant risk and rewards of ownership is transferred to the customers, net of returns. Sales represents invoiced value of goods supplied including excise duty but excluding sales tax.
- (ii) Revenue recognition from sale of "Duty Entitlement Passbook Licence" is made on sale of the licence after receipt of the same from the office of the Director General of Foreign Trade.
- (iii) Income from Duty Drawback is recognised on receipt basis.

(9) Income from Investments

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

(10) Foreign Currency Transactions

- (i) Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions. Gains and losses, if any, at the year end in respect of monetary assets and monetary liabilities not covered by the forward contracts are recognized in the Profit and Loss Account.
- (ii) Non-monetary items denominated in foreign currency are stated at the rate prevailing on the date of the transaction.

(11) Employee Benefits

Contributions to defined contribution schemes such as Pension, Provident Fund, etc. are charged to the Profit and Loss account as and when incurred.

The Company also provides for retirement/ post-retirement benefits in the form of gratuity and leave encashment. Such defined benefits are charged to the Profit and Loss account based on valuations made by independent actuaries, as at the balance sheet date.

(12) Voluntary Retirement Scheme Expenses

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

(13) Accounting for Taxes

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is tax recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future. However, in respect of unabsorbed depreciation or carry forward losses, the deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be realized in future.

(14) Impairment of Assets

Impairment losses (if any) on fixed assets (including revalued assets) are recognized in accordance with the Accounting Standard 28 "Impairment of Assets" issued in this regard by the Institute of Chartered Accountants of India. If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

(15) Provision and Contingent Liabilities

Provisions are recognized when the Company has a present obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

The same is disclosed as contingent liability if no reliable estimate can be made of the amount of obligation or possibility of future cash flow is remote.



NOTES ON FINANCIAL STATEMENTS

	Amount (₹ lacs)	
	As at 31 st March, 2014	As at 31 st March, 2013
3. SHARE CAPITAL		
Authorised		
1,00,00,000 Equity Shares of ₹ 10/- each	1000.00	1000.00
1,00,00,000 9% Cumulative Redeemable Preference Shares of ₹ 10/- each.	1000.00	1000.00
	2000.00	2000.00
Issued, Subscribed and Paid up		
40,33,058 Equity Shares of ₹ 10/- each, fully paid	403.31	403.31
Forfeited Shares	0.07	0.07
Total	403.38	403.38

Notes :

(1) Of the above Equity Shares:

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

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

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

(2) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	31st March 2014		31st March 2013	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares with voting rights				
- Number of shares	4033058	40330580	4033058	40330580
(₹ 10/- per share)				

(3) Terms/rights attached to equity shares:

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31 March 2014, the amount of dividend per share recognized as distributions to equity shareholders was ₹ 5.00 (31 March 2013: ₹ 5.00).

(4) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	Equity shares with voting rights and Numbers of Shares	
	31st March 2014	31st March 2013
	Alfamont (Mauritius) Limited, the holding company	3024793

(5) Equity shareholders holding more than 5% of equity shares along with the number of equity shares held:

Name of the Shareholder	31st March 2014		31st March 2013	
	%	Number of Shares	%	Number of Shares
Alfamont (Mauritius) Limited	75	3024793	75	3024793



NOTES ON FINANCIAL STATEMENTS

	Amount (₹ lacs)	
	As at 31 st March, 2014	As at 31 st March, 2013
4. RESERVES AND SURPLUS		
Capital Reserve	7.51	7.51
Securities Premium Account	478.41	478.41
Revaluation Reserve:		
As per last Balance Sheet	94.56	99.25
Less: Deduction on account of depreciation / impairment / sale of certain assets (Refer Note 4(i) & 4(ii) below)	<u>4.41</u>	<u>4.69</u>
	90.15	94.56
Capital Redemption Reserve:		
As per last Balance Sheet	148.61	148.61
General Reserve:		
As per last Balance Sheet	1748.21	1594.22
Add: Transferred from Profit & Loss Account	<u>162.64</u>	<u>153.99</u>
	1910.85	1748.21
Surplus:		
Opening Balance	4902.95	3753.00
Add: Net profit / (loss) for the current period	<u>1626.41</u>	<u>1539.86</u>
Amount available for appropriation	6529.36	5292.86
Appropriations:		
Transfer to general reserve	162.64	153.99
Proposed Dividend on Equity Shares	201.65	201.65
Tax on proposed dividend	<u>34.27</u>	<u>34.27</u>
Closing Balance	6130.80	4902.95
Total	<u><u>8766.33</u></u>	<u><u>7380.25</u></u>
4(i) Deductions from Revaluation Reserve comprises of ₹4.41 lacs (Prev. Year ₹ 4.69 lacs) relates to depreciation on revalued assets.		
4(ii) Cumulative amount withdrawn on account of depreciation on Revaluation is ₹1019.52 lacs		
5. DEFERRED TAX LIABILITIES (NET)		
Deferred tax liability comprises of following:		
Deferred Tax Liability		
Unabsorbed Depreciation on Fixed Assets	494.79	370.81
Deferred Tax Assets		
Disallowance as per Section 43B and Section 40(a) of the Income Tax Act, 1961	15.96	12.37
VRS to be allowed under IT Act in future years	0.00	0.00
Provision for doubtful debts	<u>6.55</u>	<u>5.34</u>
	<u>22.51</u>	<u>17.71</u>
Net Deferred Tax Liability	<u><u>472.28</u></u>	<u><u>353.10</u></u>
6. SHORT TERM BORROWINGS		
Bank Overdraft	156.15	20.57
Secured against Fixed Deposits		
Total	<u><u>156.15</u></u>	<u><u>20.57</u></u>



NOTES ON FINANCIAL STATEMENTS

		Amount (₹ lacs)	
		As at 31 st March, 2014	As at 31 st March, 2013
7. TRADE PAYABLE			
Micro, Small and Medium Enterprises		47.20	36.35
Other Trade Payable		526.97	496.73
	Total	574.17	533.08

The details for Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as on 31st March, 2014 are as follows.

Particulars

Principal Amount due and remaining unpaid	9.32	-
Interest due on above and the unpaid interest	0.23	-
Interest paid	-	-
Payment made beyond appointed date during the year	56.05	-
Interest due and payable for the period of delay	1.00	-
Interest accrued and remaining unpaid	1.23	-
Amount of further interest remaining due and payable in succeeding years	-	-

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

8. OTHER CURRENT LIABILITIES

Unclaimed Dividend*	12.83	11.08
Unclaimed 9% Preference Share Redemption Account**	21.09	22.22
Capital Creditors	0.00	16.50
Statutory remittances	72.82	75.12
Trade & Security Deposits received	9.20	8.39
Advance from Customers	58.72	39.93
Other Liabilities***	14.37	10.81
	Total	189.03
		184.05

*These amounts will be transferred to the Investor Education and Protection Fund upon the same becoming due after seven years in terms of section 205A and 205C of the Companies Act, 1956.

