



24th ANNUAL REPORT 2014-2015

Mid India Industries Limited

Regd. Office: Textile Mill Area, Mandsaur - 458001 (M.P.) India

BOARD OF DIRECTORS

Shri Sanjay Singh
Shri Pradeep Ganediwal
Mrs. Deepika Gandhi
Shri Aneet Jain
Shri Rakesh Kumar Jain

Managing Director
Non Executive Director
Independent Director
Independent Director
Independent Director

COMPANY SECRETARY
CS Shailendra Agrawal

CHIEF FINANCIAL OFFICER
Mr. Om Prakash Danotia

STATUTORY AUDITORS
M/s. KVNG & Associates
Chartered Accountants
55, Murai Mohalla, Indore (M.P.)

SECRETARIAL AUDITOR
M/s. L.N. Joshi & Company
Company Secretaries
Indore (M.P.)

REGISTERED OFFICE
Textile Mill Area, Near Railway Station,
Mandsaur (M.P.) - 458001
Tel.: 07422 234999, 405139
Fax: 07422 234374
E-mail Id: csmidindia@gmail.com
Website: www.midindiaindustries.com

CORPORATE OFFICE
2/3, New Palasia, Pt. Ramnarayan
Shastri Marg, Indore (M.P.) - 452001
Tel.: 0731 2433231, 2543402
Fax: 0731 2530916
E-mail Id: csmidindia@gmail.com
Website: www.midindiaindustries.com

INTERNAL AUDITOR
M/s. Kaushal & Agrawal
Chartered Accountants
218, D.M. Tower, 21/1
Race Course Road, Indore (M.P.)

REGISTRAR & SHARE TRANSFER AGENT
Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex, Pardesipura,
Indore (M.P.) - 452010
Tel.: 0731 2551745, 2551746
Fax: 0731 4065798
E-mail Id: ankit_4321@yahoo.com
Website: www.ankitonline.com

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BOARD'S REPORT

To,
Members of
MID INDIA INDUSTRIES LIMITED

Your directors are pleased to present the 24th Annual Report together with the Audited financial Statement for the year ended 31st March, 2015.

1. STATE OF AFFAIRS, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK:

1.1 FINANCIAL HIGHLIGHTS AND SUMMARY

The performance highlights and summarized financial results of the Company are given below:

Particulars	Year ended	Year ended
	31 st March 2015	31 st March 2014
	(Rupees in Lakhs)	
Total Income	2926.44	3747.20
Total Expenditure	2911.65	3727.07
Profit/Loss before tax	14.79	20.13
Provision for Tax, Current Tax	2.96	3.95
Profit/Loss after tax	11.83	16.18
Amount available for appropriation	11.83	16.18
Surplus Carried to Balance Sheet	11.83	16.18
Paid up Equity Share Capital	1630.00	1630.00
Earning per share (Rs.10/- each) Basic & Diluted (in Rs.)	0.07	0.09

The company is engaged manufacturing of cotton yarn. During the financial year company has total income of Rs. 2926.44 Lacs in comparison to previous year's total income of Rs. 3747.20 Lacs and earned net profit of Rs. 11.83 lacs and in comparison to previous year's net profit of Rs. 16.18 Lacs.

1.2 OPERATIONS AND STATE OF COMPANY'S AFFAIRS

During the year 2014-15, the Company's operating margins were not upto the mark. However, it has continued with its long term business strategy of investing in modernization of facilities in Yarn Divisions, increasing emphasis on Product development and expanding distribution systems. Our Company has made focused effort in improving product quality, lowering operating costs, improving operating efficiency.

1.3 CHANGE IN NATURE OF BUSINESS

During the year there was no change in nature of business activities of the company.

1.4 SHARE CAPITAL

During the year company has not raised any paid up share capital. The Paid Up Equity Share Capital as at 31st March 2015 stood at 16.30 Crores. During the year under review, the company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares. As on 31st March 2015, none of the Directors of the company hold instruments convertible into equity shares of the Company.

2. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as prescribed in form MGT 9 required under section 92 of the Companies Act, 2013 is included in this report as ANNEXURE-1.

3. BOARD MEETINGS AND ANNUAL GENERAL MEETING

During the Financial Year 2014-15, meetings of the Board of Directors of the Company were held 4 (Four) times. The gap between two Meetings did not exceed one hundred and twenty days. Further Annual General Meeting was held on 19th September, 2014. Detailed



information on the meetings of the Board, its Committees and the AGM is included in the Report on Corporate Governance, which forms part of this Annual Report.

4. DIVIDEND

Due to accumulated losses in earlier years and inadequate profit during the year, your directors have regret to recommended any dividend for the year under review.

5. AMOUNTS TRANSFERRED TO RESERVES

During the year under review, no amount was transferred to general reserve.

6. FIXED DEPOSITS

During the year the Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

The Company does not have any subsidiary, joint venture or associate company.

8. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

At the annual general meeting held on 19th September, 2014 Shri Shreeram Singh, Shri Rakesh Kumar Jain and Shri Aneet Jain were appointed as an independent director of the Company pursuant to Section 149 of the Companies Act, 2013 for a term of five consecutive years. None of the Independent Directors are due for re-appointment.

Thereafter Board of Directors in its meeting held on 14th November, 2014 has appointed Smt. Deepika Gandhi as an Additional Director as well as independent women Director of the Company, not liable to retire by rotation. And Shri Sanjay Singh appointed as additional director as well as managing director of the company for period of five years subject to approval of members in ensuing general meeting.

The Company has received notices in writing from the members as required under section 160 of the Companies Act, 2013 for proposal for appointment of Smt. Deepika Gandhi and Shri Sanjay Singh as Directors in ensuing Annual General Meeting

Further Shri Dharmprakash Shrivastav, Shri Shreeram Singh & Shri Amrish Gupta resigned from the post of Directors due to their pre occupation and other personal reasons. Your Board places on record their deep appreciation of the valuable contribution made by them during their tenure as Directors of the Company.

In accordance with provisions of Section 152 of the Companies Act, 2013 and the Company's article of association, Shri Pradeep Kumar Ganediwal, Director retires by rotation at the forthcoming annual general meeting and being eligible offers himself for re-appointment

Mr. Sanjay Singh, Managing Director (w.e.f.14.11.2014); Mr. Shailendra Agrawal Company Secretary and Mr. Om Prakash Dhanotiya, Chief financial officer of the Company are the Key Managerial Personnel of the Company as per the provisions of the Companies Act, 2013.

DISQUALIFICATIONS OF DIRECTORS

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

9. DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company confirming that they fulfill the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

The following Directors are independent in terms of Section 149(6) of the Act and Clause 49 of the Listing Agreement:

(i) Shri Rakesh Kumar Jain (ii) Shri Aneet Jain (iii) Smt. Deepika Gandhi

10. DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(3) (c) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for



year ended on that date;

- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively and
- f) the directors have laid down proper internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

11. FAMILIARIZATION OF INDEPENDENT DIRECTORS

The details of familiarization programme for Independent Directors have been disclosed on website of the Company www.midindiaindustries.com.

12. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year under review. The Meeting was conducted in an informal manner without the presence of the Chairman, the Managing Director, the Non-Executive Non-Independent Directors and the Chief Financial Officer.

13. COMMITTEES OF THE BOARD OF DIRECTORS

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee with Shri Rakesh Kumar Jain (Chairman), Shri Aneet Jain & Smt. Deepika Gandhi, as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The other Committees of the Board are :

- (i) Nomination and Remuneration Committee
- (ii) Stakeholders Relationship Committee
- (iii) Internal Committee for Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 redressal of complaint at the workplace.

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

14. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, performance evaluation of the Board, its Committee and the Independent Directors was carried out time to time. The manner in which the evaluation is carried out has been explained in the Corporate Governance Report.

15. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

The Company has not granted any loan or provided any guarantees to or invested in securities of any other body corporate during the year.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered any related party transactions during the financial year; hence provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in Form AOC-2 is not applicable.

17. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of section 134 of the Companies Act, 2013 read with Rule (8) (3) of the Companies (Accounts) Rules, 2014 are given as under :

(A) Conservation of Energy

The steps taken or impact on conservation of energy :

- (i) Adequate measures have been initiated to reduce energy consumption by replacing tubelight and other lights with LED.
- (ii) The capital investment on energy conservation equipments: Nil

(B) Technology Absorption

- (i) The efforts made towards technology absorption : Not Applicable.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution : Not Applicable.



- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): Not Applicable.
 (iv) Company has not incurred any expenditure on Research and Development during the year under review.

Foreign Exchange earning/outgo (Rs. In Lacs)		
Foreign Exchange earned	Year ended 31/03/2015	Year ended 31/03/2014
(i) Sales	407.04	445.27
(ii) Other Activities	3.74	23.64
Foreign Exchanged used		
(i) Purchase of Raw Material	0	0
(ii) Other Activities	0	7.53

18. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS
 Your company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The company's internal control system is commensurate with its size, scale and complexities of its operations; the internal and operational audit is entrusted to M/s. Kaushal & Agrawal, Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The audit committee of the board of directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.

The audit committee of the board of directors, statutory auditors and the business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of director. Significant audit observations and corrective actions taken by the management are presented to the audit committee of the board. To maintain its objectivity and independence, the internal audit function reports to the chairman of the audit committee.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Provisions of section 135 of the Companies Act, 2013 does not apply to the Company, therefore Company has not constituted Corporate Social responsibility (CSR) committee as required under the Act.

20. REMUNERATION POLICY / DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and Clause 49 of the Listing Agreement, the Board of Directors formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. Details of policy covering these requirements has disclosed in corporate governance report.

Information required under Section 197 of the Companies Act, 2013 read with Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 attached as "ANNEXURE 2".

During the year none of the employee of the company is drawing more than Rs.60,00,000/- per annum or Rs.5,00,000/- per month for the part of the year, therefore Particulars of the employees as required under Section 197 of Companies Act, 2013 read with rule 5 (2) & rule 5 (3) of Companies (appointment and remuneration) Rules 2014 are not applicable.

Further Company did not have any holding or subsidiary company therefore receipt of the commission or remuneration from holding or subsidiary company of the company as provided under section 197 (14) of Companies Act, 2013 is not applicable.

21. REPORTS ON MANAGEMENT DISCUSSION & ANALYSIS ON CORPORATE GOVERNANCE

Pursuant to clause 49 of the listing agreement with stock exchanges, a separate section titled " Report on Corporate governance and Management discussion and Analysis forms part of this Annual Report.

Certificate confirming compliance with the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement also forms parts of this Annual Report.



22. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a whistle blower policy to report genuine concerns or grievances. The details of establishment of the reporting mechanism are disclosed on the website of the Company (www.midindiaindustries.com). No Person has been denied access to the Audit Committee.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

24. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. L.N.Joshi & Company, Practising Company Secretary, to undertake as the Secretarial Audit of the company. The Secretarial Audit report is included as [ANNEXURE-3](#) and forms an integral part of this Report. With respect to the observations of the Secretarial Auditor, the Board replies hereunder:

Delhi stock exchange has not provided any platform for trading and company is listed on nation wide stock exchange. Therefore company has not paid listing fee for the Delhi stock exchange. However company is in compliance with the clauses of listing agreement and duly submitted all the required documents as per listing agreement in prescribed time.

Except this there is no Secretarial Audit qualification /observation for the year under review.

25. STATUTORY AUDITORS

Pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 M/s. KVNG & Associates, Chartered Accountants (Firm Registration No.002628C) statutory auditors of the company were appointed as auditor to hold office up to the conclusion of forthcoming annual general meeting of the company and are recommended for re-appointment to audit the accounts of the company up to the 26th AGM of the Company to be held in year 2017 subject to ratification of their appointment by members at every AGM held thereafter. A resolution for appointment of M/s. KVNG & Associates, Chartered Accountants, as auditors for the period from the conclusion of the ensuing 24th AGM till the conclusion of the 26th AGM and for fixation of their remuneration for the year 2015-16 is being proposed in the notice of the ensuing AGM for the approval of the members. The Company has received from M/s. KVNG & Associates, Chartered Accountant a written consent for ratification of their appointment from the conclusion of the 24th AGM till the conclusion of the 26th AGM and a certificate to the effect that their appointment shall be in accordance with the prescribed conditions and that the firm is not disqualified under the Companies Act, 2013.

EXPLANATION TO AUDITOR'S REMARKS

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.

Further there was no fraud in the Company, which was required to report by statutory auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

26. COST AUDITORS

The Company does not falls within the provisions of section 148 of Companies Act, 2013 read with Companies (Cost records & Audit) Rules, 2014, therefore no such records required to be maintained and company is not required to appoint cost Auditor for the Financial year 2014-15. Further Company has submitted Cost Audit Report for financial year 2013-2014 in prescribed time and there was no qualification in their report.

27. CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management and independent directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct. Declaration on adherence to the code of conduct is forming part of the Corporate governance Report.

28. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

29. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year to which the financial statements relate and the date of this Board's report.



30. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy required conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

31. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.

32. LISTING OF SHARES

Company shares listed on Bombay Stock Exchange Limited only . The company has paid annual listing fee for financial year 2015-16 . During the financial year Company has voluntary delisted from Ahmedabad Stock Exchange Limited w.e.f. 24th December, 2014.

33. BUSINESS RESPONSIBILITY REPORT

Business responsibility reporting as required by clause 55 of the listing agreement with stock exchange is not applicable to your company for the financial year ending 31st March 2015.

34. DEPOSITORY SYSTEM

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail of the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

35. INSURANCE

The Company's assets are adequately insured against the loss of fire and other risk as considered necessary by the Management from time to time. The company has also taken adequate insurance cover for all movable and immovable assets and for all such types of risks as considered necessary by the Management from time to time.

36. PREVENTION OF INSIDER TRADING

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

37. MD & CFO CERTIFICATION

Certificate from Managing Director and Chief Financial Officer, pursuant to provisions of Clause 49(V) of the Listing Agreement, for the year under review was placed before the Board of Directors of the Company at its meeting held on 12th August, 2015. A copy of the certificate on the financial statements for the financial year ended March, 31, 2015 is annexed along with Report Corporate Governance.

38. INDUSTRIAL RELATIONS

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

39. ACKNOWLEDGMENT

The Board of Directors wish to place on record its appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and cooperation extended by the investors, stakeholders, Banks and other regulatory authorities.

Place: Indore

Date: 12th August, 2015

For and on behalf of the Board of Directors
MID INDIA INDUSTRIES LIMITED

Sanjay Singh
Managing Director
DIN 01548011

Rakesh Kumar Jain
Director
DIN 01548417



Annexure-1 Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS

i) CIN	L17124MP1991PLC006324
ii) Registration Date	19/03/1991
iii) Name of the Company	MID INDIA INDUSTRIES LIMITED
iv) Category / Sub-Category of the Company	Public Company limited by shares/Indian Non-government Company
v) Address of the Registered office and contact details	Textile Mill Area, Station Road, Mandsaur (M.P.)-458001 Tel.0731-2543402, 2233231 Fax:0731-2530916 Email id: csmidindia@gmail.com website: www.midindiaindustries.com
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore- 452010 (M.P) Tel.: 0731-3198601-602, 2551745-46 Fax: 0731-4065798

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of Main Products/Services	NIC Code of The Product/service	% total turnover of the company
1.	Preparation and spinning of cotton fiber including blended cotton	*13111 - Division 13 : Manufacture of textiles	100%

*As per national industrial classification (NIC code 2008)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
NIL					



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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01st April 2014)				No. of Shares held at the end of the year (As on 31st March, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	6265750	0	6265750	38.44%	6353394	0	6353394	38.98%	0.54%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	1446500	0	1446500	8.87%	1446500	0	1446500	8.87%	0.00%
e) Banks / FI									
f) Any Other									
Sub-total (A) (1):-	7712250	0	7712250	47.31%	7799894	0	7799894	47.85%	0.54%
(2) Foreign									
a) NRIs-Individuals									
b) Other-Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other									
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1)+(A) (2)	7712250	0	7712250	47.31%	7799894	0	7799894	47.85%	0.54%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	40600	40600	0.25%	0	40600	40600	0.25%	0
b) Banks / FI	300	500000	500300	3.07%	300	500000	500300	3.07%	0
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B) (1):-	300	540600	540900	3.32%	300	540600	540900	3.32%	0



2. Non-Institutions									
a) Bodies Corp.									
i) Indian	178011	449100	627111	3.85%	192746	429200	621946	3.82%	(0.03%)
ii) Overseas									
b) Individuals									
I) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1361435	4083870	5445305	33.41%	1373226	4050970	5429196	33.31%	(0.10%)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	663234	680200	1343434	8.24%	557655	680100	1237755	7.59%	(0.65)%
c) Others (NRI & OCB)	33300	597700	631000	3.87%	74800	595500	670300	4.11%	0.24%
d) Clearing Member	0	0	0	0%	9	0	9	0.0%	0.00%
Sub-total (B) (2):-	2235980	5810870	8046850	49.37%	2198436	5660770	7959206	48.83%	(0.54%)
Total Public Shareholding (B)= (B)(1)+ (B)(2)	2236280	6351470	8587750	52.69%	2198736	6301370	8500106	52.15%	(0.54%)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	9948530	6351470	16300000	100	9998630	6301370	16300000	100	0

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ranchhod Prasad Laxminarayan (HUF)	3757300	23.05	0	3757300	23.05	0	0
2	Ganediwal Finance & Leasing Pvt. Ltd.	1173000	7.20	0	1173000	7.20	0	0
3	Ranchhod Prasad Ganediwal	763770	4.69	0	851414	5.23	0	0.54
4	Pradeep Ganediwal	695000	4.26	0	695000	4.26	0	0
5	Pradyumn Ganediwal	516130	3.17	0	516130	3.17	0	0
6	Indira Ganediwal	300000	1.84	0	300000	1.84	0	0
7	Mid India International Limited	273500	1.68	0	273500	1.68	0	0



8	Priti Ganediwal	95000	0.58	0	95000	0.58	0	0
9	Sushila Devi Ganediwal	50000	0.31	0	50000	0.31	0	0
10	Ranchhod Prasad Ganediwal	50000	0.31	0	50000	0.31	0	0
11	Krishna Das Agrawal	12900	0.08	0	12900	0.08	0	0
12	Nirmal Agrawal	11200	0.07	0	11200	0.07	0	0
13	Kanta Bai Agrawal	10000	0.06	0	10000	0.06	0	0
14	Ritu Agrawal	4400	0.03	0	4400	0.03	0	0
15	Shankar Prasad Mansinghka	50	0	0	50	0	0	0
	Total	7712250	47.31%	0	7799894	47.85	0	0.54

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

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	7712250	47.31	7712250	47.31
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc): (As per changes given below)	0	0	0	0
	At the End of the year	7799894	47.85	7799894	47.85
1	Ranchhod Prasad Ganediwal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	763770	4.69	763770	4.69
	Market Purchase on 30.12.2014	32174	0.20	795944	4.88
	Market Purchase on 27.03.2015	55470	0.34	851414	5.22
	At the end of the year	851414	5.22	851414	5.22

Except this change there is no change in promoter's shareholding during the financial year.



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):					
S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Madhya Pradesh Audyogik Vikas Nigam At the beginning of the year	500000	3.07%	500000	3.07%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	500000	3.07%	500000	3.07%
2	Alken Management & Financial Services Private Limited At the beginning of the year	118963	0.73%	118963	0.73%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	118963	0.73%	118963	0.73%
3	Sara Resinous Chemicals Pvt. Ltd. At the beginning of the year	108500	0.67%	108500	0.67%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	108500	0.67%	108500	0.67%
4	Ameera Vinod Shah At the beginning of the year	90000	0.55%	90000	0.55%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	90000	0.55%	90000	0.55%



5	Roopshri Finvset Pvt. Ltd. At the beginning of the year	88000	0.54%	88000	0.54%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	88000	0.54%	88000	0.54%
6	Girdhari Sagarmal Biyani At the beginning of the year	80300	0.49%	80300	0.49%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	80300	0.49%	80300	0.49%
7	Kosha Investment Ltd At the beginning of the year	64900	0.40%	64900	0.40%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	64900	0.40%	64900	0.40%
8	NGL Fine-Chem Ltd. At the beginning of the year	62800	0.39%	62800	0.39%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	62800	0.39%	62800	0.39%
9	Omprakash Khandelwal At the beginning of the year	59200	0.36%	59200	0.36%



	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	59200	0.36%	59200	0.36%
10	Girdhari Sagarmal Biyani At the beginning of the year	50100	0.31%	50100	0.31%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	50100	0.31%	50100	0.31%

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sanjay Singh (Managing Director)				
	At the beginning of the year	2900	0.02%	2900	0.02%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	2900	0.02%	2900	0.02%
2	Pradeep Kumar Ganediwal (Non Executive Director)				
	At the beginning of the year	695000	4.26%	695000	4.26%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	695000	4.26%	695000	4.26%



3 Aneet Jain (Independent Director)		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	200	0.001%	200	0.001%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	200	0.001%	200	0.001%
4 Rakesh Kumar Jain (Independent Director)		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	27600	0.17%	27600	0.17%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	27600	0.17%	27600	0.17%
5 Deepika Gandhi (Independent Director)		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0
6 Om Prakash Dhanotiya (Chief Financial officer)		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	25000	0.15	25000	0.15
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	25000	0.15	25000	0.15



7	Mr. Shailendra Agrawal (Company Secretary)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	91.94	Nil	Nil	91.94
ii) Interest due but not paid	0.37			0.37
iii) Interest accrued but not due				
Total (i+ii+iii)	92.31	Nil	Nil	92.31
Change in Indebtedness during the financial year				
· Addition	Nil	Nil	Nil	Nil
· Reduction	71.10	Nil	Nil	71.10
Net Change	71.10	Nil	Nil	71.10
Indebtedness at the end of the financial year				
i) Principal Amount	21.03	Nil	Nil	21.03
ii) Interest due but not paid	0.18	Nil	Nil	0.18
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	21.21	Nil	Nil	21.21

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Amrish Gupta (M.D. Up to 14.11.2014)	Sanjay Singh (M.D.from 14.11.2014)	
1.	Gross salary			



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	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	75,000/-	Nil	75,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify..	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total (A)	75,000/-	-	75,000/-

Ceiling as per the Act: the remuneration paid within the ceiling of the act.