**The remaining amount unclaimed out of redemption of 9% Cumulative Redeemable Preference Shares redeemed in three equal instalments on 08.08.2006, 08.08.2007 and 08.08.2008.

*** Includes Retention Money and Group Insurance Premium payable

9. SHORT TERM PROVISIONS**(a) Provision for employee benefits:**

Provision for Gratuity (Refer Note No.23.1)	15.96	5.37
Provision for Leave Encashment (Refer Note No.23.1)	46.95	38.12
Provision for Bonus	24.79	24.48

(b) Provision - Others

Provision for Income tax [net of Advance Tax ₹ 3550.65 lacs (Previous year net of provision for Income tax ₹ 2834.47 lacs)]	23.73	(6.75)
Provision for Excise Duty*	12.98	12.98
Proposed Dividend on Equity Shares	201.65	201.65
Tax on Dividend	34.27	34.27
	Total	360.33
		310.12

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



NOTES ON FINANCIAL STATEMENTS

10. FIXED ASSETS

Amount (₹ lacs)

Assets	Gross Block at Cost / Revalued value				Depreciation			Net Block	
	As at 1st Apr-13	Additions	Disposals/ Impairment	As at 31st Mar-14	As at 1st Apr-13	Disposals/ Impairment For the Year	As at 31st Mar-14	As at 31st Mar-14	As at 31st Mar-13
Tangible:									
Freehold Land	119.28	0.00	0.00	119.28	0.00	0.00	0.00	119.28	119.28
Buildings	544.05	0.00	0.00	544.05	378.37	11.70	390.07	153.98	165.68
Plant and Machinery	4947.02	126.55	0.00	5073.57	2814.24	171.65	2985.89	2087.68	2132.78
Furniture and Fittings	16.00	0.27	0.00	16.27	14.75	0.30	15.05	1.22	1.25
Computer & Office Equipments	67.45	3.17	0.00	70.62	57.93	4.29	62.22	8.40	9.52
Electrical Installations	60.71	0.00	0.00	60.71	26.55	5.20	31.75	28.96	34.16
Total	5754.51	129.99	0.00	5884.50	3291.84	193.14	3484.98	2399.52	2462.67
Intangible:									
Computer Software	5.84	0.00	0.00	5.84	0.00	1.17	1.17	4.67	5.84
Total	5.84	0.00	0.00	5.84	0.00	1.17	1.17	4.67	5.84
Grand Total	5760.35	129.99	0.00	5890.34	3291.84	194.31	3486.15	2404.19	2468.51
Previous Year	5377.67	412.47	29.79	5760.35	3126.85	187.64	3291.84	2468.51	

(i) Freehold Land, Buildings, Plant & Machinery and Electrical Installations were revalued on 31.3.1990 and 31.3.1993 by an approved valuer at the then net replacement cost. The appreciation in value of these assets over their book value has been credited to Revaluation Reserve.

(ii) Gross Block includes ₹ 159.38 lacs added to Revaluation of Land & Building as at 31.03.1990 and ₹ 950.29 lacs of Land, Building, Plant & Machinery and Electrical Installations as at 31.03.1993 based on the reports issued by the Valuer.

(iii) Additions to Plant and machinery includes ₹ Nil (previous year ₹ 10.60 Lacs) incurred at Company's inhouse R&D facilities at factory are eligible for weighted deduction under section 35(2AB) of the Income Tax act, 1961.

(iv) The company has identified the Gelatine manufacturing division as its cash generating unit (CGU) as required by Accounting Standard AS-28 "Impairment of Assets" issued by The Institute of Chartered Accountants of India. There are no primary indications that the recoverable amount of CGU is less than its carrying cost. Accordingly, no detailed exercise has been done to calculate the amount of impairment loss. During the year ended 31st March 2014, the company does not consider any item of fixed assets as obsolete and impaired and therefore there is no charge to Profit and Loss Account on account of the same (Previous Year - Nil).



NOTES ON FINANCIAL STATEMENTS

	Amount (₹ lacs)	
	As at 31st March 2014	As at 31st March 2013
11. NON CURRENT INVESTMENTS		
(Cannot be liquidated before 12 months)		
Quoted - Non-trade		
Investments in Mutual Funds (at cost)		
UTI Fixed Term Income Fund-Series XVII-XVIII (1250000 units of ₹ 10 each)	125.00	
ICICI Prudential FMP Series 73 - Plan G (1000000 units of ₹ 10 each)	100.00	
UTI FMP Regular Plan 03/14 - Growth Option (1000000 units of ₹ 10 each)	100.00	
Total	325.00	-
(i) Aggregate amount of quoted investments	325.00	-
(ii) Market Value of quoted investments	326.64	-
12. LONG TERM LOANS AND ADVANCES		
Unsecured		
Considered Good		
Security Deposits with Government and other bodies	0.08	0.08
Electricity and other deposits	105.00	105.94
Total	105.08	106.02
13. CURRENT INVESTMENTS		
(Realisable within 12 months)		
Quoted - Non-trade		
Investments in Mutual Funds (at Cost or NAV, whichever is less)		
Reliance Income Fund - Retail - GP - Bonus Option (330232.814 units of ₹ 11.355 each)	37.50	
IDFC Fixed Term Plan Series -34 (1000000 units of ₹ 10 each)	100.00	
Birla Sun Life Fixed Term Plan - Series IA (366 days) (1000000 units of ₹ 10 each)	100.00	
HDFC FMP 370D August 2013 (1) Series 26 (1000000 units of ₹ 10 each)	100.00	
IDFC Super Saver Income Fund - Medium Term - Growth (495889.079 units of ₹ 20.1658 each)	100.00	
ICICI Prudential FMP Series 70 -369 days Plan - O (1000000 units of ₹ 10 each)	100.00	
Reliance Fixed Horizon Fund - XXIV- Series 23-371 Days (1000000 units of ₹ 10 each)	100.00	
Reliance Fixed Horizon Fund - XXIV- Series 25-367 days (2000000 units of ₹ 10 each)	200.00	
ICICI Prudential FMP Series 72-368 Days Plan A (2000000 units of ₹ 10 each)	200.00	
IDFC FTP Series-65 (369 days) (1400000 units of ₹ 10 each)	140.00	