B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors				Total Amount
	Rakesh Jain	Aneet Jain	Deepika Gandhi	Shreeram Singh	
1. Independent Directors					
· Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
· Commission					
· Others, please specify					
Total (1)	Nil	Nil	Nil	Nil	Nil
2. Other Non-Executive Directors (Pradeep Kumar Ganediwal)					
· Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
· Commission					
· Others, please specify					
Total (2)	Nil	Nil	Nil	Nil	Nil
Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
Total Managerial Remuneration					
Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,50,000/-	1,44,320/-	5,94,320/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil



2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	4,50,000/-	1,44,320/-	5,94,320/-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL



Annexure 2

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(I). The Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the financial year:

S.No	Name of Director	Ratio to median Remuneration
1.	Amrish Gupta (resigned w.e.f. 14.11.2014)	1.30:1

(II). The percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2014-15 is as follows: (Amount in Rs.)

S.No	Name of Person	Designation	%Increase increased in Remuneration
1.	#Amrish Gupta (resigned w.e.f. 14.11.2014)	Managing Director	Nil
2.	##Om Prakash Dhanotiya	CFO	Nil
3.	##Shailendra Agrawal	CS	Nil

Note: # No Change in remuneration payable to Managing Director except Managing Director no remuneration paid to any director.

This is the first year of appointment of CS & CFO, hence % increase in remuneration is not reported.

(III). The Percentage increase in the median remuneration of all employees in the financial year: During the year 8.45% decrease in percentage in the median remuneration of all employees in comparison to previous year.

(IV). The Number of permanent employees on the rolls of the Company:

Total Number of employees: 174 (One hundred seventy four)

(V). The explanation on the relationship between average increase in remuneration and Company Performance: Not applicable since during the year there was decrease in average remuneration given to employees in comparison to previous financial year and profit of the company come down to Rs 14.78 lacs in comparison to previous year Rs. 20.12 lacs.

(VI). Comparison of the remuneration of the Key Managerial Personnel against the performance of your Company:

Particulars	Amount (Amount in Rupees)
Remuneration of KMP during the financial year 2014-15 (aggregated)	669320
Revenue from operations	292194440
Remuneration (as % of revenue)	0.23%
Profit before tax (PBT)	1478940
Remuneration (as % of PBT)	45.26%

(VII). Variation in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year. (Amount in Rs.)

Particulars	As at 31st March 2015	As at 31st March 2014	Variation %
Closing rate of share at BSE (Rs)	2.19	0.37	492%
EPS (Rs)	0.07	0.10	(-30%)
Market capitalization (Rs in lacs)	35697000	6031000	492%
Price earning Ratio	31.29	3.70	745%



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Percentage increase/decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with last public offer (in the year 1993 at par i.e. Rs.10/-): Percentage decrease in 78.10% Since last public offer.

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

The average decrease in salaries of employees other than managerial person in 2014-15 was 13.34%. There was no change in remuneration of managerial remuneration for the year ended 31st March, 2015.

(IX). Comparison of each remuneration of the Key Managerial Personnel against the performance of the company

(Amount in Rs.)

Particulars	Managing Director	Chief Financial officer	Company Secretary
Remuneration	75000	144320	450000
Revenue	292644350	292644350	292644350
Remuneration (as % of revenue)	0.03%	0.05%	0.15%
Profits before tax (PBT)	1478940	1478940	1478940
Remuneration (as % of PBT)	5.07%	9.78%	30.43%

(X). The key parameters for any variable component of remuneration availed by the directors; Not applicable

(XI). The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; None

(XII). Affirmation:

The Company affirms remuneration is as per remuneration policy of the Company.



Annexure - 3 Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2015

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

To,
The Members,
MID INDIA INDUSTRIES LIMITED
CIN: L17124MP1991PLC006324

Registered Office:
Textile Mill Area, Station Road, Mandsaur (M.P.)-458001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mid India Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Mid India Industries Limited for the financial year ended on 31 March, 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under and Companies Act, 1956 and rules made there under to the extent applicable;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (not applicable to the company during the audit period);

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable to the company during the audit period);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the company during the audit period);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the company during the audit period);

(vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other specific applicable Acts, laws and Regulations to the Company. The laws, regulations, directions, orders applicable specifically to the Company are as follows:

a) Textile Committee Act, 1963

b) Textiles (Development and Regulation) Order, 2001



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

- (i) The compliance of Secretarial Standards issued by the Institute of Company Secretaries of India was not applicable during the period under review.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws) since the same have been subject to review and audit by the Statutory Auditors of the Company.

During the period under review the Company has materially complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observation:

Company had not paid listing fee to Delhi Stock Exchange Limited.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there were no dissenting views by any members of the Board during the period under review.

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

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

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

Place: Indore
Date: 12th August, 2015

For L.N. Joshi & Company
Company Secretaries

L.N. Joshi
Proprietor
FCS: 5201; C P No 4216

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms an integral part of this report.



ANNEXURE to Secretarial Audit Report

To,
The Members,
MID INDIA INDUSTRIES LIMITED
CIN: L17124MP1991PLC006324

Registered Office:
Textile Mill Area, Station Road, Mandsaur (M.P.)-458001

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

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

Place: Indore
Date: 12th August, 2015

For L.N.Joshi & Company
Company Secretaries

L.N. Joshi
Proprietor
FCS: 5201; C P No 4216



MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC SCENARIO

Indian markets have witnessed a buoyant trend that indicates better profit growth prospects for 2015. This seems to be the start of a golden era, not just for the markets, but also the Indian economy. Many factors have fallen into place for Indian markets and the economy. India is the only major country that is projected to see a pickup in growth momentum. The government's initial estimates for Fiscal Year 2014 (ending 31 March 2015) show that economic growth accelerated to 7.4%. Growth in the gross domestic product is expected to accelerate to 7.8% in FY 2015 on improved performance in both industry and services as policy addresses structural bottlenecks and external demand improves. Growth is expected to edge up further to 8.2% in FY 2016, helped by a supportive monetary policy in 2015, as inflation continues to trend lower and by a pickup in capital expenditure.

INDUSTRY OUTLOOK

The outlook for the Indian textile industry looks 'positive' for medium to long term, buoyed by both strong domestic consumption as well as export demand. With massive economic development and subsequent rising labor costs coupled with appreciating energy costs and domestic focus, China is slowly moving out of driver's seat vacating a textile trade space of more than \$100 billion over next 5-6 years. But China policy affecting the textile market and though competition has been started. This is expected to perfectly match with Government of India's new focus to revive manufacturing industry with textile as key segment in its 'Make in India' program. Besides, the growth in Indian middle class, which remain to be target consumers for many companies, provides a great market opportunity for textiles. So, in the medium to long-term perspective, the Indian textile industry is expected to not just benefit from exports but also from huge domestic market. Nevertheless, to fully tap the growth opportunities, the industry needs to focus on consolidation and modernization of weaving, processing and garmenting capacities to ensure optimum productivity and improved quality. On part of the government, labor laws reforms should be implemented at the earliest to encourage new investments. Our Company is trying to overcome from having losses occurred in the past to cope up with present scenario.

OPPORTUNITIES

In 2015-16, demand for yarn in the domestic market is expected to remain buoyant. Factors such as revival in the domestic economy, rising income level and lifestyle changes are expected to boost the consumption of fabrics and apparels during the year. Additionally, India's apparel exports are expected to grow at a robust pace backed by a persistent overseas demand. Besides this, we expect a pick-up in demand for home textiles and technical textiles. These are likely to result in to higher yarn off-take by integrated fabric and apparel manufacturers. Company is planning to modernize its plant and machineries and use latest technology to enhance the business as well as to compete with competitors.

RISKS

Given the high operating and financial leverage of the industry, the pressure on the capacity utilization due to reduced export demand will continue to be a downside risk for the Indian spinners, according to ICRA. As a result, pickup in the domestic demand, supported by lower yarn prices, fiber substitution and increase in the textile exports; and diversification of the export markets would be critical to cushion the impact of decline in the export demand. To avoid Interest risk our company's is not availing any capitalized loan from long time and Company using two decades older technology which is not able to compete with latest technology. The biggest challenge facing the Indian textile industry is competition from the other low cost neighboring countries which attract more business from the international market because of lower production costs, ease in doing business and easier trade routes.

INTERNAL CONTROL

The Companies Internal control/supervisory system is established to ensure that board and management are able to achieve their business objectives in a prudent manner, safeguarding the interest of Companies shareholders and other stakeholders whilst minimizing the key risk such as fraud, misleading financial statements, breach of legal and contractual obligation, unauthorized business activity.

HUMAN RESOURCES

Your Company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

FINANCIAL & OPERATIONAL PERFORMANCE

Financial and Operational performance forms part of the Annual Report and is presented elsewhere in the report.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could influence the Company's operations include competition, government policies and regulations.



REPORT ON CORPORATE GOVERNANCE

In Compliance with clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said clause and practices as followed by the Company.

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The company's essential character is shaped by the value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care.

A. BOARD OF DIRECTORS

(I) The Company is fully compliant with the Corporate Governance norms in the terms of constitution of the Board of Directors ("the Board"). The Company's policy is to maintain an optimum combination of Executive and non Executive Independent directors. The Composition of your Company's Board, which comprises of five directors, is given in the table below and is in conformity with clause 49 of the listing agreement with stock exchange.

As will be seen from the following table, none of the directors holds office as a director, including alternate director, in more than 20 companies at the same time. None of them has directorships in more than 10 public companies, None of the directors serves as an independent director in more than seven listed companies or in more than three listed companies in case he is a whole time director in any listed company nor is any of them a member of more than ten committees of the prescribed nature or holds chairmanship of more than five such committee across all public limited companies in which they are directors. The Board does not have any nominee director representing any institution.

Name of Director	Category	No. of Board Meetings Attended	Date of Joining the Board	Whether attended last AGM held on 19.09.2014	No. of Directorship (including this Company)		No. of Committee membership Position (including this Company)	
					Chairman	Member	Chairman	Member
Pradeep Kumar Ganediwal (DIN 0020385)	Promoter NED	3	23.04.1992	No	1	5	-	-
Aneet Jain (DIN 00380080)	ID	4	30.04.2002	No	-	2	-	3
*Shreeram Singh (DIN 00020355)	ID	3	28.06.2003	Yes	-	1	-	-
Rakesh Kumar Jain (DIN 01548417)	ID	4	01.06.2011	Yes	-	5	3	3
*Dharmprakash Shrivastav (DIN 05317590)	ID	-	30.06.2012	No	-	-	-	-
*Amrish Gupta (DIN 02723180)	MD	2	01.06.2013	Yes	-	-	-	-
*Deepika Gandhi (DIN 07017162)	ID	1	14.11.2014	No	-	1	-	3
*Sanjay Singh (DIN 01548011)	MD	1	14.11.2014	No	1	2	-	-



MD= Managing Director, ID = Independent Director, NED= Non Executive Director

Note: This includes directorship in public limited companies, subsidiary of public limited companies and directorship in Private Limited Companies but excluding, overseas companies, companies under Section 8 of the Companies Act, 2013 and alternate directorship if any.

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

*Further Shri Dharmprakash Shrivastav (w.e.f.12.08.2014), Shri Shreeram Singh (w.e.f.14.11.2014) & Shri Amrish Gupta (w.e.f.14.11.2014) resigned from the post of Director due to their pre occupation and other personal reasons.

*Further Board of Directors has appointed Smt. Deepika Gandhi (Independent Director) & Shri Sanjay Singh (Managing Director) w.e.f. 14.11.2014 subject to approval of members in ensuing general meeting.

The notice of every board meeting is given in writing to each director. The agenda along with the relevant information such as financial results, capital expenditure proposals and statutory dues, among others, are as a matter of routine, placed before the Board for its approval/information. Board Meetings are governed by a structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings

The necessary quorum remained present in all the meetings. Leave of absence is granted to the concerned directors who could not attend the respective Board Meeting. In Financial year 2014-15 four Board Meetings were held and the gap between two meetings did not exceed 120 days. The dates on which the said Meetings were held are as follows:

May 30th 2014, August 12th 2014, November 14th 2014 & February 05th 2015.

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company

INDEPENDENT DIRECTORS MEETING

Pursuant to the clause 49 of the Listing Agreement and schedule IV of the Companies Act, 2013, the independent directors of the Company shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, independent directors of the Company met on 30th March 2015 to consider the following business as required under clause 49 of the Listing Agreement and the Companies Act, 2013:-

- (a) Review the performance of Non-Independent Directors and the Board as a whole;
- (b) Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and;
- (c) Assess the quality, quantity and timelines of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the independent directors were present for the meeting.

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. Well-defined and structured questionnaires were prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance etc.

The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. Qualitative comments and suggestions of Directors were taken into consideration by the Chairman of the Board and the Chairman of the Nomination and Remuneration Committee. The Directors have expressed their satisfaction with the evaluation process.

FAMILIARIZATION OF INDEPENDENT DIRECTORS

The details of familiarization programme for Independent Directors have been disclosed on website of the Company



www.midindiaindustries.com.

ii) Inter-se relationship among directors

There is no inter-se relationship among the directors.

iii) Role of Independent Director

Independent Directors play a key role in the decision making process of the Board and in shaping various strategic initiatives of the Company. The Independent directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, public policy, finance, financial services and other allied fields. The Company benefits immensely from their inputs in achieving its strategic direction.

iv) Shareholding of Non-executive Director

The Number of equity shares held by Non-Executive Directors as on 31.03.2015 was as under:

Name of Director	No. of shares
Pradeep Kumar Ganediwal (DIN 0020385)	695000
Rakesh Kumar Jain (DIN 01548417)	27600
Aneet Jain (DIN 00380080)	200
Deepika Gandhi (Din No.07017162)	Nil

v) Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as per Clause 49(1) (A) of the Listing Agreement.

Brief resume(s) of the Directors proposed to be appointed / re-appointed are given in the Notice convening the Annual General Meeting in separate annexure.

(vi) Board Procedure

A detailed agenda folder is sent to each Director in advance of Board and Committee meetings. To enable the Board to discharge its responsibilities effectively, the Chairman briefs the Board at every meeting on the overall Company performance and compliance of the company wherever applicable.

COMMITTEES OF THE BOARD

(I) Audit Committee (Mandatory Committee)

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report. As required under Section 177 of the Companies Act, 2013 ("the Act") read with the provisions of Clause 49 of the Listing Agreement(s), the Board has Re-constituted an Audit Committee consisting of Shri Rakesh Kumar Jain, Shri Aneet Jain and Smt. Deepika Gandhi Non Executive independent Directors. All the members of the committee, including committee chairman are independent director. All the members of the committee are financial literate.

(i) Meeting and Composition

The Composition of Audit Committee as on 31.03.2015 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Shri Rakesh Kumar Jain (DIN 01548417)	Non executive Independent Director	Chairman	2	2



Aneet Jain (DIN 00380080)	Non executive Independent Director	Member	4	4
#Shreeram Singh (DIN 00020355)	Non executive Independent Director	Member	3	3
#Dharmprakash Shrivastav (DIN 05317590)	Non executive Independent Director	Member	1	1
##Smt. Deepika Gandhi (DIN 07017162)	Non executive Independent Director	Member	1	1

Shri Dharmprakash Shrivastav (w.e.f.12.08.2014) and Shri Shreeram Singh (w.e.f.14.11.2014) Ceased from Directorship of the Company on account of their resignation.

##Further Smt. Deepika Gandhi was appointed as Independent Directors of the company w.e.f. 14.11.2014.

During the year the committee met on four occasions during the year on following dates namely:

30/05/2014	12/08/2014	14/11/2014	05/02/2015
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As mandated by clause 49 of the Listing agreement

1. The representatives of statutory and internal auditors of the company are also invited in the audit committee meetings.
2. The gap between two audit committee meetings was not more than 120 days.
3. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

(ii) Terms of reference of the Audit Committee

The terms of reference of Audit Committee are as under:

- (-) Examination of Financial statement and statutory Auditor's Report thereon and discussion of any related issues with the internal Auditor's Report & statutory Auditors and the management of the Company.
- (-) Review of Financial statement before their submission to the Board, including Director's Responsibility statement, changes in accounting policies and practices, statutory compliances and qualification in draft audit report.
- (-) Approval or any subsequent modification of transactions of the Company with related parties.
- (-) Recommending the appointment and removal of external auditor; fixation of audit fee and approval of payment of any other services;
- (-) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (-) Reviewing with management, the annual financial statement before submission to the Board for approval, with particular reference to:
 - a). Matters required to be included in the Directors responsibility statement to be included in the board's report as per Section 134(3)(c) of the Companies Act, 2013.
 - b). Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings.
 - c). Significant adjustments made in the financial statements arising out of audit findings.
 - d). Compliance with listing and other legal requirements relating to financial statements.
 - e). Disclosure of any related party transactions & Approval or any subsequent modification of transactions of the company with related parties if any
- (-) Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern,
- (-) Reviewing the management discussion and analysis of the financial conditions and results of operations.
- (-) Reviewing the Company's financial and risk management policies;
- (-) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (-) Scrutiny of inter-corporate loans and investments;
- (-) Valuation of undertakings or assets of the company, wherever it is necessary;
- (-) Evaluation of internal financial controls and risk management systems;
- (-) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (-) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of



the official heading the department, reporting structure coverage and frequency of internal audit;

- (-) Discussion with internal auditors of any significant findings and follow up there on;
- (-) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (-) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (-) To review the functioning of the Whistle Blower mechanism;
- (-) Approval of appointment of CFO (or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (-) Undertake such other functions as may be entrusted to it by the Board from time to time.
- (-) The Chairman of the Committee to attend the Annual General Meeting to respond to the queries of shareholders.

(II) Stakeholders' Relationship Committee

As required under Section 178(5) of the Companies Act, 2013 ("the Act") read with the provisions of Clause 49 of the Listing Agreement (s), the Board has re-constituted Stakeholders Relationship Committee which comprises of three Directors of Shri Rakesh Kumar Jain, Shri Aneet Jain and Smt. Deepika Gandhi Non Executive independent Directors. The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and the Listing Agreement.

(i) Meeting and Composition

The Composition of Committee as on 31.03.2015 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Shri Rakesh Kumar Jain (DIN 01548417)	Non executive Independent Director	Chairman	2	2
Aneet Jain (DIN 00380080)	Non executive Independent Director	Member	4	4
#Shreeram Singh (DIN 00020355)	Non executive Independent Director	Member	3	3
#Dharmprakash Shrivastav (DIN 05317590)	Non executive Independent Director	Member	1	1
##Smt. Deepika Gandhi (DIN 07017162)	Non executive Independent Director	Member	1	1

Shri Dharmprakash Shrivastav (w.e.f.12.08.2014) and Shri Shreeram Singh (w.e.f.14.11.2014) Ceased from Directorship of the Company on account of their resignation.

##Further Smt. Deepika Gandhi was appointed as Independent Directors of the company w.e.f. 14.11.2014.

During the year the committee met on four occasions during the year on following dates namely:

30/05/2014	12/08/2014	14/11/2014	05/02/2015
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(ii) During the year under review (5) Five complaints were received from shareholders and all were disposed off, there were no complaints pending unresolved as at the end of the year.

(iii) Share transfer in physical form are registered by the Registrar and returned to respective Transferee/person within a period ranging from one to two weeks provided the documents lodged with Registrar /Company are clear in all respects.

(iv) Name, designation and address of Compliance Officer:-

Mr. Shailendra Agrawal, Company secretary and Compliance officer

Mid India Industries Limited

2/3, New Palasia, Pt. Ramnarayan Shastri Marg Indore-452002 (M.P.) Tel. 0731-2543402, 2233231 Fax: 0731-2530916

Email id- csmidindia@gmail.com



Terms of Reference:

The Board has clearly defined the terms of reference for this committee, which meets in regular intervals and looks into the matters of shareholders/investors grievances along with other matter listed below:

- (-) Approval of transfer of shares and issue of duplicate/split/consolidation/sub-division of shares certificates.
- (-) Monitor redressal of investors' / shareholders' / security holders' grievances.
- (-) Oversee the performance of the Company's Registrar and Transfer Agents.
- (-) Recommend methods to upgrade the standard of services to investors.
- (-) Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and e-mail addresses to facilitate prompt action.

(III) Nomination and Remuneration Committee

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act, the Board has re-constituted and renamed the Remuneration Committee as Nomination and Remuneration Committee and adopted new terms of reference.

The terms of reference for the Nomination and Remuneration Committee includes:

- (-) To formulate a Nomination and Remuneration Policy on:
 - a) determining qualifications, positive attributes and independence of a director.
 - b) guiding remuneration of Directors, Key Managerial Personnel ("KMP") and other employees and Board diversity.
- (-) Recommend Nomination and Remuneration Policy to the Board.
- (-) Identify candidates who are qualified to become Directors.
- (-) Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- (-) Recommend to the Board the appointment and removal of Directors and Senior Management.
- (-) Lay down the process for evaluation of the performance of every Director on the Board.
- (-) The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

During the period under review, the Nomination and Remuneration Committee met three times on 30th May, 2014, 12th August, 2014 & 14th November 2014. Constitution of the Nomination and Remuneration Committee and attendance details during the financial year ended March 31, 2015 are given below:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Shri Rakesh Kumar Jain (DIN 01548417)	Non executive Independent Director	Chairman	1	1
Aneet Jain (DIN 00380080)	Non executive Independent Director	Member	3	3
#Shreeram Singh (DIN 00020355)	Non executive Independent Director	Member	3	3
#Dharmprakash Shrivastav (DIN 05317590)	Non executive Independent Director	Member	2	0
##Smt. Deepika Gandhi (DIN 07017162)	Non executive Independent Director	Member	1	0



Shri Dharmprakash Shrivastav (w.e.f.12.08.2014) and Shri Shreeram Singh (w.e.f.14.11.2014) Ceased from Directorship of the Company on account of their resignation.

##Further Smt. Deepika Gandhi was appointed as Independent Directors of the company w.e.f. 14.11.2014.

Remuneration of directors

Remuneration paid or payable to Directors during the year 2014-15

Name of Director	Sitting Fees	Commission on Profit	Salary & Allowance	Contribution to PF	Perquisites	Total
Amrish Gupta (Ceased w.e.f. 14.11.2014)	—	—	75000	—	—	75000

- (-) No sitting Fees was paid to any Director of the Company during the financial year
- (-) The company does not have any service contract with any of its directors.
- (-) The company has not granted any stock option to any of its director/employees.