NOTES ON FINANCIAL STATEMENTS

	Amount (₹ lacs)	
	As at 31st March 2014	As at 31st March 2013
13. CURRENT INVESTMENTS : Contd.		
Reliance Fixed Horizon Fund - XXV- Series 18 (1500000 units of ₹ 10 each)	150.00	
Birla Sunlife FTP Series JZ(368 days) (1000000 units of ₹ 10 each)	100.00	
ICICI Prudential FMP Series 72-366 Days Plan M (1000000 units of ₹ 10 each)	100.00	
ICICI Prudential Short Term Fund (395860.87 units of ₹25.26 each)	100.00	
HDFC FMP 435Days March 2014 (I) (1100000 units of ₹ 10 each)	100.00	
Birla Sunife Interval Income Fund Annual Plan V (368 days) Growth Option (919159.88 units of ₹ 10.7985 each)	110.00	
Reliance Fixed Horizon Fund XXVI Series 6 366 days Plan Growth Option (1000000 units of ₹ 10 each)	100.00	
ICICI Prudential FMP Series 73-369 days Plan P (1000000 units of ₹ 10 each)	100.00	
Birla Sunlife FMP Series KY 369 days Regular Plan Growth Option (1000000 units of ₹ 10 each)	100.00	
IDFC Cash Fund Daily Dividend -Regular Plan (32.708 units of ₹ 1000.00 each)	0.33	
HDFC Short Term Plan fund (925771.287 Units of ₹ 21.60/- each)		200.00
ICICI Pru Regular Savings Fund (1197268.498 Units of ₹ 11.69 each) (1676403.779 Units of ₹ 11.93 each)		340.00
ICICI Prudential Short Term Fund - Growth (431545.423 Units of ₹ 23.17 each)		100.00
Reliance Regular Saving Fund - Debt (642099.924 Units of ₹ 15.56 each)		100.00
Reliance Income Fund -Retail - GP - Bonus Option (550388.02 Units of ₹ 18.17 each)		100.00
ICICI Prudential Income Fund - Growth Plan (338174.184 Units of ₹ 37.11 each)		125.00
Kotak Mahindra - Bond Plan - A - Growth (324775.019 Units of ₹ 33.88 each)		110.00
HDFC - FMP - Series XXI, 370 days March 2012(2) (2000000 Units of ₹ 10 each)		200.00
Total	2,137.83	1,275.00
(i) Aggregate amount of quoted investments	2,137.83	1,275.00
(ii) Market Value of quoted investments	2,191.61	1,320.76



NOTES ON FINANCIAL STATEMENTS

	Amount (₹ lacs)	
	As at 31st March 2014	As at 31st March 2013
14. INVENTORIES		
(at lower of cost and net realisable value)		
Raw Materials	1158.99	966.63
Stock in Process	1121.98	776.19
Finished Goods	488.13	491.04
[includes in transit ₹ 181.62 lacs (Prev. Year: ₹ 176.73 lacs)]		
Stores & Spare Parts	263.91	270.06
Total	3033.01	2503.92
15. TRADE RECEIVABLES		
Unsecured		
Receivables outstanding for a period exceeding six months		
Considered good	0.63	2.81
Considered doubtful	19.26	16.45
Other Receivables (Considered Good)	1438.37	1277.61
	<u>1458.26</u>	<u>1296.87</u>
Less: Provision for doubtful debts	19.26	16.45
Total	1439.00	1280.42
16. CASH & BANK BALANCES		
Cash and Cheques in Hand	5.21	5.47
Balances with Banks in:		
Current Account	68.40	190.94
Margin Deposit	50.00	21.42
Fixed Deposit (Refer Note 16(i) & 16(ii) below)	1012.67	979.68
Unpaid Dividend Account	12.83	11.08
9% Preference Shares Redemption Account	21.09	22.22
Others - Remittances in Transit	10.93	48.33
Total	1181.13	1279.14
16(i) Fixed Deposit with banks include ₹ 614.43 lacs (Prev. Year ₹ 611.20 lacs) on which charge has been created for availing overdraft facility from a bank.		
16(ii) Fixed deposits with banks include deposits of ₹ 140 lacs (Previous Year ₹ 394.44 lacs) with maturity of more than 12 months.		
17. SHORT- TERM LOANS AND ADVANCES		
Unsecured		
Considered Good		
Loans and advances to employees	14.32	15.15
Prepaid expenses	14.35	7.93
Balance with government authorities	70.57	61.96
Other loans and advances	143.13	82.06
Total	242.37	167.10
17(i) In the opinion of the Board of Directors, the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated and provisions are made for all the expected liabilities.		
18. OTHER CURRENT ASSETS		
Interest Accrued on Deposits	54.06	50.69
Total	54.06	50.69



NOTES ON FINANCIAL STATEMENTS

	Amount (₹ lacs)	
	Year ended 31st March 2014	Year ended 31st March 2013
19. REVENUE FROM OPERATIONS		
(i) Sale of Products		
Manufactured Goods		
Gelatine	9,672.09	8,767.00
DCP - Animal Feed Grade	3,466.51	3,600.96
Ossein	890.36	704.22
Bone Meal Products	16.96	28.91
	14,045.92	13,101.09
Less: Excise Duty*	1,000.40	920.97
Net Sales	13,045.52	12,180.12
*Excise Duty deducted from Gross sales represents the Excise Duty paid on Goods removed from the Factory and is net of provisions of Excise duty on closing stock at factory.		
(ii) Earning in Foreign Exchange (included in sale of products)		
Export of goods on F.O.B. basis	466.56	389.49
20. OTHER INCOME		
(i) Operating Income		
Sale of Scrap / Coal Ash	17.07	19.34
Export incentives (DEPB / Duty Drawback)	3.15	7.44
Other Income	4.80	10.27
Foreign Exchange Gain	6.84	5.00
Total	31.86	42.05
(ii) Non-Operating Income		
Interest Income (Gross)		
From Banks	102.47	88.97
From Others	13.56	14.48
[Tax Deducted at source ₹ 10.69 lacs (Previous Year ₹ 9.86 lacs)]		
Dividend on Mutual Funds	0.33	
Net gain on sale of Investments	111.40	46.56
Total	227.76	150.01
Total	259.62	192.06
21. COST OF MATERIAL CONSUMED		
Opening Stock of Raw Material	966.63	897.76
Add : Purchases	6,888.08	5,740.57
	7,854.71	6,638.33
Less : Closing Stock	1,158.99	966.63
Total	6,695.72	5,671.70



NOTES ON FINANCIAL STATEMENTS

	Amount (₹ lacs)	
	Year ended 31st March 2014	Year ended 31st March 2013
21.1 Particulars of Raw Materials Consumed		
Raw Bones	-	4.76
Crushed Bones	5,580.43	4,570.25
Hydrochloric Acid	423.00	452.67
Others	692.29	644.02
Total	<u>6,695.72</u>	<u>5,671.70</u>
22. CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS (INCREASE) / DECREASE		
Closing Stocks		
Finished Goods	488.13	491.04
Stock in Process	<u>1,121.98</u>	<u>1,610.11</u>
Opening Stocks		
Finished Goods	491.04	416.70
Stock in Process	<u>776.20</u>	<u>1,004.35</u>
Net (Increase)/decrease	<u>(342.87)</u>	<u>153.82</u>
22.1 Particulars of Finished Goods Inventories		
Gelatine	392.73	417.46
Ossein	71.06	53.16
Di-calcium Phosphate	24.34	20.42
Total	<u>488.13</u>	<u>491.04</u>
23. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	872.18	795.13
Contribution to Provident & Other Funds	120.09	72.86
Workmen & Staff Welfare	38.83	35.09
Total	<u>1031.10</u>	<u>903.08</u>