The Nomination and Remuneration Committee at its meeting held on 12th August 2014 approved the Nomination and Remuneration Policy and the methodology for conducting the performance appraisal of the Board, the Board Committees and the Directors. The details of Nomination and Remuneration Policy and methodology for conducting the performance appraisal of the Board, the Board Committee and the Directors is given below:

Nomination and Remuneration Policy

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
2. A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
3. The Company shall not appoint or continue the employment of any person as Managing Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

Managing Director / Whole-time Director:

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

Independent Director

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

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in



any other capacity, either directly or indirectly.

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

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

1. Remuneration to Managing Director / Whole-time Directors:

a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i). The Services are rendered by such Director in his capacity as the professional; and

ii). In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3. Remuneration to Key Managerial Personnel and Senior Management:

a). The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b). The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

c). The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

SUBSIDIARY COMPANY

The Company does not have any subsidiary company.

MANAGEMENT

A). The Management discussion and analysis report
The Annual Report has a detailed chapter on Management Discussion and Analysis.



B). Disclosure by Management to the Board

All details relating to the financial and commercial transactions where directors may have a potential interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.

Compliance with Mandatory / Non Mandatory requirements.

The Company has complied with all the applicable mandatory requirement of clause 49 of the listing agreement.

The following non-mandatory requirements have been adopted by the Company:

- (a) Half yearly financial result including summary of the significant events are presently not being sent to the shareholders of the company.
- (b) Auditor's Report does not contain any qualifications.
- (c) At present, there is no separate office for use of Chairman.
- (d) The Internal Auditors report directly to the Audit Committee.

DISCLOSURES

- A). There were no material transactions of the Company with its promoters, directors, and management on their relatives that may have conflict with the interest of the Company at large.
- B). The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, and in conformity, in all respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- C). The Company has well defined management policies to manage the risk inherent in the various aspects of business. The Board is regularly informed about the business risks and the steps taken to mitigate the same.
- D). During the last three years, there were no strictures or penalties imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets.
- E). During the year under review Company has not issued any type of securities. No GDR/ADR issued by the Company.
- F). The company has established a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- G). Pursuant to section 177(9) and (10) of the Companies Act, 2013 and clause 49 of the listing agreement, the Company has formulated Whistle Blower policy for vigil mechanism for directors and employees to report to the management about the unethical behavior, fraud or violation of company code of conduct.
- H). Business risk evaluation and management is an ongoing process within the company. The assessment is periodically examined by the Board.
- I). The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. During the year no complaints of sexual harassment were received.
- J). As per clause 5 All of the listing agreement there is no unclaimed shares in the company.

SHAREHOLDER'S INFORMATION

Means of Communication

Presently, the quarterly/half yearly financial result is not sent individually to the shareholders. However as required under the listing agreement, the same are published in the Free Press Journal (English) & Chotha Sansar (Hindi).

The approved financial results are forthwith send to the Stock exchanges and are published in a national English news paper. In addition the same are also posted on website of the Company.

The Company's financial results and official press releases, shareholding patterns, and all other corporate communication are displayed on company's website www.midindiaindustries.com and same has been send to stock exchanges for their up gradation.

Sections 20 & 129 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 permit companies to service delivery of documents electronically on the registered members'/ shareholders' email addresses. The Company, during the year under review sent documents, such as notice calling the general meeting, audited financial statements, Board's Report, Auditors' Report etc. in electronic form at the email addresses provided by the shareholders and made available by them to the Company through the depositories. Shareholders desiring to receive the said documents in physical form continued to get the same in physical form, upon request.



The Company also files the following information, statements, reports on websites specified by Bombay Stock Exchange Limited.

(-) Full version of the Annual Report including the Balance Sheet, Statement of Profit and Loss, Board's Report and Auditors' Report, Cash Flow Statement and quarterly financial statements.

(-) Corporate Governance Report.

(-) Shareholding pattern.

GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as detailed below:

Meeting	Date	Time	Venue
23rd Annual General Meeting 2013-14	19.09.2014	11.00 A.M.	At Regd. Office at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001
22nd Annual General Meeting 2012-13	30.06.2013	11.00 A.M.	At Regd. Office at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001
21st Annual General Meeting 2011-2012	29.09.2012	11.00 A.M.	At Regd. Office at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001

POSTAL BALLOT & SPECIAL RESOLUTION:

No resolutions were passed by postal ballot in last three years.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

Following special resolutions were passed in last three Annual General Meetings.

(-) Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the company U/s 180 (1) (a) of the Companies Act, 2013 in annual general meeting held on 19.09.2014.

(-) Authority to obtain loan/borrowings under Section 180(1)(c) and (2) of the Companies Act, 2013 in annual general meeting held on 19.09.2014.

No Extra Ordinary General Meeting was held during the financial year 2014-15.

GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	Monday, 28th Day of September, 2015 at 1.00 P.M. at the Registered office of the company situated at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001, Last date for receipt of proxy forms: 26th September, 2015
Financial reporting for 2015-16:-- 1st Quarter ending 30th June, 2015 2nd Quarter ending 30th September, 2015 3rd Quarter ending 31st December 2015 4th Quarter ending 31st March, 2016	Second fortnight of August, 2015 Second fortnight of November, 2015 Second fortnight of February, 2016 Before 30th May, 2016
Date of Book Closure	Tuesday 22nd Day of September, 2015 to Monday 28th Day of September, 2015 [Both days inclusive]
Listing on Stock Exchanges	Delhi Stock Exchange Limited New Delhi Bombay Stock Exchange, Mumbai <i>Ahmadabad Stock Exchange Limited Ahmadabad (Voluntary delisted its shares w.e. f. 24.12.2014)</i>
Dividend Payment Date	No Dividend was recommended by the board of the Directors for financial year 31st March, 2015..



Stock Code – ISIN Code- CIN-	Bombay Stock Exchange Limited (500277) INE401c01018 L17124MP1991PLC006324
Registrar and Transfer Agents	Ankit Consultancy Private Limited 60- Pardesipura, Electronic Complex, Indore-452010, M.P. PH 0731-3198601-602
Share Transfer System	All the transfer received are processed by the Registrar and transfer Agent
Distribution of shareholding as on 31.03.2015	Please see Annexure 'A'
Shareholding pattern as on 31.03.2015	Please see Annexure 'B'
Market Rate	Please see Annexure 'C'
Outstanding GDRs/ADRs/Warrants or any convertible instruments , Conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.
Address for correspondence	Shareholders correspondence should be addressed to: Mid India Industries Limited 2/3, New Palasia, Pt. Ramnarayan Shastri Marg Indore-452002 (M.P.) Tel. 0731-2543402, 2233231 Fax:0731-2530916 Email id- csmidindia@gmail.com
Plant Location	Textile Mill Area Station Road, Mandsaur (M. P.)

Whistle blower policy/vigil mechanism

Pursuant to section 177(9) of Companies Act, 2013 and clause 49 of Listing Agreement, the Company has a Board approved whistle blower policy/vigil mechanism to enable directors and employees to report to the Management their concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethics policy. This mechanism provides safeguards against victimization of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy/vigil mechanism has been appropriately communicated to the employees within the organization and has been put on the Company's website www.midindiaindustries.com.

None of the employees has been denied access to the Audit Committee under this policy during the year under review

Secretarial Audit for Reconciliation of Capital

As stipulated by SEBI a qualified practicing Company Secretary carries out secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the listed stock exchanges. The audit confirms that the total listed and paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL/CDSL) and total number of shares in physical form. As on 31st March 2015, 61.34% of shares were held in dematerialized form and rest 38.66% in physical form.

Code of Conduct

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website-www.midindiaindustries.com. A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report.

Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

Code for prevention of Insider trading practices

Securities and Exchange Board of India has notified on 15 January 2015 new regulations for prohibition of insider trading (effective from 15 May 2015) repealing the regulations issued in 1992. In Compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended till date on prohibition of insider trading, the Company has comprehensive Code of Fair Disclosure and Code of Conduct for prevention of Insider Trading, 2015 strictly adhered to by its management, staff and relevant business associates and



the same is being uploaded on website. The code expressly lays down the guidelines and the procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences on non-compliance thereof.

CEO/CFO Certification

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results to the Board in terms of Clause 41 of the Listing Agreement.

Certificate on Corporate Governance

The Company has obtained the certificate from the Statutory Auditor of the company regarding compliance with the provisions relating to corporate governance laid down in clause 49 of the Listing Agreement with the stock exchanges. This Certificate is farm part of corporate governance Report for the year 2014-15. This certificate will be sent to the stock exchanges, along with the annual report to be filed by the Company.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I Sanjay Singh Managing Director of the MID INDIA INDUSTRIES LIMITED declared that all the members of Board of Directors and senior management personnel have affirmed compliance with the code of conduct for the financial year ended on 31st March 2015.

Place: Indore
Date: 12th August, 2015

For MID INDIA INDUSTRIES LIMITED

Sanjay Singh
Managing Director
DIN 01548011



CEO/CFO CERTIFICATE

We here by certify to the Board of Directors of MID INDIA INDUSTRIES LIMITED that :-

- a) We have reviewed financial statements and the cash flow statement for the year ended on 31/03/2015 and that to the best of our knowledge and belief.
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that We have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors:
- (i) significant changes in internal control over financial reporting during the year;
- (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Indore
Date: 12th August, 2015

For MID INDIA INDUSTRIES LIMITED

O.P.Dhanotiya
Chief Financial Officer

Sanjay Singh
Managing Director
DIN 01548011

ANNEXURE A

Distribution of Shareholding by size as on 31st March 2015:

Share or Debenture holding of nominal value	Shares/Debenture holders		Shares/Debentures Amount		
	Of Rs.	Number	% of total number	Rs.	% of Total Amount
Upto-1000		7489	46.11	7420480	4.55
1001-2000		4,092	25.20	8176810	5.02
2001-3000		959	5.91	2870880	1.76
3001-4000		563	3.47	2243520	1.38
4001-5000		1,046	6.44	5226140	3.21
5001-10000		969	5.97	8178150	5.02
10001-20000		698	4.30	11399820	6.99
20001-30000		137	0.84	3529330	2.17
30001-40000		80	0.49	2848040	1.75
40001-50000		61	0.38	2869020	1.76
50001-100000		64	0.39	4767770	2.92
100000 ABOVE		82	0.50	103470040	63.47
Total		16,240	100	163000000	100



ANNEXURE B

SHAREHOLDING PATTERN AS AT 31ST MARCH 2015
[SHAREHOLDING PATTERN]

	Category	No. Of Share held	Percentage of Shareholding
A	Promoters Holding		
1.	Promoters Indian Promoters: Foreign Promoters:	7799894	47.85
2.	Persons acting in concert		
	Sub Total	7799894	47.85
B.	Non-Promoters Holding	-	-
1.	Institutional Investors	-	-
2.	Mutual Funds and UTI	40600	0.25
3.	Banks, Financial Institutions, Insurance Companies [Central/State Govt. Institutions, Non- Government Institutions]	500300	3.07
4.	Flls	-	-
5.	Sub-Total	-	-
6.	Others	-	-
	Private Corporate Bodies	621946	3.82
7.	Individuals		
	Holding up to Rs. 1.00 lacs	5429196	33.31
	Holding excess Rs. 1.00 lacs	1237755	7.59
8.	NRIs/OCBs	-	-
9.	Any other [please specify] Clearing Member	670309	4.11
	Sub-Total	8500106	52.15
	Grand Total	16300000	100.00

ANNEXURE "C" Market Price Data:

April, 2014 to March, 2015 at BSE

Month	Apr-14	May-14	June-14	July-14	Aug-14	Sept-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	March-15
High	0.48	0.72	0.86	1.10	1.86	3.20	2.97	2.64	2.77	2.41	2.69	2.62
Low	0.37	0.50	0.64	0.77	1.06	1.70	2.25	2.25	2.25	2.19	2.35	2.19



CERTIFICATE ON CORPORATE GOVERNANCE REPORT

We have examined to the compliance of conditions of Corporate Governance by MID INDIA INDUSTRIES LIMITED, for the year ended 31st March, 2015, as stipulated in the clause 49 of the Listing agreement entered into by the company with the Stock Exchange.

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

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing agreement.

We further state that in respect of investor grievances received during the year ended 31st March, 2015, the Registrars of the Company have certified that as at 31st March, 2015, there were no investor grievances remaining unattended/pending for more than 30 days.

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

Place: Indore
Date: 12th August, 2015

KVNG & ASSOCIATES
Chartered Accountants

Kamal Nayan Singhal
Partner
Membership No.071749



INDEPENDENT AUDITORS' REPORT

To The Member of
M/s Mid India Industries Limited
Textile Mill Area, Station Road,
Mandsaur (M.P.)- 458 001

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Mid India Industries Limited ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

- 1). As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- 2). As required by Section 143 (3) of the Act, we report that:
 - a). We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b). In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of



those books.

c). The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account.

d). In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e). on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and

f). with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company did not have any pending litigation.

(ii) The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses:

(iii) The Company is not required to transfer any amount in Investor Education and Protection fund.

Place: Indore (M.P.)

Date: 30/05/2015

For KVNG & ASSOCIATES
Chartered Accountants
(Registration No. 002628C)

Kamal Nayan Singhal
Partner
Membership No. 071749

ANNEXURE to the Auditors' Report _____

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

(i) In Respect of its Fixed Assets:

a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b). According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.

(ii) In Respect of inventories

a). As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management;

b). In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.

c). In our opinion and according to the information and explanation given to us, the company has maintained proper records of inventory. We are informed that material discrepancies noticed on such verification as compared to the books record were not material and have been properly dealt with in the books of accounts.

(iii) The company has not granted any loans, secured or unsecured to any other companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods. Further we have not observed any major weakness in the internal control system during the course of the audit.

(v) The Company has not accepted any deposits from the public within the meaning of Section 73 and 74 of the act and rules framed there under to the extent notified.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) and Rule 3 and 4 of The Companies (Cost Records and Audit) Amendment Rules 2014.

(vii) According to information and explanations given to us, in respect of statutory dues:

(a) Amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of excise value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.



(b) There is no material dispute pending before any tax authority.

(c) Company is not required to deposit any amount in investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

(viii) Company is in existence for a period of more than 5 year and its accumulated losses at the end of financial year is more than fifty percent of its net worth. Further Company has not incurred cash losses in the reporting year and immediately preceding financial year.

(ix) In our opinion and according to information and explanation given to us, the company did not have any outstanding dues to financial institutions or banks. Further Company has not issued any debentures.

(x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) In our opinion and according to information and explanation given to us, The Company has not raised any term loans during the year.

(xii) To the best of our knowledge and according to the information and explanation given to us, no fraud by the company and no material fraud on the Company has been noticed or reported during the year.

Place: Indore (M.P.)
Date: 30/05/2015

For KVNG & ASSOCIATES
Chartered Accountants
(Registration No. 002628C)

Kamal Nayan Singhal
Partner
Membership No. 071749



Balance Sheet as at 31st March, 2015

(Rs. in thousands)

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	163,000.00	163,000.00
(b) Reserves and Surplus	3	(113,302.97)	(114,497.47)
(c) Money received against share warrants		-	-
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)	4	-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	5	2,121.01	9,230.21
(b) Trade payables	6	33,325.46	18,763.16
(c) Other current liabilities	7	2,482.14	1,924.76
(d) Short-term provisions	8	1,495.50	1,208.44
Total		<u>89,121.15</u>	<u>79,629.11</u>
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	20,795.04	23,130.38
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development	10	47.00	10.00
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	11	46,995.21	33,174.35
(c) Trade receivables	12	13,366.34	8,110.37
(d) Cash and cash equivalents	13	1,319.16	3,166.01
(e) Short-term loans and advances	14	3,586.29	8,259.66
(f) Other current assets	15	3,012.12	3,778.35
Total		<u>89,121.15</u>	<u>79,629.11</u>

Significant Accounting Policies

1

Accompanying Notes are an integral part of the Financial Statements

for and on behalf of the Board

For KVNG & ASSOCIATES

Chartered Accountants

(Registration No. 002628C)

(Sanjay Singh)
Managing Director
(DIN : 01548011)(Rakesh Kumar Jain)
Director
(DIN : 01548417)Kamal Nayan Singhal
Partner
Membership No. 071749
Place: Indore (M.P.)
Date: 30/05/2015(Omprakash Dhanotia)
Chief Finance Officer(Shailendra Agrawal)
Company Secretary
(Membership No. ACS 25819)

Profit and Loss Statement for the year ended 31st March, 2015

(Rs. in thousands)

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations	16	292,194.44	373,826.13
II. Other Income	17	449.91	894.29
III. Total Revenue (I +II)		<u>292,644.35</u>	<u>374,720.42</u>
<i>IV. Expenses:</i>			
Cost of materials consumed	18	189,814.29	247,729.70
Purchase of Stock-in-Trade	19	28,543.49	42,240.58
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(15,776.47)	(8,524.61)
Employee benefit expense	21	26,157.60	23,060.32
Financial costs	22	608.97	3,181.34
Depreciation and amortization expense	23	2,388.53	2,747.92
Other expenses	24	59,429.00	62,272.72
Total Expenses		<u>291,165.41</u>	<u>372,707.96</u>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	1,478.94	2,012.45
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		1,478.94	2,012.45
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		<u>1,478.94</u>	<u>2,012.45</u>
X. Tax expense:			
(1) Current tax		296.00	395.00
(2) Deferred tax		-	-
XI. Profit(Loss) from the period from continuing operations	(IX-X)	1,182.94	1,617.45
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		<u>1,182.94</u>	<u>1,617.45</u>
XVI. Earning per equity share:			
(1) Basic	25	0.07	0.10
(2) Diluted			

Significant Accounting Policies

1

Accompanying Notes are an integral part of the Financial Statements

For KVNG & ASSOCIATES

Chartered Accountants

(Registration No. 002628C)

Kamal Nayan Singhal

Partner

Membership No. 071749

Place: Indore (M.P.)

Date: 30/05/2015

for and on behalf of the Board

(Sanjay Singh)
Managing Director
(DIN : 01548011)(Rakesh Kumar Jain)
Director
(DIN : 01548417)(Omprakash Dhanotia)
Chief Finance Officer(Shailendra Agrawal)
Company Secretary
(Membership No. ACS 25819)

Cash flow statement for the year ended 31st March, 2015

(Rs. in thousands)

	Particulars	Figures for the current reporting period	Figures for the previous reporting period
	1	2	3
I	CASH INFLOW		
(1)	From Operating activities		
	(a) Profit from operating activities	1,342.00	3,904.50
	Adjustments:		
	Depreciation and amortization	2,388.53	2,747.92
	Amortization of stock	-	-
	Compensation	-	-
	(Gain)/Loss on sale of fixed assets	-	-
	Assets writtern off	-	-
	Provision/(Rerversal) for doubtful debts and advances	-	-
	(b) Working Capital Changes:		
	Decrease in invetntories	(13,820.86)	(4,647.78)
	Decrease in trade receivables	(5,255.97)	6,897.28
	Decrease in short-term loans and advances	-	12,500.00
	Decrease in other current assets	-	-
	Increase in trade payables	14,562.30	(13,492.13)
	Increase in other current liabilities	557.38	(1,855.74)
	Increase in provisions	287.06	(2,153.40)
	Total of (1)	<u>60.45</u>	<u>3,900.66</u>
(2)	From Investing activities		
	(a) Proceeds from sale of fixed assets	-	-
	(b) Proceeds from sale of investments	-	-
	(c) Realisation of long-term loans and advances from subsidiaries/associates/business ventures	-	-
	(d) Decrease in long-term loans and advances	-	-
	(e) Decrease in other non-current assets	766.23	3,727.55
	(f) Dividend received	-	-
	(g) Interest received	216.35	267.77
	(h) Other income	233.56	626.52
	Total of (2)	<u>1,216.14</u>	<u>4,621.84</u>
(3)	From Financing activities		
	(a) Proceeds from issue of Share capital	-	-
	(b) Share applicatoin money pending allotment	-	-
	(C) Proceeds from long-term borrowings	-	-
	(d) Proceeds from short-term borrowings	-	-
	Total of (3)	<u>-</u>	<u>-</u>
	Total cash inflows (1+2+3)	<u>1,276.59</u>	<u>8,522.50</u>



Cash flow statement for the year ended 31st March, 2015

(Rs. in thousands)

	Particulars	Figures for the current reporting period	Figures for the previous reporting period
	1	2	3
II	CASH OUTFLOW		
(1)	From Operating activities		
	(a) Loss from operating activities		
	Adjustments:		
	Depreciation and amortization	-	-
	Amortization of stock	-	-
	Compensation	-	-
	(Loss)/Gain on sale of fixed assets	-	-
	Assets writtern off	-	-
	(Provision)/Rerversal for doubtful debts and advances	-	-
	(b) Working Capital Changes:		
	Increase in invetnories	-	-
	Increase in trade receivables	-	-
	Increase in short-term loans and advances	(4,673.37)	25.14
	Increase in other current assets	-	-
	Decrease in trade payables	-	-
	Decrease in other current liabilities	-	-
	Decrease in provisions	-	-
	(c) Direct taxes paid (net of refunds)	(11.56)	(1.12)
	Total of (1)	<u>(4,684.93)</u>	<u>24.02</u>
(2)	From Investing activities		
	(a) Purchase of tangible assets/capital work-in-progress	53.18	1,864.75
	(b) Purchse of intangible assets/assets under development	37.00	-
	(c) Purchase of investments	-	-
	(d) Investment in subsidiaries/associates/business ventures	-	-
	(e) Payment of long-terms loans and advances to subsidiar- ies/associates/business ventures	-	-
	(f) Increase in othter long-term loans and advances	-	-
	(g) Increase in other non-current assets	-	-
	Total of (2)	<u>90.18</u>	<u>1,864.75</u>
(3)	From Financing activities		
	(a) Repayment of long-term borrowings	-	-
	(b) Repayment of short-term borrowings	7,109.20	4,826.49
	(c) Dividend paid (including distribution tax)	-	-
	(d) Interest and other finance costs	608.97	3,181.34
	(e) Share issue expenses	-	-
	Total of (3)	<u>7,718.17</u>	<u>8,007.83</u>
	Total cash outflows (1+2+3)	<u>3,123.42</u>	<u>9,896.60</u>
III	Net (decrease)/increase in cash and cash equivalents(I-II)	(1,846.83)	(1,374.10)
	Add: Cash and cash equivalents at the beginning of the period	3,166.01	4,540.17
IV	Cash and cash equivalents at the end of the period	1,319.18	3,166.01
	For KVNG & ASSOCIATES Chartered Accountants (Registration No. 002628C)	for and on behalf of the Board (Sanjay Singh) Managing Director (DIN : 01548011)	(Rakesh Kumar Jain) Director (DIN : 01548417)
	Kamal Nayan Singhal Partner Membership No. 071749	(Omprakash Dhanotia) Chief Finance Officer	(Shailendra Agrawal) Company Secretary (Membership No. ACS 25819)
	Place: Indore (M.P.) Date: 30/05/2015		



NOTES ON ACCOUNTS FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2015 AND PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON THAT DATE.