NOTES ON FINANCIAL STATEMENTS

23.1 As per Accounting Standard (AS - 15) - Employee Benefits, the disclosures of Employee Benefits as defined in the Accounting Standard are given below:

Defined Contribution Plans:

PROVIDENT FUND

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

	Amount (₹ lacs)	
	Year ended 31st March 2014	Year ended 31st March 2013
Contribution to Provident Fund	57.19	52.32

Defined Benefit Plans :

- a. Gratuity
- b. Leave Encashment

Gratuity is payable to employees as per Payment of Gratuity Act. Leave encashment is payable to eligible employees who have earned leaves, during the employment and/or on separation as per the company's policy. The company has funded the Gratuity liability with Group Gratuity Scheme of Life Insurance Corporation of India Ltd. The Leave encashment liability is funded with Group Leave Encashment Scheme of Life Insurance Corporation of India Ltd.

Valuations in respect of Gratuity and Leave Encashment have been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

GRATUITY

Particulars	Year ended 31.03.2014	Year ended 31.03.2013
Discount Rate per annum (Compound)	8.00%	8.00%
Rate of increase in Salaries	8.00%	8.00%
Expected Rate of Return on Plan Assets	8.75%	9.25%
Expected Average remaining working lives of employees in number of years	Officers -12.12 Staff - 6.75	Officers -12.10 Staff - 8.69

Summary of Key Information - Gratuity

i. Changes in Defined Benefit Obligation:	Amount (₹ lacs)	
Particulars	Year ended 31.03.2014	Year ended 31.03.2013
Present Value of obligation 1st April	356.49	397.00
Interest Cost	27.31	25.06
Current Service Cost	42.42	41.30
Actuarial (Gain) / Loss	(30.12)	(78.02)
Benefits paid	(23.41)	(28.85)
Present Value of obligation as at 31st March	372.69	356.49



NOTES ON FINANCIAL STATEMENTS

ii. Changes in Fair Value of Plan Assets:		Amount (₹ lacs)	
Particulars	Year ended 31.03.2014	Year ended 31.03.2013	
Fair Value of Plan Assets as at 1st April	351.11	351.16	
Adjustment in opening balance	Nil	Nil	
Expected Return on Plan Assets	29.64	30.99	
Employer Contribution	5.39	45.84	
Actuarial Gain/Loss	(30.12)	(78.02)	
Benefits Paid	0.72	1.14	
Fair Value of Plan Assets as at 31st March	356.74	351.11	

iii. Reconciliation of the Present value of defined Present Obligations and the Fair Value of Assets:		Amount (₹ lacs)	
Particulars	As at 31.03.2014	As at 31.03.2013	
Present Value of obligations as at 31st March	372.69	356.49	
Fair Value of Plan Assets as at 31st March	356.74	351.11	
Present Value of unfunded obligation as at 31st March	(15.96)	(5.37)	
Unrecognised Past Service	-	-	
Unrecognised Actuarial (Gain) / Loss	-	-	
Unfunded Net Liability recognised in Balance Sheet	(15.96)	(5.37)	

iv. Expenses recognised in Profit and Loss Account:		Amount (₹ lacs)	
Particulars	Year ended 31.03.2014	Year ended 31.03.2013	
Current Service Cost	42.42	41.30	
Interest Cost	27.31	25.06	
Net Actuarial (Gain) / Loss	(24.13)	(29.99)	
Expected Return on Plan Assets	(29.64)	(30.99)	
Others	-	-	
Total Expenses recognised in Profit and Loss A/c	15.95	5.37	
Expected Employer contribution for next year	15.95	5.37	

LEAVE ENCASHMENT

Particulars	Year ended 31.03.2014	Year ended 31.03.2013
Discount Rate per annum (Compound)	8.00%	8.00%
Rate of increase in Salaries	8.00%	8.00%
Expected Rate of Return on Plan Assets	8.75%	NA
Expected Average remaining working lives of employees in no. of years	Officers -12.12 Staff - 6.75	Officers -12.10 Staff - 8.69



NOTES ON FINANCIAL STATEMENTS

Summary of Key Information - Leave Encashment

i. Changes in Defined Benefit Obligation:		Amount (₹ lacs)	
Particulars	Year ended 31.03.2014	Year ended 31.03.2013	
Present Value of obligation as at 1st April	20.50	27.82	
Interest Cost	1.21	1.80	
Current Service Cost	16.99	16.09	
Benefits Paid	(10.83)	(4.28)	
Actuarial (Gain) / Loss	11.16	(20.93)	
Present Value of obligation as at 31st March	39.03	20.50	
ii. Changes in Fair Value of Plan Assets:			
Particulars	Year ended 31.03.2014	Year ended 31.03.2013	
Fair Value of Plan Assets as at 1st April	-	-	
Expected Return on Plan Assets	0.39	-	
Employer Contribution	19.61	4.28	
Benefits Paid	(10.83)	(4.28)	
Actuarial Gain/Loss	0.53	-	
Fair Value of Plan Assets as at 31st March	9.70	-	
iii. Reconciliation of the Present value of defined Present Obligations and the Fair Value of Assets:		Amount (₹ lacs)	
Particulars	As at 31.03.2014	As at 31.03.2013	
Present Value of obligations as at 31st March	39.03	20.50	
Fair Value of Plan Assets as at 31st March	9.70	-	
Funded Liability Recognised in Balance Sheet	(29.33)	(20.50)	
Present Value of unfunded obligation as at 31st March	-	-	
Unfunded Net Liability recognised in Balance Sheet	(29.33)	(20.50)	
iv. Expenses recognised in Profit and Loss Account:		Amount (₹ lacs)	
Particulars	Year ended 31.03.2014	Year ended 31.03.2013	
Current Service Cost	16.99	16.09	
Interest Cost	1.21	1.80	
Net Actuarial (Gain) / Loss	10.63	(20.93)	
Expected Return on Plan Assets	(0.39)	-	
Net	28.44	(3.04)	
Others - Short Term Compensated Absence Liability	17.62	15.15	
Total Expenses recognised in Profit and Loss A/c	46.06	12.11	
Expected Employer contribution for next year	46.06	12.11	