NOTE – 1

1. ACCOUNTING POLICIES:

(a) Basis of preparation of Financial Statements:

The financial statements have been prepared under the historical cost convention in accordance with generally accepted accounting principles and provisions of the Companies Act, 2013, subject to what is stated herein below, as adopted consistently by the company.

(b) Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known/ materialized.

(c) Fixed Assets:

All fixed assets are stated at cost less accumulated depreciation.

(d) Depreciation:

Depreciation on Fixed Assets has been provided on straight line method which has been reduced by Rs. 4.51 Lacs in accordance with the provisions of Part C of Schedule II to the Companies Act, 2013.

(e) Inventories:

Inventories of raw materials, stores and spares, packing material and trading goods are valued at cost of the last purchase made, finished goods produced or purchased by the company are carried at cost, work-in-progress at estimated cost and waste at realizable value.

(f) Sales:

Sales of goods are recognized at the point of dispatch of finished goods to customers. Sales are exclusive of duty & taxes.

(g) Foreign Exchange Transactions:

Export sale in foreign currency are accounted for at the Exchange Rate prevailing on the Shipping Bills date, where such sales are not covered by forward contract. The fluctuation in exchange rates are accounted for as and when the payment is received in the year of realization.

(h) Employee Retirement Benefits:

Company's contribution to Provident Fund and Superannuation Fund are charged to Profit & Loss Account. Provision has not been made for gratuity as the same is accounted for on cash basis.

(i) Claims:

Insurance, C.S.T. reimbursement and other claims, to the extent considered recoverable are accounted for in the year of claim. C.S.T. Reimbursement recoverable is deducted from the respective head under which it was charged.

(j) Segment Reporting:

A. PRIMARY SEGMENTS: As the company's business activity falls within a single primary business i.e. "Manufacturing of Cotton/Polyester Cotton blended yarn." The disclosure requirement of Accounting Standard (AS) -17 "Segment Reporting" issued by the Institute of Chartered Accountants of India is not applicable.

B. SECONDARY SEGMENTS: The Company earned net income of Rs. 3.74 Lacs from overseas activities during the year against Rs. (12.26) Lacs



against previous year ended 31/03/2014.

(k) Related Party Disclosures:

Related Party disclosures as required under Accounting Standard (AS) - 18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below:

"There were no material transactions of the Company with its promoters, directors and management on their relatives that may have conflict with the interest of Company at large."

(l) Deferred Tax Liability:

Deferred tax liability as required under Accounting Standards (AS) -22, the company has not provided any deferred tax liability due to carry forward of un-observed depreciation of previous years.

As per our report of even date

for and on behalf of the Board

For KVNG & ASSOCIATES
Chartered Accountants
(Registration No. 002628C)

(Sanjay Singh)
Managing Director
(DIN : 01548011)

(Rakesh Kumar Jain)
Director
(DIN : 01548417)

Kamal Nayan Singhal
Partner
Membership No. 071749

(Omprakash Dhanotia)
Chief Finance Officer

(Shailendra Agrawal)
Company Secretary
(Membership No. ACS 25819)

Place: Indore (M.P.)
Date: 30/05/2015



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PARTICULARS IN RESPECT OF CAPACITY, PRODUCTION, OPENING & CLOSING STOCK, PURCHASES, SALE AND CONSUMPTION OF RAW MATERIALS.

		LICENCED	INSTALLED
(A)	CAPACITY: COTTON/BLENDED YARN SPINDLES	24968 (24968)	14400 (16992)
		QTY IN KGS	RS. (LAKHS)
(B)	PRODUCTION: YARN	1581150 (1821978)	
(C)	OPENING STOCKS: RAW MATERIALS	59611 (116715)	74.51 (114.38)
	GOODS IN PROCESS	44129 (31437)	66.19 (31.44)
	FINISHED GOODS	66960 (41095)	124.22 (67.10)
(D)	PURCHASES: RAW MATERIALS	1859687 (2083736)	1875.24 (2437.43)
(E)	SALES: YARN	1470885 (1796113)	2438.69 (3155.36)
	RAW MATERIAL	8464 (0000)	7.76 (0.00)
(F)	CLOSING STOCKS: RAW MATERIALS	53203 (59611)	51.61 (74.51)
	GOODS IN PROCESS	43152 (44129)	49.62 (66.19)
	FINISHED GOODS	177225 (66960)	292.86 (124.22)
(G)	CONSUMPTION: RAW MATERIAL CONSUMED	1858608 (2128148)	1898.14 (2477.30)

As per our report of even date

for and on behalf of the Board

For KVNG & ASSOCIATES
Chartered Accountants
(Registration No. 002628C)

Kamal Nayan Singhal
Partner
Membership No. 071749

Place: Indore (M.P.)
Date: 30/05/2015

(Sanjay Singh)
Managing Director
(DIN : 01548011)

(Omprakash Dhanotia)
Chief Finance Officer

(Rakesh Kumar Jain)
Director
(DIN : 01548417)

(Shailendra Agrawal)
Company Secretary
(Membership No. ACS 25819)



Mid India Industries Limited

Schedule Part of Balance Sheet as at 31st March, 2015

	(Rs. In Thousands)	
	Amount as on 31.03.2015	Amount as on 31.03.2014
2 SHARE CAPITAL		
(a) Authorised 3,00,00,000 Equity Shares of Rs. 10/- each	300,000.00	300,000.00
	<u>300,000.00</u>	<u>300,000.00</u>
(b) Issued, Subscribed & Paid Up 1,63,00,000 Equity Shares of Rs. 10/- each	163,000.00	163,000.00
	<u>163,000.00</u>	<u>163,000.00</u>
(c) List of Shareholders holding more than 5% shares in the Equity Share Capital of the Company:		
	Number of Shares	
Name of Holder	As on 31.03.2015	As on 31.03.2014
Ranchhod Prasad Laxminarayan Ganediwal	3,757,300	3,757,300
Ganediwal Finance and Leasing Pvt. Ltd.	1,173,000	1,173,000
	(Rs. In Thousands)	
	Amount as on 31.03.2015	Amount as on 31.03.2014
3 RESERVE AND SURPLUS		
(a) Surplus as per Statement of Profit and Loss		
Balance at the beginning of the year	(114,997.47)	(116,616.04)
Add: Additional Provision of Income Tax Written Back	11.56	1.12
Add: Transfer from Statement of Profit and Loss for the year	1,182.94	1,617.45
	<u>(113,802.97)</u>	<u>(114,997.47)</u>
(b) Capital Subsidy	500.00	500.00
	<u>500.00</u>	<u>500.00</u>
(a) + (b)	<u>(113,302.97)</u>	<u>(114,497.47)</u>
4 DEFERRED TAX LIABILITIES		
Deferred tax liability as required under Accounting Standards (AS) -22, the company has not provided any Deferred Tax Liability due to carry forward of huge amount of Un-observed Depreciation.	-	-
	<u>-</u>	<u>-</u>
5 SHORT TERM BORROWINGS		
Secured Loans		
(i) Corporate Loans*	2,121.01	9,230.21
Unsecured Loans		
(i) Corporate Loans	-	-
(ii) Other Loans	-	-
	<u>2,121.01</u>	<u>9,230.21</u>



* (1) Company has a Loan of Rs. 24.50 lacs for Working Capital at Interest Rate of 12.50% p.a. and against personal Shares of Promoters. As on 31st March, 2015 Balance of Loan is Rs. 14.15 Lacs (Including outstanding interest of Mar'15 Rs. 0.18 Lacs).

(2) Company has a Loan of Rs. 10.50 lacs (taken on 27th October, 2013) from HDFC Bank Ltd. @10.80% p.a. against Hythopitication of Vehicle. Outstanding Principle as on 31st March, 2015 is Rs. 3.76 Lacs.

(3) Company has a Loan of Rs. 6.10 lacs (taken on 26th September, 2013) from ICICI Bank Ltd. @12.00% p.a. against Hythopitication of Vehicle. Outstanding Principle as on 31st March, 2015 is Rs. 3.30 Lacs.

6 TRADE PAYABLES

(a) Raw Material Suppliers	28,824.51	11,343.23
(b) Stores Suppliers	2,985.59	5,898.97
(c) Service Providers	583.37	1,237.91
(d) Advance from Buyers	931.99	283.05

	<u>33,325.46</u>	<u>18,763.16</u>
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7 OTHER CURRENT LIABILITIES

(a) Interest accrued and due on borrowings	-	-
(b) Other payables (including Statutory Dues etc)	2,482.14	1,924.76

	<u>2,482.14</u>	<u>1,924.76</u>
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8 SHORT-TERM PROVISIONS

(a) Employee Benefits	1,199.50	813.44
(b) Income Tax	296.00	395.00

	<u>1,495.50</u>	<u>1,208.44</u>
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9 TANGIBLE ASESSTS

(a) Free Hold Land		
Gross Block		
Balance at the beginning of the year	600.00	600.00
Add: Additions	-	-
	<u>600.00</u>	<u>600.00</u>
Less: Deductions	-	-
Balance at the end of the year	<u>600.00</u>	<u>600.00</u>

Depreciation		
Balance at the beginning of the year	-	-
Add: For the year	-	-
	<u>-</u>	<u>-</u>
Less: Deductions	-	-
Balance at the end of the year	<u>-</u>	<u>-</u>

Net Block	<u>600.00</u>	<u>600.00</u>
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(b) Buildings		
Gross Block		
Balance at the beginning of the year	42,342.45	42,342.45
Add: Additions	-	-
	<u>42,342.45</u>	<u>42,342.45</u>
Less: Deductions	-	-
Balance at the end of the year	<u>42,342.45</u>	<u>42,342.45</u>

Depreciation		
Balance at the beginning of the year	26,845.06	25,430.82
Add: For the year	1,342.26	1,414.24
	<u>28,187.32</u>	<u>26,845.06</u>
Less: Deductions	-	-
Balance at the end of the year	<u>28,187.32</u>	<u>26,845.06</u>

Net Block	<u>14,155.14</u>	<u>15,497.39</u>
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(c) Plant & Machinery