NOTES ON FINANCIAL STATEMENTS

	Amount (₹ lacs)	
	Year ended 31st March 2014	Year ended 31st March 2013
24. FINANCE COST		
Interest to Bank	1.19	3.35
Other Borrowing cost	4.32	6.20
Total	5.51	9.55
25. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and Amortisation	194.31	187.64
Less: Transfer from Revaluation Reserve	4.41	4.69
Total	189.90	182.95
26. OTHER EXPENSES		
Consumption of stores and spare parts (Refer Note 26.1 below)	158.56	145.30
Excise Duty on Closing Stock of finished goods	46.62	49.06
Rates & Taxes	4.39	7.36
Power & Fuel	2133.47	2383.63
Effluent Expenses	34.52	16.10
Insurance	9.22	9.83
Repairs:		
Building	72.55	40.47
Machinery (Refer Note 26.2 below)	332.08	209.18
Audit fees & Expenses (Refer Note 26.5 below)	6.58	7.54
Freight and Delivery Charges	137.92	121.87
Selling Agents' Commission	24.84	29.72
Rent	10.55	7.48
Travelling	22.43	18.92
Directors' Fees	2.29	2.19
Rebate & Discount	11.19	14.36
Advertisement	6.80	8.31
Research & Development Expenses	13.24	16.39
Sundry Balances written off	-	0.04
Provision for Bad debts	2.81	0.00
Interest paid/payable to SMEs	1.23	0.00
Miscellaneous Expenses	208.91	194.01
Total	3240.20	3281.76

	Year ended 31st March 2014		Year ended 31st March 2013	
	Amount	%	Amount	%
26.1 Value of stores, spare parts and components consumed:				
Indigenous	113.98	71.88	144.61	99.53
Imported	44.58	28.12	0.69	0.47
Total	158.56	100.00	145.3	100.00

26.2 Stores consumed included under Repairs to Machinery ₹234.14 lacs (2012-13: ₹172.62 lacs), Miscellaneous Expenses ₹ 20.20 lacs (2012-13: ₹18.28 lacs), Workmen and Staff Welfare ₹4.00 lacs (2012-13: ₹5.58 lacs).



NOTES ON FINANCIAL STATEMENTS

	Amount (₹ lacs)	
	Year ended 31st March 2014	Year ended 31st March 2013
26.3 Value of Imports on CIF basis:		
Raw Materials	15.34	-
Spares / components	44.58	0.69
Total	59.92	0.69
26.4 Expenditure in Foreign Currency:		
Travelling	1.97	0.91
Others	71.36	5.52
Total	73.33	6.43
26.5 Payment to Auditors:		
Statutory Audit Fees	4.75	4.75
Tax Audit Fees	0.90	0.90
Other matters	0.35	0.30
Reimbursement of out of pocket expenses	0.58	1.59
Total	6.58	7.54
	As at	As at
	31st March, 2014	31st March, 2013
27. ESTIMATED AMOUNT OF CONTRACT REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT NOT PROVIDED FOR	Nil	96.25
28. CONTINGENT LIABILITY NOT PROVIDED FOR IN RESPECT OF:		
(a) Bank Guarantees given to Government Authorities	14.00	14.00
(b) Claims not acknowledged as debts :		
(i) Excise Duty	1066.04	1062.99
(ii) Income Tax	103.90	106.49
(iii) Sales Tax	23.84	26.93

29. SEGMENT INFORMATION AS PER ACCOUNTING STANDARD (AS - 17)

The company is engaged in the business of manufacture and sale of gelatine and its by- product DCP for industrial applications which form part of one product group and hence a single business segment. However, based on geographical factors, reportable geographic segments have been identified as exports sales and domestic sales. The segment wise information pertaining to the reportable geographical segments for the year ended 31st March, 2014 is as follows:

		(₹ Lacs)	
		2013-14	2012-13
Segment Revenue	Exports	466.57	401.92
	Domestic	12578.95	11827.00
	Total	13045.52	12228.92
Segment Results	Exports	100.48	79.21
	Domestic	2390.61	2099.67
	Total	2491.09	2178.88
Unallocated Expenditure		5.51	9.55
Profit Before Tax		2485.58	2169.33

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



NOTES ON FINANCIAL STATEMENTS

30. RELATED PARTY DISCLOSURE AS PER ACCOUNTING STANDARD (AS-18):

(a) Enterprises where control exists:

Jumbo World Holdings Limited	Ultimate Holding Company
Alfamont (Mauritius) Limited	Holding Company

(b) Other related parties with whom transactions have taken place during the period:

MPIL Corporation Ltd.

(c) Other group companies:

Aasman Management Services Pvt. Ltd., Camry International FZE, Dandvati Investments & Trading Co. Pvt. Ltd., Derby Electricals (India) Pvt. Ltd., GWL Properties Ltd., Harshit Finlease & Investments Private Ltd., Jumbo Electronics Company Ltd. (LLC), Jumbo Electronics Corporation Pvt. Ltd., Jumbo Investments Ltd., Jumbo World Holdings (India) Pvt. Ltd., Firestorm Electronics Corporation Pvt. Ltd., Primo Enterprises Pvt. Ltd., SMN Engineers Ltd., Solvin International Ltd., Starfire Investments Limited, Wizer Advertising Pvt. Ltd.

All the Companies as disclosed above are controlled directly/indirectly by the Heirs of Late Mr. M.R.Chhabria, through Jumbo World Holdings Limited and its various subsidiary/associate companies.

The above, though not required in terms of Accounting Standard 18 on "Related Party Disclosures" issued by The Institute of Chartered Accountants of India, has been disclosed in view of the disclosure requirement of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 in relation to inter-se transfer of shares amongst group companies.

(d) Key Management Personnel: Mr. Ashok Kapur, Whole Time Director

Particulars of transactions with related parties during the year ended 31st March, 2014:

(₹ lacs)

Nature of transactions	Period	Holding / Ultimate Holding Company	Key Management Personnel	Associate/ Group Companies	Total
Fee & Other payments	2013-14	Nil	Nil	11.12	11.12
	2012-13	Nil	Nil	11.37	11.37
Dividend paid	2013-14	151.24	Nil	Nil	151.24
	2012-13	136.12	Nil	Nil	136.12
Remuneration	2013-14	Nil	30.70	Nil	30.70
	2012-13	Nil	30.87	Nil	30.87
Outstanding as at year end	2013-14	Nil	Nil	0.67	0.67
	2012-13	Nil	Nil	0.50	0.50

31. EARNINGS PER SHARE (EPS) AS PER ACCOUNTING STANDARD (AS-20):

	Year ended 31.3.2014	Year ended 31.3.2013
Profit available for equity shareholders (A)	₹ 1626.41 Lacs	₹ 1539.86 Lacs
Weighted average number of equity shares (B)	40,33,058	40,33,058
Nominal value of equity share	Rs 10	Rs 10
Earnings per share – Basic / Diluted (A/B)	₹ 40.33	₹ 38.18



NOTES ON FINANCIAL STATEMENTS

32. NET DIVIDEND REMITTED IN FOREIGN CURRENCY:

	Year ended 31.3.2014	Year ended 31.3.2013
(₹ lacs)		
Dividend remitted to one shareholder on 3024793 equity shares of ₹ 10 each.	151.24	136.12

33. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Figures in bracket indicate previous year's figures.