Gross Block

Balance at the beginning of the year

167,283.50

167,725.50

Add: Additions

-

-

167,283.50

167,725.50

Less: Deductions

-

442.00

Balance at the end of the year

167,283.50

167,283.50

Depreciation

Balance at the beginning of the year

162,322.48

161,618.04

Add: For the year

701.83

1,146.44

163,024.31

162,764.48

Less: Deductions

-

442.00

Balance at the end of the year

163,024.31

162,322.48

Net Block

4,259.20

4,961.03

(d) Furniture & Fittings

Gross Block

Balance at the beginning of the year

2,255.93

2,255.93

Add: Additions

-

-

2,255.93

2,255.93

Less: Deductions

-

-

Balance at the end of the year

2,255.93

2,255.93

Depreciation

Balance at the beginning of the year

2,255.93

2,255.93

Add: For the year

-

-

2,255.93

2,255.93

Less: Deductions

-

-

Balance at the end of the year

2,255.93

2,255.93

Net Block

-

-

(e) Vehicle

Gross Block

Balance at the beginning of the year

3,386.09

1,521.33

Add: Additions

53.18

1,864.76

3,439.27

3,386.09

Less: Deductions

-

-

Balance at the end of the year

3,439.27

3,386.09

Depreciation

Balance at the beginning of the year

1,314.13

1,126.88

Add: For the year

344.44

187.25

1,658.57

1,314.13

Less: Deductions

-

-

Balance at the end of the year

1,658.57

1,314.13

Net Block

1,780.71

2,071.96



(f) Office Equipments		
Gross Block		
Balance at the beginning of the year	1,948.43	1,948.43
Add: Additions	-	-
	<u>1,948.43</u>	<u>1,948.43</u>
Less: Deductions	-	-
Balance at the end of the year	<u>1,948.43</u>	<u>1,948.43</u>
Depreciation		
Balance at the beginning of the year	1,948.43	1,948.43
Add: For the year	-	-
	<u>1,948.43</u>	<u>1,948.43</u>
Less: Deductions	-	-
Balance at the end of the year	<u>1,948.43</u>	<u>1,948.43</u>
Net Block	-	-
(a) + (b) + (c) + (d) + (e) + (f)	<u>20,795.04</u>	<u>23,130.38</u>
10 INTANGIBLE ASESSTS UNDER DEVELOPMENT		
Website Developments Expenses	47.00	10.00
Balance at the end of the year	<u>47.00</u>	<u>10.00</u>
11 INVENTORIES		
(a) Raw Material	5,160.69	7,451.38
(b) Work-in-progress	4,962.48	6,619.35
(c) Finished Goods	29,285.60	12,421.53
(d) Stock-in-trade of goods acquired for trading	3,476.06	4,122.06
(e) Stores and Spares	785.54	658.36
(f) Packing Material	812.81	604.92
(g) Waste	2,512.03	1,296.76
	<u>46,995.21</u>	<u>33,174.35</u>
12 TRADE RECEIVABLES		
(a) Outstanding for a period more than six months		
(i) Considered Goods	2,817.46	3,396.83
(ii) Doubtful	-	-
	<u>2,817.46</u>	<u>3,396.83</u>
Less: Provisions for Doubtful Debts	-	-
	<u>2,817.46</u>	<u>3,396.83</u>
(b) Outstanding for a period less than six months		
(i) Considered Goods	10,548.87	4,713.54
(ii) Doubtful	-	-
	<u>10,548.87</u>	<u>4,713.54</u>
Less: Provisions for Doubtful Debts	-	-
	<u>10,548.87</u>	<u>4,713.54</u>
(a) + (b)	<u>13,366.34</u>	<u>8,110.37</u>
13 CASH AND CASH EQUIVALENTS		
(a) Bank Balances	797.88	2,342.13
(b) Cash Balances	521.29	504.09
(c) Fixed deposit	-	319.79
	<u>1,319.16</u>	<u>3,166.01</u>



14 SHORT-TERM LOANS AND ADVANCES

(a) Advances to Raw Material Suppliers		
(i) Secured, considered good	-	-
(ii) Others, considered good	-	-
(iii) Doubtful	-	-
	<u>-</u>	<u>-</u>
(b) Advances to Stores Suppliers		
(i) Secured, considered good	-	-
(ii) Others, considered good	163.78	4,427.49
(iii) Doubtful	-	-
	<u>163.78</u>	<u>4,427.49</u>
(c) Advances to Service Providers		
(i) Secured, considered good	-	-
(ii) Others, considered good	278.16	488.26
(iii) Doubtful	-	-
	<u>278.16</u>	<u>488.26</u>
(d) Loans and Advances to Employees		
(i) Secured, considered good	-	-
(ii) Others, considered good	3,144.35	3,343.91
(iii) Doubtful	-	-
	<u>3,144.35</u>	<u>3,343.91</u>
(a) + (b) + (c) + (d)	<u>3,586.29</u>	<u>8,259.66</u>

15 OTHER CURRENT ASSETS

(a) Security Deposits		
(i) With Madhya Pradesh Electric Supply Co. Ltd.	2,367.29	2,236.44
(ii) With other departments	30.00	20.00
	<u>2,397.29</u>	<u>2,256.44</u>
(b) Receivables/Adjustable from Government Departments		
(i) Income Tax Refund for Previous Years	130.41	130.41
(ii) Advance Income Tax	300.00	200.00
(iii) TDS in Hand	22.68	26.48
(iv) Vat	98.46	1,092.39
	<u>551.55</u>	<u>1,449.28</u>
(c) Other Debits	63.28	72.63
	<u>63.28</u>	<u>72.63</u>
(a) + (b) + (c)	<u>3,012.12</u>	<u>3,778.35</u>

16 REVENUE FROM OPERATIONS

Sales		
Manufacturing Sales	243,869.08	315,536.08
Semi Finished, Waste & Scarp Sales	6,185.68	9,079.56
Trading Sales	41,765.70	50,436.05
Other Operating Income	373.99	(1,225.55)
	<u>292,194.44</u>	<u>373,826.13</u>



17 OTHER INCOME

Interest Income	216.35	267.77
Misc Income	233.56	626.52
	<u>449.91</u>	<u>894.29</u>

18 COST OF MATERIAL CONSUMED

Raw Material Consumption		
Raw Material Stock at the beginning of the year	7,451.38	11,438.07
Add: Purchase and Incidental Expenses	187,523.61	243,743.01
	<u>194,974.98</u>	<u>255,181.08</u>
Less: Raw Material Stock at the end of the year	5,160.69	7,451.38
	<u>189,814.29</u>	<u>247,729.70</u>

19 PURCHASE OF STOCK-IN-TRADE

Trading Purchase	28,543.49	42,240.58
	<u>28,543.49</u>	<u>42,240.58</u>

20 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Inventories at the beginning of the year	12,421.53	6,712.01
Finished Goods	6,619.35	3,143.70
Work-in-progress	1,296.76	715.74
Waste & Scarp	4,122.06	5,363.64
Stock-in-trade of goods acquired for trading	<u>24,459.70</u>	<u>15,935.09</u>

Inventories at the end of the year	29,285.60	12,421.53
Finished Goods	4,962.48	6,619.35
Work-in-progress	2,512.03	1,296.76
Waste & Scrap	3,476.06	4,122.06
Stock-in-trade of goods acquired for trading	<u>40,236.16</u>	<u>24,459.70</u>

(Increase)/Decrease in Stocks	<u>(15,776.47)</u>	<u>(8,524.61)</u>
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21 EMPLOYEE BENEFIT EXPENSE

Salaries and Wages (Including Bonus)	23,356.81	20,846.53
Contribution to Provident and Other Funds	1,986.56	1,561.74
Staff Welfare Expenses	814.23	652.05
	<u>26,157.60</u>	<u>23,060.32</u>

22 FINANCIAL COSTS

Foreign Currency Flucation	1.27	2,667.21
Interest paid on Loan	460.51	406.69
Interest paid for delay payment of Taxes	22.44	38.60
Interest on Vehicle Loan	124.75	68.83
	<u>608.97</u>	<u>3,181.34</u>



23 DEPRECIATION AND AMORTIZATION EXPENSES

Depreciation		
(a) Freehold Land	-	-
(b) Building	1,342.26	1,414.24
(c) Plant and Equipment	701.83	1,146.44
(d) Furniture and Fixetures	-	-
(e) Vehicles	344.44	187.25
(f) Office Equipments	-	-
	<u>2,388.53</u>	<u>2,747.92</u>

Depreciation on Fixed assets calculated on straight line method (Please Refer to Note No. 9)

24 OTHER EXPENSES

Administrative Expenses		
Advertisement Exp.	160.54	69.08
Bank Charges	91.93	105.26
Charity & Donation	-	7.10
Club Fees	13.47	12.60
Consultancey Charges	524.00	300.00
Coolie & Cartage	509.16	373.74
Deepawali Expenses	98.03	21.45
Electricity Charges	165.51	115.94
Fee & Subscription	122.04	139.46
Garden Exp.	46.82	188.55
Insurance Premium	235.78	246.39
Listing Fees	144.83	44.94
Managing Director's Remuneration	75.00	100.00
Misc Exp.	307.98	370.61
Professional Fees	89.25	88.80
Repair & Maintainance (Others)	116.66	246.69
Repairing & Maint. (Building)	241.35	274.11
Secetrial Expenses	627.17	219.17
Telephone & Fax Exp.	656.89	732.98
Travelling Exp. (Staff)	299.07	570.89
Travelling Expenses (Director)	-	11.98
Vehicle Running & Maintanancee	186.54	452.15
Other Expenses**	676.26	371.12
	<u>5,388.26</u>	<u>5,063.01</u>

** Includes

(i) Payment to Statutory Auditors		
Audti Fee	56.18	30.00
(ii) Payment to Cost Auditors		
Audit Fee	-	33.71
(iii) Expenses relating to Previous Years		
Listing Fee to Ahmedabad Stock Excahnge Ltd.	333.60	-

(b) Manufacturing Expenses

Stores Consumed	5,980.75	7,261.99
Packing Material Consumed	4,139.40	5,162.06
Excise Duty of Purchase	70.73	206.45
Hammali	-	33.41
Hank Yarn Obligation	37.25	38.88
Incidental Charges	5.28	-
Job Work Charges	1,189.62	2,879.91
Power & Fuel	38,282.39	36,950.38
Repair & Maint. of Plant & Machinery	890.33	1,100.04
Testing Charges	4.10	8.65
	<u>50,599.85</u>	<u>53,641.77</u>



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(c) Selling & Distribution Expenses

3,440.89	3,567.95
3,440.89	3,567.95

(a) + (b) + (c)

59,429.00	62,272.72
-----------	-----------

25 EARNING PER EQUITY SHARE

Profit after tax available for Equity Shareholders

1,182.94	1,617.45
----------	----------

Weighted average number of equity shares

16,300.00	16,300.00
-----------	-----------

Earning per share (Face value Rs. 10/- each)

(a) Cash

0.07

(b) Basic

0.10

for and on behalf of the Board

For KVNG & ASSOCIATES
Chartered Accountants
(Registration No. 002628C)

Kamal Nayan Singhal
Partner
Membership No. 071749

Place: Indore (M.P.)
Date: 30/05/2015

(Sanjay Singh)
Managing Director
(DIN : 01548011)

(Rakesh Kumar Jain)
Director
(DIN : 01548417)

(Omprakash Dhanotia)
Chief Finance Officer

(Shailendra Agrawal)
Company Secretary
(Membership No. ACS 25819)



Mid India Industries Limited

ROUTE MAP

For the venue of
Annual General Meeting