T.R.CHADHA & CO.
Chartered Accountants
Firm Reg. No. 006711N

For and on behalf of the Board

Pravin Kumar Jabade
Partner
M.No. 107196

M.Verma
Company Secretary

R.K.Raje
Director

A.Kapur
Wholetime Director

Jabalpur, 27th May, 2014



Notice of Annual General Meeting

Notice is hereby given that the Fifty-Third Annual General Meeting of the Members of Narmada Gelatines Limited will be held on Monday, September 22nd, 2014 at 1:00 p.m., at Narmada Jacksons Hotel, South Civil Lines, Jabalpur – 482 002, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2014 including the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2014.
3. To appoint a director in place of Mr. R.K. Raje (DIN 00112003), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Appointment of Auditors

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s T.R.Chadha & Co., Chartered Accountants, (ICAI Registration No. 006711N) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, including service tax, out-of-pocket and travelling expenses.”

SPECIAL BUSINESS

5. To appoint Justice Gulab Gupta (DIN 00191368) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Justice Gulab Gupta (DIN 00191368), Director of the Company, who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the

Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office upto the conclusion of the 55th Annual General Meeting of the Company.”

6. To appoint Mr. Mohan C. Pant (DIN 00257707) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Mr. Mohan C. Pant (DIN 00257707), Director of the Company, who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office upto the conclusion of the 55th Annual General Meeting of the Company.”

7. To appoint Mr. Deepak Chaudhuri (DIN 00456234) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Mr. Deepak Chaudhuri (DIN 00456234), Director of the Company, who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company



has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office upto the conclusion of the 55th Annual General Meeting of the Company .”

8. To appoint Ms. Drushti R. Desai (DIN 00294249) as Director, liable to retire by rotation and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Ms. Drushti R. Desai (DIN 00294249), in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”

9. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regards to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions 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 Tapan Badkul & Associates, the Cost Auditors appointed 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, 2015, be paid a remuneration of ₹ 1,35,000/- (Rupees One lac thirty five thousand only) plus service tax, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. Power to borrow and mortgage / create charge on the assets of the Company 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** in supersession of the Ordinary Resolution passed at the Extra Ordinary General Meeting held on 11th May, 1992 under Section 293(1)

(d) and 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act 2013, and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs.25,00,00,000/- (Rupees Twenty Five crores only) including the monies already borrowed by the Company, in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs. 25,00,00,000/- [Rupees Twenty Five crores only] by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities whether Convertible into Equity/Preference Shares and/ or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as “Securities”), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident



Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

11. To approve the issue of Bonus Shares and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the applicable provisions of Section 63 of the Companies Act, 2013, or any amendment or re-enactment thereof, read with Companies (Share Capital and Debentures) Rules, 2014 and Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) in this regard and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities, consent be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall be deemed to include any Committee thereof) for capitalization of a sum not exceeding Rs.2,01,65,290/- (Rupees Two crores one lac sixty five thousand two hundred and ninety) from the Capital Redemption Reserve, Securities Premium Account, General Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs.10/- (Rupees Ten Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the ‘Record Date’ determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Equity Share of Rs.10/- for every 2 (Two) fully paid-up Equity Shares of Rs.10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend that may be declared on or before the ‘Record Date’.

RESOLVED FURTHER THAT all fractions resulting from the issue of Bonus Shares in the above manner shall be consolidated into whole equity shares and the Board of Directors shall have the authority to dispose of such shares by selling them at the market price and to distribute the net proceeds thereof (less expenses, if any) proportionately, as far as practicable, to the members concerned.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be despatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By Order of the Board of Directors
For Narmada Gelatines Limited

Mahesh Verma
Company Secretary and Chief Financial Officer

Jabalpur
6th August, 2014

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



Notes :

a) The Register of Members and the Share Transfer Register will remain closed on 30th September, 2014 for annual closing and determining the entitlement of the shareholders to the dividend and bonus shares, if declared at the meeting.

b) A Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.

c) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

e) Brief resume of all Directors proposed to be re-appointed/ appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships/chairmanships for Board/ Committees, shareholding and relationship between directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges in India, are provided in the Annexure - 'A' to this Notice and Corporate Governance Report forming part of the Annual Report.

f) Members and proxy holders are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

g) Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested

to write their Folio Number in the attendance slip for attending the Meeting.

h) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

i) Relevant documents referred in accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

j) Dividend on Equity Shares, if declared at the meeting will be credited / dispatched to those members whose names appear on the Company's Register of members as on 30th September, 2014 (Record date), within the prescribed time limit. In respect of shares held in electronic mode, the dividend will be paid to members whose names are furnished by the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as the beneficial owners on the Record date.

k) Members are requested to notify immediately any change of address and also particulars of their Bank Accounts viz. Name of Bank, Branch, complete address of the Bank and Account Number for printing the same on the Dividend Warrants to avoid fraudulent encashment:

- to their Depository Participants (DP) in respect to their Electronic Share Account; and
- to the Company at its Registered Office or to the Registrars and Share Transfer Agents of the Company in respect of their physical share holdings.

As per Companies (Management and Administration) Rules, 2014 read with Chapter VII of the Companies Act, 2013, the shareholders of the company are requested to furnish their information as per Annexure - 'B' attached herewith and submit the same to the Registrar and Share Transfer Agent of the Company on or before 30th September, 2014.

l) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already



registered against their respective folios for payment of dividend are requested to write to the Company.

- m) Any Member desirous of obtaining any information on the Accounts of the Company, may please forward such queries in writing to the Company Secretary at the Registered Office, at least ten days prior to the date of the Meeting.
- n) Members having multiple ledger folio in identical name or joint names in identical order, are requested to intimate to the Company or its Registrars such ledger folio(s) for consolidating such multiple holdings into single account.
- o) Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, (the Act), the Company has transferred the unpaid or unclaimed dividends for the financial years ended 31st March, 2006, from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established under Section 205C of the Act. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rule, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 14th August, 2013 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs (MCA).

Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.

- p) In terms of the provisions of Section 72 of the Companies Act, 2013, read with rule 19 of the Companies (Share Capital & Debentures) Rule, 2014, a Member may nominate, at any time, in the prescribed manner in Form No. SH.13, a person to whom his/her shares in the Company shall vest in the event of his/her death. This may be sent to the Company Secretary at the Registered Office, duly completed.
- q) Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, M/s. CB Management Services Pvt. Ltd.
- r) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any

change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

- s) Non-Resident Indian members are requested to inform the company's Registrar and transfer agents M/s CB Management Services Pvt. Ltd immediately of:
 - change in the residential status on return to India for permanent settlement; and
 - particulars of their Bank account maintained in India with complete name, branch, account type, account no. and address of the bank, if not furnished earlier.
- t) Electronic copy of the Annual Report and Notice of the 53rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 53rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- u) Members may also note that the Notice of the 53rd Annual General Meeting and the Annual Report for the financial year ended March 31, 2014 will also be available on the Company's website www.narmadagelatines.com.
- v) Voting through electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 53rd Annual General Meeting (AGM) to be held on Monday, 22nd September, 2014, at 1:00 p.m. by electronic means and the business may be transacted through e-Voting. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

Please read the instructions below before exercising you vote.

These details and instructions form an integral part of Notice for the Annual General Meeting to be held on 22nd September, 2014.



Steps for E-voting

1. The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Select the Electronic Voting Sequence Number (EVSN) - “**140813011**” along with “NARMADA GELATINES LIMITED” from the drop down menu and click on “SUBMIT”.
- (iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below. Fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant can enter in the PAN field the 10 characters as First 2 Alphabets of the First Holder Name followed by :

- i) For shareholders holding in physical form - 8 characters consisting of Folio Number prefix by “00” No special characters will be taken from the name and folio number.
Example : Mr. AJAY SRIVASTAVA and Folio number is A000640, the PAN to be entered will be AJ0A000640.
- ii) For shareholders holding shares in dematerialized form : 8 characters from right of Client ID Number. No special characters will be taken from the name

and Client Id. Example : Mr. AJAY SRIVASTAVA and Client ID is 45436217 the PAN to be entered will be AJ45436217.

- # Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or Company, please enter the member id/folio number in the Dividend Bank details filed.
- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for the relevant “NARMADA GELATINES LIMITED” on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha



Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

2. The voting period begins on 15th September, 2014 (11:00 am) and ends on 17th September, 2014 (5:30 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

General Instructions:

- (a) 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 (record date) of 16th August, 2014.
- (b) Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (ICSI Membership No. FCS 2303), Ananya Complex, 3rd Floor, 209, B.T. Road, Kolkata – 700036, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (c) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (d) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.narmadagelatines.com and on the website of CDSL within two days of the passing of the resolutions at the 53rd Annual General Meeting of the Company on 22nd September, 2014, and communicated to the BSE Limited.

- (e) All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

The following Statement set out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5 to 7

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively. The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. All the Directors proposed to be appointed under these resolutions are presently the Non-Executive Independent Directors of the Company. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Justice Gulab Gupta, Mr. Mohan C Pant and Mr. Deepak Chaudhuri being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

The Board Nomination and Remuneration Committee and the Board of Directors have recommended appointment of Justice Gulab Gupta, Mr. Mohan C Pant and Mr. Deepak Chaudhuri as Independent Directors of the Company. Justice Gulab Gupta, Mr. Mohan C Pant and Mr. Deepak Chaudhuri have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. Copy of the draft letters of appointment of Justice Gulab Gupta, Mr. Mohan C Pant and Mr. Deepak Chaudhuri as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

In the opinion of the Board, each of these Directors fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from



being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as a Director of the Company.

Notices have been received from member(s) signifying their intention to propose the appointment of these Directors along with a deposit of ₹ 1,00,000/- each.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except these Directors, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 5 to 7.

The Board recommends the resolution in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

Item No. 8

Pursuant to the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company is required to have at least one Woman Director. Keeping in view the above legal requirements the Board of Directors have proposed the appointment of Ms. Drushti R. Desai (DIN 00294249) as a Director of the Company.

The Company has received notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Drushti R. Desai as a Director of the Company.

Ms. Desai is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company. She is a Chartered Accountant and a partner in Banshi S Metha & Co and has experience in the field on taxation and audit. She is presently on the Board of MT Educare Ltd., Kruti Finance and Holdings Pvt. Ltd. and MPIL Corporation Ltd.

Ms. Desai does not hold any shares of the company.

Save and except Ms. Desai, none of the other Directors/ Key Managerial Personnel of the company/ their relatives are, in any way, interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

Item No. 9

The Board of Directors on recommendation of the Audit Committee, has approved the appointment of M/s Tapan Badkul & Associates, Cost Accountant as Cost Auditor and

their remuneration of ₹ 1.35 lacs plus service tax, if any, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Shareholders.

Item No. 10

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 (corresponding to Section 293(1)(d) of the Companies Act, 1956), a company cannot borrow in excess of the aggregate of the paid-up capital and free reserves, apart from the temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the shareholders by way of special resolution at the general meeting of the Company. The Shareholders have passed an ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 on 11th May, 1992, approving the borrowing limit not exceeding Rs.25 crores.

Further in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 (corresponding to Section 293(1)(a) of the Companies Act, 1956), a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company without the consent of the Shareholders by way of a special resolution at the general meeting of the company. The Shareholders have passed an ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 on 11th May, 1992, and given their approval to the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company.

In view of the enactment of Companies Act, 2013 and clarification with regard to Section 180 vide General Circular No.04/2014, the shareholder's approval under Section 293(1)(d) and 293(1)(a) shall be remain effective upto one year from 12th September, 2013 (the date when Section 180 of the Companies Act, 2013 came into force), therefore it is considered expedient to obtain Shareholders' approval under Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 by way of a Special Resolution.



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. 10 of the Notice.

The Board recommends the Special Resolution set out at Item No.10 of the Notice for approval by the Shareholders in terms of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013.

Item No. 11

The Board of Directors of the Company in its meeting held on 6th August, 2014, has recommended issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:2 (i.e. One bonus equity share of Rs.10/- for every Two fully paid up equity shares of Rs. 10/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs.2,01,65,290/- after capitalising a sum not exceeding Rs 2,01,65,290/- from the Capital Redemption Reserves, Securities Premium Account, General Reserves or any other permitted reserves/ surplus as per the Audited Accounts of the Company for the financial year ended March 31, 2014, and the same is proposed to be applied in paying up in full the face value of the Equity Shares of Rs. 10/- each.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on its Register of Members on the Record Date determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 1 (one) Bonus Share of Rs. 10/- for every 2 (Two) Equity Shares of Rs.10/- each held by them on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not participate in any dividend that may be declared on or before the Record Date. The final dividend of Rs.5.00 per share for the year 2013-14 on pre-bonus share capital recommended by the Board of Directors will work out to Rs.3.33 per share post the issue of bonus shares.

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. 11 of the Notice, except to the extent of their respective shareholdings in the Company.

The Board recommends the Ordinary Resolution set out at Item No.11 of the Notice for approval by the Shareholders in terms of Section 63 of the Companies Act, 2013.

By Order of the Board of Directors
For **Narmada Gelatines Limited**

Mahesh Verma

Company Secretary and Chief Financial Officer

Jabalpur

6th August, 2014

Registered Office:

CARAVS, Room No. 28

15 Civil Lines, Jabalpur – 482001



ANNEXURE - 'A'

Details of Directors seeking re-appointment / appointment at the 53rd Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Particulars					
Name	Justice Gulab Gupta	Mr. Deepak Chaudhuri	Mr. Mohan C. Pant	Mr. Ravindra K Raje	Ms. Drushti R. Desai
DIN	00191368	00456234	00257707	00112003	00294249
Date of Birth	01.03.1933	13.07.1952	05.10.1939	30.06.1955	06.03.1973
Date of Appointment in AGM	28.09.2006	29.09.2003	28.09.2006	28.09.2006	
Qualification	B.A., L.L.B from Allahabad University and L.L.M. from U.S.A.	Graduate from St. Stephens College, New Delhi and Management course from Harvard University Graduate School of Business Management in U.S.A.	B.Sc., BE (Hons) - 1961 from Govt. Engg. College, Jabalpur	Fellow member of the Institute of Chartered Accountants of India. He is also a qualified Company Secretary and a Bachelor of Law.	B.Com, Fellow member of the Institute of Chartered Accountants of India
Expertise in specific functional areas and past experience	Judge of M.P. High Court, Jabalpur in 1985; Later appointed Chief Justice of Himachal Pradesh High Court. Held the post of Governor, Rotary Club, Chairman - Human Rights Commission, M.P; Vice- Chancellor - Rani Durgawati University, Jabalpur for two years, presently, a practicing Supreme Court Lawyer.	32 years of experience in sales and marketing	Worked for 36 years with MP State Electricity Board (MPSEB) and retired as a Board Member (Generation) in 1997. At present, he provides consultancy to MPSEB for trouble-shooting in Generating Plants. He is also a member of Arbitration Panel for MPSEB.	35 years of experience in industry and consultancy assignments.	Partner in Bansi S Metha & Co; wide experience in the field on taxation and audit.
Directorship in other companies	Nil	Sunny Megabrands Exim (Pvt.) Ltd., M/s Imperial Cropcare (Pvt.) Ltd.	Nil	GWL Properties Limited, Harshit Finlease & Investments Pvt. Ltd., Jumbo World Holdings (India) Ltd., Jumbo Electronics Corporation Pvt. Ltd., MPIL Corporation Ltd., Firestorm Electronics Corporation Pvt. Ltd., Primo Enterprises Private Ltd., SMN Engineers Ltd., L'Aquila Investments Co. Pvt. Ltd., Viman Investments Pvt. Ltd., Wizer Advertising Pvt. Ltd., Aasman Management Services Pvt. Ltd., Derby Electricals (India) Pvt. Ltd., Healing Touch Angiography & Cardiac Surgery Centre Pvt. Ltd.	MT Educare Ltd., Kruti Finance and Holdings Pvt. Ltd. MPIL Corporation Ltd.
Memberships / Chairmanships of committees across public companies	Narmada Gelatines Ltd • Remuneration Committee – Member • Audit Committee - Chairman • Shareholders' Grievance Committee - Member	Narmada Gelatines Ltd • Remuneration Committee – Chairman • Audit Committee - Member • Investors' Grievance Committee - Member	Narmada Gelatines Ltd • Investors' Grievance Committee - Chairman • Audit Committee - Member • Remuneration Committee -Member	Narmada Gelatines Ltd • Audit Committee - Member MPIL Corporation Ltd • Audit Committee – Member • Shareholders' Grievance Committee - Member GWL Properties Ltd • Audit Committee – Chairman • Shareholders' Grievance Committee - Member	MPIL Corporation Ltd • Audit Committee - Member MT Educare Ltd. • Audit Committee - Chairperson
Shareholding	Nil	Nil	Nil	185	Nil



(Re: Note k) of the Notice)
ANNEXURE - B

Date: _____

M/s C B Management Services Pvt. Ltd.
 P-22 Bondel Road,
 Kolkata 700 019

Unit: NARMADA GELATINES LIMITED

Dear Sir,

With reference to Section 88(1) of the Companies Act, 2013, we give the following information.

Name	
Name of Joint Holder(s), if any	
Address	
Folio No.	
Contact No.	Phone: Mobile:
E-mail ID	
CIN Registration No. (in case of companies)	
Unique Identification No.	
Name of Father/Mother/Spouse	
Occupation	
Date of Birth	
Income Tax PAN	
Nationality	
Bank Name	
Branch Name	
Account Number	
MICR Number	
RTGS/NEFT/FSC Code (attach cancelled cheque)	

Thanking You
 Yours faithfully,

Signature
 Name of the shareholder

Note: Shareholders holding shares in dematerialised form are requested to update their above details in their Demat account.



NARMADA GELATINES LIMITED

CIN: L24111MP1961PLC016023

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

Proxy Form

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

53rd ANNUAL GENERAL MEETING – 22nd SEPTEMBER, 2014

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

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name of Member(s)

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual general meeting of the company, to be held on the Monday the 22nd day of September, 2014 at 1:00 p.m. at Hotel Narmada Jacksons, South Civil Lines, Jabalpur, M.P. and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

Resolution No.	Resolution	Vote (Optional see Note (iii)) Please mention No. of shares		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To consider and adopt the audited Financial Statements, Reports of the Board of Directors and Auditors			
2	Declaration of dividend on equity shares			
3	Re-appointment of Mr. R.K. Raje, as a Director			
4	Appointment of Auditors			
SPECIAL BUSINESS				
5	Appointment of Justice Gulab Gupta as an Independent Director			
6	Appointment of Mr. Mohan C. Pant as an Independent Director			
7	Appointment of Mr. Deepak Chaudhuri as an Independent Director			
8	Appointment of Ms. Drushti R. Desai as Director			
9	Approval of remuneration of the Cost Auditors			
10	Power to borrow and mortgage / create charge on the assets of the Company			
11	Issuance of bonus shares			

Signed this..... day of 2014.

Signature of shareholder

Signature of Proxy holder(s)

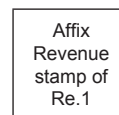
(1)

(2)

(3)

Note:

- (i) 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.
- (ii) A Proxy need not be a member of the Company
- (iii) It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
- (iv) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (v) Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
- (vi) For the resolutions, explanatory statements and notes, please refer Notice of the 53rd Annual General Meeting.





NARMADA GELATINES LIMITED

CIN: L24111MP1961PLC016023

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

ATTENDANCE SLIP

Please fill the Attendance slip and hand it over at the Entrance of the Meeting Hall

DP ID*		Folio No.	
Client ID*		No. of Shares	

* Applicable for investors holding shares in electronic form

Name and Address of the Shareholder :

.....

I hereby record my presence at the 53rd ANNUAL GENERAL MEETING of the Company held on Monday, 22nd September, 2014 at 1:00 p.m. at Hotel Narmada Jacksons, South Civil Lines, Jabalpur, M.P.

Signature of Shareholder / Proxy





Clean-up drive to make Bherghat a polethene-free zone



Eye diagnostic camp organized at Shahajpur village



Distribution of medicines, blankets and goggles to eye patients



Post-eye operative care advice by doctors at Medical College, Jabalpur

COURIER/REGISTERED POST/BOOK POST



If undelivered Please return to :

The Company Secretary

Narmada Gelatines Limited

Caravs, Room No. 28, 15 Civil Lines,
Jabalpur (MP) - 482 001.